

DISHA RESOURCES LIMITED

(CIN: L74110GJ1995PLC024869)



28TH ANNUAL REPORT

2022-2023

CORPORATE **OVERVIEW**

❖ BOARD OF DIRECTORS:

1.	Mr. Krishna Awtar Kabra	Chairman & Managing Director	00650817
2.	Mrs. Mukta Maheshwari	Director	00194635
3.	Mr. Neeraj Kumar Maheshwari	Director (till 13/07/2023)	01010325
4.	Mr. Vipul Vashi	Independent Director	06930448
5.	Mr. Pradeep Kumar Dad	Independent Director	07658899
6.	Mr. Naveen Maheshwari	Independent Director	05239915
7.	Mr. Jagdish Prasad Kabra	Independent Director	00482014
		Non-Executive	
8.	Mr. Rahul Fulchand Ramteke	Non-Independent Director (From 26/05/2023)	08354776

❖ KEY MANERGERIAL PERSONNEL

1.	Mr. Krishna Awtar Kabra	Managing Director & Interim Compliance officer (From: 14/02/2023 till 26/05/2023)
2.	Mr. Vijaybhai Vrajlal Mehta	Chief Financial Officer (CFO)
3.	Ms. Pankti Thakkar	Company Secretary (Upto: 30/11/2022)
4.	Ms. Dhvani Nagar	Company Secretary (From: 26/05/2023)

❖ BANKERS

AXIS BANK LTD

[Lawgarden Branch],
Trishul-Opposite, Samrtheshwar Temple,
Nr Law Garden, Ellisbridge, Ahmedabad – 380006

❖ STATUTORY AUDITORS

S.N. SHAH & ASSOCIATES (FRN: 109782W)

[Chartered Accountants]

“Sapan House”, 10-B Government Servant Co-operative Society,
Opp. Municipal Market, C.G Road, Ahmedabad-380009

❖ SECRETARIAL AUDITORS

M/S. UMESH VED& ASSOCIATES,

[Practicing Company Secretaries]

304, Shoppers Plaza - V, Opp. Municipal Market,
Navrangpura, Ahmedabad– 380009

❖ **INTERNAL AUDITORS:**

M/S. SNDK & ASSOCIATES LLP
Chartered Accountants, Ahmedabad

❖ **SHARES LISTED WITH:**

Bombay Stock Exchange (BSE)

❖ **REGISTRAR & SHARE TRANSFER AGENT**

LINK INTIME INDIA PRIVATE LIMITED
5th Floor 506 to 508, Amarnath Business Center – 1 (ABC -1),
Besides Gala Business Centre, Nr. St. Xavier's College Corner,
Off C.G Road, Navrangpura, Ahmedabad-380009

❖ **REGISTERED OFFICE**

3, Rajesh Apartment, B/H, Ajanta Comm. Estate,
Off Ashram Road, Ahmedabad -380014

❖ **CORPORATE WEBSITE:**

www.disharesourcesltd.com

INDEX

SR.NO.	PARTICULARS	PAGE NO.
1.	Notice	01-12
2.	Directors' Report	13-27
3.	Secretarial Audit Report	28-31
4.	Disclosure under Section 197(12)	32
5.	Managing Discussion and Analysis Report	33-36
6.	Independent Auditor's Report	37-54
7.	Balance Sheet	55
8.	Profit & Loss Statement	56
9.	Statement of changes in Equity	57
10.	Cash Flow Statement	58
11.	Schedules	59-88
12.	Notes to Accounts	89-103
13.	Form MGT- 11	104-105
14.	Attendance Slip	106

DISHA RESOURCES LIMITED

CIN: L74110GJ1995PLC024869

REGD. OFFICE: 3, Rajesh Apartment, B/h, Ajanta Comm. Estate,
Off Ashram Road, Ahmedabad-380014

PHONE: (OFF). 2754-0790, 27543060 **E-MAIL:** disharesourceslimited@gmail.com

Website: www.disharesourcesltd.com

NOTICE OF 28th ANNUAL GENERAL MEETING

NOTICE is hereby given that Twenty Eighth (28th) Annual General Meeting of the Members of Disha Resources Limited (CIN: L74110GJ1995PLC024869) will be held on **Thursday, 28th September, 2023 at 12:00 Noon.** at the Registered Office of the Company situated at **3, Rajesh Apartment, B/h, Ajanta Comm. Estate Off Ashram Road, Ahmedabad - 380014** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the Financial year ended on 31st March, 2023, together with the Reports of the Board of Directors and Auditors thereon.
2. To re-appoint Mrs. Mukta Maheshwari, Director of the Company who retires by rotation and being eligible offers herself for reappointment.

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED FURTHER THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, from time to time, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ("Listing Regulations"), Mr. Rahul Fulchand Ramteke (DIN: 08354776) who was appointed by the board of Directors of the company as additional director (Non-Executive and Non Independent) of the company with effect from 26th May, 2023, be and is hereby appointed as Non- Executive and Non Independent director of the company, whose office shall be liable to retirement by rotation.

**BY THE ORDER OF BOARD OF DIRECTORS OF
DISHA RESOURCES LIMITED**

**PLACE: AHMEDABAD
DATE: 12/08/2023**

**KRISHNA AWATAR KABRA
CHAIRMAN & MANAGING DIRECTOR
DIN: 00650817**

NOTES

1. A member entitled to attend and vote at the meeting is also entitled to appoint one or more proxies and that a proxy need not be a member of the company. Proxies in order to be effective must be deposited not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10 (ten) percent of the total share capital of the Company. However, a member holding more than 10% (ten percent) of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other member. Proxies submitted on behalf of the Companies, Societies, etc., must be supported by an appropriate resolution/authority as applicable.
2. The Register of Members and Share Transfer Books will remain close from 22nd September, 2023 to 28th September, 2023 (both days inclusive).
3. Members are requested to intimate about the change in address, if any.
4. Members are requested to bring the copies of the Annual Report as the same will not be distributed at the Annual General Meeting.
5. Pursuant to Section 72 of the Companies Act, 2013, Members who hold shares in the physical form can nominate a person in respect of all the shares held by them singly or jointly.
6. As mandated by Securities and Exchange Board of India ("SEBI"), securities of the company can be transferred/traded only in dematerialized form. members holding shares in physical form are advised to avail the facility of dematerialization. Members can Contact the Company or Our RTA for Assistance.
7. The shares of the company are listed on BSE Ltd, and the listing fee for the Exchange has been paid by the company for the year 2023-24.
8. Members may note that the copy of the Annual Report for the year 2022-23 is also available on the website of the Company.
9. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Members have been provided with the facility to cast their vote electronically, through the e-voting services provided by M/s. Central Depository Services (India) Limited (CDSL) on all resolutions set forth in this Notice.

- 10.** The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by Companies and has issued circular stating that service of notice/documents including Annual Report can be sent by e-mail to its members. We fully support the Ministry's green initiative. Accordingly, the members are requested to inform their e-mail addresses to RTA – **M/s Link Intime India Pvt. Ltd.**, 5th floor, 506 to 508 Amarnath Business Centre – I (ABC - I), Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off CG Road, Navrangpura, Ahmedabad-380009, Gujarat, India or email at **ahmedabad@linkintime.co.in**
- 11.** The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Item No. 3 of the Notice of the Annual General Meeting (AGM) is annexed hereto and the information pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 with respect to the details of the Directors seeking appointment / re-appointment in this Annual General Meeting is annexed herewith.
- 12.** Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- 13.** Notice of the 28th Annual General Meeting of the Company inter alia, indicating the process and manner of e-voting is being sent to all the members whose email Ids are registered with the Company/Depository Participant(s) for communication purpose through electronic mode unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the 28th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent through the permitted mode.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

STEP 1:

Access through Depositories CDSL/NSDL e-Voting system in case of individualshareholders holding shares in demat mode.

STEP 2:

Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 25/09/2023 at 09:00 A.M.and ends on 27/09/2023 at 05:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21/09/2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

STEP 1:

Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 5) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 6) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 7) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website 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., CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2:

Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.