



**MORARKA  
FINANCE  
LIMITED**



**MORARKA  
FINANCE  
LIMITED**

# **35<sup>TH</sup> ANNUAL REPORT 2019-2020**



**BOARD OF DIRECTORS**

SHRI G. R. MORARKA  
SHRI S. H. NEVATIA  
MS. PRIYANKA G. MORARKA  
SHRI B. J. MAHESHWARI  
SHRI VIJAY S. BANKA

**COMPANY SECRETARY**

MRS. HIMGAURI S. BEHERA

**AUDITORS**

B. P. GHARDA & CO.  
CHARTERED ACCOUNTANTS

**BANKERS**

PUNJAB NATIONAL BANK

**REGISTERED OFFICE**

511, MAKER CHAMBERS V, 221, NARIMAN POINT, MUMBAI- 400 021.

**SOLICITORS**

MULLA & MULLA & CRAIGIE BLUNT & CAROE

**REGISTRAR & SHARE TRANSFER AGENTS**

UNIVERSAL CAPITAL SECURITIES PVT.LTD.  
25, SHAKIL NIWAS, MAHAKALI CAVES ROAD, ANDHERI (EAST), MUMBAI - 400 093.

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# 35<sup>TH</sup> ANNUAL REPORT 2019-20

## MORARKA FINANCE LIMITED

### NOTICE

**NOTICE** is hereby given that the Thirty Fifth (35<sup>th</sup>) Annual General Meeting of the Company will be held on Monday, 31<sup>st</sup> August, 2020 at 12.00 noon IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2020, Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Ms. Priyanka G. Morarka (DIN: 00001088), who retires by rotation and being eligible, offers herself for re-appointment.

#### SPECIAL BUSINESS

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

**"RESOLVED THAT** pursuant to Section 188 and all other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) thereof, for the time being in force), consent of the Company be and is hereby accorded to provide management consultancy services to Dwarikesh Sugar Industries Limited for a period upto March 31, 2021 at a monthly charges of ₹ 3,25,000/- per month, plus applicable GST, levies, taxes, duties and cess as is mutually agreed between the parties subject to such extension as may be agreed upon mutually by the parties."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorised on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary."

By order of the Board  
For **Morarka Finance Limited**

**Himgauri Sumant Behera**

Place: Mumbai      Company Secretary & Compliance Officer  
Date: June 22, 2020      ACS 361551

#### **NOTES:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC/OAVM.

2. Additional information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Directors seeking appointment/re-appointment at the AGM are furnished and forms a part of the Notice. The Directors have furnished the requisite consents/declarations for their appointment /re-appointment.
3. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts in respect of item 3 is annexed and forms part of this notice.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
6. Institutional/Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer and to the Company by email through its registered email address to [vkmassociates@gmail.com](mailto:vkmassociates@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
7. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 25<sup>th</sup> August, 2020 to Monday, 31<sup>st</sup> August, 2020 (both days inclusive) for the purpose of identification of members who shall be entitled to receive Annual report and attend Annual General Meeting of the Company.
8. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or



transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, M/s. Universal Capital Securities Private Limited ("RTA") for assistance in this regard.

9. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to RTA in case the shares are held by them in physical form.
11. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
12. Consequent upon the introduction of Section 72 of the Companies Act, 2013, Shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH-13 which can be obtained from the Company's RTA.
13. Members desirous of getting any information about the accounts and operations of the Company are requested to address their queries and write to the Company on or before August 30, 2020 through email on [investors@morarkafinance.in](mailto:investors@morarkafinance.in). The same will be replied by the Company suitably.
14. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
15. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in).
16. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, the Notice of the 35<sup>th</sup> AGM along with the Annual Report 2019-20 and instructions for e-voting, is being sent only through electronic mode to all members whose email addresses are registered with the Company/Depository Participant(s). Members may note that Soft copy of the Annual report 2019-20 is available on Company's website [www.morarkafinance.in](http://www.morarkafinance.in), website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).
17. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
18. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
19. At the 33<sup>rd</sup> AGM held on September 26, 2017 the Members approved appointment of M/s. B. P. Gharda & Co., Chartered Accountants (Firm Registration No. 103155W) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 37<sup>th</sup> AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 35<sup>th</sup> AGM.
20. SEBI has mandated the submission of PAN by every participant in securities market. Members who are holding the shares in electronic mode are therefore requested to submit the PAN to their depository participants with whom they are having their demat accounts. Members having shares in physical form can submit their PAN details to the company or its RTA.
21. In compliance of provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the company is pleased to provide its members facility to exercise their votes by electronic means (remote e-voting) and the business may be transacted through e-voting as per the instructions below:
  - a) **Details of Scrutinizer:** M/s. VKM & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
  - b) The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses (not in the employment of the Company) and make out a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

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22. A Member can opt for only one mode of voting i.e. either through remote e-voting or e-voting at the AGM. Since the AGM is held through VC/OAVM and voting through ballot paper will not be provided. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.morarkafinance.in](http://www.morarkafinance.in) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) within two days of the 35<sup>th</sup> AGM of the company and shall be communicated to BSE Limited at [www.bseindia.com](http://www.bseindia.com) where the shares of the company are listed.

23. The Notice is being sent to all the Members, whose names appear on the Register of Members/List of Beneficial Owners as received from the Central Depository Services Limited (CDSL) as on 31<sup>st</sup> July, 2020.

24. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

25. Instructions for e-voting and joining the AGM are as follows:

#### THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

- (i) The voting period begins on August 28, 2020 at 9.00 a.m. and ends on August 30, 2020 at 5.00 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 (record date) of August 24, 2020 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) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders / Members Module.
- (v) 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) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form |  |
|--|--|
| PAN  | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul> |
| Dividend Bank Details OR Date of Birth (DOB)               | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>                   |

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for **Morarka Finance Limited** on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.





- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

|                              |   |
|------------------------------|---|
| <b>Physical Shareholders</b> | Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company / RTA at investors@morarkafinance.in or to our RTA at info@unisec.in                           |
| <b>Demat Shareholders</b>    | Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company / RTA at investors@morarkafinance.in or to our RTA at info@unisec.in |

- The Company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

**INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

- Members will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- Members are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investors@morarkafinance.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investors@morarkafinance.in. These queries will be replied to by the company suitably by email.
- Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-**

- The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
- If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid, as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- Shareholders who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**(xx) Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at vkmassociates@gmail.com and to the Company at the email address viz; investor@morarkafinance.in if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help Section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

#### ANNEXURE TO NOTICE

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

##### Item No.3

The Company is trying to augment its revenues through its NBFC related activities, and Dwarikesh Sugar Industries Limited (DSIL) being in sugar sector – a capital intensive industry is in frequent need of financial assistance for fund raising through loan or other instruments, Morarka Finance Limited can assist DSIL in their financial requirements as it is an NBFC engaged in investing activities. Therefore, to take assistance of the company in meeting the fund raising exercise and to help DSIL, it has been proposed to enter into management consultancy arrangements with them. The company being a related party pursuant to Section 188 of the Companies Act, 2013 requires the consent of shareholders for this transaction by way of ordinary resolution. DSIL being a "Related Party" within the meaning of Section 2(76) of the Companies Act, 2013, needs the consent of shareholders by way of ordinary resolution under Section 188 of the Companies Act, 2013 to enter into management consultancy arrangements with the company.

The particulars of transaction pursuant to para 3 of explanation (1) to rule 15 of Companies (Meeting of the Board and its powers) Rules, 2014 are as under:

- Name of the related party: Dwarikesh Sugar Industries Limited.
- Nature of relationship: Shri G. R. Morarka is the father of Ms. Priyanka G. Morarka and is also holding position of Executive Chairman in Dwarikesh Sugar Industries Limited. Ms. Priyanka G. Morarka is Director in Morarka Finance Limited. Shri B. J. Maheshwari and Shri Vijay S. Banka are holding Directorship positions in Dwarikesh Sugar Industries Limited and are also holding Directorship in Morarka Finance Limited.
- Monetary Value : Current monthly fees is of ₹ 3,25,000 per month plus additional GST subject to such increase as is mutually agreed between the parties from time to time for the period upto March 31, 2021.

- Nature, material terms and particulars of the arrangement:

| Contract   | Purpose  |
|--|--|
| Management Consultancy Agreement entered into between Morarka Finance Limited and Dwarikesh Sugar Industries Limited for rendering consultancy services for the purpose of fund raising activities of Dwarikesh Sugar Industries Limited for the Period upto March 31, 2021 at the fees of ₹ 3,25,000 per month plus additional GST with other terms and conditions mentioned therein. | The Company being NBFC can assist one of the group companies – Dwarikesh Sugar Industries Limited to raise funds from the market, financial institutes, banks etc to cater its short term or long term funding requirements as it is being capital intensive industry is in frequent need of financial assistance. |

- Any other information relevant or important for the members to make decision on the proposed transaction: None.

None of the Directors, Key Managerial Personnel and relatives of Directors and Key Managerial Personnel may be deemed to be interested except Shri G. R. Morarka, who is holding position of Executive Chairman in Dwarikesh Sugar Industries Limited, Ms. Priyanka G. Morarka being daughter of Shri G. R. Morarka and Shri B. J. Maheshwari and Shri Vijay S. Banka being common directors in both the companies.

The Directors recommend and place before you the proposed resolution for your consideration and approval.

By Order of the Board  
For **Morarka Finance Limited**

**Himgauri Sumant Behera**  
Company Secretary & Compliance Officer  
ACS 36155

**Regd. Off.:** 511, Maker Chambers V,  
221, Nariman Point, Mumbai -400021  
Ph.: 022-22832468, Fax: 022-22047288.  
E-mail: [investors@morarkafinance.in](mailto:investors@morarkafinance.in);

Place: Mumbai  
Date: June 22, 2020

Website: [www.morarkafinance.in](http://www.morarkafinance.in)  
**CIN:** L67120MH1985PLC035632





**Details of Directors seeking appointment / re-appointment in Annual General Meeting**

**[Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

|   |  |
|---|--|
| Name of the Director  | Ms. Priyanka G. Morarka  |
| Date of Birth   | June 11, 1985  |
| Nationality   | Indian   |
| Date of Appointment   | March 22, 2004   |
| Qualifications  | BMS, MBA   |
| Experience & Expertise  | She holds a graduate degree and an MBA and has rich experience in the arena of finance, strategy, business and industry<br><b>Expertise</b> : Finance & Strategic Management |
| Shareholding of Directors in Company  | Nil  |
| Directorship held in other public companies excluding foreign and private Companies | <ul style="list-style-type: none"><li>• Dwarikesh Informatics Limited</li><li>• Dwarikesh Trading Company Limited</li></ul>  |
| Chairmanship/memberships of Committees*   | Chairmanship: (0)<br>Membership: (1)   |
| Relationship between Directors inter-se   | Ms. Priyanka G. Morarka is the daughter of Shri G. R. Morarka  |

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## MORARKA FINANCE LIMITED

### DIRECTOR'S REPORT

To  
The Shareholders,  
**MORARKA FINANCE LIMITED**

The Directors are pleased to present their Thirty Fifth (35<sup>th</sup>) Annual Report to the members together with the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2020.

#### 1. FINANCIAL RESULTS:

[Amount in ₹]

|   | For the year Ended<br>31/03/2020 | For the year Ended<br>31/03/2019 |
|---|----------------------------------|----------------------------------|
| Profit / (Loss) before tax              | 4,97,58,397                      | 53,45,691                        |
| Less: Current Tax                       | 62,266                           | -                                |
| Provision for taxation earlier year     | -                                | -                                |
| Deferred Tax                            | 2,30,574                         | 6,79,742                         |
| Fringe Benefit Tax                      | -                                | -                                |
| Profit / (loss) after tax               | 4,94,65,557                      | 46,65,949                        |
| Add: Balance b/f from previous years    | 6,12,09,873                      | 6,19,71,445                      |
| Less: Appropriations                    | -                                | 54,27,520                        |
| <b>Balance carried to balance sheet</b> | <b>11,06,75,430</b>              | <b>6,12,09,873</b>               |

#### 2. FINANCIAL PERFORMANCE:

For the financial year ended March 31, 2020, your company has posted Profits of ₹ 494.65 lakhs compared to the profit for the financial year ended March 31, 2019 of ₹ 46.65 lakhs.

#### 3. COVID-19 IMPACT:

In the last month of FY 2020, the COVID-19 pandemic developed rapidly into a global crisis, forcing governments to enforce lock-downs of all economic activity. For the Company, the focus immediately shifted to ensuring the health and well-being of all employees, and as of March 19, 2020, work from home was enabled. The Company still in these trying times with its motivated workforce working at home and supporting its flagship Company and is positive for growth and better market share.

#### 4. TRANSFER TO RESERVE

During the year under review, no amount has been transferred to reserves.

#### 5. SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR

The company does not have any Subsidiary, Joint Ventures or Associate Companies.

#### 6. DIVIDEND:

Your directors have taken conservative approach of not recommending any dividend and plough back the profits in the business.

#### 7. SHARE CAPITAL:

The paid up Equity Capital of your company as at March 31, 2020 was ₹ 4,50,21,000/- The company has not issued any shares with differential voting rights and it has not granted any stock options or sweat equity during the year under the review. Further, none of the directors of the company hold instruments convertible into equity shares of the company.

#### 8. DIRECTORS:

Pursuant to Section 152(6) of the Companies Act, 2013 read with Schedule IV and Articles of the company, Ms. Priyanka G. Morarka, Director, retire by rotation and being eligible offers herself for re-appointment.

##### Declaration from Independent Directors:

Pursuant to the requirements of Section 149(7) of the Companies Act, 2013, the company has received the declarations from all the independent directors confirming the fact that they all are meeting the eligibility criteria as stated in Section 149(6) of the Companies act, 2013.

#### 9. CHANGE IN NATURE OF BUSINESS

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

#### 10. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

No Material changes have occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report.

#### 11. CORPORATE SOCIAL RESPONSIBILITY:

The company is not falling in the purview of criteria specified in Section 135(1) of the Companies Act, 2013 and hence the requirements pertaining to Section 135 of the Companies Act, 2013 is not applicable to the company.