

2021-2022

29th

Annual Report

&

Accounts

Lyons Corporate Market Limited

Chatterjee International Centre

33A, Jawaharlal Nehru Road, 6th Floor

Kolkata - 700 071

LYONS CORPORATE MARKET LIMITED

BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL:

SHRI SUVABRATA DE, MANAGING DIRECTOR, DIN : 07911004

SMT MADHUMITA TAPADER, INDEPENDENT DIRECTOR, DIN : 07126692

SHRI RAJ KUMAR JALUKA, INDEPENDENT DIRECTOR, DIN : 00240875

SHRI DAYA SHANKAR CHAUBEY, NON-EXECUTIVE DIRECTOR, DIN: 00357660

SHRI SANJIV KUMAR AGARWAL, CFO

SMT. PRITY AGARWAL, COMPANY SECRETARY

REGISTERED OFFICE:

CHATTERJEE INTERNATIONAL CENTRE

33-A, JAWAHARLAL NEHRU ROAD,

6TH FLOOR, KOLKATA - 700 071

Email id: lyonscorp@gmail.com

Website: www.lyonscorporate.com

AUDITORS:

SRB & ASSOCIATES.

Chartered Accountants

BANKERS:

INDUSIND BANK

IDBI BANK

REGISTRAR & SHARE TRANSFER AGENT

NICHE TECHNOLOGIES PRIVATE LIMITED

3A, AUCKLAND PLACE, 7TH FLOOR ,

ROOM NO. 7A & 7B

KOLKATA-700017

PHONE: 2280-6616/6617/6618

Email id: nichetechpl@nichetechpl.com

DIRECTORS' REPORT TO THE MEMBERS

Your Directors have pleasure in presenting 29th Annual Report of the Company along with the Audited Financial Statements for the financial year ended 31st March 2022.

1. FINANCIAL RESULTS

Particulars	For the Year Ended 31-03-2022 <u>Rs. In Lakhs</u>	For the Year Ended 31-03-2021 <u>Rs. In Lakhs</u>
Total Income	55.98	40.89
Total Expenditure (including depreciation and other expenses etc.)	73.63	56.65
Profit Before Tax	(17.65)	(15.76)
Less: Net Tax Expenses	(0.04)	0.15
Profit After Tax	(17.61)	(15.91)
Other Comprehensive Income	21.89	413.32
Total Comprehensive Income	4.28	397.41
Retained Earnings-Opening Balance	(155.98)	(140.07)
Add/(Less): Profit for the year	(17.61)	(15.91)
Less: Transferred to Impairment Reserve	1.81	0.00
Retained earnings-closing balance	(175.40)	(155.98)

2. REVIEW OF BUSINESS OPERATIONS

The Company is a Non-Banking Financial Company and is engaged in NBFC activities. The loss before tax for the year is Rs. 17.65 lakhs as compared with the last year figure of loss before tax of Rs. 15.76 lakhs.

3. DIVIDEND

With view of brought forward losses, your Directors have not recommended any Dividend.

4. The resurgence of COVID cases in first quarter of FY 2021-22 led to increase in challenges due to restricted movement and the disrupted economic cycle which has an impact on the result for financial year ended 31st March 2022 although quantum of such loss couldn't be ascertained.

5. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

a. Industrial Structure and developments

The Company operates in the Non-Banking Financial Company (NBFC) segment of Industry and is registered with the Reserve Bank of India. Its activities are limited within India and are mainly engaged in the business of providing Loans and making Investment in Shares and Securities. The performance and business strategy are dependent on the Economic environment and policies of the Government of India and Reserve Bank of India (RBI).

b. Opportunities

After years of enduring challenges, the non-bank lenders are finally set to witness a normalisation in financial 2023, as stated by a report.

c. Threats

With the emerging variants, COVID 19 could still be a major threat to the economy and a matter of concern as the operations could be affected anytime.

d. Segment-wise performance

Based on the synergies, risks and return associated with the business operations and in terms of IND AS-108, the Company is engaged in a single reportable segment of Non-Banking Financial Company during the year and hence treated as single reportable segment as per IND AS-108.

e. **Outlook**

The outlook for F.Y. 2023 looks positive with GDP of the country projected to grow over 8% in F.Y. 2023.

f. **Risks and concerns**

The performance of the Company is closely linked with the overall performance of the Indian Economy, Financial and Capital Markets. The future success of the Company depends on its ability to anticipate volatility in Capital and Financial Markets and minimise related risks through prudent investing decisions. Hence, the Management regularly monitors the changing Economic and Market conditions in order to take timely and prudent business decisions. Any slowdown in the Indian economy or volatility in the Financial and/or Capital markets could adversely affect the performance of the Company.

g. **Internal control system and their adequacy**

The Company has a proper and adequate system of internal controls to ensure that all activities are monitored and controlled against any unauthorized use or disposition of assets and that the transactions are authorized, recorded and reported correctly. The Company ensures adherence to all internal control policies and procedures as well as compliance with all regulatory guidelines. The Audit Committee periodically reviews Policies and adequacy of internal controls.

h. **Human Resource Development/Industrial Relation**

The Company considers its human resource as the most valuable ingredient of the functioning of the Company and utmost endeavor is made to maintain good relation with the employees at all levels.

6. SHARES

- a. Buyback of Securities: The Company has not bought back any of its securities during the year under review.
- b. Sweat Equity: The Company has not issued any Sweat Equity Shares during the year under review.
- c. Bonus Shares: No Bonus Shares were issued during the year under review.
- d. Employees Stock Option Plan: The Company has not provided any Stock Option Scheme to the employees.
- e. Shares with Differential Rights: No Equity Shares with differential rights were issued during the year under review.

7. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

During the year under review, the Company was not required to transfer any amount to Investor Education and Protection Fund under Section 125(2) of the Companies Act, 2013.

8. CORPORATE SOCIAL RESPONSIBILITY

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable to the Company.

9. CORPORATE GOVERNANCE

As the paid-up Equity Share Capital of the Company is less than Rs. 10 Crores and its Networth is less than Rs. 25 crores, provisions relating to Corporate Governance are not applicable to your Company. However, adequate steps have been taken for better Corporate Governance.

10. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The Company has not entered into any contract or arrangement with related parties referred in the section 188(1) of the Companies Act, 2013 during the year under review.

11. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The Company, being a Non-Banking Financial Company, is not required to give these particulars.

12. EXTRACT OF THE ANNUAL RETURN

The Annual Return shall be uploaded by the Company on Company's website at www.lyonscorporate.com after filing the same with the Registrar of Companies and thereafter the same can be viewed by the members and stakeholders on the Company's website.

13. DIRECTORS AND KEY MANAGERIAL PERSONNEL

At the Annual General Meeting (AGM) held on 30th September 2021 members approved the appointment of Mr. Raj Kumar Jaluka (DIN: 00240875) as an Independent Director for a term of 5(Five) years w.e.f the date of that AGM.

At the Board Meeting held on 31st March 2022 the Board of directors accepted the resignation of Mr. Sushil Kumar Poddar (DIN: 00119348) from the Board of Directors of the Company (in the capacity of Independent Director) w.e.f 25th March 2022. The Board expressed their note of appreciation for the invaluable service provided by Mr. Sushil Kumar Poddar over the years.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of directors of the company appointed Mr. Daya Shankar Chaubey (DIN: 00357660) as an additional director (in the category of non-executive director) w.e.f 31st March 2022, whose term of office expires at the ensuing Annual General Meeting and being eligible is proposed to be appointed as a director, liable to retire by rotation, by the members at the ensuing Annual General Meeting. Appropriate resolution is being placed for the approval of the members of the Company at the ensuing Annual General Meeting.

The casual vacancy caused in the office of Independent director due to resignation of Mr. Sushil Kumar Poddar was filled in by the Board by changing the designation of Ms. Madhumita Tapader (DIN: 07126692) from non-executive director liable to retire by rotation to Independent director, for a term of 5(Five) years w.e.f 30th April 2022, who has submitted a declaration that she meets the criteria of independence as provided in section 149 of the Companies Act 2013 read with applicable rules and schedule. Appropriate resolution is being placed for the approval of the members at the ensuing Annual General Meeting.

Mr. Suvabrata De (DIN: 07911004) retires by rotation at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment. Tenure of Mr. Suvabrata De as the Managing Director of the Company is expiring on 31st August 2022. Based on the recommendation of the Nomination and Remuneration Committee Mr. Suvabrata De is proposed to be reappointed for a second term of five years commencing from 1st September 2022. Appropriate resolution is being placed for the approval of the members at the ensuing Annual General Meeting.

The information about the directors seeking appointment/re-appointment as required by Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings shall be given in the Notice convening the ensuing Annual General Meeting.

The Company has received requisite declaration from all the Independent Directors under section 149 (7) of the Companies Act, 2013 confirming that they meet the criteria of independence as provided in sub-section (6). As stipulated in para VII of Schedule IV regarding Code of Independent Directors under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, one separate meeting of independent directors was held during the year.

14. BOARD EVALUATION

Pursuant to the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit Committee and Nomination and Remuneration Committee.

The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The exercise was carried out through a structured evaluation process covering various aspects of the board functioning such as composition of the board & committees, experience & competencies, performance of specific duties & obligations, attendance of the meetings,

governance issues etc. Separate exercise was carried out to evaluate the performance of individual directors who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders' interest etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Non-Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

15. DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The required details are provided in Annexure 'A' annexed to this Report

16. DISCLOSURE UNDER RULE 5(2) AND 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The required details are provided in Annexure 'B' annexed to this Report.

17. NOMINATION AND REMUNERATION POLICY

- i. To identify persons who are qualified to become directors and who may be appointed in the senior management and to lay down the criteria thereof;
- ii. To recommend to the Board appointment of directors and senior management personnel and their removal;
- iii. To evaluate the individual directors performance;
- iv. Formulate the criteria for determining the qualification, positive attribute and independence of the directors;
- v. Recommend to the board policy relating to remuneration for directors, key managerial personnel and other employees;

At the Board Meeting held on 30th April 2022 the Board of Directors reconstituted the Committee by admitting Mr. Daya Shankar Chaubey as a member of the Committee and Mr. Raj Kumar Jaluka was designated as the Chairman of the Committee in place of Mr. Sushil Kumar Poddar.

The Nomination and Remuneration Committee presently comprises of three (3) non-executive directors. Mr. Raj Kumar Jaluka, Independent Director is the Chairman of the Committee.

During the financial year ended 31st March 2022, 2(Two) meetings of the Nomination and Remuneration Committee was held on 4th September 2021 and 31st March 2022. The composition and attendance detail of the committee meeting are as follows:

Name of the Committee Members	Nature of Directorship	Membership	Attendance
Mr. Raj Kumar Jaluka	Independent Director	Chairman	2
Ms. Madhumita Tapader	Independent Director	Member	2
Mr. Sushil Kumar Poddar	Independent Director	Chairman	1 (*)
Mr. Daya Shankar Chaubey	Non-Executive Director	Member	NIL (**)

(*) Resigned w.e.f 25th March 2022 and ceased to be the Chairman of the Committee w.e.f that date.

(**) Appointed as a Non-Executive director w.e.f 31st March 2022.

18. AUDIT COMMITTEE

The role / terms of reference of the Audit Committee are in conformity with the SEBI Regulations, 2015 read in conjunction with Section 177 of the Companies Act, 2013.

At the Board Meeting held on 30th April 2022, the Board of Directors reconstituted the Committee by admitting Ms. Madhumita Tapader as the member of the Committee in place of Mr. Sushil Kumar Poddar.

The Audit Committee presently comprises of three members. Mr. Raj Kumar Jaluka, Independent Director is the Chairman of the Committee.

During the year ended 31st March 2022, 8 (Eight) meetings of the Audit Committee were held on 30th April 2021, 13th August 2021, 4th September 2021, 13th November 2021, 10th January 2022, 14th February 2022, 24th February 2022 and 5th March 2022. The composition and attendance details of the committee meetings are as follows:

Name of the Committee Members	Nature of Directorship	Membership	Attendance
Mr. Raj Kumar Jaluka	Independent Director	Chairman	8
Mr. Suvabrata De	Managing Director	Member	8
Mr. Sushil Kumar Poddar	Independent Director	Member	8 (*)
Ms. Madhumita Tapader	Independent Director	Member	NIL (**)

(*) Resigned w.e.f 25th March 2022 and ceased to be the member of the Committee w.e.f that date.

(**) Appointed as Independent Director and admitted as member of the Committee w.e.f 30th April 2022.

19. MEETINGS

A. BOARD MEETINGS

During the year under review, 11 (Eleven) Board Meetings were held on 30th April 2021, 13th August 2021, 4th September 2021, 14th September 2021, 28th September 2021, 13th November 2021, 10th January 2022, 14th February 2022, 24th February 2022, 5th March 2022 and 31st March 2022. The attendance of each Director is as under:

Name of the Directors	No. of meetings attended
Mr. Raj Kumar Jaluka	11
Mr. Suvabrata De	11
Ms. Madhumita Tapader	11
Mr. Sushil Kumar Poddar	10(*)
Mr. Daya Shankar Chaubey	NIL(**)

(*) Resigned w.e.f 25th March 2022.

(**) Appointed as a Non-Executive director w.e.f 31st March 2022

B. GENERAL MEETINGS

During the year, the Annual General Meeting was held on 30th September 2021. No Extra-Ordinary General Meeting was held during the year.

20. DIRECTORS RESPONSIBILITY STATEMENT

In terms of section 134(5) of the Companies Act, 2013, with respect to Directors Responsibility Statement, it is hereby confirmed that:

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- the directors had 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.
- the directors had 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;
- the directors had prepared the annual accounts on a going concern basis;

- e) the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

21. CODE OF CONDUCT

The Company has a Code of Conduct which is applicable to directors and management personnel of the Company. The Company believes in conducting business in accordance with the highest standards of business ethics and complying with applicable laws, rules and regulations. The Code lays down the standard procedure of business conduct which is expected to be followed by the directors and management personnel in their business dealings and in particular on matters relating integrity in the work place, in business practices and complying with applicable laws etc. All the directors and management personnel have submitted declaration confirming compliance with the code.

22. RISK MANAGEMENT POLICY

Pursuant to section 134(3) (n) of the Companies Act, 2013, the Board of directors of the Company has adopted a Risk Management Policy of the Company. The Company manages, monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its strategic objectives. The Company has introduced several improvements to Integrated Enterprise Risk Management, Internal Controls Management and Assurance Frameworks and processes to drive a common integrated view of risks, optimal risk mitigation responses and efficient management of internal control and assurance activities. This integration is enabled by all three being fully aligned across group wide Risk Management, Internal Control and Internal Audit methodologies and processes.

23. VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour.

The Company has a Vigil Mechanism and Whistle Blower Policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. The reportable matters may be disclosed to the Ethics and Compliance Task Force which operates under the supervision of the Audit Committee. Employees may also report to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee.

24. PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company.

The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

All the Board of Directors and designated employees have confirmed compliance with the Code.

25. INTERNAL FINANCIAL CONTROLS

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 weakness in the design or operation was observed. During the year the company appointed M/s. Sancheti Baid & Co, Chartered Accountants, Kolkata as an Internal Auditor. The firm is authorized by the Audit Committee to assess the adequacy and compliance of internal control process, statutory requirements etc. The Audit Committee met regularly to review reports submitted by the Internal Auditor. The Audit Committee upon discussion with Internal Auditor set up applicable control measures for the Company.

26. SIGNIFICANT AND MATERIAL ORDERS BY REGULATORS

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

27. MATERIAL CHANGES/EVENTS AND COMMITMENTS, IF ANY

There are no material changes and commitments affecting the financial position of the Company, which have occurred after March 31, 2022 till the date of this report. There has been no change in the nature of business of your Company.

28. STATUTORY AUDITORS

At the 26th Annual General Meeting (AGM) held on 30th September 2019 the members had appointed M/s. Mitra Kundu & Basu, Chartered Accountants, (FRN: 302061E), as the Statutory Auditors of the Company for a period of 5 consecutive years from the conclusion of that Annual General Meeting until the conclusion of Annual General meeting to be held in the year 2024.

Pursuant to the rotation requirement of RBI circular DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 M/s. Mitra Kundu & Basu tendered their resignation from the position of Statutory Auditors of the Company vide their letter dated February 24, 2022 resulting into casual vacancy in the office of Statutory Auditor of the Company under section 139(8) of the Companies Act, 2013.

Based on the recommendation of the Audit Committee and the Board of Directors of the Company, the members of the company approved the appointment of M/s. Mandawewala & Associates, Chartered Accountants (FRN 327768E) as the Statutory Auditor of the Company to hold office from 22nd May 2022 upto the date of ensuing Annual General Meeting. However, due to disagreements with their term of appointment, they resigned w.e.f. 24th May, 2022.

Consequently, Board appointed M/s SRB & Associates, Chartered Accountants, (FRN-310009E) as Statutory Auditors of the Company in place of M/s. Mandawewala & Associates for the financial year 2021-22, to hold office as statutory auditors of the company w.e.f 24th May 2022 till the conclusion of ensuing Annual General Meeting. They have confirmed that they are not disqualified from being appointed as the Statutory Auditors of the Company.

Appointment of auditor due to casual vacancy requires approval of the members within three months from the date of appointment of auditor by the Board. Necessary resolution is being placed seeking approval of the members for the same at the ensuing Annual General Meeting which is scheduled to be held within three months from the date of the appointment of M/s SRB & Associates by the Board of Directors.

Further, based on the recommendation of the Audit Committee, M/s SRB & Associates Chartered Accountants, (FRN- 310009E) is recommended to be appointed by the members of the Company for a period of 3(Three) years commencing from the conclusion of ensuing AGM till the conclusion of AGM to be held in the year 2025. Appropriate resolution is being placed for the approval of the members of the Company at the ensuing Annual General Meeting. The Auditors' Report for the FY 2021-22 does not contain any qualification, reservation or adverse remark.

29. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, AND FOREIGN EXCHANGE EARNINGS

The Company being in the financial sector, requirements regarding the disclosure of particulars of conservation of energy and technology absorption prescribed by the rules are not applicable. The Company has no foreign exchange inflow or outflow during the year under review.

30. SECRETARIAL AUDIT

The Company has appointed Ms. Dipika Jain, (ACS 50343, CP No 18466), a Practicing Company Secretary to conduct secretarial audit pursuant to section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Her report in form MR-3 is attached to this report as Annexure 'C'.

As regards her observation made in the Secretarial Audit, we are to state that the necessary steps are being taken to comply with the requirements.

31. DEPOSITS

During the year under review, the Company did not accept any deposits within the meaning of section

73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014.

32. SOCIAL OBLIGATION

Your Company has taken up and is constantly in touch with the various socio-economic projects for uplifting standards of living of the people in and around its estate where it operates.

33. LISTING ARRANGEMENTS

The shares of the Company continue to be listed on Bombay Stock Exchange and Calcutta Stock Exchange. The Annual Listing Fees has been paid upto the date. The Company is under the process of revocation of suspension at Bombay Stock Exchange.

34. GENERAL

Your Director further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

35. RBI REGULATIONS-COMPLIANCE

Your Company continues to carry on its business of Non-Banking Financial Company and follows prudent financial management norms as applicable. Your Company appends a Statement containing particulars as required in terms of Paragraph 18 of the Master Direction- Non-Banking Financial Company -Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016 in schedule annexed to the Balance Sheet.

36. ACKNOWLEDGEMENTS

Your Directors would like to record their appreciation of the hard work and commitment of the Company's employees and are grateful for the co-operation and support extended to the Company by the Bankers, Statutory Authorities, Financial Institutions(s) and all other establishments connected with the business of the Company.

Registered Office
Chatterjee International Centre
33A, Jawaharlal Nehru Road
6th Floor, Flat No.5
Kolkata 700071
Dated: 30/05/2022

For and on behalf of the Board

Suvabrata De
Managing Director
(DIN: 07911004)

Madhumita Tapader
Director
(DIN: 07126692)