

MILKFOOD LIMITED

Annual Report

For the year ended 31st March, 2023

The Milkfood logo consists of a dark blue oval with the word "milkfood" written in white lowercase letters inside it.

milkfood

BOARD OF DIRECTORS

GITA BAWA
SUDHIR AVASTHI
HARMESH MOHAN SOOD
ANIL GIROTRA
PREETI MATHUR
NAMITA SWAIN

AUDITORS

Madan & Associates
Chartered Accountants
New Delhi

BANKERS

State Bank of India
Canara Bank

REGISTERED OFFICE

Bahadurgarh
Distt. Patiala-147021
(Punjab)

WORKS

Bahadurgarh
Distt. Patiala-147021
(Punjab)

Village Agwanpur
Kanth Road,
Moradabad-244001
(Uttar Pradesh)

HEAD OFFICE

Bhandari House
91, Nehru Place
New Delhi-110 019

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DIRECTORS' REPORT

TO THE MEMBERS

The Directors present their 50th Report together with Audited Financial Statements of the Company for the financial year ended 31st March, 2023.

1. FINANCIAL SUMMARY AND HIGHLIGHTS

	Rs./Lakhs 2022-23	Rs./Lakhs 2021-22
Revenue from Operations & Other Income	47087	31935
Profit before Finance cost, Depreciation & amortisation and Tax	2763	1617
Less: Finance Cost	978	732
Profit before Depreciation & amortisation and Tax	1785	885
Less: Depreciation & amortisation Expenses	636	654
Profit /(Loss) before Tax	1149	231
Tax Expenses (credit/ (net)		
- Current Tax	256	52
- Earlier year Tax expenses	5	11
- MAT Credit recognition	14	(60)
- Deferred Tax	(101)	(121)
Total Tax Expenses / (Credit)	174	(118)
Profit /Loss for the period	975	349
Other Comprehensive income	(67)	15
Transferred to General Reserves	908	364

2. OPERATIONS

During the period under Report, the Company's sales and other income are Rs. 47087/- lakhs and cash profit is Rs. 1785/- lakhs as compared to last year's figures of Rs. 31935/- lakhs and cash profit of Rs.885/- lakhs respectively. After depreciation and amortization, the profit for the year is Rs. 1149/- lakhs as compared to the previous year profit of Rs.231/- lakhs respectively.

3. DIVIDEND

Pursuant to the approval of the Board of Directors on 19th November 2022, the Company has paid an interim dividend @ of Rs. 2.50/- per equity share of the face value of Rs. 10/- each to the Shareholders who were on the register of members as on 30th November, 2022, being the record date fixed for this purpose. Interim Dividend absorbed a sum of Rs. 1,22,16,100/- (Rupees One Crore Twenty-Two Lakhs Sixteen Thousand and One Hundred Only) out of the net profits after tax for the financial year 2022-23.

4. CHANGE IN THE NATURE OF BUSINESS, IF ANY

During the year under review, there was no material change in the nature of business of the Company.

5. FIXED DEPOSITS

The details relating to Deposits, covered under Chapter V of the Act:

- Accepted during the year - Nil;
- There are no unclaimed fixed deposits but interest amounting to Rs.1.11/- lakh is outstanding with the Company as at the end of the year;
- There is no default in repayment of deposits or payment of interest thereon during the year.

6. SUBSIDIARY COMPANY AND CONSOLIDATED FINANCIAL STATEMENTS

During the year under review, M/s. MFL Trading Private Limited continues to be the wholly owned subsidiary company of the Company.

In compliance with provisions of Section 129(3) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has prepared consolidated

financial statements as per the Accounting Standards on Consolidated Financial Statements issued by the Institute of Chartered Accountants of India. The audited consolidated financial statements along with the Auditors' Report thereon forms part of this Annual Report.

During the year, the Board of Directors (the Board) has reviewed the affairs of the Subsidiary. Further, a statement containing the salient features of the financial statements of subsidiary in the prescribed format AOC-1 is appended as "**Annexure-1**" to the Board's Report.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements and related information of the Company and audited financial statements of its subsidiary, are available on the Company's website at www.milkfoodltd.com.

The Company has no material subsidiary company but in order to comply with the Listing Regulations, the Company has adopted a Policy on Material Subsidiary Companies and has uploaded on the Company's website at www.milkfoodltd.com.

7. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

During the period under review, the Company has not made any loan, guarantee or investment in terms of provisions of Section 186 of the Companies Act, 2013.

8. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which these financial statements relate and to the date of this Report.

9. DIRECTORS

Mrs. Preeti Mathur, Non-Executive Non Independent Director (DIN: 07951647) retires by rotation and, being eligible, offer herself for re-appointment as the Director of the Company. The Board recommends her re-appointment.

The Board in its meeting held on 07th July, 2023, appointed Mr. Roopesh Kumar and Mrs. Namita Swain as the Additional Directors to hold the office up to the date of ensuing Annual General Meeting.

Mr. Roopesh Kumar has been appointed in the category of Non-Executive Non Independent Director and Mrs. Namita Swain was appointed as the Non-Executive Independent Director of the Company.

Mrs. Namita Swain has given consent for her appointment as the Director of the Company. The Board of Directors also feel that her appointment is in the interest of the Company. The Board recommends her appointment at the ensuing AGM.

Due to personal reasons, Mr. Roopesh Kumar, Additional Director, has resigned from the Directorship of the Company with effect from 20th July, 2023.

Mr. Kewal Krishan Kohli (DIN: 00127337), Independent Director, has resigned from the Directorship of the Company with effect from 07th July, 2023.

Mrs. Asha Gadi (DIN: 00110734), Independent Director, has resigned from the Directorship of the Company with effect from 04th July, 2022.

All the outgoing Directors have confirmed that they have resigned due to their personal reasons and there is no other material reason for resignation as the Directors of the Company.

The Board places on record its sincere appreciation for the useful services rendered by all these outgoing Directors during their tenure as the Directors of the Company.

Mr. Sudhir Avasthi, Executive Director continues to be the Managing Director of the Company.

Mr. Harmesh Mohan Sood continues to hold the office as Non Executive Non Independent Director of the Company.

Mrs. Gita Bawa and Mr. Anil Girotra continue to hold the office as the Non Executive Independent Directors of the Company.

The Board of Directors of the Company are of the opinion that all the Independent Directors of the Company possess, relevant expertise and experience required to best serve the interest of the Company.

10. DECLARATION OF INDEPENDENCE

All the Independent Directors have given declaration that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 read with Regulation 16(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Independent Directors have confirmed the compliances of relevant provisions of Rule 6 of the Companies (Appointments and Qualifications of Directors) Rules, 2014 as amended from time to time.

11. FORMAL LETTER OF APPOINTMENT TO INDEPENDENT DIRECTORS

The Company has issued the formal letter of appointment to all the Independent Directors in the manner as provided under the Companies Act, 2013 and the terms and conditions of their appointment have been disclosed on the website of the Company at www.milkfoodltd.com.

12. MEETINGS OF THE BOARD OF DIRECTORS

During the year under review, eleven (11) Board meetings and One (1) separate meeting of the Independent Directors were convened and held. The details of these meetings are given in the Corporate Governance Report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

13. FAMILIARIZATION PROGRAMMES FOR INDEPENDENT DIRECTORS

The Company has a policy of conducting familiarization programmes for Independent Directors in order to familiarize them with the Company, their roles, rights, responsibilities in the Company and nature of the industry in which the Company operates etc. The details of such Policy have been given on the website of the Company at www.milkfoodltd.com.

14. COMMITTEES

As per the provisions of Section 177, 178 and 135 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has constituted an Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee. The Composition of these Committees and details of their meetings are given in the Corporate Governance Report.

15. KEY MANAGERIAL PERSONNEL

The following are the Key Managerial Personnel of the Company:

- (a) Mr. Sudhir Avasthi, Managing Director
- (b) Mr. Sanjeev Kothiala, Chief Financial Officer.
- (c) Mr. Rakesh Kumar Thakur, Company Secretary and Compliance Officer.

16. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3) (c) read with Section 134 (5) of the Act, your Directors confirm that:

- (a) in the preparation of Annual Accounts for the year ended March 31, 2023, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- (b) 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;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the annual accounts of the Company on a going concern basis;
- (e) the Directors have 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 have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

17. CHANGE IN SHARE CAPITAL

The Company has increased its Authorised Share Capital from existing Rs. 8,00,00,000/- (Rupees Eight Crore) divided into 75,00,000 (Seventy-Five Lakhs) Equity Shares of Rs.10/- each and 50,000 (Fifty Thousand) Cumulative Redeemable Preference Shares of Rs.100/- each to Rs. 20,00,00,000/- (Rupees Twenty Crore) divided into 1,95,00,000 (One Crore Ninety-Five Lakhs) Equity Shares of Rs. 10/- each and 50,000 (Fifty Thousand) Cumulative Redeemable Preference Shares of Rs. 100/- each by creation of 1,20,00,000 (One Crore Twenty Lakhs) additional equity share of Rs.10/- each ranking *pari passu* with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

In the issued, subscribed and paid up capital of the Company, 2875 equity shares are still partly paid up, so in order to make these partly paid up shares as fully paid up, the Company issued the reminders to the defaulting members requesting them to pay their outstanding dues. Despite of these reminders, 2585 shares are still partly paid up shares. So the Board of Directors in its meeting held on 27th March, 2023 decided to forfeit these partly paid up shares subject to the approval of the BSE.

The Company has filed with the BSE an application dated 31st March, 2023 for its approval for the forfeiture of 2585 partly paid equity shares and as on date the application is pending for further actions by the BSE.

18. AUDITORS

18.1 STATUTORY AUDITORS

The members at their 49th Annual General Meeting (AGM) of the Company held on 28th September, 2022 had appointed M/s Madan & Associates, Chartered Accountants, New Delhi (FRN 000185N) as the Statutory Auditors of the Company to hold the office for a term of five years i.e. from the conclusion of 49th Annual General Meeting until the conclusion of the 54th Annual General Meeting of the Company to be held in the calendar year 2027.

The Companies Amendment Act, 2017 (Vide Notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs) has dispensed with the requirement of ratification of Auditor's appointment by the shareholders every year. Hence, the resolution relating to ratification of Auditor's appointment is not included in the Notice of the ensuing Annual General Meeting.

18.2 AUDITORS' REPORT

The Auditors' Report does not contain any qualifications/reservation or adverse remarks. Notes to accounts are self-explanatory and form an integral part of Financial Statements.

18.3 SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with corresponding Rules framed thereunder, Ms. Kamlesh Gupta, Company Secretary in practice has been appointed as the Secretarial Auditor to carry out the Secretarial Audit of secretarial and related records of the Company for the financial year ended on 31st March, 2023.

Secretarial Audit Report submitted by the Secretarial Auditor in Form No. MR-3 forms part of this report and is annexed herewith as "**Annexure-2**".

18.4 ANNUAL SECRETARIAL COMPLIANCE REPORT

Annual Secretarial Compliance Report for the financial year ended 31st March, 2023 on the compliances of all applicable SEBI Regulations and circulars/ guidelines issued thereunder, was obtained from Ms. Kamlesh Gupta, Company Secretary in practice, Secretarial Auditor, and submitted to the stock exchange.

18.5 INTERNAL AUDITORS

M/s. Rajeev Pankaj and Associates, Chartered Accountants (Registration No. 033717N), continue to be the Internal Auditors of the Company to perform the functions of internal audit.

18.6 COST AUDITORS

On the recommendations of Audit Committee, M/s HMVN & Associates, Cost Accountants (Firm Registration No.000290) have been appointed as the Cost Auditors to audit the cost accounts of the Company relating to Milk Powder for the financial years 2023-24.

As required under the Companies Act, 2013, resolution seeking members' approval for the ratification of remuneration payable to the Cost Auditors forms part of the Notice convening the ensuing Annual General Meeting.

19. NOMINATION AND REMUNERATION POLICY

The Board on the recommendations of the Nomination & Remuneration Committee has framed a Policy for the selection and appointment of directors, key managerial personnel and also for determining the criteria of their remuneration. The Remuneration Policy has been stated in the Corporate Governance Report and is uploaded on the Company's website at http://www.milkfoodltd.com/img/downloads/Milkfood_Nomination_Remuneration_Policy.pdf

20. RISK MANAGEMENT POLICY

Pursuant to Section 134(3)(n) of the Companies Act, 2013, the Company has formulated a Risk Management Policy. The Company is aware of the risks associated with the business of the Company. The Board regularly analyses and takes corrective actions for managing / mitigating the risks.

At present, the Company has not identified any element of risks which may threaten the existence of the Company.

21. PERFORMANCE EVALUATION

In terms of the requirements of the Act and Listing Regulations, a separate exercise was carried out to evaluate the performance of all the individual Directors on the Board who were evaluated on parameters such as level of engagement, contribution and independence of judgment thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board (excluding the Directors being evaluated). The performance evaluation of the Non Independent Directors was carried out by the Independent Directors. The Board also carried out annual performance evaluation of the working of its Committees. The Directors expressed their satisfaction with the evaluation process.

Some of the key criteria for the performance evaluation are as follows –

Performance evaluation of Directors:

1. Attendance at the Board/Committee meetings.
2. Contribution at the Board/Committee meetings.
3. Guidance/support to management outside Board/Committee meetings.

Performance evaluation of Board and Committees:

1. Degree of fulfillment of key responsibilities.
2. Board Structure and Composition.
3. Quality of relationship between Board and Management.
4. Efficacy of communication with external shareholders.
5. Effectiveness of Board process, information and functioning.

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

The Company has in place an Anti Sexual Harassment Policy in line in accordance with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. No complaint has been received during the year under review.

23. CORPORATE SOCIAL RESPONSIBILITY

The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in “**Annexure-3**” of this Report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. For other details regarding the CSR Committee, please refer to the Corporate Governance Report, which is a part of this report. The policy is available on http://www.milkfoodltd.com/img/downloads/Milkfood_Corporate_Social_Responsibility_Policy.pdf.

24. CORPORATE GOVERNANCE REPORT

A detailed Report on Corporate Governance forms an integral part of Annual Report and is set out as a separate section therein. A certificate from the Practicing Company Secretary, regarding the compliances with the conditions of corporate governance as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to the Directors’ Report.

25. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In terms of provisions of Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Management Discussion and Analysis Report have been given separately and forms part of this Report.

26. INFORMATION UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The shares of your Company are listed at the BSE Ltd. vide Stock Code: 507621. The listing fee for the financial year 2023-24 has been paid.

27. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 are annexed herewith as “**Annexure- 4**”.

28. ANNUAL RETURN

Pursuant to Section 134(3)(a) of the Act, the Annual Return referred to in Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return for the financial year ended March 31, 2023 is available on the Company’s website at www.milkfoodltd.com

29. PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197(12) read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 pertaining to the top ten employees in terms of remuneration drawn and their other particulars, also form part of this Report. However, the Report and the financial statements are being sent to the members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection at the

Registered Office of the Company. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary.

Disclosures pertaining to remuneration and other details as required u/s 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 are provided as per “Annexure-5”.

30. RELATED PARTY TRANSACTIONS

All related party transactions which were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict of interest with the Company at large. A disclosure in form AOC-2 is annexed with this Report as “Annexure-6”.

All related party transactions have been disclosed in **Note 34** to the Accounts.

All Related Party Transactions are placed before the Audit Committee and also the Board for approval. Omnibus approval was obtained on a yearly basis for transactions which are of repetitive nature. The transactions entered into pursuant to the omnibus approval so granted and a statement giving details of all Related Party Transactions are placed before the Audit Committee for its review on a quarterly basis.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website at http://www.milkfoodltd.com/img/downloads/Milkfood_Policy_on_related_party_transactions.pdf

31. PREVENTION OF INSIDER TRADING

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a Code of Conduct for the prevention of insider trading with a view to regulate the trading in the securities of Company by the Directors and Designated Employees of the Company on the basis of unpublished price sensitive information available to them by virtue of their position in the Company.

The Code under SEBI (Prohibition of Insider Trading) Regulations, 2015 is available on the website of the Company at www.milkfoodltd.com.

32. VIGIL MECHANISM

In pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013, Vigil Mechanism for directors and employees to report their genuine concerns such as unethical behavior, actual or suspected fraud, violation of the Company's Code of Conduct, has been adopted. The Vigil Mechanism Policy has been uploaded on the website of the Company at http://www.milkfoodltd.com/img/downloads/Milkfood_WHISTLEBLOWER_POLICY.pdf

33. INTERNAL CONTROL SYSTEM AND ITS ADEQUACY

The Company has an adequate system of internal control to safeguard and protect from losses, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting the financial statements. The Internal Auditor of the Company checks and verifies the internal control and monitors them in accordance with the policy adopted by the Company.

34. COMPLIANCE WITH SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The Company is fully compliant with the applicable mandatory requirements under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

35. COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND GENERAL MEETINGS

During the financial year, your Company has complied with applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

36. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

There are no significant or material orders which were passed by the Regulators or Courts or Tribunals which impact the going concern status of the Company and the Company's Operations in future.

37. REPORTING OF FRAUD BY AUDITORS

During the year under review, none of the Auditors have reported to the Audit Committee or to the Board, under Section 143(12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees.

38. DISCLOSURES WITH RESPECT TO SCHEME OF AMALGAMATION

As you are aware the Board has proposed Scheme of Amalgamation which provides for the amalgamation of Triputi

Infrastructure Private Limited with Milkfood Limited under Sections 230 to 232 of the Companies Act, 2013 read with the relevant Rules of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, as amended from time to time and all other applicable provisions, including any statutory modification(s), amendment(s) or re-enactment(s) thereof. The rationale/ benefits of the present Scheme will result in better, efficient and economical management, achieve cost savings, pooling of resources and rationalization of administrative expenses/services. The amalgamation will enable the Company to pool the brand, financial, commercial and other resources and considerable synergy of operations would be achieved and it will give value addition to the assets of the Company.

A joint Application being CA (CAA) 44/Chd/Pb/2021, was filed before the Hon'ble National Company Law Tribunal, Chandigarh Bench, Chandigarh (hereinafter referred to as **"the Tribunal"/ "NCLT"**) under the provisions of section 230 to 232 of the Companies Act, 2013, and other applicable provisions, if any. NCLT has passed first motion order dated 13th May, 2022 and accepted the Second Motion petition on 20th July, 2022 and the matter is still pending before the NCLT Chandigarh for final hearing for the approval of the Scheme of Arrangement.

39. ESOP ISSUANCE

The Company has framed an MILKFOOD LIMITED EMPLOYEES STOCK OPTION PLAN, 2022 for the benefit of its employees under which it has issued 244000 number of options convertible into 244000 equity shares. The Nomination and Remuneration Committee of the Board of Directors of the Company, inter alia, administers and monitors the Employees' Stock Option Scheme of the Company, in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. The Nomination and Remuneration Committee in its meeting held on 21st October, 2022 have allotted 244000 number of options convertible in to 244000 number of equity shares to the eligible employee in compliance with SEBI (Share Based Employee Benefit and Sweat Equity Shares) Regulations, 2021.

Disclosures required under Regulation 14 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 relating to Employees Stock Options as at 31st March, 2023 are given in 'Annexure 7' to this Report.

Further, a certificate from the Secretarial Auditors on the implementation of the Company's Employees Stock Incentive Plan will be available at the ensuing Annual General Meeting for inspection by the members.

40. DETAILS OF DIFFERENCE BETWEEN THE AMOUNT OF VALUATION DONE AT THE TIME OF ONETIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

The requirement to disclose the details of difference between amount of the valuation done at the time of onetime settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof, is not applicable.

41. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to the applicable provisions of the Companies Act, 2013 read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (the Rules), as amended from time to time, the Company has transferred unclaimed/unpaid interest on deposits amounting Rs. 73,923/- (Rupees Seventy-Three Thousand Nine Hundred and Twenty-Three only) to The Investor Education and Protection Fund (IEPF) during the financial year 2022-23.

42. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR

No such proceeding is pending under the Insolvency and Bankruptcy Code, 2016 during the year.

43. ACKNOWLEDGEMENT

Your Company and its Board of Directors would like to express their sincere appreciation for the assistance, support and cooperation received from regulatory authorities, stakeholders, customers, vendors, investors, financial institutions, bankers and members during the year. We place on record our appreciation for the contribution made by our employees at all levels. Our consistent growth was made possible by their hard work, solidarity, cooperation and support.

For and on behalf of the Board

Place: New Delhi
Date: 20.07.2023

Sd/-
Sudhir Avasthi
Managing Director
DIN:00152375

Sd/-
Harmesh Mohan Sood
Director
DIN: 07951620

Annexure - 1**Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statements of subsidiaries/
associate companies/joint ventures****Part "A": Subsidiaries**

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	MFL Trading Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01/04/2022 to 31/03/2023
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Rupees
4.	Share capital	1,00,000
5.	Reserves & surplus	(2,57,950)
6.	Total Assets	-
7.	Total Liabilities	1,57,950
8.	Investments	-
9.	Turnover	-
10.	Profit before taxation	(16,800)
11.	Provision for taxation	-
12.	Profit after taxation	(16,800)
13.	Proposed Dividend	-
14.	% of shareholding	100

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations. Nil
- Names of subsidiaries which have been liquidated or sold during the year. Nil

Part "B": Associates and Joint Ventures**Statement pursuant to Section 129 (3) of the Companies Act, 2013
related to Associate Companies and Joint Ventures**

	Name of associates/Joint Ventures	Not Applicable
1.	Latest audited Balance Sheet Date	
2.	Shares of Associate/Joint Ventures held by the company on the year end	
	No.	
	Amount of Investment in Associates/Joint Venture	
	Extend of Holding%	
3.	Description of how there is significant influence	
4.	Reason why the associate/joint venture is not consolidated	
5.	Net worth attributable to shareholding as per latest audited Balance Sheet	
6.	Profit/Loss for the year	
	i. Considered in Consolidation	
	ii. Not Considered in Consolidation	

- Names of associates or joint ventures which are yet to commence operations. Nil
- Names of associates or joint ventures which have been liquidated or sold during the year. Nil