

***2022-2023***

***30<sup>th</sup>***

***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,

6<sup>TH</sup> FLOOR, KOLKATA - 700 071

Email id: [lyonscorp@gmail.com](mailto:lyonscorp@gmail.com)

Website: [www.lyonscorporate.com](http://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](mailto:nichetechpl@nichetechpl.com)

## **DIRECTORS' REPORT TO THE MEMBERS**

Your Directors have pleasure in presenting 30<sup>th</sup> Annual Report of the Company along with the Audited Financial Statements for the financial year ended 31<sup>st</sup> March 2023.

### **1. FINANCIAL RESULTS**

Particulars	For the Year Ended	For the Year Ended
	31-03-2023 <u>Rs. In Lakhs</u>	31-03-2022 <u>Rs. In Lakhs</u>
Total Income	89.72	55.98
Total Expenditure (including depreciation and other expenses etc.)	84.27	73.63
<b>Profit Before Tax</b>	5.45	(17.65)
Less: Net Tax Expenses	(0.06)	(0.04)
<b>Profit After Tax</b>	5.51	(17.61)
Other Comprehensive Income	(44.93)	21.89
<b>Total Comprehensive Income</b>	(39.42)	4.28
Retained Earnings-Opening Balance	(175.41)	(157.80)
Add/(Less): Profit for the year	5.51	(17.61)
Less: Transferred to Retained Earnings	(0.71)	0.00
<b>Retained earnings-closing balance</b>	(170.61)	(175.41)

### **2. REVIEW OF BUSINESS OPERATIONS**

The Company is a Non-Banking Financial Company and is engaged in NBFC activities. The profit before tax for the year is Rs. 5.45 lakhs as compared with the last year figure of loss before tax of Rs. (17.65) lakhs.

### **3. DIVIDEND**

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

### **4. 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**

One of the significant opportunities for NBFCs is the increasing demand for credit in the Indian market. NBFCs can leverage this opportunity by expanding their offerings and catering to the diverse needs of their customers.

#### **c. Threats**

While NBFCs are relatively well placed today as compared with the past few years, competition from banks and the rising interest rate scenario pose challenges. Competition from banks has intensified, especially in the traditional segments.

#### **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 Company continues to concentrate on finance and investment activities. Each financial intermediary will have to find its niche in order to add value to consumers. The Company is cautiously optimistic in its outlook for the year 2023-2024.

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.

**5. 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.

**6. 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.

**7. 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.

**8. 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.

**9. 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.

**10. 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.

**11. EXTRACT OF THE ANNUAL RETURN**

The Annual Return shall be uploaded by the Company on Company's website at [www.lyonscorporate.com](http://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.

**12. DIRECTORS AND KEY MANAGERIAL PERSONNEL**

At the Annual General Meeting of the Company held on 22<sup>nd</sup> August 2022, the Members of the Company had approved the following:

- Change in designation of Mr. Daya Shankar Chaubey (DIN: 00357660) from Additional Director to the Director(Non-Executive) of the Company w.e.f the date of AGM.
- Change in designation of Ms. Madhumita Tapader (DIN: 07126692) from Non-Executive Director to an Independent Director of the Company for the period of five years w.e.f 30/04/2022.
- Re-appointment and terms of remuneration of re-appointment of Mr. Suvabrata De (DIN: 07911004) as the Managing Director of the Company for a second term of 5(Five)years w.e.f 01/09/2022.

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.

**13. 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.

**14. 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

**15. 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.

## 16. **NOMINATION AND REMUNERATION POLICY**

- 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;
- To recommend to the Board appointment of directors and senior management personnel and their removal;
- To evaluate the individual directors performance;
- Formulate the criteria for determining the qualification, positive attribute and independence of the directors;
- Recommend to the board policy relating to remuneration for directors, key managerial personnel and other employees;

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 year under review, 2(Two) meetings of the Nomination and Remuneration Committee was held on 30<sup>th</sup> April 2022 and 30<sup>th</sup> May 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. Daya Shankar Chaubey	Non-Executive Director	Member	2

(\*) Change in designation from Non-Executive director to Independent Director w.e.f. 30<sup>th</sup> April 2022

## 17. **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.

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

During the year under review, 8 (Eight) meetings of the Audit Committee were held on 20<sup>th</sup> April 2022, 30<sup>th</sup> April 2022, 24<sup>th</sup> May 2022, 30<sup>th</sup> May 2022, 13<sup>th</sup> August 2022, 14<sup>th</sup> November 2022, 13<sup>th</sup> February 2023 and 30<sup>th</sup> March 2023. 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
Ms. Madhumita Tapader	Independent Director	Member	8 (*)

(\*) Change in designation from Non-Executive director to Independent Director w.e.f. 30<sup>th</sup> April 2022

## 18. **MEETINGS**

### **A. BOARD MEETINGS**

During the year under review, 11 (Eleven) Board Meetings were held on 18<sup>th</sup> April 2022, 20<sup>th</sup> April 2022, 30<sup>th</sup> April 2022, 24<sup>th</sup> May 2022, 30<sup>th</sup> May 2022, 23<sup>rd</sup> July 2022, 13<sup>th</sup> August 2022, 14<sup>th</sup> September 2022, 14<sup>th</sup> November 2022, 13<sup>th</sup> February 2023 and 30<sup>th</sup> March 2023. 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. Daya Shankar Chaubey	11

**B. GENERAL MEETINGS**

During the year, the Annual General Meeting was held on 22<sup>nd</sup> August 2022. No Extra-Ordinary General Meeting was held during the year. However, meeting through postal ballot by means of e-voting was held during the year.

**19. 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:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- b) 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.
- c) 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;
- d) 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.

**20. 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.

**21. 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.

**22. 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.

**23. 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.

**24. INTERNAL FINANCIAL CONTROLS**

The Company has in place adequate internal financial controls with reference to financial statements.

**25. 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.

**26. 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, 2023 till the date of this report. There has been no change in the nature of business of your Company.

**27. STATUTORY AUDITORS**

At the 29<sup>th</sup> Annual General Meeting (AGM) held on 22<sup>nd</sup> August 2022 the members had appointed M/s SRB & Associates, Chartered Accountants, (FRN- 310009E), as the Statutory Auditors of the Company for a period of 3 consecutive years from the conclusion of that Annual General Meeting until the conclusion of Annual General meeting to be held in the year 2025.

M/s SRB & Associates, Chartered Accountants, (FRN- 310009E) continue to hold office as Statutory Auditors of the Company.

The Auditors' Report for the FY 2022-23 does not contain any qualification, reservation or adverse remark.

**28. 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.

**29. 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.

**30. 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.

**31. 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.

**32. 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. The Company is under the process of revocation of suspension at Bombay Stock Exchange.



**33. 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.

**34. 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.

**35. 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**  
**6<sup>th</sup> Floor, Flat No.5**  
**Kolkata 700071**  
**Dated: 30/05/2023**

**Suvabrata De**  
**Managing Director**  
**(DIN: 07911004)**

**For and on behalf of the Board**  
**Madhumita Tapader**  
**Director**  
**(DIN: 07126692)**

**ANNEXURE "A"**

**INFORMATION PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2023**

- 1) **Ratio of the remuneration of each Director/KMP to the median remuneration of all the employees of the Company for the financial year:**

Median remuneration of all the employees of the Company for the financial year 2022-23 (Rs. In Lacs)			3.90
The percentage increase in the median remuneration of employees in the financial year			71.05
The number of permanent employees on the rolls of company as on 31 <sup>st</sup> March 2023			9
Name of Director/KMP	Remuneration of Director/KMP for the financial year 2022-23 (Rs.)	Ratio of remuneration to median remuneration of all employees	% increase in remuneration in the financial year 2022-23
<b>Executive Directors</b>			
Mr. Suvabrata De - Managing Director	6.69	1.72:1	10.76
<b>Non- Executive Directors</b>			
Mr. Daya Shankar Chaubey	0	N.A.	N.A.
<b>Independent Directors</b>			
Ms. Madhumita Tapader (*)	0	N.A.	N.A.
Mr. Raj Kumar Jaluka	0	N.A.	N.A.
<b>Key Managerial Personnel</b>			
Ms. Prity Agarwal- CS	1.80	0.46:1	0
Mr. Sanjiv Kumar Agarwal- CFO	6.01	1.54:1	11.71

(\*) Change in designation from Non-Executive director to Independent Director w.e.f.30<sup>th</sup> April 2022.

**Notes:**

The ratio of remuneration to median remuneration is based on remuneration paid during the period 1<sup>st</sup> April 2022 to 31<sup>st</sup> March 2023.

- 2) **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2022-2023 was 20.76% and its comparison with the percentage increase in the managerial remuneration was 9.68%

- 3) Remuneration is as per the remuneration policy of the Company.

**Registered Office**  
Chatterjee International Centre  
33A, Jawaharlal Nehru Road  
6<sup>th</sup> Floor, Flat No.5  
Kolkata 700071  
Dated: 30/05/2023

**Suvabrata De**  
Managing Director  
(DIN: 07911004)

**For and on behalf of the Board**  
**Madhumita Tapader**  
Director  
(DIN: 07126692)