

**MARDA COMMERCIAL &  
HOLDINGS LIMITED  
ANNUAL REPORT  
2021-2022**

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## **CORPORATE INFORMATION**

### **Board of Directors**

#### **Mr. Daulat Ram Agarwal**

Managing Director  
DIN: 00586956

#### **Mr. Lalit Agarwal**

Director  
DIN:00109920

#### **Mr. Ramesh Kumar Bissa**

Independent Director  
DIN:00586715

#### **Mrs. Shuchita Agarwal**

Director  
DIN: 00727700

#### **Mrs. Kamlesh Gupta**

Independent Director  
DIN: 07243898

### **Chief Financial Officer**

Mr. Aashish Agarwal  
CFO (KMP)  
PAN: AEJPA0655G

### **Company Secretary**

Puja Mantri  
Company Secretary  
PAN: DGUPM5770C

### **Auditors**

Multi Associates  
(Chartered Accountants)  
FRN: 509955C

### **Internal Auditors**

Jain S. & Associates  
(Chartered Accountants)  
FRN : 019665C

### **Registrar & Share Transfer Agents**

Niche Technologies Private Limited.  
7th Floor, Room, No. 7A & 7B,3A, Auckland Sq, Elgin, Kolkata, West Bengal 700017

### **Registered Office**

11, Crooked Lane, First Floor,  
Room No. 7 P.S.- Hare Street  
Kolkata Kolkata WB 700069

### **Corporate Office**

81, Functional Industrial Estate,  
Patparganj, Delhi-110092

### **E-Mail & Website**

#### **Company & investor**

#### **Grievances**

[info@mchl.co.in](mailto:info@mchl.co.in),

[www.mchl.co.in](http://www.mchl.co.in)



**MARDA COMMERCIAL & HOLDINGS LTD**  
**Regd. Office: "11, Crooked Lane, PS. Hare Street,**  
**Kolkata-700 0069**  
**Email: info@mchl.co.in; Website: www.mchl.co.in**  
**CIN: L65929WB1990PLC048280**

**ANNEXURE TO THE NOTICE FOR THE 33<sup>rd</sup> ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 30<sup>th</sup> DAY OF SEPTEMBER, 2022**

Envelope No. :  
Name & Registered Address  
of Sole/First named Member :  
Joint Holders Name (If any) :  
Folio No. / DP ID & Client ID :  
No. of Equity Shares Held :  
Dear Shareholder,

**Subject: Process and manner for availing E-voting facility:**

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 company facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on Thursday , the 30<sup>th</sup> September, 2022 at 09.30 a.m. at 11, Crooked Lane, PS. Hare Street, Kolkata-700 0069 and at any adjournment thereof.

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evoting.nsdl.com>.

The Electronic Voting Particulars are set out below:

<b>EVEN (Electronic Voting Event Number)</b>	<b>USER - ID</b>	<b>PASSWORD</b>
122347		

The E-voting facility will be available during the following voting period:

<b>Remote e-Voting start on</b>	<b>Remote e-Voting end on</b>
27 <sup>TH</sup> SEPTEMBER, 2022 AT 10:00 A.M. (IST)	29 <sup>TH</sup> SEPTEMBER, 2022 AT 5:00 P.M. (IST)

Please read the instructions mentioned in the Notice of the AGM before exercising your vote.

Place: Kolkata

Date: 06/09/2022

**By Order of the Board**

**Marda Commercial & Holdings Limited**

Sd/-

**Daulat Ram Agarwal**  
**(Managing Director)**  
**DIN:00586956**



**MARDA COMMERCIAL & HOLDINGS LTD**  
**Regd. Office: "11, Crooked Lane, PS. Hare Street,**  
**Kolkata-700 0069**  
**Email: info@mchl.co.in; Website: www.mchl.co.in**  
**CIN: L65929WB1990PLC048280**

### **NOTICE TO THE MEMBERS**

Notice is hereby given that the 33<sup>rd</sup> Annual General Meeting of the members of **Marda Commercials & Holdings Limited** will be held on Thursday, the 30<sup>th</sup> day of September, 2022 at 09.30 AM. at the Registered office of the Company at 11, Crooked Lane, PS. Hare Street, Kolkata-700 0069 to transact the following business: -

#### **ORDINARY BUSINESS**

##### **1. Adoption of Audited Financial Statements**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon.

##### **2. Appointment of Mr. Lalit Agarwal (DIN 00109920) as Director, liable to retire by rotation**

To appoint a Director in place of Mr. Lalit Agarwal (DIN 00109920) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

##### **3. Appointment of Statutory Auditors for the first term of 5 years**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment( s) thereof for the time being in force) and based on the recommendation of the Audit Committee and the Board of Directors, Multi Associates Chartered Accountants (Firm Registration No. 509955C), be and are hereby re-appointed as the Statutory Auditors of the Company, for the first term of 5 years i.e. from the conclusion of this 33<sup>rd</sup> Annual General Meeting until the conclusion of 38<sup>th</sup> Annual General Meeting to be held in the year 2027 and the Board be and is hereby further authorized to finalize the terms and conditions of re-appointment, including remuneration of the Statutory Auditor for the remaining period, based on the recommendation of the Audit Committee.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

**SPECIAL BUSINESS:**

**4. Appointment of Ms. Jyoti Bansal (DIN 08489503) as a Non-Executive, Independent Director of the Company.**

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

“**RESOLVED THAT** Ms. Jyoti Bansal (DIN 08489503), based on the recommendation of the Nomination and Remuneration Committee, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of Ms. Jyoti Bansal (DIN 08489503), who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations and who is eligible for appointment, as a Non- Executive, Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from September 30<sup>th</sup>, 2022, up to September 30<sup>th</sup>, 2027, be and is hereby approved.

**RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Ms. Jyoti Bansal shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in a capacity Non-Executive, Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

By order of the Board  
For **Marda Commercial & Holdings Limited**

**Place: Kolkata**  
Date: 06/09/2022

Sd/-  
**(Daulat Ram Agarwal)**  
Managing Director  
DIN: 0058696

## NOTES

1. A member entitled to attend and vote is entitled to appoint a PROXY to attend and on Poll to vote instead of himself and such PROXY need not be a member of the company. PROXIES in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the meeting.
2. Pursuant to the provisions of Section 105 of the companies Act, 2013, read with the applicable rules thereon a person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than 10 percent of the total share capital of the company carrying voting rights, may appoint a single person as proxy who shall not act as a proxy for any other member.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send the company a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. The register of members and Share Transfer Books will remain closed from 23<sup>rd</sup> September, 2022 to 30<sup>th</sup> September, 2022 (both days inclusive) for the purpose of the Annual General Meeting. Pursuant to the requirement of listing Agreement of Stock Exchanges on Corporate Governance, the information about the directors, proposed to be appointed at the AGM is given in Annexure to the Notice.
5. An explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of all the special businesses specified above is annexed hereto.
6. All documents referred to in the Notice and accompanying explanatory Statement as well as the Annual Report are open for inspection at the registered office of the company during the normal business hour up to the date of AGM.
7. Members desiring any information about accounts or otherwise, are requested to write to the company at least 10 days in advance of the Annual General Meeting to facilitate compliance thereof.
8. Members are requested to mention their Folio Number in all their correspondence with the Company in order to facilitate response to their queries promptly.
9. Members holding shares in physical form are requested to intimate changes in their registered address in Block Letters with PIN Code of the Post Office, Email-ID, Bank particulars and Permanent Account Number (PAN) to the Company's Registrar and the Share Transfer Agent and in case of members holding their shares in electronic form, this information should be given to their depository participant immediately.
10. Members / Proxies are requested to kindly take note of the following:
  - i. Copies of Annual Report will not be distributed at the venue of the meeting.
  - ii. In all correspondences with the Company and / or the R & T Agent, Folio No. must be quoted.

11. Members who are holding shares in identical order of names in more than one folio are requested to write to the Company enclosing their share certificate to enable the Company to consolidate their holdings in one folio.
12. Niche Technologies Private Limited is the Registrar and Share Transfer Agent of the company. All investor related to communication may be addressed to the following address:

**Niche Technologies Private Limited**

7th Floor, Room, No. 7A & 7B,  
3A, Auckland Sq, Elgin, Kolkata,  
West Bengal 700017

13. The Ministry of Corporate Affairs (MCA) has come out with Circular No. 17/2011 dated 21/04/2011 & 18/2011 dated 29/04/2011 propagation “Green Initiative” encouraging Corporate to serve documents through electronic mode. In order to above, those shareholders, who want the Annual Report in electronic mode, are requested to send their e-mail address.
14. The Securities and Exchange Board of India (SEBI) has mandated to submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account. Members holding their shares in physical form can submit their PAN to the company and / or its Registrars & Share Transfer Agents.
15. The Notice of AGM and Annual Report for the Financial Year 2021-2022, is available on the website of the Company at [www.mchl.co.in](http://www.mchl.co.in)
16. Members are requested to note that, dividends if not encashed for period of seven years from the date of transfer to Unpaid Dividend account of the Company, are liable to be transferred to the Investor Education and Protection Fund (“IEPF”). The shares in respect of such unclaimed dividends for 7 consecutive years are also liable to be transferred to the demat account of the IEPF Authority. In view of this, members/claimants are requested to claim their unpaid/unclaimed dividends. The members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No IEPF-5 as available on [www.iepf.gov.in](http://www.iepf.gov.in).
17. Members are requested to intimate changes if any, about their name, postal address, e-mail address, telephone/mobile number, PAN, Power of Attorney registration, Bank Mandate details etc., to their Depository Participants (DP) in case the shares are held in electronic form and to the registrar in case the shares are held in physical form, in prescribed form ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, members may note that SEBI has mandated the submission of Pan by every participant in the Securities Market.
18. As per the provisions of section 72 of the Act, the facility for making a nomination is available for the members in respect of shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Members who are either not desiring to register nomination or would want to opt-out, are requested to fill and submit Form No. ISR-3. The said forms can be downloaded from the RTA’s website. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.



19. The format of the Register of Members prescribed by the MCA under the Act requires the Company/ Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividends, etc. Form No. ISR-1 for capturing additional details is available on the Company's website. Members holding shares in physical form are requested to submit the filled-in Form No. ISR- 1 to the RTA in physical mode. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.
20. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates and self-attested copies of the PAN card of the holders for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes. The consolidation will be processed in demat form.
21. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
22. Mr. Yashwant Gupta, Practicing Company Secretary (Membership No. ACS 15154 & CP No.15119) has been appointed as the Scrutinizer by the Board for providing a facility to the Members of the Company to scrutinize the remote e-Voting process before the AGM as well as remote e-Voting during the AGM, fairly and transparently.
23. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman, after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges on which the Company's shares are listed, NSDL, and RTA, and will also be displayed on the Company's website at [www.mchl.co.in](http://www.mchl.co.in).

By order of the Board  
For Marda Commercial & Holdings **Limited**

**Sd/-**  
**(Daulat Ram Agarwal)**  
Managing Director  
DIN: 00586956

**Place: Kolkata**  
Date: 06<sup>th</sup> September, 2022

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 27<sup>th</sup> September, 2022 at 10:00 A.M. and ends on 29<sup>th</sup> September, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., 23<sup>rd</sup> September, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23<sup>rd</sup> September, 2022.

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

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

#### Step 1: Access to NSDL e-Voting system

##### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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

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

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

either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

- Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

- Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
- After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
- If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication,

	user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

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

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

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

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

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

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

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

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace

the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

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

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csguptayash@gmail.com](mailto:csguptayash@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [info@mchl.co.in](mailto:info@mchl.co.in)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [info@mchl.co.in](mailto:info@mchl.co.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**BRIEF RESUME OF DIRECTOR SEEKING RE-APPOINTMENT AT THE 33<sup>rd</sup> ANNUAL GENERAL MEETING IN TERMS OF REGULATION 36(3) OF LISTING REGULATIONS AND SECRETARIAL STANDARD-2**

<b>Name of Director</b>	<b>Lalit Agarwal</b>	<b>Jyoti Bansal</b>
<b>DIN</b>	00109920	08489503
<b>Date of Appointment</b>	05/04/2000	30/09/2022
<b>Qualification</b>	He is graduate in commerce.	Professional (PCS)
<b>Brief Profile, Experience and expertise in Specific functional area</b>	Mr. Lalit Agarwal is a part of executive team of the Company and he makes the right choices to seize the future while driving profitable and sustainable growth. He has a wide experience of working in the manufacturing and trading industry for more than Thirty-Five years now.	Ms. Jyoti Bansal is a commerce graduate from DU and has PG degree in business management from IGNOU, LLB & an associate member of ICSI, having professional expertise in corporate secretarial, legal consulting, corporate laws, IPR laws having experience of more than 5 years & is a trademark attorney
<b>Directorship in other public Limited Companies/ resignation in the last three years</b>	NIL	One
<b>Chairman/member of the Committee in which he is a director in listed entities</b>	NIL	One
<b>Shareholding of Director of the Company</b>	350000 equity shares	Nil
<b>Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company</b>	Nephew of Mr. Daulta Ram Agarwal, Managing Director of the Company	NIL

**Note 1:** For other details such as number of meetings of the board attended during the year, remuneration drawn and relationship with other Directors, Manager and Key Managerial Personnel in respect of above Directors, please refer Corporate Governance Report which is part of this Annual Report.



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

### ITEM NO 4:

#### **Appointment of Ms. Jyoti Bansal (DIN 08489503) as a Non-Executive, Independent Director of the Company**

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its meeting held on August 4, 2022, recommended to appoint her as an Independent Director, not liable to retire by rotation, for a term of five years i.e. from September 30, 2022, up to September 30, 2027 subject to the approval of the Members.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing his candidature for the office of Director. The profile and specific areas of expertise of Ms, Bansal are provided as Annexure to this Notice. Ms. Bansal has given her declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. She has also given his consent to act as a Director. In the opinion of the Board, Ms. Bansal is a person of integrity, possesses the relevant expertise/experience, and fulfils the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and he is independent of the management. In terms of Regulation 25(8) of Listing Regulations, Ms. Bansal has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Given her experience, the Board considers it desirable and in the interest of the Company to have Ms. Bansal on the Board of the Company and accordingly the Board recommends the appointment of Ms. Bansal as an Independent Director as proposed in the Resolution no. 4 for approval by the Members as a Special Resolution No. 4

Except for Ms. Jyoti Bansal and/or her relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution. Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

The terms and condition of appointment of the Independent Directors are uploaded on the website of the Company [www.mchl.co.in](http://www.mchl.co.in) and is available for inspection.

The Board recommends this resolution for your approval.

By order of the Board  
For **Marda Commercial & Holdings Limited**

Sd/-  
**(Daulat Ram Agarwal)**  
Managing Director  
DIN: 00586956

Place: Kolkata  
Date: 6<sup>th</sup> September, 2022

**Attendance Slip**

Members attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue.

Name of the Member(s) (In block letters) .....

Name of the Proxy, if any (In block letters) .....

DP ID*		Folio No.	
Client ID*		No. of Shares	

I hereby record my presence at the 33<sup>RD</sup> Annual General Meeting of the Company at 11, Crooked Lane, PS. Hare Street, Kolkata – 700069

Signature of Shareholder.....

Signature of Proxy.....

- 1) Only members or the Proxy holder can attend the meeting.
  - 2) Member/Proxy Holder should bring his/ her copy of Annual Report for reference at the meeting.
- \* Applicable for investors holding shares in electronic form

**FORM NO. MGT 11**

**Proxy Form**

**[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration Rules), 2014]**

Name(s) of the Shareholder(s) (including joint-holders, if any):	
Registered address of the Shareholder(s):	
Registered Folio No. /Client ID No. /DP ID No.:	
No. of equity Shares Held	

I/ We being the member(s) of \_\_\_\_ equity share of the above mentioned Company hereby appoint:

1. Name:.....  
Address: .....  
E-mail Id: ..... Signature:.....,or failing him/her
2. Name:.....  
Address: .....  
E-mail Id: ..... Signature:.....,or failing him/her
3. Name:.....  
Address: .....  
E-mail Id: ..... Signature:.....

As my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33<sup>rd</sup> Annual General Meeting of the Company, to be held at Mercantile Building, 11, Crooked Lane, PS. Hare Street, Kolkata – 700069, on Friday, the 30<sup>th</sup> September, 2022 at 9.30 A.M. In respect of the such resolutions as are indicated below:

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

Resolution No.	Resolutions	For	Against
ORDINARY BUSINESS			
1.	Ordinary Resolution to be passed to receive and adopt the Audited Accounts of the Company for the year ended 31 <sup>st</sup> March, 2022 along with Director's and Auditor's report thereon.		
2.	Ordinary Resolution to appoint a Director in place of Mr. Agarwal (DIN: 00109920), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Ordinary Resolution to appoint M/s Multi Associates as the Statutory Auditors of the Company from the conclusion of this AGM till the conclusion of the AGM to be held for the year 2026-2027		
4.	Special Resolution to appoint Ms. Jyoti Bansal (DIN:08489503) to be appointed as Woman and Independent Director for a term of Five years.		

Signed this 30<sup>TH</sup> day of September 2022

Signature of Shareholder: \_\_\_\_\_

Signature of Proxy holder: \_\_\_\_\_

Affix Revenue Stamp
---------------------------

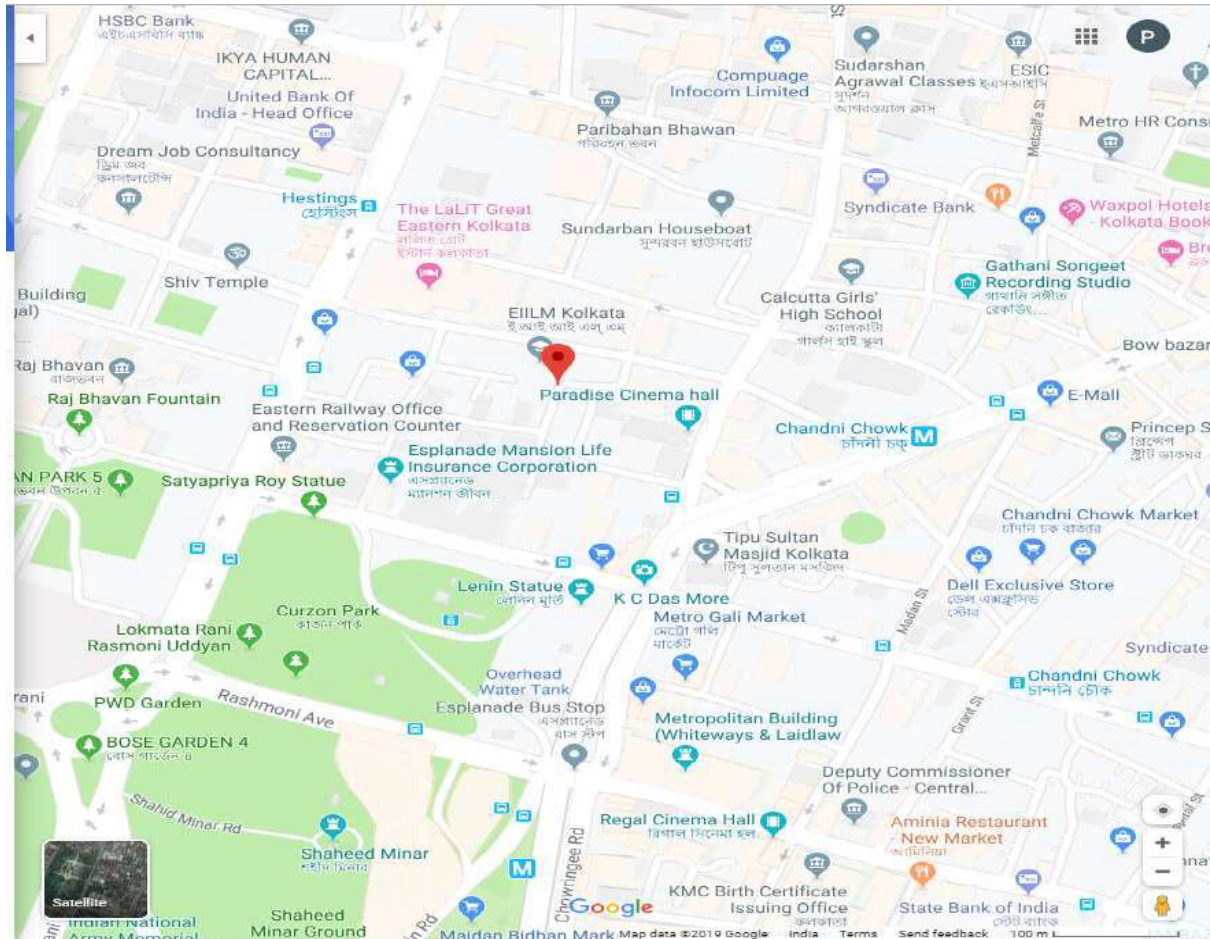
Note:

The Proxy Form signed across revenue stamp should reach the Registered Office of the Company at least 48 hours before the scheduled time of Meeting.

For the Resolutions, explanatory statements and notes please refer to the Notice of the 33<sup>rd</sup> Annual General Meeting

\* This is only optional. Please put 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will have entitled to vote in the manner as he/she thinks appropriate.

## ROUTE MAP TO AGM VENUE OF MARDA COMMERCIAL & HOLDINGS LIMITED



## DIRECTORS' REPORT

**To,  
The Members,**

Your directors have pleasure in presenting their 33<sup>rd</sup> Annual Report on the business and operations of Marda Commercial & Holdings Limited (the "Company") together with the audited Statement of Accounts for the year ended 31st March, 2022.

### **Financial Highlights**

During the year under review, performance of your company as under:

<i>Financial Result</i>	<i>Year Ended 31.03.2022</i>	<i>Year Ended 31.03.2021</i>
<i>Total Revenue</i>	5,14,35,000	1,91,01,773
<i>Total expenses</i>	4,49,02,000	1,86,43,375
<i>Profit /(Loss) Before Tax</i>	65,33,000	4,58,398
<i>Less: Tax Expenses</i>	13,84,000	1,53,699
<i>Profit /(Loss) After Tax</i>	51,49,000	3,04,699
<i>Transfers to Statutory Reserve</i>	55,86,000	(15,30,007)
<i>Balance carried to Balance Sheet</i>	36,57,64,000	30,59,51,540

### **Operating & Financial Performance**

Gross revenues increased to Rs. 5,14,35,000/- against Rs. 1,91,01,773 /- in the previous year. Profit before taxation was Rs. 65,33,000/- against Rs. 4,58,398/- in the previous year.

### **Material Changes & Commitments**

No material changes and commitments have occurred from the date of closure of the financial year till the date of this Report, which affected the financial position of the Company.

### **Dividend**

With the view to conserve the resources of the company your directors regret to recommend no dividend for the period under review.

### **Transfer to Reserves**

Your Directors propose no amount to transfer the General Reserves.

### **Change in the nature of business, if any**

There is no change in the nature of the business of the Company.

### **Statutory & Legal Matters**

There has been no significant and/or material order(s) passed by any Regulators/Courts/Tribunals impacting the going concern status and the Company's operations in future.

### **Financial Liquidity**

Cash and cash equivalent as on March 31, 2022 was ₹ 5,25,000/- (previous year was ₹ 8,43,544/-). The Company's working capital management is based on a well-organized process of continuous monitoring and controls.

### **Internal Financial Control**

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

### **Subsidiary / Joint Ventures / Associates**

The Company had no subsidiary or Associate Company during the financial year. In accordance with Section 129(3) of the Companies Act, 2013, the Company was not required to prepare a consolidated financial statement as a part of the Annual Report. In accordance with third proviso of Section 136(1) of the Companies Act, 2013, the Annual Report of the Company, containing therein its standalone financial statement has been placed on the website of the Company [www.mchl.co.in](http://www.mchl.co.in).

### **Share Capital**

The paidup Equity Share Capital as on March 31, 2022 was Rs. 10,00,06,00. During the year under review the company has not issued any shares or any convertible instruments.

### **Deposits**

The Company being a Non deposit taking NBFC has not accepted any public deposits and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet.

The Company has not accepted deposits from the public falling within the ambit of Section 73 of the Companies Act, 2013 and the Rules framed thereunder.

### **Risk Management**

Although the company has long been following the principle of risk minimization as the norm in every industry, it has now become a compulsion. The Board members were informed about risk assessment and after which the Board formally adopted and implemented the necessary steps for monitoring the risk management plan for the company.

## **Directors and Key Managerial Personnel**

In accordance with the provisions of Companies Act, 2013 Mr. Lalit Agarwal (DIN: [00109920](#)), Director of the Company retires by rotation and being eligible offers himself for re-appointment.

Ms. Jyoti Bansal (DIN: 08489503) was recommendation of Nomination and Remuneration Committee, appointed as an Independent Director (Non-Executive- Independent Director) with effect from September 30, 2022 by the Board of Directors of the Company who shall hold office form a term of five years i.e., upto the date of ensuing 38<sup>th</sup> Annual General Meeting of the Company. The Company has received a notice in writing from a member of the Company under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Independent Director of the Company for a term of 5 (Five) years.

## **Key Managerial personnel's**

The Key Managerial Personnel (KMPs) of the Company as on 31<sup>st</sup> March, 2021 in accordance with the provisions of section 2(51) and section 203 of the Companies Act,2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014 (Including any statutory modification(s) or re-enactment(s) for the time being in force) are as follows:

<b>S. No.</b>	<b>Name of KMPs</b>	<b>Designation</b>
1.	Mr. Daulat Ram Agarwal	Managing Director
2.	Mr. Aashish Agarwal	Chief Financial Officer
3.	Ms. Puja Mantri	Company Secretary

## **Declaration by Independent Director(s)**

The Board of Directors hereby certifies that the Independent Directors appointed on the Board meeting the criteria pursuant to Section 149(6) of the Companies Act, 2013.

Further, all Independent Directors have furnished their Declarations meeting the criteria under Section 149(7) of the Companies Act, 2013 and Regulation 25 SEBI (Listing and Disclosure Requirement) Regulations, 2015.

## **Meetings of Board**

During the Financial Year 2021-2022 seven (07) meetings of the Board of Directors of the Company were held. The details of which are given in the Corporate Governance Report. The intervening gap between the Board Meetings was within the period prescribed under the Companies Act, 2013.

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Management Discussion and Analysis Report as required under Regulation 34 read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015") is annexed herewith as **Annexure I**. Certain Statements in the said report may be forward-looking. Many factors may affect the actual results, which could be different from what the Directors envisage in terms of the future performance and outlook.



### **Remuneration Policy**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and to fix their remuneration. The Company's Remuneration Policy is available on the Company's website at [www.mchl.co.in](http://www.mchl.co.in) and forms a part of this Report of the Directors as **Annexure -II**

### **Directors' Responsibility Statement**

The Board of Directors acknowledges the responsibility for ensuring compliance with the provisions of section 134(3)(c) read with section 134(5) of the Companies Act, for the year ended on 31.03.2022 and state that:

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (ii) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- (iii) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the directors have prepared the annual accounts on a going concern basis;
- (v) the directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- (vi) The directors have devised proper system to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### **Related Party Transactions**

All Related Party Transactions that were entered into during the financial year were on an arm's length basis and in the ordinary course of business. There are no material significant related party transactions made by the Company during the year that would have required shareholder approval under Regulation 23 SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015. All related party transactions are reported to the Audit Committee. Prior approval of the Audit Committee is obtained on a yearly basis for the transactions which are planned and/ or repetitive in nature and omnibus approvals are taken within limits laid down for unforeseen transactions. The disclosure under Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is not applicable. The Policy on Related Party transactions as approved by the Board has been uploaded on the Company's Website and may be accessed at the link:

[http://www.mchl.co.in/policy/DOC\\_169090.MARDA\\_RPT-policy\\_2015.pdf](http://www.mchl.co.in/policy/DOC_169090.MARDA_RPT-policy_2015.pdf)

The details of the transactions with related parties during 2021-2022 are provided in the accompanying financial statements.

None of the Directors had any pecuniary relationship or transactions with the Company during the year under review.

### **Performance Evaluation**

The Nomination and Remuneration Committee (NRC) of your Company has formulated and laid down criteria for performance Evaluation of the Board (including Committees) and every director (including Independent Directors and Chairman & Managing Director) pursuant to provision of Section 134, Section 149 read with Code of Independent Directors(Schedule iv)and section 178 of the companies Act,2013 and Regulation 19(4) read with Part D of schedule II of SEBI Listing Regulations,2015 covering inter-alia the following parameters namely:

1. Board Evaluation- degree of fulfillment of key responsibilities; Board culture and dynamics
2. Board Committee Evaluation-effectiveness of meetings committee dynamics.
3. Individual Director Evaluation (including IDs)-contribution at Board Meetings.

Further, the Chairman and Managing Director is evaluated on key aspects of the role which includes inter-alia effective leadership to the Board and adequate guidance to the CEOs

### **Board Evaluation**

Pursuant to the provisions of Companies Act, 2013 and Regulation 17 SEBI (Listing and Disclosure Requirement) Regulations, 2015, the Board has carried out annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its committees.

### **Whistleblower Mechanism**

Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages its employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. The Company has a strong and effective Whistleblower Policy which aims to deter and detect actual or suspected misconduct.

This mechanism also provides for adequate safeguards against victimization of employees who avail of the mechanism. Any employee may report such incident without fear to the Vigilance Officer or alternatively to the Chairman of the Audit Committee

The Audit Committee is empowered to monitor the functioning of the mechanism. It reviews the status of complaints received under this policy. The Committee has, in its Report, affirmed that no personnel have been denied access to the Audit Committee. The details of whistle blower policy is posted on the website of the Company and can be accessed at [www.mchl.co.in](http://www.mchl.co.in)

### **Corporate Social Responsibility**

The Net worth of the Company was below Rs. 500 Crore, the Turnover of the company was below Rs. 1000 Crore and the Net Profit of the Company was below Rs. 5 Crore in any of the preceding three financial years, hence, provisions of section 135(1) of the Companies Act 2013 read with CSR rules 2014 issued in this behalf are not attracted on the Company.

### **Listing**

The shares of the Company are listed on The Calcutta Stock Exchange Limited. The Company's shares are compulsorily traded in the dematerialized form. The ISIN allotted is **INE912C01014**.

### **Statutory Audit**

M/s Multi Associates, Chartered Accountants have been appointed as statutory auditors of the Company till the conclusion of 33rd AGM of the Company to fulfill the casual vacancy as the previous auditors M/s Nagar Goel & Chawala has resigned w.e.f. 03/05/2021. The said firm has given its consent and declared that they are not disqualified to be appointed as statutory auditors.

Report of M/s Multi Associates, Statutory auditor's Report does not contain any qualifications, reservations or adverse remarks. The Auditor's Report is enclosed with the financial statements in this Annual Report.

### **Corporate Governance**

Report on Corporate Governance along with the Certificate thereon as obtained from Nagaqr Goel & Chawla, as required by SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, is enclosed as **Annexure- II** to the Board's report.

### **Secretarial Audit**

M/s. Yashawant Gupta & Associates, Practicing Company Secretary was appointed to conduct the secretarial audit of the Company for the financial year 2020-2021, as required under Section 204 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

In terms of the provisions of Section 204(1) of the Companies Act, 2013 a Secretarial Audit Report in Form MR-3 given by Secretarial Auditor is annexed to this Report (**Annexure- III**).

The Report confirms that the Company had complied with the statutory provision listed under **Form MR-3** and the Company also has proper board processes and compliance mechanism. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

### **INTERNAL AUDITOR**

The Board of Directors appointed M/s. Jain S & Associates, Chartered Accountants as Internal Auditors of the Company for the financial year 2021-2022.

### **Board Induction, Training and Familiarization programme for Independent Directors**

At the time of appointment of the Director, a formal letter of appointment is given to him which inter-alia explains the role, functions, and responsibilities expected of him as a Director of the Company. The Director is also explained in detail the various compliances required from him as a Director under the various provisions of the Companies Act 2013, Regulation 25 SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, SEBI (Prohibition of Insider Trading) Regulations, 2011, the Code of Conduct of the Company and other relevant regulations.

The Director, upon appointment, is formally inducted to the Board. In order to familiarize the Independent Directors about the business drivers, they are updated through presentations at Board Meetings about the Financials of the company and also about the companies background They are also provided booklets about the business and operations of the company.

The Directors are also updated on the changes in relevant corporate laws relating to their roles and responsibilities as Directors.

### **Code of Conduct**

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The code laid down by the Board is known as “Code of Business Conduct” which forms an Appendix to the Code. The Code has been posted on the Company’s website **www.mchl.co.in**.

All the Board Members, the Senior Management personnel and personnel one level below the Board have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

### **Loans, guarantees and investments**

The Company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013. The detail of the investments made by the Company are given in the notes to the financial statements.

### **Conservation of Energy, Technology Absorption**

Since the Company does not own any manufacturing facility, being an Investment Company, the particulars relating to conservation of energy and technology absorption stipulated in the Companies (Accounts) Rules, 2014 are not applicable.

### **Foreign Exchange Earning and Outgo**

There is no foreign exchange earnings and outgo during the year under review.

### **Extract of Annual Return**

The extract of Annual Return as for the financial year 2021-2022 in Form No. MGT-9 as required under Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is set out as an annexure to this Report. **(Annexure IV)**.

### **Managerial Remuneration**

The information required pursuant to Section 197(12) read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is attached here as **Annexure V** and forms a part of the Directors’ Report.

There are no employees who are in receipt of remuneration in excess of the limit specified under section 134(3) (q) read with Rule 5 (2) and 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

### **RBI Guidelines for Non-Banking Financial Companies**

The Company has observed all the prudential norms prescribed by the Reserve Bank of India. The Schedule as required in terms of Paragraph 13 of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 2015 is annexed with the financial statements.

### **Provisions of Sexual Harassment**

The provisions of the Sexual Harassment of Women at the work place (Prevention, Prohibition and Redressal) Act, 2013 is not attracted on the Company, However the Company has a voluntary policy towards Prevention of Sexual Harassment of Women employees of the Company and has set up a mechanism for registering and prompt Redressal of complaints received from all permanent and temporary employees and staffs.

### **Cautionary Note**

The statements forming part of the Director's Report may contain certain forward looking remarks within the meaning of applicable securities laws and regulations. Many factors could cause the actual results, performances or achievements of the Company to be materially different from any future results, performances or achievements that may be expressed or implied by such forward looking statement

### **Application made or any proceeding pending under the insolvency and bankruptcy code, 2016 during the year**

No application to the IBC or no matter is pending under the IBC, 2016 for the period under review.

### **General Disclosures**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- Issue of equity shares with differential rights as to dividend, voting or otherwise.
- Issue of Sweat equity shares.
- Your Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
- There was no revision in the Financial Statements.
- There was no change in the nature of business.

### **Acknowledgement**

Your Directors take the opportunity of placing their sincere appreciation to the Central Government, State Government, Banks, Financial Institutions, employees, associates, consultants and members of the company for their valuable guidance and support. The Board expects to receive their continuous support in future also.

**For and on behalf of the Board of Directors**

Sd/-

sd/-

**Daulat Ram Agarwal**  
**Managing Director**  
**(DIN 00586956)**

**Lalit Agarwal**  
**Director**  
**(DIN 00109920)**

Place: Kolkata  
Date: 06/09/2022

## Annexure I

### **MANAGEMENT DISCUSSION & ANALYSIS REPORT**

#### **INDUSTRY TREND AND DEVELOPMENT**

India's economic growth is estimated to slowed tremendously in the current fiscal year as compared to last years, as an impact of the deadly pandemic COVID-19. However, acceleration in growth is conditional to the development of social and economic conditions of the Country. Moreover, with the banking system clearly constrained in terms of expanding their lending activities, the role of NBFCs becomes even more important now, especially when the government has a strong focus on promoting entrepreneurship so that India can emerge as a country of job creators instead of being one of job seekers. Innovation and diversification are the important contributors to achieve the desired objective. The Company's principal business being investment in shares and securities, the Company looks forward to increased activities in this segment. However, the Management will continue to review the business strategy from time to time depending on the changes in the policy of Government and Reserve Bank of India. During the year under review favorable conditions prevailed in the market which have been reflected in the profitability of the Company.

#### **OPPORTUNITIES AND THREATS**

With the positive attitude of the Government and RBI it appears that new opportunities may open up for sustained growth of Investment Companies. However, the Management is not complacent about the future growth of the Company and constantly reviews the ups and downs of the market particularly bearing in mind that the Company is a small sized NBFC and there are plenty of obstacles which may hinder its growth.

In the past few years, the increased competition from banks in the retail finance segment has led to excess diversification by NBFCs from their core business activities. The sector has witnessed introduction of various innovative products such as used vehicles financing, small personal loans, three-wheeler financing, IPO financing, finance for tyres & fuel, asset management, mutual fund distribution and insurance advisory, etc. Besides, NBFCs are aspiring to emerge as a one-stop shop for all financial services

## **OUTLOOK**

As earlier stated, not only World Bank but other authorities also appear to be optimistic about the growth potential of India's economy. The financial results of the year under review have improved and it is expected that the current year may produce even better results barring unforeseen circumstances.

Your company is fully aware that the opportunities in the infrastructure and real estate will be many and diverse in nature. While this provides impetus for our sustainable growth, your company is also duly careful that amongst the multiple choices of attractive businesses available we always make the right choice. Your company's business model and its risk management policies and mechanism are being constantly reviewed and upgraded to ensure this.

## **RISK AND CONCERN**

As stated earlier, the Company's business is very much dependent on economic and fiscal policies of the Government and RBI. The Management critically examines the ups and downs of the Market and this is a matter of constant concern for the Management. The business strategy needs to be reviewed and corrected suitably to meet the changed situation.

## **INTERNAL CONTROL SYSTEMS AND THERE ADEQUECY**

The Company has proper and adequate system of internal control to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that transactions are authorized, recorded and reported correctly. The Company has effective system in place for achieving efficiency in operations, optimum and affective utilization of resources, monitoring thereof and compliance with applicable laws. Comprehensive audit of functional areas and operations of the Company are undertaken to examine the adequacy of and compliance with policies, plans and statutory requirements. Significant observations and follow up actions thereon are reported to the Audit Committee. The Audit Committee reviews adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations.

The Audit Committee of the Board of Directors comprising Independent Directors also review the system at regular intervals.

## **INDUSTRY STRUCTURE & DEVELOPMENTS**

The Company continues to be a Non Deposit Taking, systemically not important, Non CIC Non-Banking Financial Company and holds the RBI certificate in this behalf. The company has followed the RBI Norms as applicable and has complied with all the statutory obligations.

## **HUMAN RESOURCE DEVELOPMENT**

The Company continues to give priority to its human assets. The Company provides a fair and equitable work environment to all its employees. The Company is working continuously to create and nurture an atmosphere which is highly motivated and result oriented.

## **MATERIAL DEVELOPMENT IN HUMAN RESOURCE / INDUSTRIAL RELATIONS FRONT INCLUDING NUMBER OF PEOPLE EMPLOYED**

The Management maintains a healthy relationship with its employees at all levels. However, the number of employees in the company is low but with the positive growth of operations, the management believes the employee base to grow.

## **CAUTIONARY STATEMENT**

Statements made in this Management Discussion and Analysis describing the Company's current position and expectations for the future may be "forward looking statements" within the meaning of the applicable laws and regulations. Actual results may differ substantially or materially from those expressed or implied. Important developments that could affect the Company's operation include the downtrend in the industry – global or domestic or both, significant changes in political and economic environment in India.

**By Order of the Board of Directors  
For Marda Commercial & Holdings Limited**

**Sd/-  
Daulat Ram Agarwala  
Managing Director  
(DIN 00586956)**

**Place: Kolkata  
Date: 06/09/2022**



**ANNEXURE-II**  
**NOMINATION & REMUNERATION POLICY**  
**of**  
**Marda Commercial & Holdings Limited**

**INTRODUCTION**

The Company considers human resources as its invaluable assets. This policy on nomination & remuneration of Directors, Key Managerial Personnel (KMPs) and other employees has been formulated in terms of the provisions of the Companies Act, 2013 and the listing agreement in order to pay equitable remuneration to the Directors, Key Managerial Personnel (KMPs) and employees of the Company and to harmonize the aspirations of human resources consistent with the goals of the Company.

**OBJECTIVE**

The Key Objectives of the Committee would be:

- a) To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- b) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation.
- c) To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

**DEFINITIONS**

- **“Board”** means Board of Directors of the Company.
- **“Company”** means **“Marda Commercial & Holdings Limited”**
- **“Independent Director”** means a director referred to in Section 149 (6) of the Companies Act, 2013.
- **“Key Managerial Personnel” (KMP)** means
  - (i) CEO or the Managing Director or the Manager
  - (ii) Company Secretary
  - (iii) Whole-time Director
  - (iv) CFO
  - (v) Such other officer as may be prescribed

- **“Nomination and Remuneration Committee”** shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement.
- **“Policy or This Policy”** means, “Nomination and Remuneration Policy.”
- **“Remuneration”** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.
- **“Senior Management”** means personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the Executive Directors, including all the functional heads.

## **POLICY FOR APPOINTMENT OF DIRECTORS, KMPs AND SENIOR MANAGEMENT**

### **Appointment criteria and qualifications:**

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
2. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.

### **Term / Tenure:**

1. Managing Director/Whole-time Director/Manager (Managerial Person): - The Company shall appoint or re-appoint any person as its Managerial Person for a term not exceeding five years at a time.
2. An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re- appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.
3. A whole-time KMP of the Company shall not hold office in more than one Company except in its subsidiary company at the same time.

**Evaluation:**

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management at regular interval.

**POLICY RELATING TO REMUNERATION FOR DIRECTORS, KMPs AND OTHER EMPLOYEES****General**

1. The remuneration/compensation/commission etc. to the Directors will be determined by the Committee and recommended to the Board for approval.
2. The remuneration & commission paid to the Managing Director shall be in accordance with the provisions of the Companies Act, 2013, and the rules made there under.

**Remuneration to Non-Executive/Independent Directors**

The remuneration payable to each Non-Executive Director is based on the remuneration structure as determined by the Board, and is revised from time to time, depending on individual contribution, the Company's performance, and the provisions of the Companies Act, 2013 and the rules made there under.

**DEVIATIONS FROM THIS POLICY**

Deviations on elements of this policy in extraordinary circumstances, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so in an individual case

## **ANNEXURE-III**

### **REPORT OF THE DIRECTORS ON CORPORATE GOVERNANCE**

#### **CORPORATE GOVERNANCE**

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2021.

#### **COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

Your Company is always committed to good Corporate Governance and application of best management practices for safeguarding the interest of all stakeholders. Strict adherence to the principles of fairness, transparency, professionalism, accountability and propriety in total functioning of the Company, are pre-requisites for attaining sustainable growth in this competitive corporate world. Your company seeks to focus on regulatory compliances, complying with all the provisions of Listing Regulations and applicable Corporate Governance Norms with all the modifications within the prescribed time, thereby giving stress on essential pre-requisites of corporate governance.

A Report on compliance with the principles of Corporate Governance as prescribed in The Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI Regulations") is given below:

#### **ETHICS POLICIES**

We strive to conduct our business and strengthen our relationships in a manner that is dignified, distinctive and responsible. Therefore, we have adopted various codes and policies to carry out our duties in an ethical manner. Some of these codes and policies are:

- Code for Board of Directors and Board Committees
- Code of Business Conduct and Ethics for Directors / Management Personnel
- Code of Conduct for Prohibition of Insider Trading

#### **BOARD OF DIRECTORS (BOARD)**

##### **Introduction**

In keeping with the commitment of the management for the principle of integrity and transparency in business operations for good corporate governance, the Company's policy is to have an appropriate blend of executive and independent directors to maintain the independence of the Board. The main role of Board is to take right decision to safeguard and enhance shareholders value. The Board periodically evaluates the need for change in its composition and size and selects members to fill Board vacancies and nominating candidates for election by the members at the Annual General Meeting.

### **Composition**

As on 31st March, 2022 the Company's Board comprised of four directors out of which one is Managing Director, one is Non-Executive Director, one woman Non - Executive Director one Non - Executive Independent Directors. Management of the Company is headed by Sri Daulat Ram Agarwala, Managing Director, subject to general supervision, control and direction of the Board.

The composition of the Board is in conformity with Section 149 of the Companies Act, 2013 and Reg. 17 of SEBI Listing Regulations.

The details of attendance of the Directors at the Board Meeting during the year and at the last Annual General Meeting held on 30<sup>th</sup> November, 2021 and also the number of other directorships, committee memberships/chairmanships as on 31st March 2022, and the date of joining is given below. All the Directors are compliant with the provisions of the Companies Act, 2013 (hereinafter referred to as "the Act") and "SEBI Regulations" in this regard:

Name of the Directors & DIN No.	Category	Relation ship with other Director s	Financial Year 2021-2022		Attend ance at the Last AGM	Number of Directorshi p(s) held in India public listed companies (including Marda Commercial & Holdings Limited)*	No. of Committee Positions held in other Public Limited Companies **	
			Board Meeting held during the tenure of directors hip	Board Meeting attended			Chairman	Member
Mr. Daulat Ram Agarwala (DIN: <a href="#">00586956</a> )	Managing Director	----	07	07	Yes	01	NIL	NIL
Mr. Lalit Agarwal (DIN: 00109920)	Non-Executive Director	-----	07	07	Yes	03	03	03
Mr. Ramesh Kumar Bissa (DIN: <a href="#">00586715</a> )	Non-Executive Independent Director	-----	07	07	Yes	01	00	02
Mrs. Shuchita Agarwal	Additional Woman Director	Daughter -in-Law of MD	02	02	Yes	01	00	00
Ms Kamlesh Gupta (DIN: <a href="#">07243898</a> )	Non-Executive Independent Director	-----	01	01 (resigned during the year)	NO	01	NIL	NIL

\* Excludes Directorship in Private Limited Companies, Foreign Companies, Companies under Section 8 of the Companies Act, 2013 and Alternate Directorship.

\*\* Only Audit Committee and Stakeholders Relationship Committee have been considered.

None of the Directors on the Board is a member in more than ten Board-level Statutory Committees or Chairman of more than five such Committees.

All Independent Directors have confirmed their Independence to the Company.

The Non- Executive Directors have no pecuniary relationship for transactions with the Company in their personal capacity.

### **Board Meetings**

A calendar of Board and Committee Meetings is agreed and circulated in advance to the Directors. Additional meetings are held, when necessary. During the year ended 31 March 2022, Seven (07) Board meetings were held during the year. The gap between any two consecutive meetings did not exceed one hundred and twenty days.

### **Board Agenda**

The meetings of the Board are governed by a structured agenda. The agenda papers are circulated in advance before each meeting to all the Directors. All Board members have access to accurate, relevant and timely information to fulfill their responsibilities. The Board members in consultation with the Chairman may bring up other matters for consideration at the Board Meetings.

### **Information placed before the Board**

Necessary information as required under the Companies Act and the Listing Agreement/SEBI Listing Regulations as applicable have been placed before and reviewed by the Board from time to time. The Board also periodically reviews compliance by the Company with the applicable laws/statutory requirements concerning the business and affairs of the Company.

### **FAMILIARIZATION PROGRAMMES FOR BOARD MEMBERS**

The Board members are provided with necessary documents, reports and internal policies to enable them to familiarize with the Company's procedures and practices. Periodic presentations are made at the Board and Board Committee Meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved. Detailed presentations on the Company's business segments were made at the separate meetings of the Independent Directors held during the year. The details of such familiarization programmes for Independent Directors are posted on the website of the Company and can be accessed at [www.mchl.co.in](http://www.mchl.co.in)

### **CODE AND POLICIES**

The Board has adopted all applicable codes and policies as per the requirement of the Companies

Act, 2013, SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Listing Agreement/SEBI Listing Regulations. The requisite codes and policies are posted on the Company's website at [www.mchl.co.in](http://www.mchl.co.in) and references to these codes and policies have been given elsewhere in this Report.

### **CODES OF CONDUCT**

As a member of the Marda Commercial & Holdings Limited, the Company had adopted Marda Code of Ethics as the Code of Conduct for all its employees including its Whole-time Directors. Marda Code of Ethics anchors ethical and legal behavior within the organization. The Board of Directors laid down a separate Code for the Non-Executive Directors of the Company. The aforesaid Codes are available on the Company's website at [http://www.mchl.co.in/code\\_conduct.php](http://www.mchl.co.in/code_conduct.php). All Directors and Senior Management personnel of the Company as on 31<sup>st</sup> March, 2022 have individually affirmed their compliance with the applicable Code of Conduct. A declaration signed by the Managing Director to this effect is enclosed at the end of this report. The Code of Conduct for the Non-Executive Directors is in line with the provisions of Section 149(8) and Schedule IV of the Companies Act, 2013 and contains brief guidance for professional conduct by the Non-Executive Independent Directors.

During the year, pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board of the Company formulated the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information to ensure timely and adequate disclosure of price sensitive information to the Stock Exchange(s). The same is also posted on the website of the Company at [www.mchl.co.in](http://www.mchl.co.in).

### **COMMITTEES OF THE BOARD**

As on 31<sup>st</sup> March 2022, the Company had three committees of the Board of Directors – Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

The minutes of all Board and Committee Meetings are placed before the Board and noted by the Directors at the Board Meetings. The role, composition and terms of reference of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee including the number of meetings held during the year ended and the related attendance are as follows:

#### **AUDIT COMMITTEE**

The Committee acts as a link between the management, auditors and the Board of Directors of the Company and has full access to financial information.

The terms of reference of the Audit Committee are as per the guidelines set out in the Listing Regulation with the Stock Exchanges read with Section 177 of the Companies Act, 2013.

As on 31st March, 2022 the Audit Committee comprised of two Independent Directors and one Non-Executive Director. Mr. Ramesh Kumar Bissa is the Chairman and Mr. Lalit Agarwal & Mrs. Kamlesh Gupta are the other two members of the Committee. All the members of the Committee have accounting or related financial management expertise.

During the year under review, four meetings of the committee were held on 28/06/2021, 14/08/2021, 14/11/2021, 14/02/2022. The composition of the committee and attendance at its meeting is given below:

<b>Name of the Director</b>	<b>Category</b>	<b>No. of Meetings held</b>	<b>No. of Meetings Attended</b>
Mrs. Kamlesh Gupta	Chairman-Non-Executive Independent Director	01	01
Mr. Lalit Agarwal	Non-Executive Director	04	04
Mr. Ramesh Kumar Bissa	Non-Executive Independent Director	04	04
Mrs. Shuchita Agarwal	Additional Woman Director	02	02

Ms. Puja Mantri, Company Secretary is the secretary to the Committee.

The representatives of Statutory Auditors are permanent invitees to the Audit Committee Meeting.

All the meetings were held in such time that the gap between any two meetings did not exceed four months; thereby complying with the Companies Act, 2013.

The Committee acts as a link between the management, auditors and the Board of Directors of the Company and has full access to financial information.

**The functions of the Committee include:**

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of Statutory Auditors of the company;
3. Approval of payment to Statutory Auditors for any other services rendered by them;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - 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 Companies Act, 2013;
  - Changes, if any, in accounting policies and practices and reasons for the same;



- Major accounting entries involving estimates based on the exercise of judgment by management;
  - Significant adjustments made in the financial statements arising out of audit findings;
  - Compliance with listing and other legal requirements relating to financial statements;
  - Disclosure of any related party transactions;
  - Qualifications in the draft Audit Report;
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
  6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
  7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
  8. Approval or any subsequent modification of transactions of the company with related parties;
  9. Scrutiny of inter-corporate loans and investments;
  10. Valuation of undertakings or assets of the company, wherever it is necessary;
  11. Evaluation of internal financial controls and risk management systems;
  12. Reviewing, with the management, performance of statutory auditor internal adequacy of the internal control systems;
  13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
  14. Discussion with internal auditors of any significant findings and follow up there on;
  15. Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
  16. Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
  17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
  18. To review the functioning of the Vigil Mechanism and Whistle Blower Mechanism;
  19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

21. Regulating Internal Financial Control system.

22. Reviewing the following information:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses.
- Reviewing the appointment, removal and terms of remuneration of the Chief internal auditor.

### **NOMINATION & REMUNERATION COMMITTEE**

As on 31st March, 2022 the Nomination & Remuneration Committee comprised of three Non-Executive Directors. Mr. Lalit Agarwal is the Chairman and Mr. Ramesh Kumar Bissa & Mrs. Kamlesh Gupta and Mrs. Shuchita Agarwal after resignation of Mrs. Kamlesh Gupta are the other two members of the Committee.

The Committee had its meeting on 14<sup>th</sup> November, 2021 where the committee discussed about the policy of the remuneration and decided to continue with the same.

The composition of the committee and attendance at its meeting is given below:

<b>Name of the Director</b>	<b>Category</b>	<b>No. of Meetings Held</b>	<b>No. of Meetings Attended</b>
Mr. Lalit Agarwal	Chairman-Non-Executive Director	1	1
Mrs. Kamlesh Gupta	Non-Executive-Independent Director	Nil	Nil
Mrs, Shuchita Agarwal	Additional Director	1	1
Mr. Ramesh Kumar Bissa	Non-Executive Independent Director	1	1

**Terms of Reference of the Committee, inter alia, includes the following:**

- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/or removal

- To carry out evaluation of every Director's performance
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees
- To formulate the criteria for evaluation of Independent Directors and the Board
- To devise a policy on Board diversity
- To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria.

Shares held by the Directors as on 31<sup>st</sup> March, 2022

<b>Name of the Director</b>	<b>Category</b>	<b>No. of Equity Shares held</b>
Mr. Daulat Ram Agarwala	Managing Director	512500
Mr. Lalit Agarwal	Non- Executive Director	350000
Mr. Ramesh Kumar Bissa	Independent	-
Ms Kamlesh Gupta	Independent	-
Mrs. Shuchita Agarwal	Additional Director	-

### **STAKEHOLDERS RELATIONSHIP COMMITTEE**

During the year under review, the Stakeholders Relationship Committee comprised of three Directors. The present Members of the Committee are Mr. Ramesh Kumar Bissa, Chairman Mrs. Shuchita Agarwal and Mr. Lalit Agarwal.

Ms. Puja Mantri, Company Secretary acts as the Secretary to the Committee.

The Committee held one meeting during on 14<sup>th</sup> November, 2021.

The composition of the committee and attendance at its meeting is given below:

<b>Name of the Director</b>	<b>Category</b>	<b>No. of Meetings Held</b>	<b>No. of Meetings Attended</b>
Mr. Ramesh Kumar Bissa	Chairman-Non-Executive Independent Director	1	1
Mr. Lalit Agarwal	Non-Executive Director	1	1
Mrs. Shuchita Agarwal	Non-Executive Additional Director	1	1

Terms of Reference of the Committee, inter alia, includes the following:

- To approve all transfers (including transmission, transposition, remat) requests received.

- To review action taken on shareholders' grievances and to advise if any further action is to be taken.
- To ensure that correspondence with the shareholders are promptly dealt with by the Company and no cases were pending as on 31st March, 2022.

Shares received for transfer are processed promptly, approved by the Committee and ratified at the following Board Meeting.

The Company did not receive any complaint from any shareholder during the year and no complaint was pending as on 31.03.2022.

Pursuant to Listing Agreement the Company has opened email-id [info@mchl.co.in](mailto:info@mchl.co.in) for Grievance Redressal purpose where complaint can be lodged by the Shareholders.

### **Separate Meeting of Independent Directors**

During the year 2021-2022, as per the requirement of Schedule IV of the Companies Act, 2013 and the Listing Agreement/SEBI Listing Regulations, one separate meeting of Independent Directors was held on 28<sup>th</sup> June, 2021 which was attended by all the Independent Directors.

Mrs. Kamlesh Gupta was elected as the Lead Independent Director. In the meeting, the Directors reviewed the performance of Non-Independent Directors and the Board as a whole and further reviewed the performance of the Chairperson of the company taking into account the views of Executive Directors and Non-Executives Director and assessed the quality, quantity and the timeliness of flow of information between the Management and the Board.

### **SKILLS/EXPERTISE/COMPETENCIES OF THE BOARD OF DIRECTORS:**

In compliance with SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("SEBI Amendment Regulations, 2018), the Board has identified the skills/expertise/ competencies in the context of the Company's business for it to function effectively which are as follows:

- 1) Business experience
- 2) Industry knowledge
- 3) Professional Skill and Qualification
- 4) Behavioral Competencies including integrity and high ethical standard

Further the Board of Directors has identified the aforementioned skills/expertise/competencies possessed by each member of the Board in compliance with the said regulations.

In the table below, the specific areas of focus or expertise of individual Board members have been highlighted. However, the absence of a mark against a member's name does not necessarily mean the member does not possess the corresponding skills/expertise/competencies.

Name of Director	Business Experience	Industry Knowledge	Professional Skill & Qualification	Behavioral Competencies including integrity and high ethical standard
Lalit Agarwal	√	√	√	√
Kamlesh Gupta		√	√	√
Shuchita Agarwal	√	√		√
Daulat Ram Agarwal	√	√	√	√
Ramesh Kumar Bissa	√	√	√	√

### **SUBSIDIARY COMPANY**

The Company has no subsidiary during the financial year.

### **COMPLIANCE OFFICER**

The Company has designated Ms. Puja Mantri, Company Secretary of the Company as Compliance Officer.

Ms. Puja Mantri, Company Secretary

Address: 11, Crooked Lane, First Floor, Room No. 7, P.S.- Hare Street,

Kolkata, West Bengal-700069

Phone Nos.: (033) 2248-5664

Fax : (033) 2243-9601

Email: [info@mchl.co.in](mailto:info@mchl.co.in)

Website: [www.mchl.co.in](http://www.mchl.co.in)

### **CORPORATE SOCIAL RESPONSIBILITY**

Provision of Section 135 of the Companies Act, 2013 i.e. Corporate Social Responsibility is not applicable to the company as it does not have the requisite net worth, turnover or net profit as laid down by the said section as on 31st March, 2022.

### **GENERAL BODY MEETINGS**

The location and time of the last three Annual General Meetings and special resolutions passed therein are as follows:

For the year ended	Location	Date	Time	Special resolutions transacted
March 31, 2021	11, Crooked Lane, First Floor, Room No. 7, P.S.- Hare Street, Kolkata, West Bengal-700069	30.11.2021	11.00 A.M	None

March 31, 2020	11, Crooked Lane, First Floor, Room No. 7, P.S.- Hare Street, Kolkata, West Bengal-700069	28.12.2020	04.30 P.M.	None
March 31,2019	11, Crooked Lane, First Floor, Room No. 7, P.S.- Hare Street, Kolkata, West Bengal-700069	28.09.2019	11.00 A.M	None

Note:

i) Extra -Ordinary General Meeting was held during the year under report for appointment of Statutory Auditor under casual vacancy.

### **DISCLOSURES**

- i) The financial statements are prepared following the Accounting Standards issued by the Institute of Chartered Accountants Of India and there is no deviation from it in general.
- ii) There are no significant transactions with Related Parties, which may have a potential conflict with the interests of the Company.
- iii) There were no cases of non-compliance by the Company and no penalties / strictures imposed on the Company by any Statutory Authority on any matter.
- iv) There were no instances of non-compliance of any matter related to the capital market during the last three years. Nor were there any fine or penalty imposed by the said Authorities.
- v) The Company has complied with all the mandatory requirements of Listing Regulations, 2015 the revised Clause 49 of the Listing Agreement. Compliance Status about the non-mandatory requirements of the Listing Regulations, 2015 are disclosed separately elsewhere.
- vi) The Company has adopted a policy on dealing with related party transactions and the same is disclosed at the Company's website at [http://www.mchl.co.in/policy/DOC\\_169090.MARDA\\_RPT-policy\\_2015.pdf](http://www.mchl.co.in/policy/DOC_169090.MARDA_RPT-policy_2015.pdf)
- vii) The Company's Remuneration Policy was adopted by the Nomination & Remuneration Committee and has been placed on the Company's website.
- viii) The Audit Committee had recommended to the Board the Whistle Blower Policy / Vigil Mechanism which was posted on the Company's Website i.e. [www.mchl.co.in](http://www.mchl.co.in)

### **MEANS OF COMMUNICATION**

#### **Website**

The Company's corporate website [www.mchl.co.in](http://www.mchl.co.in) contains comprehensive information about the company. An exclusive section is for Investors wherein annual reports, quarterly / half-yearly

financial results, notices, shareholding patterns among others are available for reference or download.

### **Annual Report**

The Annual Report containing inter alia audited Annual Accounts, Reports of the Auditors and Directors, Chairman's Statement, Management Discussion and Analysis Report and other important information is circulated to the members and displayed on the Company's website.

### **Designated exclusive email-id**

The Company has designated email-id exclusive for investor services [info@mchl.co.in](mailto:info@mchl.co.in)

### **Intimation to Stock Exchange**

The Company intimates the Stock Exchanges about all price sensitive information or such other matters which in its opinion are material and of relevance to the shareholders

## **GENERAL SHAREHOLDER INFORMATION**

### **Annual General Meeting**

33<sup>rd</sup> AGM to be held on Thursday, 30<sup>th</sup> September, 2022 at 09.30 A.M. at 11, Crooked Lane, First Floor, Room No. 7, P.S.- Hare Street, Kolkata, West Bengal-700069

### **Book Closure**

The Register of Members and Share Transfer Register will remain closed from 23<sup>rd</sup> November, 2022 to 30<sup>th</sup> September, 2022 (both days inclusive).

### **Registered Office:**

11, Crooked Lane, First Floor, Room No. 7, P.S.- Hare Street, Kolkata, West Bengal-700069

### **Listing of Equity Shares:**

The Calcutta Stock Exchange  
Annual Listing Fee has been duly paid

### **Demat ISIN Number for NSDL & CDSL:**

INE 912C01014

### **Market Price Data**

There has been no trading in the shares of the Company on Stock Exchange during the financial year 2021-2022.

**Name and Address of the Registrar and Share Transfer Agent (RTA)**

M/s. Niche Technologies Pvt. Ltd.  
7th Floor, Room, No. 7A & 7B,  
3A, Auckland Sq, Elgin, Kolkata,  
West Bengal 700017

**Address for Investors' Correspondence**

Shareholders can correspond with the RTA and also direct to the Registered Office of the Company.

**Shareholding Pattern as on 31<sup>st</sup> March, 2022**

<b>Category</b>	<b>No. of Shares</b>	<b>% of holding</b>
Promoter & Promoter Group	5940900	59.40
Domestic Companies	3544700	35.45
Indian Public	515000	5.15
<b>Total</b>	<b>10000600</b>	<b>100.00</b>

**Distribution of Shareholding as on 31<sup>st</sup> March, 2022**

<b>Share Holding</b>	<b>Shareholders' Number</b>	<b>Percentage of Shareholders</b>	<b>No of Shares</b>	<b>Percentage of Shares</b>
1 to 500	0	0.00	0	0.00
501 to 1000	0	0.00	0	0.00
1001 to 5000	0	0.00	0	0.00
5001 to 10000	0	0.00	0	0.00
10001 to 50000	2	6.66	75000	0.75
50001 to 100000	2	6.66	173000	1.73
100001 and above	26	86.67	9752600	97.52



<b>Total</b>	<b>30</b>	<b>100.00</b>	<b>10000600</b>	<b>100.00</b>
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**Outstanding GDRs/ADRs/warrants or any convertible instruments, conversion date and likely impact on equity**

None

**RECONCILIATION OF SHARE CAPITAL AUDIT REPORT**

In accordance with the requirements for a listed Company, as stipulated by SEBI, a Reconciliation of Share Capital Audit is conducted by a firm of Company Secretaries for the purpose of inter alia, reconciliation and confirmation of the total admitted equity share capital with the depositories and in the physical form with the total issued / paid up equity share capital of the company as listed on the exchange.

Certificate issued in this regard are placed before the Board of Directors and forwarded to exchange where the shares of the company are listed.

**OTHER DISCLOSURES**

**Related-party transactions**

The Company has adopted a policy on dealing with related party transactions and the same is disclosed at the Company's website at [www.mchl.co.in](http://www.mchl.co.in)

There are no significant transactions with Related Parties, which may have a potential conflict with the interests of the Company.

**Details of non-compliance by the Company, penalties and strictures imposed on the Company by the stock exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.**

During the year under review there was no cases of non-compliance by the Company and no penalties/strictures were imposed on the Company by any Statutory Authority on any matter.

**Vigil Mechanism**

The Company has adopted a Whistle Blower Policy and has established the necessary Vigil Mechanism as defined under Regulation 22 of SEBI Listing Regulations for directors and employees to report concerns about unethical behavior. No person has been denied access to the Chairman of the Audit Committee. The said policy has been also put up on the Website of the Company i.e. [www.mchl.co.in](http://www.mchl.co.in).

### **Accounting treatment in preparation of financial statements**

The Company followed the guidelines as laid down in the Accounting Standards, prescribed by the Institute of Chartered Accountants of India, for the preparation of the financial statements and there is no deviation from it in general.

The Company has adopted a policy for determining material subsidiaries and the same is disclosed at the Company's website at [www.mchl.co.in](http://www.mchl.co.in)

The Company's Remuneration Policy was adopted by the Nomination & Remuneration Committee and has been attached in Director's Report.

The Audit Committee had recommended to the Board the Whistle Blower Policy / Vigil Mechanism which was posted on the Company's Website i.e. [www.mchl.co.in](http://www.mchl.co.in)

### **CEO (Managing Director)/CFO certification**

The CEO certification as required by Regulation 17(8) of SEBI (Listing and Disclosure Requirement) Regulations, 2015, of is enclosed at the end of the Report.

### **Report on Corporate Governance**

The Quarterly Compliance Report has been submitted to the Stock Exchanges where the Company's equity shares are listed in the prescribed format as per SEBI Regulation duly signed by the Company Secretary or Managing Director.

### **Compliance with the Corporate Governance Framework:**

The Board of Directors periodically reviewed the compliance of all applicable laws and steps taken by the Company to rectify instances of non-compliance, if any. The Board Members are qualified for their positions and have a clear understanding of their role in corporate governance and are not subject to undue influence from management or outside concerns. The Company periodically submits a quarterly compliance report on corporate governance in the format as specified under Regulation 27 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. As on March 31, 2022, the Company is in compliance with the requirements stipulated under Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable, with regard to Corporate Governance. **Certificate of Compliance with the Corporate Governance** Requirement is appended as **Annexure** of this Corporate Governance Report.

Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this Clause are as below:

#### **Mandatory requirements**

The Company was fully compliant with mandatory requirements of Listing Regulation

**ANNEXURE TO THE REPORT ON CORPORATE GOVERNANCE**  
**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS** (Pursuant to Regulation 34(3) and  
Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,  
2015)

To,  
The Members  
Marda Commercial & Holdings Limited  
11, Crooked Lane, Room No. 7.  
P.S. Hare Street, Kolkata  
West Bengal- 700069

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Advance Steel Tubes Limited having CIN : L65929WB1990PLC048280 and having registered office at 11, Crooked Lane, First Floor, Room No. 7 P.S.- Hare Street Kolkata Kolkata WB 700069 (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 Sub 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 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

<b>DIN</b>	<b>Full Name</b>	<b>Designation</b>	<b>Date of Appointment</b>
00109920	LALIT AGARWAL	Director	05/04/2000
00727700	SHUCHITA AGARWAL	Director	14/08/2021
00586956	DAULAT RAM AGARWAL	Managing Director	16/04/2002
00586715	RAMESH KUMAR BISSA	Director	28/03/2020

Date: 02/09/2022  
Place: Delhi

**For Yashwant Gupta & Associates**  
Practising Company Secretaries

Sd/-  
Yashwant Kumar Gupta  
(Proprietor)  
M.NO. – 15154  
C.P. No. 15119  
UDIN: A015154D000894032

**ANNEXURE TO THE REPORT ON CORPORATE GOVERNANCE  
CERTIFICATE ON CORPORATE GOVERNANCE**

To,  
The Members  
**Marda Commercial & Holdings Limited**  
11, Crooked Lane, Room No. 7.  
P.S. Hare Street, Kolkata  
West Bengal- 700069

1. The Corporate Governance Report prepared by **Marda Commercial & Holdings Limited** (the Company), contains details 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (—the Listing Regulations) (applicable criteria ‘) with respect to Corporate Governance for the year ended March 31, 2022. This certificate is required by the Company for annual submission to the Stock exchange and to be sent to the Shareholders of the Company.

**MANAGEMENT’S RESPONSIBILITY**

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.  
3. The Management along with the Board of Directors are also responsible for ensuring that the company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

**SECRETARIAL AUDITOR’S RESPONSIBILITY**

4. Our responsibility is to provide a reasonable assurance in the form of an opinion whether the Company has complied with the condition of Corporate Governance, as stipulated in the Listing Regulation.  
5. The procedures selected depend on the secretarial auditor ‘s judgment, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. The procedures include but not limited to verification of secretarial records and financial information of the Company and obtained necessary representations and declarations from directors including independent directors of the Company.  
6. The procedures also include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

**OPINION**

1. Based on the procedures performed by us as referred in paragraph 5 and 6 above and according to the information and explanations given to us, we are of the opinion that the

Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable for the year ended March 31, 2022, referred to in paragraph 1 above.

**OTHER MATTERS AND RESTRICTION ON USE**

8. This Certificate 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.

9. This Certificate is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this Certificate for events and circumstances occurring after the date of this Certificate.

**For Yashwant Gupta & Associates**  
Practising Company Secretaries

Sd/-

Yashwant Kumar Gupta  
(Proprietor)  
M.NO. – 15154  
C.P. No. 15119

UDIN: A015154D000753749

**Date: 06-08-2022**

**Place: Delhi**

## **DECLARATION AFFIRMING COMPLIANCE OF CODE OF CONDUCT**

This is to confirm that a Code of Conduct for the Board Members and Senior Management Personnel including the Managing Director and Executive Directors of the Company has been adopted by the Board and the same was also circulated and posted on the website of the Company. The Company received declarations affirming Compliance of the Code from the persons concerned for the year ended 31st March, 2022 and the same has also been noted by the Board.

For the purpose of this declaration, Senior Management means Chief Financial Officer and Company Secretary as on 31.03.2022.

**For Marda Commercial & Holdings Limited**

**Sd/-  
Daulat Ram Agarwala  
Managing Director  
(DIN 00586956)**

**Place: Kolkata  
Date: 06/09/2022**

## **CEO / CFO CERTIFICATION**

To,  
The Board of Directors  
**M/s Marda Commercial & Holdings Limited**

### **Re: Financial Statement for the Financial Year 2021-2022 Certification**

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We, Daulat Ram Agarwala, Managing Director and Aashish Agarwal, Chief Financial Officer of M/s Marda Commercial & Holdings Limited on the review of Financial Statements and Cash Flow Statement for the year ended 31st March, 2022 and that to the best of my knowledge and belief, hereby certify that:

1. These statement do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading;
2. 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.
3. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31<sup>st</sup> March, 2022 which is fraudulent, illegal or violate of Company's Code of Conduct.
4. We accept responsibility of establishing and maintaining internal control systems of the Company pertaining the financial reporting and we have disclosed to the auditors and the Audit Committee those deficiencies in the design and operation of such internal controls of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
5. We have indicated to the Auditors and the Audit Committee:
  - i. There have been no significant changes in internal control over financial reporting during the period.
  - ii. There have been no significant changes in accounting policies during the period.
  - iii. There have been no instances of significant fraud of which we have become aware and the involvement therein, of management or an employee having significant role in the Company's internal control systems over financial reporting.

- iv. That there were no deficiencies in the design or operations of Internal controls that could adversely affect the company's ability to record, process, summarize and report financial data including any corrective actions.
- v. That there are no material weaknesses in the Internal controls over financial reporting.

**For Marda Commercial & Holdings Limited**

**Sd/-**  
**Daulat Ram Agarwala**  
Managing Director  
(DIN 00586956)

**Sd/-**  
**Aashish Agarwal**  
CFO

Place: Kolkata  
Date: 06/09/2022



ANNEXURE-IV

**YASHWANT GUPTA & ASSOCIATES**



**Company Secretaries**

Form No. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31.03.2022

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

To,

The Members,

**Marda Commercial & Holdings Limited**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Marda Commercial & Holdings Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the **Marda Commercial & Holdings Limited's** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Marda Commercial & Holdings Limited** ("the Company") for the financial year ended on March 31, 2022, to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

(vi) RBI guidelines prescribed to Import /Export by the Company

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Calcutta Stock Exchange Limited;

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

**I/we further report that**

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

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

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**I further report that**

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the company has not undergone any event/action having a major bearing on the company's affair in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

Place: New Delhi

Signature:

Sd/-

Date: 20.05.2022

Yashwant Gupta & Associates

M No.: 15154, C P No.:15119

UDIN: A015154D000356981

**Annexure V**

**FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN  
As on financial year ended on 31.03.2022**

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

**I. REGISTRATION & OTHER DETAILS:**

1.	CIN	L65929WB1990PLC048280
2.	Registration Date	29/01/1990
3.	Name of the Company	Marda Commercial & Holdingd Limited
4.	Category/Sub-category of the Company	NBFC/Public Company/Limited by Shares
5.	Address of the Registered office & contact details	11, Crooked Lane, First Floor, Room No. 7,P.S.- Hare Street, Kolkata, West Bengal-700069
6.	Whether listed company	Listed
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Niche Technologies Pvt. Ltd. 3A, AUCKLAND Place, Room No. 7A & 7B, 7 <sup>TH</sup> Floor, Kolkata – 700171 Phone No.: 033 22806616/6617/6618; Email: <a href="mailto:nichetechpl@nichetechpl.com">nichetechpl@nichetechpl.com</a>

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

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Trading and Investment Activities	64990	36.92%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -**

There is no business activity of Holding, Subsidiary and associate Company, contributing more than 10 % to total turnover of Marda Commercial & Holdings Limited.



<b>Sub-total (B)(1):-</b>	0	0	0	0	0	0	0	0	0
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	9,94,700	25,50,000	35,44,700	35.44	14,94,700	16,50,000	31,44,700	31.44	4
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs.2 lakh	0	0	0	0	0				0
ii) Individual shareholders holding nominal share capital in excess of Rs.2 lakh	0	5,15,000	5,15,000	5.15	16,90,000	5,65,000	22,55,000	22.55	17.4
c) Others (specify)	0	0	0	0	0	0	0	0	0
Non Resident Indians	0	0	0	0	0	0	0	0	0
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	0	0	0	0	0	0	0	0	0
Trusts	0	0	0	0	0	0	0	0	0
Foreign Bodies - D R	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(2):-</b>	9,94,700	30,65,000	40,59,700	40.59	31,84,700	22,15,000	53,99,700	53.99	13.4
Total Public Shareholding (B)=(B)(1)+(B)(2)	9,94,700	30,65,000	40,59,700	40.59	31,84,700	22,15,000	53,99,700	53.99	13.4
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	48,78,100	51,22,500	1,00,00,600	100	73,55,600	22,58,000	1,00,00,600	100	100

**B) Shareholding of Promoter-**

S.No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Aashish Agarwal	1,50,000	1.500	0	1,50,000	1.500	0	0
2.	Advance Ispat (India) Limited	19,43,400	19.433	0	19,43,400	19.433	0	0
3.	D N Agarwal (Karta of HUF)	1,75,000	1.750	0	1,75,000	1.750	0	0
4.	Daulat Ram Agarwal	5,12,500	5.125	0	5,12,500	5.125	0	0
5.	Lalit Agarwal	3,50,000	3.500	0	3,50,000	3.500	0	0
6.	Laxmi Agarwal	4,40,000	4.400	0	4,40,000	4.400	0	0
7.	Shashi Agarwal	7,45,000	7.45	0	7,45,000	7.45	0	0
8.	Romil Agarwal	2,00,000	2.000	0	4,40,000	4.4000	0	2.4
9.	Sadanand Agarwal	1,60,000	1.600	0	1,60,000	1.600	0	0
10.	Sanmukh Agarwal	2,70,000	2.700	0	2,70,000	2.700	0	0
11.	Shalini Agarwal	1,50,000	1.500	0	1,50,000	1.500	0	0
12.	Deoki Nandan Agarwal	1,45,000	1.45	0	1,45,000	1.450	0	0

iii) **Change in Promoters' Shareholding (please specify, if there is no change)**

S.No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Aashish Agarwal				
	At the beginning of the year	1,50,000	1.5		
		(No Change during the year)			
	At the end of the year			1,50,000	1.5
2.	Advance Ispat (India) Limited				
	At the beginning of the year	19,43,400	19.433		
		(No Change during the year)			
	At the end of the year			19,43,400	19.433
3.	DN Agarwal (Karta of HUF)				
	At the beginning of the year	1,75,000	1.750		
		(No Change during the year)			
	At the end of the year			1,75,000	1.750
4.	Daulat Ram Agarwal				
	At the beginning of the year	5,12,500	5.125		
		(No Change during the year)			
	At the end of the year			5,12,500	5.125
5.	Lalit Agarwal				
	At the beginning of the year	3,50,000	3.5		
		(No Change during the year)			
	At the end of the year			3,50,000	3.5
6.	Laxmi Agarwal				
	At the beginning of the year	4,40,000	4.40		
		(No Change during the year)			
	At the end of the year			4,40,000	4.40
7.	Romil Agarwal	2,00,000	2.00		
	At the beginning of the year				
		(No Change during the year)			
	At the end of the year			4,40,000	24.40
8.	Sadanand Agarwal				

	At the beginning of the year	1,60,000	1.6		
		(No Change during the year)			
	At the end of the year			1,60,000	1.6
9.	Shashi Agarwal				
	At the beginning of the year	7,45,000	7.45		
		(No Change during the year)			
	At the end of the year			7,45,000	7.45
10.	Sanmukh Agarwal				
	At the beginning of the year	2,70,000	2.7		
		(No Change during the year)			
	At the end of the year			2,70,000	2.7
11.	Shalini Agarwal				
	At the beginning of the year	1,50,000	1.5		
		(No Change during the year)			
	At the end of the year			1,50,000	1.5
12.	Deoki Nandan Agarwal				
	At the beginning of the year	1,45,000	1.45		
		(No Change during the year)			
	At the end of the year			1,45,000	1.45
	<b>TOTAL</b>	<b>39,97,500</b>	<b>39.97</b>	<b>42,37,500</b>	<b>42.37s</b>

**iv) Shareholding Pattern of top ten Shareholders:  
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

S.No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	M/s. Farsight Brokers Private Limited				
	At the beginning of the year	2,25,000	2.250		
		(No Change during the year)			
	At the end of the year			2,25,000	2.250



2.	M/s. Farsight Securities Limited				
	At the beginning of the year	3,75,000	3.75		
		(No Change during the year)			
	At the end of the year			3,75,000	3.75
3.	Sophia Exports Limited				
	At the beginning of the year	NIL			
		(Change during the year)			
	At the end of the year			5,00,000	5.00
4.	KK Capital Services (P) Ltd.				
	At the beginning of the year	2,50,000	2.5		
		(No Change during the year)			
	At the end of the year			2,50,000	2.5
5.	Roma Impex Private Limited				
	At the beginning of the year	4,50,000	4.5		
		(No Change during the year)			
	At the end of the year			4,50,000	4.5
6.	Reebok Advertising & Marketing (P) Ltd.				
	At the beginning of the year	2,50,000	2.5		
		(No Change during the year)			
	At the end of the year			2,50,000	2.5
7.	Shanti Associated (P) Ltd.	2,50,000	2.5		
	At the beginning of the year				
		(No Change during the year)			
	At the end of the year			2,50,000	2.5
8.	Shiv Pure Water Point (P) Ltd				
	At the beginning of the year	4,00,000	4.00		
		(No Change during the year)			
	At the end of the year			4,00,000	4.00
9.	Shridhar Financial Services Limited				
	At the beginning of the year	4,50,000	4.5		
		(No Change during the year)			
	At the end of the year			4,50,000	4.5
10.	Goyal Commercial Private Limited				

	At the beginning of the year	1,71,700	1.71		
		(No Change during the year)			
	At the end of the year			1,71,700	1.71
	Total	33,21,000	33.21	33,21,000	33.21

**E) Shareholding of Directors and Key Managerial Personnel:**

S.No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr. Lalit Agarwal (Director)				
	At the beginning of the year	3,50,000	3.490		
		(No Change during the year)			
	At the end of the year			3,50,000	3.490
2.	Shri. Daulat Ram Agarwala (MD)				
	At the beginning of the year	5,12,500	5.12		
		(No Change during the year)			
	At the end of the year			5,12,500	5.12
3.	Mr. Aashish Agarwal (CFO)				
	At the beginning of the year	1,50,000	1.5		
		(No Change during the year)			
	At the end of the year			1,50,000	1.5

(V) **INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	10,41,88,634	-	10,41,88,634
ii) Interest due but not paid	-		-	
iii) Interest accrued but not due	-		-	-
<b>Total (i+ii+iii)</b>	-	10,41,88,634	-	10,41,88,634
<b>Change in Indebtedness during the financial year</b>	-			
* Addition	-	73,95,366	-	73,95,366
* Reduction	-		-	
<b>Net Change</b>	-	73,95,366	-	73,95,366
<b>Indebtedness at the end of the financial year</b>	-			
i) Principal Amount	-	11,15,84,000	-	11,15,84,000
ii) Interest due but not paid			-	
iii) Interest accrued but not due			-	-
<b>Total (i+ii+iii)</b>	-	11,15,84,000		11,15,84,000

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Daulat Ram Agarwal (Managing Director)	
1	Gross salary	6,00,000	6,00,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-

4	Commission- as % of profit - others, specify...	-	-
5	Others, please specify	-	-
	Total (A)	6,00,000	6,00,000
	Ceiling as per the Act	-	-

**B. Remuneration to other directors**

SN.	Particulars of Remuneration	Total Amount		
		Lalit Agarwal	Kamlesh Gupta	Ramesh Kumar Bissa
1	Independent Directors			
	Fee for attending board /committee meetings	-	-	
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (1)	-	-	-
2	Other Non-Executive Directors			
	Fee for attending board committee meetings	-		-
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (2)	-	-	-
	Total (B)=(1+2)	-	-	-

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

S.N	Particulars of Remuneration	Key Managerial Personnel		
		CS	CFO	Total
1	Gross salary	1,44,000	6,00,000	7,44,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
		-	-	-
4	Commission	-	-	-

	- as % of profit	-	-	-
	others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total	1,44,000	6,00,000	7,44,000

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

Place: Kolkata  
Date: 06/09/2022

For and on Behalf of the Board

Sd/-  
**Daulat Ram Agarwal**  
(Managing Director)  
DIN: 00586956

sd/-  
**Lalit Agarwal**  
(Director)  
DIN: 00109920

**ANNEXURE – V**  
**PARTICULARS OF EMPLOYEES**

PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 134(3)(q) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

**A) Information as per Rule 5(1) of chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.**

**1) REMUNERATION PAID TO DIRECTOR**

**Notes:-**

- A. Calculation based on annualized salary.
- B. Salary includes bonus amount.
- C. No remuneration is paid to any Non-Executive director during the period
- D. The Median Remuneration of Employees (MRE) including Managing Directors (MD) was Rs. 6,00,000/- in the financial year 2021-2022.
- E. The Median Remuneration of Employees (MRE) excluding Managing Directors (MD) was Rs. 6,00,000/- in the financial year 2021-2022.
- F. The number of permanent employees in the rolls of the company as on 31.03.2021 and 31.03.2022 were 3 and 3 respectively.
- G. The Company being listed in CSE Ltd and at CSE the market capitalization stands at Rs. 100,006,000 (Divided into 10,000,600 Equity Shares @ Rs. 10 each). The shares of the company were last traded for Rs. 2.05 on 11/07/2005. The growth in market capitalization remained stagnant.
- H. The company has a Nomination & Remuneration Policy in place, and it is strictly followed for fixation and payment of remuneration to the managerial personnel and other employees of the company. The policy has been developed with adherence to the Companies Act, 2013 and all other statutes as applicable.
- I. During the Financial year 2021-2022 no employee received remuneration in excess of the highest paid Director.
- J. There is no percentage increase in median remuneration of employees during F.Y 2021-2022.
- K. There is no change in salaries paid to employees in the last financial year.
- L. The remuneration provided is as per the remuneration policy as approved by the Nomination & remuneration Committee of the Company.





## MULTI ASSOCIATES

Chartered Accountants

To

The Members

MARDA COMMERCIAL & HOLDINGS LIMITED

### INDEPENDENT AUDITOR'S REPORT

20, Ansari Road, Darya Ganj,  
New Delhi - 110002.  
Tel. : 011-23287407, 23266407  
E-mail : multica1985@yahoo.com  
Website : www.multiassociates.in

#### Report on the Audit of the Standalone Financial Statements

#### Opinion

We have audited the standalone financial statements of Marda Commercial & Holdings Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements")

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022 and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone 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 standalone 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 obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

#### Key Audit Matters

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





## **Other Information**

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon. The annual report is expected to be made available to us after the date of this auditors' report.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the annual report, 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.

## **Responsibilities of Management for the Standalone Financial Statements**

The Company's Management and 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 financial statements that give a true and fair view of the financial position, financial performance, other comprehensive income, changes in equity and cash flows 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 the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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



## **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone 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 standalone financial statements.

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's and Board of Directors use of the going concern basis of accounting in preparation of standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We also provide those charged with governance with a statement that we have complied with relevant



ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

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

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 Companies Act 2013, we give in "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 have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flow and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
  - e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 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".
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

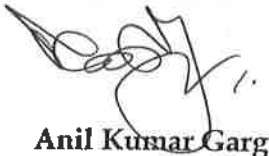


- i. The Company does not have any pending litigations which would impact its financial position.
- ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts, wherever applicable.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company, wherever applicable.
- iv. (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in notes to account, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds ) by the Company to or in any other persons or entities, including foreign entities (“Intermediaries”) with the understanding, whether recorded in writing or otherwise, that the intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.  
(b) The management has represented that, to the best of its knowledge and belief, other than as disclosed in notes to the accounts, no fund has been received by the Company from any persons or entities, including foreign entities (“Funding parties”) with the understanding, whether recorded in writing or otherwise, that the company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding parties (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.  
(c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. That during the year company has neither declared nor paid any dividend.

**For Multi Associates**

**Firm Registration No.: 509955C**

**Chartered Accountants**

  
**Anil Kumar Garg**

**Partner**

**Membership Number: 084003**

**Place : New Delhi**

**Date : 28.05.2022**

**UDIN: 22084003ALSPNO7056**



### Annexure-A to the Independent Auditors' Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Marda Commercial & Holdings Limited of even date)

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statement for the year ended 31<sup>st</sup> March, 2022, we report that:

- (i) (a) (A) The Company has maintained proper record showing full particulars, including quantitative detail and situation of Property, Plant & Equipment.
    - (B) The Company is not having any intangible asset. Therefore the provisions of clause 3(i)(a)(B) of the Order is not applicable to the company.
  - b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has regular programme of physical verification of its property, plant and equipment by which all property, plant and equipment are verified in a phased manner over a period of three years. In accordance with the programme, certain Property, Plant & equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
  - c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties disclosed in the standalone financial statements are held in the name of the company.
  - d) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not revalued its property, plant & equipment (including right of use assets) or intangible assets or both during the year.
  - e) According to the information and explanation given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) a) That the company is not having inventories, however there are some investments in the nature of equity shares which have been shown as inventories.
  - b) According to the information and explanations given to us and on the basis of our examination of the record of the company, the company has not been sanctioned any



working capital limits in excess of five crore rupees, in aggregate, from bank or financial institutions on the basis of the security of current assets at any point of time during the year.

- (iii) According to the information & explanation given to us, and on the basis our examination of the records of the Company, the Company has not provided any guarantees or security but has granted loan or advances in nature of loans, secured or unsecured, to companies, firms, limited liabilities partnerships or any other parties during the year. Details of such loans and investments are as under:
- a) The Company is registered as non-banking financial company and is in the business of providing loans. According to the Information and explanations given to us, this is one of the principal business of the company which is also described in its object clause specified in Memorandum of Association. Accordingly, clause 3(iii)(a) of the Order is not applicable to the company.
  - b) According to information and explanation given to us, the company has made an investment in equity shares of a group company of Rs. 3101.90 Lakh which is not prejudicial in the interest of the company.
  - c) According to the information and explanation given to us, the Company has made loans or advance in nature of loans for which schedule of repayment of principal and payment of interest are not stipulated and they are repayable on demand.
  - d) According to the information and explanation given to us, the company has made loans or advances in the nature of loans, there is no overdue amount for more than ninety days as on the Balance Sheet date.
  - e) The Company is registered as non-banking financial company and is in the business of providing loans. According to the Information and explanations given to us, this is one of the principal business of the company which is also described in its object clause specified in Memorandum of Association.
  - f) According to the information and explanation given to us, the company has granted loans or advances in the nature of loan either repayable on demand or without specifying any terms or period of repayment, the aggregate amount outstanding as on Balance Sheet date is Rs.1399.10 lakh and is the 100% of total loans granted. Out of 1399.10 lakh, loans aggregating to Rs.1275.30 lakh are granted to related parties as defined in clause (76) of section 2 of the Companies Act, 2013. There are no loans or advances in the nature of loan granted to promoters.
- (iv) According to the information and explanations given to us and on the basis of our



examination of the records of the Company, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 with respect to the loans and investments. Further the Company has not provided any guarantee or security as specified under Section 185 and 186 of the Act.

- (v) According to the information and explanations given to us, the Company has not accepted any deposit from the public. Accordingly, clause 3(v) of the order is not applicable.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act for the business activity carried out by the company. Accordingly, clause 3(vi) of the Order is not applicable.
- (vii) In respect of statutory dues:
  - a) According to the records of the Company, undisputed statutory dues including Income Tax, Sales Tax, Service Tax, Excise Duty, Value Added Tax, Goods & Service Tax and other material statutory dues, have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were in arrears as on March 31, 2022 for a period of more than six months from the date of becoming payable.
  - b) According to the information & explanation given to us, there is no outstanding dues of Income Tax, Sales Tax, Service Tax, Excise Duty, Value Added Tax, and Goods & Service Tax which have not been deposited by the company on account of dispute.
- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no transactions which have not been recorded in the books of accounts but have been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961.
- (ix)
  - (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in the repayment of loans or borrowings or in the payment of interest thereon to any lender.
  - (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any bank or financial institution or government or government authority.
  - (c) In our opinion and according to the information and explanations given to us by the management, the Company has not availed any term loan during the year.
  - (d) According to the information and explanations given to us and on an overall



examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, as defined in the Act. The Company does not hold any investment in any associate or joint venture (as defined in the Act) during the year ended 31 March 2022.
  - (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries (as defined under the Act).
- (x)
- (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) accordingly, clause 3(x) (a) of the Order is not applicable.
  - (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable
- (xi)
- (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in the Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
  - (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the 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) According to the information and explanations given to us, there were no whistle blower complaints received by the Company during the year and accordingly, clause 3(xi) (c) of the Order is not applicable.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our





opinion, the Company has an internal audit system commensurate with the size and nature of its business.

- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
- (xvi) (a) The Company is required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and registration has been obtained.
- (b) The company is registered as a Non-Banking Finance Company and have a valid Certificate of Registration from Reserve Bank of India as per the Reserve Bank of India Act, 1934. The company has not conducted any housing finance activity.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi) (c) of the Order is not applicable.
- (d) According to the information and explanations provided to us during the course of audit, the Group does not have any CICs.
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been resignation of the statutory auditors during the year and there was no issue, objections or concerns raised by the outgoing auditors.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx) (a) and 3(xx) (b) of the Order are not applicable.

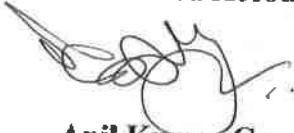


(xxi) The Company has no subsidiary and therefore, the company does not require to prepare consolidated financial statement. Accordingly, clauses 3(xxii) of the Order is not applicable.

**For Multi Associates**

**Firm Registration No.: 509955C**

**Chartered Accountants**



**Anil Kumar Garg**  
**Partner**

**Membership Number: 084003**

**Place : New Delhi**

**Date : 28.05.2022**

**UDIN: 22084003ALSPNO7056**



## **ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT**

### **Independent Auditor’s report on the Internal Financial Controls under clause(i) of Sub-section 3 of Section 143 of the Companies Act, 2013(“the Act”)**

(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Marda Commercial & Holdings Limited of even date)

We have audited the internal financial controls over financial reporting of **Marda Commercial & Holdings Limited** (“the Company”) as of March 31, 2022 in conjunction with our audit of the standalone financial statements of the Company as at and for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

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

#### **Auditor’s Responsibility**

Our responsibility is to express an opinion on the internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of such internal



financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone 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 with reference to standalone financial statements.

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

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

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

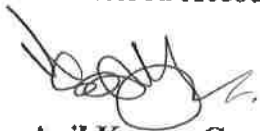
Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any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



## **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls were operating effectively as at March 31, 2022, based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit on Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Multi Associates**  
**Firm Registration No.: 509955C**  
**Chartered Accountants**



**Anil Kumar Garg**  
**Partner**

**Membership Number: 084003**

**Place : New Delhi**

**Date : 28.05.2022**

**UDIN: 22084003ALSPNO7056**



**MARDA COMMERCIAL & HOLDINGS LTD**

CIN - L65929WB1990PLC048280

Balance Sheet as at 31st March 2022

All amounts are in Rupee Lakhs, unless otherwise stated

Particulars	Note	As at 31st March 2022	As at 31st March 2021
<b>ASSETS</b>			
<b>Financial Assets</b>			
Cash and cash equivalents	3	5.25	8.43
Bank Balance other than cash and cash equivalents	4	545.43	381.70
Receivables -	5		
Trade Receivable		-	-
Other Receivable		58.38	0.33
Loans	6	1,399.10	1,636.43
Investments	7	3,746.27	3,413.83
Other financial assets	8	135.02	1.11
		<b>5,889.45</b>	<b>5,441.83</b>
<b>Non-financial Assets</b>			
Current tax assets (Net)	9	24.65	20.59
Investment property	10	617.01	628.03
Other non-financial assets	11	-	20.00
Property, plant and equipments	12	1.10	-
		<b>642.76</b>	<b>668.62</b>
<b>Total assets</b>		<b>6,532.21</b>	<b>6,110.45</b>
<b>LIABILITIES AND EQUITY</b>			
<b>Liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings (other than Debt Securities)	13	1,115.84	1,041.89
Other financial liabilities	14	8.39	16.03
		<b>1,124.23</b>	<b>1,057.92</b>
<b>Non-financial Liabilities</b>			
Current tax liabilities (Net)	15	9.11	18.40
Deferred tax liabilities (Net)	16	731.13	647.47
Other non-financial liabilities	17	10.04	8.27
		<b>750.28</b>	<b>674.14</b>
<b>Equity</b>			
<b>Shareholder's funds</b>			
Equity Share capital	18	1,000.06	1,000.06
Other equity	19	3,657.64	3,378.33
		<b>4,657.70</b>	<b>4,378.39</b>
<b>Total liabilities and equity</b>		<b>6,532.21</b>	<b>6,110.45</b>
Significant accounting policies	1--2		

The accompanying notes 1-43 form an integral part of the financial statements

As per our report of even date

For Multi Associates

Chartered Accountants

ICAI Firm Registration No. : 509955C


**ANIL KUMAR GARG**

Partner

M.No. : 084003

Place : New Delhi

Date : 28.05.2022

UDIN : 22084003ALS PNO7056



On behalf of the Board of Directors

For MARDA COMMERCIAL &amp; HOLDINGS LTD


**Daulat Ram Agarwal**

Managing Director

DIN : 00586956


**Aashish Agarwal**

Chief Financial Officer

PAN NO. AEJPA0655G


**Lalit Agarwal**

Director

DIN : 00109920


**Pooja Mantri**

Company Secretary

PAN NO. DGUPM5770C

**MARDA COMMERCIAL & HOLDINGS LTD**  
**CIN- L65929WB1990PLC048280**

**Statement of Profit & Loss for the year ended 31st March 2022**  
*All amounts are in Rupee Lakhs, unless otherwise stated*

	Particulars	Note	Year ended 31st March 2022	Year ended 31st March 2021
I	<b>Revenue</b>			
	Revenue from operations	20	189.92	181.38
II	Other income	21	26.29	9.64
	Sale of Shares		163.78	-
	Closing stock of shares		134.36	-
III	<b>Total Income (I+II)</b>		<b>514.35</b>	<b>191.02</b>
	<b>Expenses</b>			
	Finance costs	22	83.28	78.35
	Purchase of Shares		324.06	-
	Impairment of financial instruments	23	(9.49)	76.20
	Employee benefits expense	24	24.06	13.98
	Depreciation and amortization	25	11.09	11.02
	Other expense	26	16.02	6.88
IV	<b>Total expense</b>		<b>449.02</b>	<b>186.43</b>
V	Profit before exceptional and extraordinary items and tax (III-IV)		65.33	4.58
VI	Exceptional items		-	-
VII	<b>Profit before tax ( V-VI )</b>		<b>65.33</b>	<b>4.58</b>
VIII	<b>Tax expense:</b>			
	(1) Current tax		9.11	18.40
	(2) Short/(Excess) provision of income tax for previous years		(2.31)	0.01
	(2) Deferred tax liability/(assets)		7.04	(16.87)
			<b>13.84</b>	<b>1.54</b>
IX	Profit/(Loss) for the period from continuing operations (VII-VIII)		51.49	3.05
X	Profit/(Loss) for the period from discontinuing operations		-	-
XIII	<b>Profit for the period (IX-X)</b>		<b>51.49</b>	<b>3.05</b>
XIV	Other Comprehensive Income			
	Items that will not be reclassified to profit & loss			
	Change in fair value of equity instruments(Un-quoted) through OCI		304.44	112.47
	Tax impact on above		76.62	28.31
	<b>Other Comprehensive Income for the year (net of tax)</b>		<b>227.82</b>	<b>84.16</b>
	<b>Total Comprehensive Income for the period</b>		<b>279.31</b>	<b>87.21</b>
XII	<b>Earnings per equity share:</b>			
	Basic and diluted earning per share (in Rs.) [face value of Rs. 10 each]	27	0.03	0.03
	Significant accounting policies	1--2		

The accompanying notes 1-43 form an integral part of the financial statements

As per our report of even date  
**For Multi Associates**  
 Chartered Accountants  
 ICAI Firm Registration No. 509955C

**ANIL KUMAR GARG**  
 Partner  
 M.No. : 084003  
 Place : New Delhi  
 Date : 28.05.2022

UDN: 22084003ALS PNO7056



On behalf of the Board of Directors  
**For MARDA COMMERCIAL & HOLDINGS LTD**

*Daulat Ram*  
**Daulat Ram Agarwal**  
 Managing Director  
 DIN : 00536956

*Lalit Agarwal*  
**Lalit Agarwal**  
 Director  
 DIN : 00109920

*Aashish Agarwal*  
**Aashish Agarwal**  
 Chief Financial Officer  
 PAN NO. AEJPA0655G

*Puja Mantri*  
**Puja Mantri**  
 Company Secretary  
 PAN NO. DGUPM5770C

MARDA COMMERCIAL & HOLDINGS LTD  
CIN- L65929WB1990PLC048280

Statement of Cash Flows for the year ended ended 31st March 2022

All amounts are in Rupee Lakhs, unless otherwise stated

Particulars	Year ended 31st March 2022	Year ended 31st March 2021
<b>A) Cash flow from operating activities:</b>		
Profit before tax	65.33	4.58
<b>Adjustments for :-</b>		
Depreciation and amortisation	11.09	11.02
Impairment of financial instruments	(9.49)	76.20
Profit on sale of Investment	(15.56)	-
Dividend Reinvested in MF (Net of TDS)	(0.22)	-
loss/(Gain) on fair valuation of financial instruments	(29.28)	(25.17)
<b>Operating profit before working capital changes-</b>	<b>21.87</b>	<b>66.63</b>
<b>Adjustments for :-</b>		
Decrease/(Increase) in Receivables	(58.06)	11.54
Decrease/(Increase) in Other financial assets	(133.91)	4.16
Decrease/(Increase) in Other non-financial assets	20.00	0.01
Increase/(Decrease) in Other financial liabilities	(7.64)	10.48
Increase/(Decrease) in Other non-financial liabilities	1.78	0.27
<b>Cash used in operations-</b>	<b>(155.96)</b>	<b>93.09</b>
Income tax paid	(20.16)	(34.90)
<b>Cash Flow Before Extraordinary Items</b>	<b>(176.12)</b>	<b>58.19</b>
Extraordinary items	-	-
<b>Net cash used in operating activities (A)</b>	<b>(176.12)</b>	<b>58.19</b>
<b>B) Cash flow from investing activities:</b>		
Purchase of property, plant and equipment	(1.17)	-
Sale/(purchase) of investment (Net)	17.06	-
Investment in bank deposits	(163.73)	(252.07)
<b>Net cash from / (used in) investing activities (B)</b>	<b>(147.84)</b>	<b>(252.07)</b>
<b>C) Cash flow from financing activities:</b>		
Decrease/(Increase) in loans given	246.82	(101.21)
Proceeds from Borrowings (other than Debt Securities)	73.95	60.52
<b>Net cash from financing activities (C)</b>	<b>320.77</b>	<b>(40.69)</b>
<b>Net increase/ (decrease) in cash and cash equivalents (A+B+C)</b>	<b>(3.18)</b>	<b>(234.57)</b>
Cash and cash equivalents as at the beginning of the year (refer note no. 3)	8.44	243.01
<b>Cash and cash equivalents as at the end of the year (refer note no. 3)</b>	<b>5.25</b>	<b>8.44</b>
- Cash and cash equivalents	5.25	8.44

As per our report of even date

For Multi Associates  
Chartered Accountants

ICAI Firm Registration No.: 509955C



**ANIL KUMAR GARG**  
Partner

M.No.: 084003  
Place: New Delhi  
Date: 28.05.2022

UDIN: 22084003ALSPN07056

On behalf of the Board of Directors

For MARDA COMMERCIAL & HOLDINGS LTD

*Daulat Ram*

**Daulat Ram Agarwal**  
Managing Director  
DIN: 00586956

**Lalit Agarwal**  
Director  
DIN: 00109920

*Aashish Agarwal*  
**Aashish Agarwal**  
Chief Financial Officer  
PAN NO. AEJPA0655G

*Puja Mantri*  
**Puja Mantri**  
Company Secretary  
PAN NO. DGUPM5770C



MARDA COMMERCIAL & HOLDINGS LTD

CIN-L65929WB1990PLC048280

Statement of Changes in Equity for the year ended 31st March 2022

All amounts are in Rupee Lakhs, unless otherwise stated

a. Equity share capital

(1) Current Reporting Period

Balance as at 1 April 2021	1,000.06
Changes in equity share capital due to prior period errors	-
Restated balance at the beginning of the current reporting period (FY-2021-22)	1,000.06
Changes in equity share capital during the year 2021-22	-
Balance as at 31 March 2022	1,000.06

(2) Previous Reporting Period

Balance as at 1 April 2020	1,000.06
Changes in equity share capital due to prior period errors	-
Restated balance at the beginning of the previous reporting period (FY-2020-21)	1,000.06
Changes in equity share capital during the year 2020-21	-
Balance as at 31 March 2021	1,000.06

As per our report of even date

For Multi Associates

Chartered Accountants

ICAI Firm Registration No. : 509955C

ANIL KUMAR GARG

Partner

Membership No. 084003

Place : New Delhi

Date : 28.05.2022

UDIN: 22087003ALSPN07056



On behalf of the Board of Directors

For MARDA COMMERCIAL & HOLDINGS LTD

Daulat Ram Agarwal  
Managing Director  
DIN : 00586956

Lalit Agarwal  
Director  
DIN : 00109920

Aashish Agarwal  
Chief Financial Officer  
PAN NO. AEJPA0655G

Pooja Mantri  
Company Secretary  
PAN NO. DGUPM5770C

**MARDA COMMERCIAL & HOLDINGS LTD**

CIN-L65929WB1990PLC048280

Statement of Changes in Equity for the year ended 31st March 2022

All amounts are in Rupee Lakhs, unless otherwise stated

**b. Other equity**

Particulars	Share application money pending allotment	Equity component of compound financial instruments	Capital Reserve	Securities Premium	Statutory Reserve under Section 45-IC of the RBI Act, 1934	Retained earning	Debt Instruments through other comprehensive Income	Reserve and Surplus					Total
								Equity Instruments through other comprehensive Income	Effective portion of cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statement of a foreign operation	Other Items of Other Comprehensive Income (Specify nature)	
<b>Balance as at 1 April 2020</b>	-	-	-	-	301.37	1,020.60	-	2,003.63	-	-	-	-	3,325.61
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance as at 1 April 2020	-	-	-	-	301.37	1,020.60	-	2,003.63	-	-	-	-	3,325.61
Total comprehensive income (net of tax) (FY-2020-21)	-	-	-	-	3.05	-	-	84.16	-	-	-	-	87.21
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-
Transferred to Retained Earning	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to reserve fund in terms of section 45-IC(1) of Income Tax related to earlier years	-	-	-	-	17.44	(17.44)	-	-	-	-	-	-	-
<b>Balance as at 31 March 2021</b>	-	-	-	-	318.82	971.72	-	2,087.80	-	-	-	-	3,378.33
<b>Balance as at 1 April 2021</b>	-	-	-	-	318.82	971.72	-	2,087.80	-	-	-	-	3,378.33
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance as at 1 April 2021	-	-	-	-	318.82	971.72	-	2,087.80	-	-	-	-	3,378.33
Total comprehensive income (net of tax) (FY-2021-22)	-	-	-	-	-	51.49	-	227.82	-	-	-	-	279.31
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-
Transferred to Retained Earning	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to reserve fund in terms of section 45-IC(1) of Income Tax related to earlier years	-	-	-	-	55.86	(55.86)	-	-	-	-	-	-	-
<b>Balance as at 31 March 2022</b>	-	-	-	-	374.68	967.35	-	2,315.61	-	-	-	-	3,657.64

As per our report of even date  
For Multi Associates  
Chartered Accountants



**ANIL KUMAR GARG**  
Partner  
Membership No. 084003  
Place: New Delhi  
Date: 28.05.2022

**UDIN: 22084003 ALSPN07056**

On behalf of the Board of Directors  
For **MARDA COMMERCIAL & HOLDINGS LTD**

*Daulat Ram*

**Daulat Ram Agarwal**  
Managing Director  
DIN: 00586956

**Lalit Agarwal**  
Director  
DIN: 00109920

*Puja Mantri*

**Puja Mantri**  
Company Secretary  
PAN NO. DGUPM5770C

**Puja Mantri**  
Company Secretary  
PAN NO. DGUPM5770C

**MARDA COMMERCIAL & HOLDINGS LTD****CIN - L65929WB1990PLC048280****Notes on financial statements for the year ended 31st March 2022****All amounts are in Rupee Lakhs, unless otherwise stated**

	<b>As at 31st March 2022</b>	<b>As at 31st March 2021</b>
<b>3 Cash and cash equivalents</b>		
Cash on hand	0.73	1.29
Balances with banks		
- in Current account	4.52	7.14
- in Term Deposits- Original maturity of 3 months or less	-	-
	<b>5.25</b>	<b>8.43</b>
	<b>As at 31st March 2022</b>	<b>As at 31st March 2021</b>
<b>4 Bank Balances other than cash and cash equivalents</b>		
Fixed deposit with bank (Maturity less than 12 months)	545.43	381.70
Fixed deposits with banks earns interest at fixed rates.		
	<b>545.43</b>	<b>381.70</b>
	<b>As at 31st March 2022</b>	<b>As at 31st March 2021</b>
<b>5 Receivables</b>		
<u>Trade Receivables-Undisputed</u>		
Considered good-unsecured	-	-
<u>Other receivable-Undisputed</u>		
Considered good-unsecured	58.38	0.33
	<b>58.38</b>	<b>0.33</b>
	<b>As at 31st March 2022</b>	<b>As at 31st March 2021</b>
<b>6 Loans</b>		
<b>Loans given in India to other than public sector</b>		
Secured	-	-
Unsecured Loans -repayable on demand	1,567.92	1,814.74
<b>Gross</b>	<b>1,567.92</b>	<b>1,814.74</b>
Less: Impairment loss allowance (refer note 35c)	(168.82)	(178.31)
<b>Net</b>	<b>1,399.10</b>	<b>1,636.43</b>



7 Investments			As at 31st March 2022	As at 31st March 2021
<b>(i) Quoted</b>				
<b>At fair value through Profit &amp; loss (FVPL)</b>				
	<b>Quantity (Numbers)</b>			
	<b>31st March 2022</b>	<b>31st March 2021</b>		
<b>Equity Shares &amp; ETF</b>				
Aarti Industries Ltd.	228	114	2.18	1.50
Aarti surfactants Ltd	5	5	0.04	0.05
HDFC Asset Management Company Ltd	30	30	0.64	0.88
Indian Oil Corporation Ltd.	784	784	0.93	0.72
Larsen & Toubro Ltd.	70	70	1.24	0.99
Maruti Suzuki India Ltd.	31	31	2.34	2.13
Motilal Oswal Financial Services Ltd.	195	195	1.70	1.22
Nippon India mutual fund ETF	940	919	9.41	9.19
Praj industries Ltd.	720	720	2.87	1.40
RBL Bank	150	150	0.20	0.31
Solar Industries Ltd.	225	225	6.29	2.89
Yes Bank	780	780	0.10	0.12
			27.93	21.39
<b>Mutual Funds</b>				
Nippon Reliance arbitrage fund - Growth plan(AFGPG)	-	-	616.44	593.48
<b>Total(i)</b>			<b>644.37</b>	<b>614.87</b>
<b>(ii) Un-quoted- At fair value through other comprehensive income (FVOCI)*</b>				
<b>Equity Shares</b>				
Advance Hightech Agro Products Limited (Face Value Rs. 10/-)	-	50,000	-	23.97
Tirupati Structurals Limited (Face Value Rs. 10/- each)	14,47,900	14,47,900	3,101.90	2,774.99
<b>Total(ii)</b>			<b>3,101.90</b>	<b>2,798.96</b>
* The company has designated certain unquoted equity instruments as FVOCI on the basis that these are not held for trading.				
<b>Total(i+ii)</b>			<b>3,746.27</b>	<b>3,413.83</b>
<b>Out of above Investments</b>				
in India			3,746.27	3,413.83
in outside India			-	-
			<b>3,746.27</b>	<b>3,413.83</b>



8 Other financial assets	As at 31st March 2022	As at 31st March 2021
Unsecured - considered good (unless otherwise stated)		
<b>Inventory in Shares (Quoted)</b>		
<b>At fair value through Profit &amp; loss (FVPL)</b>		
Closing stock of shares (valued at fair value as per IND AS)	134.36	-
<b>At amortised cost</b>		
Interest accrued and but not due	0.59	1.04
Security Deposit	0.07	0.07
	<u>135.02</u>	<u>1.11</u>

9 Current tax assets (Net)	As at 31st March 2022	As at 31st March 2021
Advance tax & TDS	24.65	20.59
	<u>24.65</u>	<u>20.59</u>

10 Investment Property	As at 31st March 2022	As at 31st March 2021
<b>Gross Carrying amount</b>		
Opening Gross Carrying Amount	661.09	661.09
Addition/Deletion		
<b>Closing Gross Carrying Amount</b>	<u>661.09</u>	<u>661.09</u>
<b>Accumulated Depreciation</b>		
Opening Accumulated Depreciation	33.05	22.04
Depreciation Charge	11.02	11.02
<b>Closing Accumulated Depreciation</b>	<u>44.07</u>	<u>33.05</u>
<b>Net Carrying Amount</b>	<u>617.01</u>	<u>628.03</u>
<b>Fair Value</b>	<u>641.25</u>	<u>636.98</u>
<b>Details of Rental income derived from Investment Property:</b>		
Rental income derived from investment properties	10.73	9.64
Direct operating expenses (including repairs and maintenance) generating rental income	-	0.97
<b>Income arising from investment properties before depreciation</b>	<u>10.73</u>	<u>8.67</u>
Depreciation	11.02	11.02
<b>Income arising from investment properties (Net)</b>	<u>(0.29)</u>	<u>(2.35)</u>

**Note****Premises given on Residential Rental basis**

The Company has given investment properties on residential rental basis. These rental arrangements are for 11 months period.

**Estimation of Fair Value**

The fair valuation is based on current prices in the active market for similar properties as declared and provided by the management. The main inputs used by the management in determining the fair value are quantum, area, location, demand, restrictive entry to the complex, age of building and trend of fair market rent in Flats in Jaypee Greens Noida U.P.

The Company's investment property consists of 7 properties as at 31st March, 2022 & 2021. Company has let out six property as of 31st March, 2022 & 2021.

11 Other non-financial assets	As at 31st March 2022	As at 31st March 2021
<b>Particulars</b>		
Other advances recoverable	-	20.00
	<u>-</u>	<u>20.00</u>



MARDA COMMERCIAL & HOLDINGS LTD

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Notes on financial statements for the year ended 31st March 2022

All amounts are in Rupee Lakhs, unless otherwise stated

**12 Property, Plant and Equipment**

Particulars	Gross Block			Depreciation			Net Block	
	Balance as on 31/03/2021	Additions during the Year	Balance as on 31/03/2022	Upto 31/03/2021	for the Year	Up to 31/03/2022	Balance as on 31/03/2022	Balance as on 31/03/2021
<b>Assets</b>								
Computer & Laptop (D.O.P.-20.01.2022)	-	1.17	1.17	-	0.07	0.07	1.10	-
<b>Total</b>	-	1.17	1.17	-	0.07	0.07	1.10	-
<b>Previous Year</b>	-	-	-	-	-	-	-	-



13	Borrowings (other than Debt Securities)	As at 31st March 2022	As at 31st March 2021
	<b>Particulars</b>		
	<b>(A) In India</b>		
	(At amortised cost)		
	Inter corporate deposits	1,115.84	1,041.89
	<b>(B) Outside India</b>	-	-
		<b>1,115.84</b>	<b>1,041.89</b>
	<b>Out of above</b>		
	<b>Secured</b>	-	-
	<b>Unsecured</b>		
	From related parties	1,115.84	1,041.89
	From others	-	-
		<b>1,115.84</b>	<b>1,041.89</b>
14	Other financial liabilities	As at 31st March 2022	As at 31st March 2021
	<b>Particulars</b>		
	Salary Payable	0.12	10.98
	Other liabilities	8.27	5.05
		<b>8.39</b>	<b>16.03</b>
15	Current tax liabilities (Net)	As at 31st March 2022	As at 31st March 2021
	For Income Tax	9.11	18.40
		<b>9.11</b>	<b>18.40</b>
16	Deferred tax liabilities (Net)	As at 31st March 2022	As at 31st March 2021
	<b>Particulars</b>		
	Deferred tax relates to the following:		
	<b>Deferred tax liabilities:</b>		
	- Related to Investment-FVTPL	5.91	(1.51)
	- Related to Investment-FVTOCI	778.80	702.18
		<b>784.71</b>	<b>700.67</b>
	<b>Deferred tax assets:</b>		
	- Related to property, plant and equipment	-	-
	- Related to investment properties	11.09	8.32
	- Related to impairment of financial instruments	42.49	44.88
		<b>53.58</b>	<b>53.20</b>
	<b>Deferred tax liabilities (Net)</b>	<b>731.13</b>	<b>647.47</b>
17	Other non-financial liabilities	As at 31st March 2022	As at 31st March 2021
	<b>Particulars</b>		
	Statutory dues	10.04	8.27
		<b>10.04</b>	<b>8.27</b>



18	Equity Share capital Particulars	As at 31st March 2022		As at 31st March 2021	
		Number	Amount	Number	Amount
	<b>Authorised share capital</b>	1,01,00,000	1,010.00	1,01,00,000	1,010.00
	Equity shares of Rs. 10 each				
	<b>Issued, subscribed and fully paid up</b>	1,00,00,600	1,000.06	1,00,00,600	1,000.06
	Equity shares of Rs. 10 each				
<b>a)</b>	<b>Reconciliation of shares outstanding at the beginning and at the end of reporting period</b>				
	<b>Particulars</b>	<b>As at 31st March 2022</b>		<b>As at 31st March 2021</b>	
		<b>Number</b>	<b>Amount</b>	<b>Number</b>	<b>Amount</b>
	At the beginning of the year	1,00,00,600	1,000.06	1,00,00,600	1,000.06
	Add/less:-	-	-	-	-
		1,00,00,600	1,000.06	1,00,00,600	1,000.06
<b>b)</b>	<b>Terms/rights attached to equity shares</b>				
	The Company has only one class of equity shares, having a par value of Rs.10 per share. All shares rank pari passu with respect to dividend, voting rights and other terms. Each shareholder is eligible to one vote per share. The dividend proposed, if any, by the Board of Directors is subject to approval of shareholders in the ensuing Annual General Meeting, except in case of interim dividend. The repayment of equity share capital in the event of liquidation and buy back of shares are possible subject to prevalent regulations. In the event of liquidation, normally the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.				
<b>c)</b>	<b>The details of shareholding of Promoters</b>				
	<b>Promoter Name</b>	<b>As at 31st March 2022</b>		<b>As at 31st March 2021</b>	
		<b>No. of shares</b>	<b>(%) of total</b>	<b>No. of shares</b>	<b>(%) of total</b>
	Deeki Nandan Agarwal	1,45,000	1.45%	1,45,000	1.45%
	Romil Agarwal	4,50,000	4.50%	4,50,000	4.50%
	D N Agarwal (Karta of HUF)	1,75,000	1.75%	1,75,000	1.75%
	Vatsal Agarwal alias Sanmukh Agarwal	2,70,000	2.70%	2,70,000	2.70%
	Shalini Agarwal	1,50,000	1.50%	1,50,000	1.50%
	Daulat Ram Agarwal	5,12,500	5.12%	5,12,500	5.12%
	Laxmi Agarwal	4,40,000	4.40%	4,40,000	4.40%
	Lalit Agarwal	3,50,000	3.50%	3,50,000	3.50%
	Ashish Agarwal	1,50,000	1.50%	1,50,000	1.50%
	Shashi Agarwal	7,45,000	7.45%	7,45,000	7.45%
	Suyash Agarwal alias Sadanand Agarwal	1,60,000	1.60%	1,60,000	1.60%
	Vaisal Agarwal	4,50,000	4.50%	4,50,000	4.50%
	Advance Ispat (India) Ltd.	19,43,400	19.43%	19,43,400	19.43%
	Sophia Exports Ltd.	5,00,000	5.00%	-	0.00%
	<b>Total</b>	<b>64,40,900</b>	<b>64.41%</b>	<b>59,40,900</b>	<b>59.41%</b>
<b>d)</b>	<b>The details of shareholders holding more than 5% shares</b>				
	<b>Name of shareholder</b>	<b>As at 31st March 2022</b>		<b>As at 31st March 2021</b>	
		<b>No. of shares</b>	<b>(%)</b>	<b>No. of shares</b>	<b>(%)</b>
	Advance Ispat (India) Ltd.	19,43,400	19.43%	19,43,400	19.43%
	Shashi Agarwal	7,45,000	7.45%	7,45,000	7.45%
	Daulat Ram Agrawal	5,12,500	5.12%	5,12,500	5.12%
	<b>Total</b>	<b>32,00,900</b>	<b>32.01%</b>	<b>32,00,900</b>	<b>32.01%</b>





**MARDA COMMERCIAL & HOLDINGS LTD**

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Notes on financial statements for the year ended 31st March 2022

All amounts are in Rupee Lakhs, unless otherwise stated

**19 Other equity**

Particulars	As at 31st March 2022	As at 31st March 2021
<b>Statutory Reserve under Section 45-IC of the RBI Act, 1934</b>		
Balance as per last year	318.82	301.37
Add : Transferred from profit and loss account	55.86	17.44
	<b>374.68</b>	<b>318.81</b>
<b>Retained earnings</b>		
Balance as per last year	3,059.52	3,024.23
Add : Profit for the year	279.31	87.21
Less : Income Tax related to earlier years	-	34.49
Less : Appropriations - Transferred to statutory reserve	55.86	17.44
	<b>3,282.96</b>	<b>3,059.52</b>
<b>Other equity</b>	<b>3,657.64</b>	<b>3,378.33</b>

**Statutory Reserve:**

Statutory Reserve is the reserve created by transferring a sum not less than twenty per cent of the Company's net profit after tax every year in terms of Section 45-IC of the RBI Act, 1934.

**Retained earnings:**

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, statutory reserve, debenture redemption reserve, dividends or other distributions paid to shareholders.



**MARDA COMMERCIAL & HOLDINGS LTD**

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Notes on financial statements for the year ended 31st March 2022

All amounts are in Rupee Lakhs, unless otherwise stated

20	Revenue from operations	Year ended 31st March 2022	Year ended 31st March 2021
	<b>On financial assets measured as amortised cost</b>		
	Interest on loans	137.44	139.17
	Interest on deposits with banks	22.66	16.89
	Dividend from Equity Shares	0.29	0.13
	Dividend from Mutual Funds	0.25	-
	Gain on fair valuation of financial instruments	29.28	25.19
		<b>189.92</b>	<b>181.38</b>
21	Other income	Year ended 31st March 2022	Year ended 31st March 2021
	Rental Income	10.73	9.64
	Profit on sale of Investment	15.56	-
	Miscellaneous Income	-	0.00
		<b>26.29</b>	<b>9.64</b>
22	Finance costs	Year ended 31st March 2022	Year ended 31st March 2021
	<b>On financial liabilities measured as amortised cost</b>		
	Interest paid on loans	83.28	78.35
		<b>83.28</b>	<b>78.35</b>
23	Impairment of financial instruments	Year ended 31st March 2022	Year ended 31st March 2021
	<b>On financial instruments measured at amortised cost</b>		
	Provisions for expected credit loss	(9.49)	76.20
		<b>(9.49)</b>	<b>76.20</b>
24	Employee benefits expense	Year ended 31st March 2022	Year ended 31st March 2021
	Salary, wages and other benefits	24.06	13.98
		<b>24.06</b>	<b>13.98</b>
24.1	Salary includes Director remuneration of Rs.6,00,000( previous year also Rs. 6,00,000 )		



MARDA COMMERCIAL & HOLDINGS LTD

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Notes on financial statements for the year ended 31st March 2022

All amounts are in Rupee Lakhs, unless otherwise stated

25	Depreciation and amortization	Year ended 31st	Year ended 31st
		March 2022	March 2021
	Deprecation and amortization	11.09	11.02
		<b>11.09</b>	<b>11.02</b>
26	Other expenses	Year ended 31st	Year ended 31st
		March 2022	March 2021
	Repairs & maintenance-Building	5.73	0.97
	Travelling & conveyance	0.61	-
	Rates fees & taxes	0.65	0.98
	Depository charges	1.06	1.06
	Rent paid	1.56	1.92
	Director Sitting Fee	0.60	-
	General & other expenses	0.23	0.17
	Bank charges	0.04	-
	Legal & professional charges	1.82	0.57
	Statutory audit fees	1.65	0.77
	Internal audit fees	0.40	0.30
	Advertisement Expenses	0.41	-
	Commission	0.15	-
	Interest on TDS	0.22	-
	Share Trading Expenses	0.71	-
	Share Trading Jobbing Loss	0.17	-
	Debit balance written off	-	0.15
		<b>16.02</b>	<b>6.88</b>



**MARDA COMMERCIAL & HOLDINGS LTD**

CIN - L65929WB1990PLC048280

Balance Sheet as at 31st March 2022

All amounts are in Rupee Lakhs, unless otherwise stated

**27 Basic and Diluted Earnings per share [EPS] computed in accordance with Indian Accounting Standard (Ind AS) 33 "Earnings per Share"**

Particulars		As at 31st March 2022	As at 31st March 2021
<b>Basic</b>			
Profit after tax	A	3.05	3.05
Weighted average number of equity shares outstanding	B	1,00,00,600	1,00,00,600
Basic earning per share (Rs)	A/B	0.03	0.03
<b>Diluted</b>			
Profit after tax (Rs. In Lakhs)	A	3.05	3.05
Weighted average number of equity shares outstanding	B	1,00,00,600	1,00,00,600
Add: Weighted average number of potential equity shares	C	-	-
Weighted average number of shares outstanding for diluted EPS	D=B+C	1,00,00,600	1,00,00,600
Diluted earning per share (before and after extraordinary items) (Rs)	A/D	0.03	0.03
Face value of shares (Rs)		10	10

**28 Auditors Remuneration**

Particulars	As at 31st March 2022	As at 31st March 2021
<u>Payment to auditors</u>		
Statutory audit fees	1.65	0.77
	1.65	0.77

**29 Expenditure in foreign currency:**

Particulars		

Note :

i) There are no reportable earnings in foreign currency during the year ended 31st March 2022 &amp; 31st March 2021.

ii) The Company do not have any exposures in foreign currency as at the Balance Sheet date.

**30 Disclosure pursuant to Ind AS 108 "Operating Segment"**

The Company operates mainly in the business segment of Lending activity. As such there are no reportable segments as per Ind AS 108 on Operating Segment. Since the business operations of the Company are concentrated in India, the Company is considered to operate only in the domestic segment and therefore there is no reportable geographic segment.



**MARDA COMMERCIAL & HOLDINGS LTD**
**CIN-L65929WB1990PLC048280**
**Statement of Cash Flows for the year ended ended 31st March 2022**
*All amounts are in Rupee Lakhs, unless otherwise stated*
**31 Analytical Ratios**

S. No.	Particulars	Numerator	Denominator	Units	As at 31st March 2022	As at 31st March 2021	% Variance
(a)	Current Ratio	Current Assets	Current Liabilities	Times	27.91	9.65	189.13%
(b)	Debt Equity Ratio (D/E)	Total Debts	Total Equity	Times	0.24	0.24	0.68%
(c)	Debt Service Coverage Ratio	Earnings available for debt service (EBITDA)	Debt service	Times	NA	NA	NA
(d)	Return on Equity (ROE)	Profit For the Year (PAT)	Net Worth	%	1.26%	-0.32%	NA
(e)	Inventory Turnover Ratio	Cost of goods Sold	Average Inventory	Times	2.82	NA	NA
(f)	Trade Receivables Turnover Ratio	Net Credit Sales	Average Trade Receivables	Times	NA	NA	NA
(g)	Trade Payables Turnover Ratio	Net Credit Purchases	Average Trade Payables	Times	NA	NA	NA
(h)	Net Capital Turnover Ratio	Net Sales	Average Working Capital	Times	0.68	0.50	37.17%
(i)	Net Profit Ratio	Net Profit (PBT)	Net Sales	%	17.19%	2.40%	616.40%
(j)	Return on Capital Employed (ROCE)	Earning before interest and taxes (EBIT)	Capital Employed	%	2.28%	1.37%	67.15%
(k)	Return on Investment (ROI)	Profit For the Year (PAT)	Capital Employed	%	0.90%	-0.23%	NA
(l)	Capital to risk-weighted assets ratio (CRAR)	Tier I Capital + Tier II Capital	Risk weighted Assets	Times	0.77	0.76	1.30%
(m)	Tier I CRAR	Tier I Capital	Risk weighted Assets	Times	0.77	0.76	1.30%
(n)	Tier II CRAR	Tier II Capital	Risk weighted Assets	Times	NA	NA	NA
(o)	Liquidity Coverage Ratio	Highly Liquid Assets	Expected cash outflow	Times	19.99	9.14	118.81%

**Explanation for variances exceeding 25%**

- 1 Current Ratio improved due increase in current assets as loan given received back.
- 2 Net Capital Turnover Ratio improved due increase in current assets as loan given received back.
- 3 Net Profit Ratio increased sharply as there is no further Impairment of Financial Instruments.
- 4 Return on Capital Employed Ratio increased sharply as there is no further Impairment of Financial Instruments.
- 5 Liquidity Coverage Ratio has improved as Highly Liquid Assets increases substantially.



**32 Disclosure of Related party transactions pursuant to (Ind AS - 24) and Companies act 2013 "Related Party Disclosures"****a. Name of related parties and relationship****i) Key Managerial Personnels/Directors**

Daulat Ram Agarwal  
Lalit Agarwal  
Aashish Agarwal  
Kamlesh Gupta  
Puja Mantri

**ii) Others**

Tak Buildtech Pvt Ltd  
Sophia Exports Ltd.  
Advance Steel Tubes Ltd.  
Tirupati Structural Ltd.  
Advance Enterprises Pvt Ltd  
Advance Ispat India Ltd.  
TSL piping Solutions Pvt Ltd.  
Techzzler International Pvt Ltd.  
Advance Hightech Agro Products Pvt Ltd.  
Shyama Agarwal

**b. Transaction with related parties**

Particulars	As at 31st March 2022		As at 31st March 2021	
	Key Management personal	Others	Key Management personal	Others
Loan given received back	-	609.13	-	-
Loan given	-	130.50	-	-
Loan received given back	-	1.00	-	10.00
Other receivable received	-	-	-	10.80
Interest received	-	133.64	-	138.41
Interest paid	-	83.28	-	78.35
Salary Paid	7.56	-	7.44	-
Directors Remuneration	6.00	-	6.00	-
Rent paid	-	1.08	-	1.92
Sale of shares	-	17.06	-	-
Sitting fees	0.60	-	-	-

**C. Closing Balance with related parties**

Particulars	As at 31st March 2022		As at 31st March 2021	
	Key Management personal	Others	Key Management personal	Others
Borrowings (other than Debt Securities)	-	1,115.84	-	1,041.89
Other payable	0.12	-	10.80	-
Other Receivable	-	-	-	-
Loans given	-	1,275.30	-	1,665.92

**D. Disclosures in respect of Loans or Advances in the nature of loans are granted to promoters, Directors, KMPs and the related parties****(a) repayable on demand**

Type of Borrower	As at 31st March 2022		As at 31st March 2021	
	Amount of loan outstanding	% to the total Loans	Amount of loan outstanding	% to the total Loans
Promoters	-	-	-	-
Directors	-	-	-	-
KMPs	-	-	-	-
Related Parties	1,275.30	81.34%	1,665.92	91.80%

**(b) without specifying any terms or period of repayment-NIL**

**MARDA COMMERCIAL & HOLDINGS LTD**  
**CIN - L65929WB1990PLC048280**  
**Balance Sheet as at 31st March 2022**  
**All amounts are in Rupee Lakhs, unless otherwise stated**

**33 Disclosure pursuant to Ind AS 12 'Income Taxes'**

**(i) Tax Expenses recognised in the Statement of Profit and Loss**

Particulars	Year ended 31st March 2022	Year ended 31st March 2021
<b>Current tax:</b>		
In respect of current year	9.11	18.40
In respect of short/(excess) provision of income tax for earlier years	(2.31)	0.01
<b>Deferred Tax:</b>		
Deferred tax liability/(assets) relating to origination and reversal of temporary differences	7.04	(16.87)
<b>Total Income Tax recognised in profit or loss</b>		
Current tax	6.80	18.41
Deferred tax	7.04	(16.87)
<b>Total Income Tax recognised in profit or loss</b>	<b>13.84</b>	<b>1.54</b>

**(ii) Income Tax recognised in Other comprehensive income**

Particulars	Year ended 31st March 2022	Year ended 31st March 2021
<b>Deferred tax related to items recognised in Other comprehensive income during the year:</b>		
Fair value of equity instruments	76.62	28.31
<b>Total Income tax recognised in Other comprehensive income</b>	<b>76.62</b>	<b>28.31</b>

**(iii) Reconciliation of effective tax rate :**

The reconciliation of estimated income tax expense at tax rate to income tax expense reported in profit or loss is as follows :

Particulars	Year ended 31st March 2022	Year ended 31st March 2021
Profit before Tax	65.33	4.58
Enacted income tax rate (%)	25.168%	25.168%
Income tax expense calculated at applicable income tax rate	16.44	1.15
<b>Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense:</b>		
Expenses that are not deductible for tax purposes	1.95	25.31
Dividend income exempt from income tax	-	(0.03)
Deductions available under income tax	(0.81)	(1.70)
Interest u/s 234B & 234C	-	-
Income tax for earlier year	(2.31)	0.01
Income Tax expense recognised in profit and loss	15.27	24.75
Deferred Tax recognised in profit and loss	7.04	(16.87)
<b>Tax recognised in profit and loss</b>	<b>22.31</b>	<b>8</b>
<b>Actual effective income tax rate (%)</b>	<b>0.34</b>	<b>1.72</b>

**(iv) Recognised deferred tax assets and liabilities**

Particulars	As at 31st March 2022	As at 31st March 2021
<b>Deferred Tax Asset :</b>		
Related to property, plant and equipment	-	-
Related to investment properties	11.09	8.32
Related to impairment of financial instruments	42.49	44.88
<b>Deferred Tax Liability:</b>		
Related to Investment	784.71	700.67
Interest on Stage 3	-	-
<b>Net Deferred Tax Asset/(Liability)</b>	<b>(731)</b>	<b>(647)</b>

**(v) Movement in temporary differences**

Particulars	Year ended 31st March 2022	Year ended 31st March 2021
<b>Credit / (Charge) in the Statement of Profit and Loss during the period</b>		
Loans	(2.39)	19.18
Property, Plant and Equipment & Intangible assets	-	-
Investment properties	2.77	2.77
Investment	(7.42)	(5.08)
<b>Total (a)</b>	<b>(7.04)</b>	<b>16.87</b>
<b>Credit / (Charge) in the other comprehensive income during the period</b>		
Provisions - Investment	76.62	(28.31)
<b>Total (b)</b>	<b>76.62</b>	<b>(28.31)</b>
Net deferred income tax asset at the beginning (c)	(647.47)	(636.04)
<b>Net deferred tax asset/(Liabilities) at the end of the period (d) = (a) + (b) + (c)</b>	<b>(731.13)</b>	<b>(647.47)</b>



MARDA COMMERCIAL & HOLDINGS LTD

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Balance Sheet as at 31st March 2022

All amounts are in Rupee Lakhs, unless otherwise stated

34 Maturity Analysis of Assets & Liabilities

	As at 31st March 2022			As at 32nd March 2021		
	Within 12 Months	After 12 months	Total	Within 12 Months	After 12 months	Total
<b>Assets</b>						
<b>Financial Assets</b>						
Cash & cash equivalents	5.25	-	5.25	8.44	-	8.44
Bank balances other than Cash & cash equivalents	545.44	-	545.44	381.70	-	381.70
Receivables						
- Trade Receivables	-	-	-	-	-	-
- Other Receivables	58.37	-	58.37	0.32	-	0.32
Loans	1,399.10	-	1,399.10	1,636.43	-	1,636.43
Investments	27.93	3,718.33	3,746.27	21.39	3,392.44	3,413.83
Other financial assets	135.02	-	135.02	1.11	-	1.11
<b>Non-financial Assets</b>						
Current tax assets	24.65	-	24.65	20.59	-	20.59
Investment property	617.02	-	617.02	628.03	-	628.03
Property, plant and equipments	1.10	-	1.10	-	-	-
Other non-financial assets	-	-	-	20.00	-	20.00
<b>Total Assets</b>	<b>2,813.88</b>	<b>3,718.33</b>	<b>6,532.22</b>	<b>2,718.01</b>	<b>3,392.44</b>	<b>6,110.45</b>
<b>LIABILITIES</b>						
<b>Financial Liabilities</b>						
Borrowings (other than Debt Securities)	1,115.84	-	1,115.84	1,115.84.10	-	1,115.84.10
Other financial liabilities	8.39	-	8.39	839.35	-	839.35
<b>Non-Financial Liabilities</b>						
Current tax liabilities (net)	9.11	-	9.11	-	73,113.12	73,113.12
Deferred tax liabilities (Net)	-	731.13	731.13	1,004.41	-	1,004.41
Other non-financial liabilities	10.04	-	10.04	-	-	-
<b>Total Liabilities</b>	<b>1,143.38</b>	<b>731.13</b>	<b>1,874.52</b>	<b>1,084.59</b>	<b>647.47</b>	<b>1,732.06</b>
Net	1,670.50	2,987.20	4,657.70	1,633.43	2,744.97	4,378.39





### 35 Financial Risk Management

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has constituted the risk management committee, which is responsible for developing and monitoring the Company's risk management policies. The Company's risk management committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions.

The Company has exposure to the following risks arising from its business operations:

#### i) Credit risk

Credit risk is the risk of financial loss if a customer or counterparty fails to meet an obligation under a contract. Lending activities account for most of the Company's credit risk. Other sources of credit risk also exist in loans and transaction settlements. Credit risk is measured as the amount that could be lost if a customer or counterparty fails to make repayments. The maximum exposure to credit risk in case of all the financial instruments is restricted to their respective carrying amount.

Credit Risk is monitored through stringent credit appraisal, counter party limits and internal risk ranges of the borrowers. Exposure to credit risk is managed through regular analysis of the ability of all the customers and counterparties to meet interest and capital repayment obligations and by changing lending limits where appropriate.

Company primarily offers loans secured by Real estate. In order to mitigate credit risk, Company also seeks collateral appropriate to the product segment. The most common types of collateral the company receives, measured by collateral value, are mortgages on financial assets in the form of real estate.

#### a) Maximum exposure to the Credit risk

This table below shows the Company's maximum exposure to the credit risk.

Particulars	Mar-22	Mar-21
Financial Assets at amortised cost - Loans & Advances (Gross)	1,567.92	1,814.74
Less : Impairment loss allowances	168.82	178.31
Financial Assets at amortised cost - Loans & Advances (Net)	1,399.10	1,636.43
Trade receivables	58.37	0.32
<b>Total</b>	<b>1,457.47</b>	<b>1,636.75</b>

Credit risk on Cash and Cash equivalents is considered to be Nil as these are generally held with leading banks.

#### b) Credit quality analysis

An impairment analysis is performed at each reporting date based on the facts and circumstances existing on that date to identify expected losses on account of time value of money and credit risk. The credit quality of Loans and advances measured at amortised cost is primarily assessed by the Days Past Due (DPD) status and other qualitative factors leading to increase in credit risk.

##### Inputs, assumptions and techniques used for estimating impairment

In assessing the impairment of financial assets under the expected credit loss model, the Company defines default when a loan obligation is overdue for more than 90 days and credit impaired.

##### Assessment of significant increase in credit risk

When determining whether the risk of default has increased significantly since initial recognition, the Company considers the DPD status of the loans. Credit risk is deemed to have increased significantly when an asset is more than 30 days past due (DPD) and other qualitative internal or external factors demonstrating credit or liquidity risk.

##### Calculation of expected credit losses

The key elements in calculation of ECL are as follows:

PD - The Probability of Default is an estimate of the likelihood of default over a given time horizon. A default may only happen at a certain time over the assessed period, if the facility has not been previously derecognised and is still in the portfolio.



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**EAD** - The Exposure at Default is an estimate of the exposure at a future default date, taking into account expected changes in the exposure after the reporting date, including repayments of principal and interest, whether scheduled by contract or otherwise, expected drawdowns on committed facilities, accrued interest from missed payments and loan commitments.

**LGD** - The Loss Given Default is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, including from the realisation of any collateral. It is usually expressed as a percentage of the EAD. The LGD is determined based on valuation of collaterals and other relevant factors.

For PD the Company has relied upon the PD data from industry benchmarks and external rating agencies. For Loss Given Default (LGD) the Company has relied on internal and external information.

In relation to COVID-19, Management has applied appropriate overlay to the above method of determining ECL.

The following table sets out information about the credit quality of financial assets measured at amortised cost.

Particulars	As at 31st March 2022	As at 31st March 2021
<b>Gross Stage 1 (DPD&lt; 30 days) Performing asset and 12 monthh ECL</b>	1,399.10	1,665.92
Less : Impairment loss allowance	-	29.49
<b>Net Stage 1 Assets</b>	1,399.10	1,636.43
ECL Prov. Coverage	0.00%	1.77%
<b>Gross Stage 2 (30&gt;DPD&lt; 90 days) Under performing assets increase in credit risk and Lifetime ECL</b>	-	-
Less : Impairment loss allowance	-	-
<b>Net Stage 2 Assets</b>	-	-
ECL Prov. Coverage	0.00%	0.00%
<b>Gross Stage 3 (DPD&gt;90) Non-performing assets credit impaired and lifetime ECL</b>	168.82	148.82
Less : Impairment loss allowance	168.82	148.82
<b>Net Stage 3 Assets</b>	-	-
ECL Prov. Coverage	100.00%	100.00%
<b>Total Loans &amp; Advances</b>	1,567.92	1,814.74
Less : Impairment loss allowance	168.82	178.31
<b>Net Loans &amp; Advances</b>	1,399.10	1,636.43
ECL Provision Coverage	10.77%	9.83%

**Credit impairment charge to the income statement**

Particulars	For the year ended 31st March 2022	For the year ended 31st March 2021
New and increased provisions (incl. write off)	(9.49)	76.20
Write-backs of specific provisions	-	-
Recoveries of specific provisions	-	-
<b>Total charge to the income statement</b>	(9.49)	76.20

**Write-offs still under enforcement activity**

The contractual amount outstanding on loans and advances that were written off during the year ended March 2022, and are still subject to enforcement activity was Nil.



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**c) Movement in Gross Exposures and credit impairment for loans and advances**

The Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of Financial Assets measured at amortised cost or FVTOCL. Company follows a 'three-stage' model for impairment based on changes in credit quality since initial recognition. Please refer to the accounting policy for details.

	Movement in Gross Exposure to Loans & Advances			Movement in ECL				
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
<b>Balance as at April 1, 2020</b>	1,564.71	-	148.82	1,713.53	27.70	-	74.41	102.11
Changes due to financial assets recognised in opening balance that have:								
- Transferred to 12 month ECL	-	-	-	-	-	-	-	-
- Transferred to lifetime ECL -significant increase in credit risk	-	-	-	-	-	-	-	-
- Transferred to lifetime ECL credit - impaired	-	-	-	-	-	-	-	-
Increase due to financial assets originated	101.21	-	-	101.21	1.79	-	74.41	76.20
Decrease due to loans derecognised on part payment	-	-	-	-	-	-	-	-
Net remeasurement (Due to recovery on regular basis changes in rating, changes in security value etc.)	-	-	-	-	-	-	-	-
Amounts written off during the year	-	-	-	-	-	-	-	-
<b>Balance as at March 31, 2021</b>	<b>1,665.92</b>	<b>-</b>	<b>148.82</b>	<b>1,814.74</b>	<b>29.49</b>	<b>-</b>	<b>148.82</b>	<b>178.31</b>
Changes due to financial assets recognised in opening balance that have:								
- Transferred to 12 month ECL	-	-	-	-	-	-	-	-
- Transferred to lifetime ECL -significant increase in credit risk	-	-	-	-	-	-	-	-
- Transferred to lifetime ECL credit - impaired	-	-	-	-	-	-	-	-
Increase due to financial assets originated	(266.82)	-	20.00	(246.82)	(29.49)	-	20.00	(9.49)
Decrease due to loans derecognised on part payment	-	-	-	-	-	-	-	-
Net remeasurement (Due to recovery on regular basis changes in rating, changes in security value etc.)	-	-	-	-	-	-	-	-
Amounts written off during the year	-	-	-	-	-	-	-	-
<b>Balance as at March 31, 2022</b>	<b>1,399.10</b>	<b>-</b>	<b>168.82</b>	<b>1,567.92</b>	<b>-</b>	<b>-</b>	<b>168.82</b>	<b>168.82</b>



**ii) Liquidity Risk**

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

Company has in place an Asset-Liability Management Committee (ALCO) which functions as the operational unit for managing the Balance Sheet within the performance and risk parameters laid down by the Board and Risk Committee of the Board. ALCO reviews Asset Liability strategy and Balance Sheet management in relation to asset and liability profile. ALCO ensures that the objectives of liquidity management are met by monitoring the gaps in the various time buckets, deciding on the source and mix of liabilities, setting the maturity profile of the incremental assets and liabilities etc.

Key principles adopted in the Company's approach to managing liquidity risk include:

- Monitoring the Company's liquidity position on a regular basis, using a combination of contractual and behavioural modelling of balance sheet and cash flow information.
- Maintaining a high quality liquid asset portfolio or maintaining undrawn bank lines.
- Operatine a prudent funding strategy which ensures appropriate diversification and limits maturity concentrations.

The Company's principal sources of liquidity are cash and cash equivalents, liquid asset portfolio like Mutual funds and the cash flow that is generated from operation.

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include interest accrued till the reporting date.

As at 31st March 2022	Contractual cash flows				
	Total	Upto 1 year	1-3 years	3-5 years	More than 5 years
Borrowings (Includes Interest accrued but not due)	1,115.84	1,115.84	-	-	-
Other Financial Liabilities	8.39	8.39	-	-	-
	<b>1,124.23</b>	<b>1,124.23</b>	-	-	-

As at 31st March 2021	Contractual cash flows				
	Total	Upto 1 year	1-3 years	3-5 years	More than 5 years
Borrowings (Includes Interest accrued but not due)	1,041.89	1,041.89	-	-	-
Other Financial Liabilities	16.03	16.03	-	-	-
	<b>1,057.92</b>	<b>1,057.92</b>	-	-	-

**iii) Market Risk**

Market risk represents the risk that the fair value or future cash flows of financial instruments will fluctuate due to changes in market variables such as interest rates, foreign exchange rates and equity prices.

**(iv) Interest rate risk**

Company has exposure to interest rate risk, primarily from its lending business and related borrowings. The following table demonstrates the sensitivity to a reasonably possible change in interest rates (all other variables being constant) of the Company's Statement of Profit and Loss.

	% Increase in rate		Increase/(decrease) in profit	
	31st March 2022	31st March 2021	31st March 2022	31st March 2021
Borrowings that are re-priced	0.25%	0.25%	-	-
Loans that are re-priced	0.25%	0.25%	-	-

Interest rate risk is managed primarily by monitoring the sensitivity of expected net interest income ('NII') under varying interest rate scenarios. This monitoring is undertaken by ALCO on regular basis. The NII sensitivities shown are indicative and based on simplified scenarios.



**36 Financial Instruments**

i) Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial instruments (excluding investment in subsidiaries), including their levels in the fair value hierarchy. The company has disclosed financial instruments not measured at fair value at carrying values because their carrying amounts are a reasonable approximation of the fair values.

As at 31st March 2022	Carrying Amount				Fair value hierarchy			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>								
Cash and cash equivalents	-	-	5.25	5.25	-	-	-	-
Bank balances other than above	-	-	545.43	545.43	-	-	-	-
Other receivables	-	-	58.37	58.37	-	-	-	-
Loans	-	-	1,399.10	1,399.10	-	-	-	-
Investments	644.37	3,101.90	-	3,746.27	644.37	-	3,101.90	3,746.27
Other financial assets	134.37	-	0.66	135.02	-	-	-	-
<b>Total</b>	<b>778.73</b>	<b>3,101.90</b>	<b>2,008.82</b>	<b>5,889.45</b>	<b>644.37</b>	<b>-</b>	<b>3,101.90</b>	<b>3,746.27</b>
<b>Financial liabilities</b>								
Borrowings (other than Debt Securities)	-	-	1,115.84	1,115.84	-	-	-	-
Other financial liabilities	-	-	8.39	8.39	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>1,124.23</b>	<b>1,124.23</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

As at 31st March 2021	Carrying Amount				Fair value hierarchy			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>								
Cash and cash equivalents	-	-	8.44	8.44	-	-	-	-
Bank balances other than above	-	-	381.70	381.70	-	-	-	-
Other receivables	-	-	0.32	0.32	-	-	-	-
Loans	-	-	1,636.43	1,636.43	-	-	-	-
Investments	614.87	2,798.96	-	3,413.83	614.87	-	2,798.96	3,413.83
Other financial assets	-	-	1.11	1.11	-	-	-	-
<b>Total</b>	<b>614.87</b>	<b>2,798.96</b>	<b>2,028.00</b>	<b>5,441.83</b>	<b>614.87</b>	<b>-</b>	<b>2,798.96</b>	<b>3,413.83</b>
<b>Financial liabilities</b>								
Borrowings (other than Debt Securities)	-	-	1,041.89	1,041.89	-	-	-	-
Other financial liabilities	-	-	16.03	16.03	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>1,057.92</b>	<b>1,057.92</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>



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37 A) Disclosure Pursuant to RBI Notification no RBI/2019-20/170 DOR (NBFC).CC.PD.No.109/22.10.106/2019-20  
31st March 2022

Asset Classification as per RBI Norms	Asset classification as per Ind AS 109	Gross Carrying Amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP norms
1	2	3	4	(5=3-4)	6	(7=4-6)
<b>Performing assets</b>						
Standard	Stage 1	1,399.10	-	1,399.10	3.50	(3.50)
	Stage 2	-	-	-	-	-
<b>Subtotal</b>		<b>1,399.10</b>	<b>-</b>	<b>1,399.10</b>	<b>3.50</b>	<b>(3.50)</b>
<b>Non-Performing Assets (NPA)</b>						
Substandard	Stage 3	-	-	-	-	-
Doubtful - up to 1 year	Stage 3	-	-	-	-	-
1 to 3 years	Stage 3	168.82	168.82	-	168.82	-
More than 3 years	Stage 3	-	-	-	-	-
<b>Subtotal for doubtful</b>		<b>168.82</b>	<b>168.82</b>	<b>-</b>	<b>168.82</b>	<b>-</b>
Loss						
<b>Subtotal for NPA</b>		<b>168.82</b>	<b>168.82</b>	<b>-</b>	<b>168.82</b>	<b>-</b>
Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms	Stage 1	-	-	-	-	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
<b>Subtotal</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>Stage 1</b>	<b>1,399.10</b>	<b>-</b>	<b>1,399.10</b>	<b>3.50</b>	<b>(3.50)</b>
	<b>Stage 2</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Stage 3</b>	<b>168.82</b>	<b>168.82</b>	<b>-</b>	<b>168.82</b>	<b>-</b>
	<b>Total</b>	<b>1,567.92</b>	<b>168.82</b>	<b>1,399.10</b>	<b>172.32</b>	<b>(3.50)</b>



37 B) Disclosure Pursuant to RBI Notification no RBI/2019-20/170 DOR (NBFC).CC.PD.No.109/22.10.106/2019-20  
31st March 2021

Asset Classification as per RBI Norms	Asset classification as per Ind AS 109	Gross Carrying Amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP norms
1	2	3	4	(5=3-4)	6	(7=4-6)
<b>Performing assets</b>						
Standard	Stage 1	1,665.92	29.49	1,636.43	4.16	25.32
	Stage 2	-	-	-	-	-
<b>Subtotal</b>		<b>1,665.92</b>	<b>29.49</b>	<b>1,636.43</b>	<b>4.16</b>	<b>25.32</b>
<b>Non-Performing Assets (NPA)</b>						
Substandard	Stage 3	-	-	-	-	-
Doubtful - up to 1 year	Stage 3	-	-	-	-	-
1 to 3 years	Stage 3	148.82	148.82	-	148.82	-
More than 3 years	Stage 3	-	-	-	-	-
<b>Subtotal for doubtful</b>		<b>148.82</b>	<b>148.82</b>	<b>-</b>	<b>148.82</b>	<b>-</b>
Loss						
<b>Subtotal for NPA</b>		<b>148.82</b>	<b>148.82</b>	<b>-</b>	<b>148.82</b>	<b>-</b>
Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms	Stage 1	-	-	-	-	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
<b>Subtotal</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total</b>	Stage 1	<b>1,665.92</b>	<b>29.49</b>	<b>1,636.43</b>	<b>4.16</b>	<b>25.32</b>
	Stage 2	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	Stage 3	<b>148.82</b>	<b>148.82</b>	<b>-</b>	<b>148.82</b>	<b>-</b>
	<b>Total</b>	<b>1,814.74</b>	<b>178.31</b>	<b>1,636.43</b>	<b>152.99</b>	<b>25.32</b>



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38 Disclosure as per the format prescribed as per the notification no. RBI/2020-21/16 doR.no.BP.BC/3/21.04.048/2020-21 for the year ended March 31, 2022

Type of borrower	(A) Number of accounts where resolution plan has been implemented under this window	(B) Exposure to accounts mentioned at (A) before implementation of the plan	(C) Of (B), aggregate amount of debt that was converted into other securities	(D) Additional funding sanctioned, if any, including between invocation of the plan and implementation	(E) Increase in provisions on account of the implementation of the resolution plan
Personal Loans	-	-	-	-	-
Corporate persons	-	-	-	-	-
Of which, MSMEs	-	-	-	-	-
Others	-	-	-	-	-
Total	-	-	-	-	-





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**39 A) [Schedule to the Balance Sheet of a Non Banking Financial Company as required in terms of paragraph 19 of Non-Banking Financial Company - Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016]**

Particulars		31st March 2022	
<b>LIABILITIES SIDE</b>			
<b>1</b>	<b>Loans and advances availed by the NBFC inclusive of interest accrued thereon but not paid:</b>	<b>Amount Outstanding</b>	<b>Amount Overdue</b>
	a. Debentures (other than falling within the meaning of public - Secured - Unsecured	- -	- -
	b. Deferred Credits	-	-
	c. Term Loans	-	-
	d. Inter-corporate loans and borrowings	1,115.84	-
	e. Commercial Paper	-	-
	f. Public Deposits (Refer note 1 below)	-	-
	g. Other Loans	-	-
<b>ASSET SIDE</b>			
<b>2</b>	<b>Break up of Loans and Advances including bills receivables [other than those included in(4) below]:</b>		<b>Amount Outstanding</b>
	a. Secured		-
	b. Unsecured		1,399.10
<b>3</b>	<b>Break up of Leased Assets and stocks on hire and other assets counting towards AFC activities</b>		<b>Amount Outstanding</b>
	i. Lease Assets including lease rentals under sundry debtors:		-
	a. Finance Lease		-
	b. Operating Lease		-
	ii. Stocks on hire including hire charges under sundry debtors:		-
	a. Assets on hire		-
	b. Repossessed Assets		-
	iii. Other Loans counting towards AFC activities:		-
	a. Loans where assets have been repossessed		-
	b. Loans other than (a) above		-
<b>4</b>	<b>Break up of Investments:</b>		<b>Amount</b>
	<b>Current Investments</b>		
	1. Quoted		
	i. Shares - Equity		27.93
	- Preference		-
	ii. Debentures and Bonds		-
	iii. Units of mutual funds		-
	iv. Government Securities		-
	v. Others		-
	2. Unquoted		
	i. Shares - Equity		-
	- Preference		-
	ii. Debentures and Bonds		-
	iii. Units of mutual funds		-
	iv. Government Securities		-
	v. Others		-
	<b>Long Term Investments</b>		
	1. Quoted		
	i. Shares - Equity		-
	- Preference		-
	ii. Debentures and Bonds		-
	iii. Units of mutual funds		-
	iv. Government Securities		616.43
	v. Others		-
	2. Unquoted		
	i. Shares - Equity		3,101.90
	- Preference		-
	ii. Debentures and Bonds		-
	iii. Units of mutual funds		-
	iv. Government Securities		-
	v. Others		-



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**5 Borrower group-wise classification of all leased assets, stock on hire and loans and advances (Refer note 2 below):**

Category	Amount net of provision		
	Secured	Unsecured	Total
1 Related Parties**			
a. Subsidiaries	-	-	-
b. Companies in the same group	-	-	-
c. Other related parties	-	1,275.30	1,275.30
2 Other than related parties	-	123.80	123.80
<b>Total</b>	-	<b>1,399.10</b>	<b>1,399.10</b>

**6 Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted): (Refer note 3 below)**

Category	Market Value/ Break up of fair value or NAV	Book Value (Net of Provisions)
1 Related Parties**		
a. Subsidiaries	-	-
b. Companies in the same group	-	-
c. Other related parties	3,101.90	3,101.90
2 Other than related parties	644.37	311.93
<b>Total</b>	<b>3,746.27</b>	<b>3,413.83</b>

\*\* As per Accounting Standard issued by the Institute of Chartered Accountants of India ('ICAI').

7 Other information	Amount
i. Gross Non-Performing Assets	
a. Related Parties	-
b. Other than related parties	1.69
ii. Net Non-Performing Assets	
a. Related Parties	-
b. Other than related parties	1.69
iii. Assets acquired in satisfaction of debt	-

**Notes:**

- As defined in paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
- Provisioning norms shall be applicable as prescribed in the Non-Banking Financial Company - Non Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016.
- All Accounting Standards and Guidance Notes issued by the Institute of Chartered Accountants of India ('ICAI') are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debts. However, market value in respect of quoted investments and break up/ fair value/ NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in category 4 above.



MARDA COMMERCIAL & HOLDINGS LTD

CIN - L65929WB1990PLC048280

Notes on financial statements for the year ended 31st March 2022

All amounts are in Rupee Lakhs, unless otherwise stated

39 B) [Schedule to the Balance Sheet of a Non Banking Financial Company as required in terms of paragraph 19 of Non-Banking Financial Company - Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016]

Particulars		31st March 2021	
		Amount Outstanding	Amount Overdue
<b>LIABILITIES SIDE</b>			
<b>1</b>	<b>Loans and advances availed by the NBFC inclusive of interest accrued thereon but not paid:</b>		
	a. Debentures (other than falling within the meaning of public - Secured - Unsecured)	- - -	- - -
	b. Deferred Credits	-	-
	c. Term Loans	1,041.89	-
	d. Inter-corporate loans and borrowings	-	-
	e. Commercial Paper	-	-
	f. Public Deposits (Refer note 1 below)	-	-
	g. Other Loans	-	-
<b>ASSET SIDE</b>			
<b>2</b>	<b>Break up of Loans and Advances including bills receivables [other than those included in(4) below]:</b>		<b>Amount Outstanding</b>
	a. Secured		-
	b. Unsecured		1,636.43
<b>3</b>	<b>Break up of Leased Assets and stocks on hire and other assets counting towards AFC activities</b>		<b>Amount Outstanding</b>
	i. Lease Assets including lease rentals under sundry debtors:		-
	a. Finance Lease		-
	b. Operating Lease		-
	ii. Stocks on hire including hire charges under sundry debtors:		-
	a. Assets on hire		-
	b. Repossessed Assets		-
	iii. Other Loans counting towards AFC activities:		-
	a. Loans where assets have been repossessed		-
	b. Loans other than (a) above		-
<b>4</b>	<b>Break up of Investments:</b>		<b>Amount</b>
	<b>Current Investments</b>		
	1. Quoted		21.39
	i. Shares - Equity		-
	- Preference		-
	ii. Debentures and Bonds		-
	iii. Units of mutual funds		-
	iv. Government Securities		-
	v. Others		-
	2. Unquoted		-
	i. Shares - Equity		-
	- Preference		-
	ii. Debentures and Bonds		-
	iii. Units of mutual funds		-
	iv. Government Securities		-
	v. Others		-
	<b>Long Term Investments</b>		
	1. Quoted		
	i. Shares - Equity		-
	- Preference		-
	ii. Debentures and Bonds		-
	iii. Units of mutual funds		-
	iv. Government Securities		-
	v. Others		-
	2. Unquoted		593.47
	i. Shares - Equity		-
	- Preference		-
	ii. Debentures and Bonds		-
	iii. Units of mutual funds		-
	iv. Government Securities		-
	v. Others		-
			2,798.96



MARDA COMMERCIAL & HOLDINGS LTD

CIN - L65929WB1990PLC048280

Notes on financial statements for the year ended 31st March 2022

All amounts are in Rupee Lakhs, unless otherwise stated

**5 Borrower group-wise classification of all leased assets, stock on hire and loans and advances (Refer note 2 below):**

Category	Amount net of provision		
	Secured	Unsecured	Total
1 Related Parties**	-	-	-
a. Subsidiaries	-	-	-
b. Companies in the same group	-	1,636.43	1,636.43
c. Other related parties	-	-	-
2 Other than related parties	-	1,636.43	1,636.43
<b>Total</b>	-	<b>1,636.43</b>	<b>1,636.43</b>

**6 Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted): (Refer note 3 below)**

Category	Market Value/ Break up of fair value or NAV	Book Value (Net of Provisions)
1 Related Parties**	-	-
a. Subsidiaries	-	-
b. Companies in the same group	2,798.96	3,101.90
c. Other related parties	614.87	311.93
2 Other than related parties	3,413.83	3,413.83
<b>Total</b>	<b>3,413.83</b>	<b>3,413.83</b>

\*\* As per Accounting Standard issued by the Institute of Chartered Accountants of India ('ICAI').

7 Other information	Amount
i. Gross Non-Performing Assets	-
a. Related Parties	1.49
b. Other than related parties	-
ii. Net Non-Performing Assets	-
a. Related Parties	1.49
b. Other than related parties	-
iii. Assets acquired in satisfaction of debt	-

**Notes:**

- As defined in paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
- Provisioning norms shall be applicable as prescribed in the Non-Banking Financial Company - Non Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016.
- All Accounting Standards and Guidance Notes issued by the Institute of Chartered Accountants of India ('ICAI') are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debts. However, market value in respect of quoted investments and break up/ fair value/ NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in category 4 above.



**MARDA COMMERCIAL & HOLDINGS LTD**

**CIN - L65929WB1990PLC048280**

**Notes on financial statements for the year ended 31st March 2022**

**All amounts are in Rupee Lakhs, unless otherwise stated**

- 40** The Financial Statements have been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on 28th May, 2022.
- 41** There have been no events after the reporting date that require disclosure in these financial statements.
- 42** The company is not required to spend any amount on account of Corporate Social Responsibilities activities as per the provisions of Section 135 of the Companies Act, 2013.
- 43** Previous year's figures are regrouped, reclassified and rearranged wherever considered necessary to confirm to current year's presentation

As per our report of even date

**For Multi Associates**

Chartered Accountants

ICAI Firm Registration No. 509955C



**ANIL KUMAR GARG**

Partner

M.No. : 084003

Place : New Delhi

Date : 28.05.2022

On behalf of the Board of Directors

**For MARDA COMMERCIAL & HOLDINGS LTD**

*Daulat Ram*

**Daulat Ram Agarwal**

Managing Director

DIN : 00586956

**Lalit Agarwal**

Director

DIN : 00109920

*Aashish*

**Aashish Agarwal**

Chief Financial Officer

PAN NO. AEJPA0655G

*Puja Mantri*

**Puja Mantri**

Company Secretary

PAN NO. DGUPM5770C

## MARDA COMMERCIAL & HOLDINGS LIMITED

### SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS

For the Year ended March 31, 2022

#### **1. CORPORATE INFORMATION**

MARDA Commercial & Holdings Limited is a public company in India and was incorporated in the year 1990 under the provisions of the Companies Act, 1956 (now the Companies Act, 2013). The Company is registered with the Reserve Bank of India as a Non-Banking Financial Company, engaged in the business of finance and investment.

#### **2. SIGNIFICANT ACCOUNTING POLICIES**

##### 2.1 Statement of compliance

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and notified under section 133 of the Companies Act, 2013 (the Act) along with other relevant provisions of the Act.

##### 2.2 Basis of Measurement

The financial statements of the Company have been prepared in accordance with Ind AS notified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time. The financial statements have been prepared under the historical cost convention, as modified by the application of fair value measurements required or allowed by relevant Ind AS at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Accounting policies have been consistently applied to all periods presented, unless otherwise stated. The preparation of financial statements require the use of certain significant accounting estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and the disclosed amount of contingent liabilities. The management believes that the estimates used in preparation of financial statements are prudent and reasonable. Actual results could differ from those estimates and the differences between the actual results and the estimates would be recognised in the periods in which the results are known / materialised.

The financial statements are presented in Indian Rupees (INR).

Comparative information has been restated to accord with changes in presentations made in the current year, except where otherwise stated.

The accounting policies for some specific items are disclosed in the respective notes to the financial statements. Other significant accounting policies and details of significant accounting assumptions and estimates are set out below in Notes. The financial statements of the Company are presented as per Schedule III (Division III) to the Act applicable to Non-Banking Financial Companies (NBFCs), as notified by the MCA.



The Statement of Cash Flows has been prepared and presented as per the requirements of IND AS 7 "Statement of Cash Flows".

### **2.3 Current /Non –current classification**

All assets and liabilities are classified into current and non-current

#### **Assets**

An asset is classified as current when it satisfies any of the following criteria:

- [a] it is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle;
- [b] it is held primarily for the purpose of being traded;
- [c] it is expected to be realized within 12 months after the reporting date; or
- [d] it is cash or a cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

All other assets are classified as non-current.

#### **Liabilities**

A liability is classified as current when it satisfies any of the following criteria:

- (a) it is expected to be settled in, the company's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is due to be settled within 12 months after the reporting date; or
- (d) the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

All other liabilities are classified as non-current.

#### **Operating cycle**

Based on the nature of activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

### **2.4 Revenue recognition**

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company, it can be reliably measured and it is reasonable to expect ultimate collection. Revenue from Operations is recognised in the Statement of Profit and Loss on an accrual basis as stated herein below:

- a) Interest income from financial assets is recognised by applying the Effective Interest Rate ('EIR') to the gross carrying amount of financial assets, other than credit-impaired assets and those classified as measured at Fair Value through Profit or Loss (FVTPL) or Fair Value through Other Comprehensive Income (FVTOCI).

Any subsequent changes in the estimation of the future cash flows having impact on EIR are recognised in interest income with the corresponding adjustment to the carrying amount of the assets.

- b) Other interest income is recognised on a time proportionate basis.



## 2.5 Borrowing Costs

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds including interest expense calculated using the effective interest method.

## 2.6 Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

### Current Tax

Current tax assets and liabilities for the current and prior years are measured at the amount expected to be recovered from, or paid to, the taxation authorities.

Current tax is the amount of tax payable on the taxable income for the period as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961.

### Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the standalone financial statements and the corresponding tax bases used in the computation of taxable profit.

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 carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting period.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

Deferred tax items are recognised in correlation to the underlying transaction either in OCI or equity.

Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off.

### Employee benefits

- i) Short Term' Employee Benefits: (i.e. benefits payable within one year) are recognized in the period in which employee services are rendered.
- ii) Contribution towards provident fund are recognized as expense. Provident Fund contributions in respect of all employees are made to Provident Fund Authorities.
- iii) Provision for gratuity payable has been made in accordance with the period of qualifying service put in by the each employee of the Company from the date of joining and up to the end of the financial year.
- iv) Contribution to Central Government Employees State Insurance Scheme for eligible employees is recognized as charge for the year.





## 2.7 Inventories

Inventories of Stock and other securities at the close of the financial year have been valued at fair value as per Indian Accounting Standards (Ind AS).

## 2.8 Property, Plant and Equipment

### Initial and subsequent recognition

Property, plant and equipment are initially recognised at cost together with borrowing cost capitalized for qualifying assets, if any. Cost comprises the purchase price and any directly attributable cost of bringing the asset to the location and its working condition for its intended use. Changes in the expected useful life are accounted for by changing the amortisation period or methodology, as appropriate, and treated as changes in accounting estimates.

Subsequent to initial recognition, property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment, if any.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that the future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

### Derecognition

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss. The date of disposal of an item of property, plant and equipment is the date the recipient obtains control of that item in accordance with the requirements for determining when a performance obligation is satisfied in Ind AS 115.

### Depreciation

Depreciation commences when the assets are ready for their intended use. It is recognised to write down the cost of the property, plant and equipment to their residual values over their useful lives, using the straight line method (SLM). The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. The Company has adopted the useful life as specified in Schedule II to the Act.

### Investment Property

Investment property is the property that is not occupied by the Company, and which is held to earn rentals or for capital appreciation, or both. Upon initial recognition, an investment property is measured at cost, including directly attributable overheads, if any. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation



and accumulated impairment loss, if any. Investment property needs to be valued at Fair value but as an exception, in the instant case, there is a clear evidence that, fair value of investment property is not reliably measurable, as the market for comparable properties is inactive and alternate reliable measurement of fair value cannot be applied.

Any gain or loss on disposal of an investment property is recognised in profit or loss, unless any other standard specifically requires otherwise.

Company depreciated the investment property using the straight-line method over the useful lives of assets as prescribed under Part C of Schedule II of the Company Act, 2013.

## **2.9 Provisions, Contingent Liabilities and Contingent Assets**

### **Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. A provision for onerous contracts is recognised when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

In case of litigations, provision is recognised once it has been established that the Company has a present obligation based on information available up to the date on which the Company's financial statements are finalised and may in some cases entail seeking expert advice in making the determination on whether there is a present obligation.

### **Contingent Liabilities**

Contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. Company does not recognised contingent liability but discloses its existence in the financial statements.



### Contingent Assets

Contingent assets are not recognised in the financial statements, but are disclosed where an inflow of economic benefits is probable.

### 2.10 Cash and cash equivalents

Cash and cash equivalents comprise of cash on hand, balances with banks, cheques on hand, remittances in transit and short-term investments with an original maturity of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

### 2.11 Financial Instruments

#### **Classification of financial instruments**

The Company classifies its financial assets into the following measurement categories:

1. Financial assets to be measured at amortised cost
2. Financial assets to be measured at fair value through other comprehensive income
3. Financial assets to be measured at fair value through profit or loss

The classification depends on the contractual terms of the financial assets' cash flows and the Company's business model for managing financial assets which are explained below:

#### Business model assessment

The Company determines its business model at the level that best reflects how it manages groups of financial assets to achieve its business objective.

The Company's business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios.

#### The Solely Payments of Principal and Interest (SPPI) test

As a second step of its classification process the Company assesses the contractual terms of financial assets to identify whether they meet the SPPI test.

'Principal' for the purpose of this test is defined as the fair value of the financial asset at initial recognition and may change over the life of the financial asset (for example, if there are repayments of principal or amortisation of the premium/ discount).

In assessing whether the contractual cash flows are SPPI, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition.

The Company classifies its financial liabilities at amortised costs unless it has designated liabilities at fair value through the profit and loss account or is required to measure liabilities at fair value through profit or loss such as derivative liabilities.

#### Recognition of Financial Instruments:

Financial assets and financial liabilities are recognised when entity becomes a party to the contractual provisions of the instruments.



**Initial Measurement of Financial Instruments:**

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.

**Subsequent Measurement:**

**(A) Financial Assets**

**Financial Assets carried at Amortised Cost:**

A financial asset is measured at amortised cost, if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**Financial Assets at Fair Value through Other Comprehensive Income (FVTOCI):**

A financial asset is measured at FVTOCI, if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**Financial Assets at Fair Value through Profit or Loss (FVTPL):**

Financial assets at FVTPL include financial assets held for trading and financial assets designated upon initial recognition as at FVTPL. A financial asset that meets the amortised cost criteria or debt instruments that meet the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases. The Company has not designated any debt instrument as at FVTPL.

Any differences between the fair values of financial assets classified as FVTPL and held by the Company on the balance sheet date is recognised in the Statement of Profit and Loss. In cases there is a net gain in the aggregate, the same is recognised in "Net gain on fair value changes" under Revenue from Operations and if there is a net loss the same is recognised in "Net loss on fair value changes" under Expenses in the Statement of Profit and Loss.

**Effective Interest Rate (EIR) Method:**

The EIR is a method of calculating the amortised cost of allocating interest income or expense over the relevant period. The EIR for financial assets or financial liability is computed:

- a) At the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or financial liability to the gross carrying amount of a financial asset or to the amortised cost of a financial liability on initial recognition.



- b) By considering all the contractual terms of the financial instrument in estimating the cash flows.
- c) Including all fees received between parties to the contract that are integral part of the effective interest rate, transaction costs, and all other premiums or discounts.

**Derecognition of Financial Assets:**

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfer the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On de-recognition of a financial asset in its entirety, the difference between:

- a) the carrying amounts (measured at the date of de-recognition) and
- b) the consideration received (including any new assets obtained less any new liabilities assumed) is reconditioned in profit or loss.

If the transferred asset is part of a larger financial asset and the part transferred qualifies for de-recognition in its entirety, the previous carrying amount of the larger financial asset shall be allocated between the part that continues to be recognised and the part that is derecognised, on the basis of the relative fair values of those parts on the date of the transfer. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, it recognises its retained interest in the assets and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, it continues to recognise the financial asset and also recognises a liability for the proceeds received.

**(B) Financial Liabilities & Equity Instruments**

**Classification as debt or equity:**

Financial liabilities and equity instruments issued are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

**Equity Instruments**

An Equity Instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in the statement of Profit and Loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

**Financial Liabilities**

The Company classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through profit or loss.

**Financial liabilities measured at amortised cost:**

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Amortised cost is calculated by taking into account any discount or premium and fee or costs that are an integral part of the EIR. The EIR



amortisation is included in finance costs in the Statement of Profit and Loss. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the EIR method.

#### Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the Statement of Profit and Loss.

#### **Off-setting of financial instruments**

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

#### **Fair value measurement**

On initial recognition, all the financial instruments are measured at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- a) In the principal market for the asset or liability, or
- b) In the absence of a principal market, in the most advantageous market for the asset or liability

The Principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are as follows:



Level 1 financial instruments: Those where the inputs used in the valuation are unadjusted quoted prices from active markets for identical assets or liabilities that the Company has access to at the measurement date. The Company considers markets as active only if there are sufficient trading activities with regards to the volume and liquidity of the identical assets or liabilities and when there are binding and exercisable price quotes available on the balance sheet date.

Level 2 financial instruments: Those where the inputs that are used for valuation and are significant, are derived from directly or indirectly observable market data available over the entire period of the instrument's life. Such inputs include quoted prices for similar assets or liabilities in active markets, quoted prices for identical instruments in inactive markets and observable inputs other than quoted prices such as interest rates and yield curves, implied volatilities, and credit spreads. In addition, adjustments may be required for the condition or location of the asset or the extent to which it relates to items that are comparable to the valued instrument. However, if such adjustments are based on unobservable inputs which are significant to the entire measurement, the Company will classify the instruments as Level 3.

Level 3 financial instruments: Those that include one or more unobservable input that is significant to the measurement as a whole.

### **Write-offs**

The Company reduces the gross carrying amount of a financial asset when the Company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. This is generally the case when the Company determines that the borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subjected to write-offs. Any subsequent recoveries against such loans are credited to the Statement of Profit and Loss.

### **2.12 Earnings Per Share ('EPS')**

Basic EPS per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividend, if any, and attributable taxes) by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. In computing the diluted earnings per share, only potential equity shares that are dilutive and that either reduces the earnings per share or increases loss per share are included.

### **2.13 Significant accounting judgements, estimates and assumptions**

The preparation of financial statements in conformity with the Ind AS requires the management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosure and the disclosure of contingent liabilities, at the end of the reporting period. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting



estimates are recognised in the period in which the estimates are revised and future periods are affected. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

In particular, information about significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is included in the following notes:

#### Impairment losses on loans and advances

The measurement of impairment losses across all categories of financial asset requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These are based on the assumptions which are driven by a number of factors resulting in future changes to the impairment allowance.

A collective assessment of impairment takes into account data from the loan portfolio (such as credit quality, nature of assets underlying assets financed, levels of arrears, credit utilization, loan to collateral ratios etc.), and the concentration of risk and economic data (including levels of unemployment, country risk and performance of different individual groups). These significant assumptions have been applied consistently to all period presented.

#### Business Model Assessment

Classification and measurement of financial assets depends on the results of the SPPI and the business model test. The Company determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. The Company monitors financial assets measured at amortised cost or fair value through other comprehensive income that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held.

Monitoring is part of the Company's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate whether there has been a change in business model, if so, then it will be a prospective change to the classification of those assets.

#### Contingent liabilities and provisions other than impairment of loan portfolio

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

#### Fair Value measurement

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using various valuation techniques. The inputs to these models are taken from





Observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

**EIR method**

The Company's EIR methodology, recognises interest income / expense using a rate of return that represents the best estimate of a constant rate of return over the expected behavioural life of loans given / taken and recognises the effect of potentially different Interest rates at various stages and other characteristics of the product life cycle (including prepayments and penalty interest and charges).

This estimation, by nature, requires an element of judgement regarding the expected behaviour and life-cycle of the instruments, as well expected changes to India's base rate and other fee income/expense that are integral parts of the instrument.

**Other estimates**

These include contingent liabilities, useful lives of tangible assets etc.

