

**NAYSAA SECURITIES LIMITED**



**ANNUAL REPORT**

**2019-20**



## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

Mr. Vikram Lodha (Whole Time Director)  
Mr. Jayantilal Lodha (Director)  
Mrs. Manju Lodha (Director)  
Ms .Paras Shah (Independent Director)  
Mr. Abhishek Shastri (Independent Director)  
Mr Bhavin Gala (Independent Director)

**Company Secretary & Compliance Officer**  
Mr. Sudhir Singh

### **REGISTERED OFFICE**

102/104, Shivam Chambers  
S.V. Road  
Goregaon (West)  
Mumbai – 400062  
**Tel : 022-2679 1802**  
**Fax :022-2676 0202**  
**Email :naysaa@naysaasecurities.com**  
**Website: www.naysaasecurities.com**

### **AUDITORS**


M/s. **Ravindra B Shah & Co.**  
Chartered Accountants  
A/2,Lucky Tower,M.G.X Road 4,  
Behind Patel Nagar,Kandivali (West),  
Mumabi-400067

### **BANKERS**

AXIS BANK  
KOTAK BANK  
HDFC BANK

### **REGISTRAR & TRANSFER AGENT**

Big Share Services Pvt. Ltd.  
E-2, Ansa Industrial Estate,  
Saki Vihar Road, Sakinaka,  
Andheri (East), Mumbai 400 072.





## CONTENTS

|   |  |
|---|--|
| <b>Notice.....</b>                            |  |
| <b>Directors Report.....</b>                  |  |
| <b>Annual Return.....</b>                     |  |
| <b>AOC - 2.....</b>                           |  |
| <b>Secretarial Audit Report.....</b>          |  |
| <b>Management and Analysis Report.....</b>    |  |
| <b>CEO Certificate.....</b>                   |  |
| <b>Auditor's Report.....</b>                  |  |
| <b>Balance Sheet.....</b>                     |  |
| <b>Profit and Loss Account.....</b>           |  |
| <b>Cash Flow Statement.....</b>               |  |
| <b>Notes Forming Part of Accounts.....</b>    |  |
| <b>Schedules.....</b>                         |  |
| <b>Proxy Form &amp; Attendance Slip .....</b> |  |

## NAYSAA SECURITIES LIMITED

**Regd. Office: 102/104, Shivam Chambers, S. V. Road, Goregaon (W), Mumbai – 400062**  
**CIN: L67120MH2007PLC175208, Web: [www.naysaasecurities.com](http://www.naysaasecurities.com),**  
**Email: [naysaa@naysaasecurities.com](mailto:naysaa@naysaasecurities.com), Tel: 022-2679 1802,**

### NOTICE TO THE SHAREHOLDERS

**NOTICE** is hereby given that the 13<sup>th</sup> Annual General Meeting of **Naysaa Securities Limited** will be held on Wednesday, 29<sup>th</sup> December, 2020 at 10.00 A.M at the Registered office of the Company at 102/104, Shivam Chambers, S. V. Road, Goregaon (W), Mumbai – 400062 to transact the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited financial statement of the company for the financial year ended March 31, 2020, the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mrs. Manju Jayantilal Lodha having director's identification number: 01773519, who retires by rotation and being eligible, offers herself for re-appointment.

BY ORDER OF THE BOARD  
For NAYSAA SECURITIES LIMITED

**PLACE: Mumbai**  
**DATE: 07<sup>th</sup> December, 2020**  
**CHAIRMAN**

(Jayantilal Lodha)

#### **NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** A person can act as proxy on behalf of Member's not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. Further, a Member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
2. Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms integral part of the notice. Requisite declarations have been received from the Directors for his appointment/ reappointment.
3. The route map showing directions to reach the venue of the 13<sup>th</sup> AGM is annexed.
4. Corporate Members intending to send their authorized representatives to attend the AGM

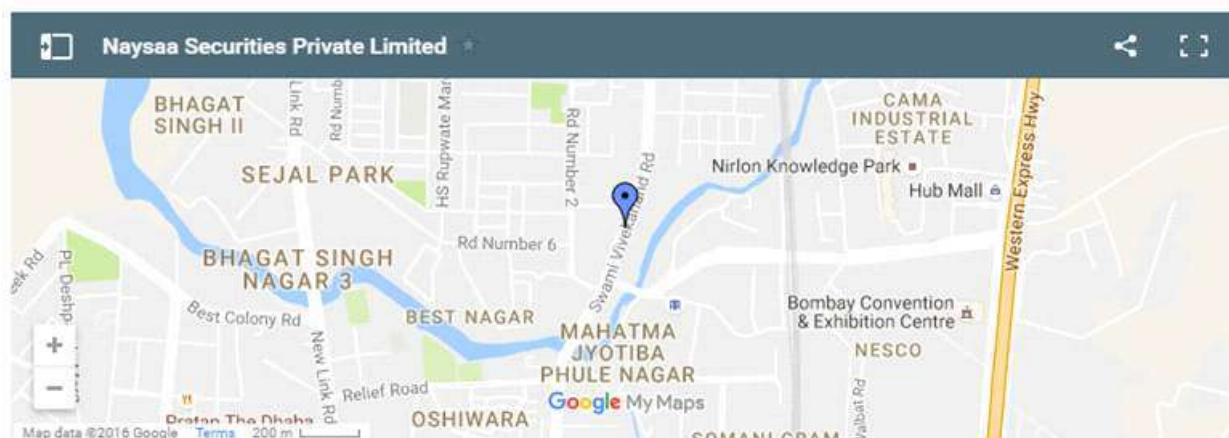
are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM.

5. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries to the Chairman, so as to reach the registered office of the Company at least seven days before the date of the meeting, to enable the Company to make available the required information at the meeting, to the extent possible.
6. Only registered members of the Company or any proxy appointed by such registered member may attend and vote at the Annual General Meeting as provided under the provisions of the Companies Act, 2013.
7. The Register of Members and the Share Transfer Books shall remain closed from Monday, 28<sup>th</sup> day of December, 2020 to Tuesday, 29<sup>th</sup> day of December, 2020 (both days inclusive) for the purpose of AGM
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Bigshare.
9. Electronic copy of the Annual Report for 2019-20 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report for 2019-20 are being sent in the permitted mode. Members may further note that the said documents will also be available on the Company's website [www.naysaasecurities.com](http://www.naysaasecurities.com) for download. Physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days.
10. Members/ Proxies are requested to bring their duly filled Attendance Slips sent herewith at the meeting.
11. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
12. Since the Company falls under the category of companies referred to in Chapter XB of SEBI (ICDR) Regulations, 2009 and pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 (2) the Companies (Management and Administration) Rules, 2014, the provisions of e-voting shall not apply to the Company.

## ANNEXURE TO ITEM 2 OF THE NOTICE

|   |   |
|---|---|
| <b>Name of Appointee</b>                      | <b>Manju Jayantilal Lodha</b>                 |
| <b>Designation</b>                            | Non - Executive Director                      |
| <b>Age</b>                                    | 64  |
| <b>Nationality</b>                            | Indian  |
| <b>Date of Appointment on the Board</b>       | 19/06/2015                                    |
| <b>Qualification</b>                          | SSC   |
| <b>Nature of Expertise</b>                    | Expertise in Market Research, Market Analysis |
| <b>Experience</b>                             | 10 years of experience in Capital Market      |
| <b>Directorships held in other companies</b>  | NIL   |
| <b>Chairmanship/Memberships of Committees</b> | NIL   |
| <b>Shareholding in the Company</b>            | 100000  |

**Route map for the venue of the 13<sup>th</sup> AGM is as below:**



## DIRECTORS' REPORT TO THE MEMBERS

Dear Members,

Your Directors have pleasure in presenting their 13<sup>th</sup> Annual Report together with the Audited Accounts of the Company for the Year ended March 31, 2020.

### **FINANCIAL RESULTS:**

| Particulars                                 | Year ended 31 <sup>st</sup><br>March 2020 | Year ended 31 <sup>st</sup><br>March 2019 |
|---|---|---|
| Total revenue                               | 24,12,72,064                              | 1,03,89,42,169                            |
| Profit/(Loss) before taxation               | 34,27,750                                 | -1,03,04,455                              |
| Less: Tax Expense                           | 6,27,510                                  | -26,66,501                                |
| <b>Profit/(Loss) after tax</b>              | <b>28,00,240</b>                          | <b>-76,37,954</b>                         |
| Add: Balance B/F from the previous year     | -1,09,88,969                              | -3,351,015                                |
| Balance Profit/ (Loss) C/F to the next year | -81,88,729                                | -1,09,88,969                              |

### **OPERATIONAL REVIEW:**

The Company recorded Total revenue of Rs. 24,12,72,064/- during the year under review as against Rs. 1,03,89,42,169/- in the previous year, however company recorded Profit before tax of Rs. 34,27,750/- due to reduction in changes in inventories and finance cost of the Company. Due to the MAT Credit Adjustments in current year company, the tax expenses amounted to Rs. 6,27,510/- resulting in increase of profit to Rs. 28,00,240/- as against a loss of Rs. 76,37,954/- in the previous year. Your directors are hopeful for the better results in the years to come.

### **PRE-COVID:**

In the 3rd quarter of calendar year 2019, the country's economic growth declined to less than 5%. The economy bottomed out. It was expected that in the 4th quarter of calendar year 2019, i.e. October, 2019 to December, 2019, the economy would pick up to 5%. However, the economy has remained stagnant. The current slowdown is due to various factors viz., after effects of demonetization, Covid-19 outbreak, consumer demand slump, real estate slowdown, lesser jobs and lower investments.

### **ESTIMATION OF UNCERTAINTIES RELATING TO THE GLOBAL HEALTH PANDEMIC FROM COVID-19:**

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables, unbilled revenues, etc. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company, as on the date of this Report, has used internal and external sources of information including credit reports, related information and economic forecasts. The impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of the financial statements.

### **DIVIDEND:**

In view of losses your Directors do not recommend any dividend for the year ended 31<sup>st</sup> March 2020.

### **AMOUNT TRANSFER TO RESERVE:**

Your Directors do not propose any amount to be transferred to the Reserves for the year ended 31<sup>st</sup> March 2020.

### **CORPORATE GOVERNANCE:**

Since the equity share capital of the Company is listed exclusively on the SME Platform of BSE Limited, the requirement of corporate governance provisions specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of Listing Regulation is not applicable to the Company and hence, the Report on corporate Governance is not applicable to the company.

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

Pursuant to Regulation 34(2)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Management Discussion and Analysis Report is annexed to this Report.

### **PARTICULARS OF THE COMPANY'S SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANY:**

Company does not have any Subsidiaries, Joint Ventures or Associate Companies.

### **DEPOSITS:**

Company has not accepted any deposits within the meaning of Section 73 of the companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

As a part of the effort to evaluate the effectiveness of the internal control systems, your Company's internal control system reviews all the control measures on periodic basis and recommends improvements, wherever appropriate. The Company has in place adequate internal control systems and procedures commensurate with the size and nature of its business. These systems and procedures provide reasonable assurance of maintenance of proper accounting records, reliability of financial information, protections of resources and safeguarding of assets against unauthorized use. The management regularly reviews the internal control systems and procedures.

### **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.

### **DIRECTOR'S RESPONSIBILITY STATEMENT:**

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed;
- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 or loss of the Company for the year under review;
- iii) The directors have 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;

- iv) The directors have prepared the annual accounts on a going concern basis;
- v) 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;
- vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

#### **DIRECTORS & KEY MANAGERIAL PERSONNEL:**

##### **Independent Director:**

Pursuant to the provisions of the section 149 of the Companies Act, 2013, the following Non-Executive Directors are appointed as Independent Directors: -

| <b>Sr. No.</b> | <b>Name of the Director</b> | <b>Date of Appointment</b> |
|----------------|-----------------------------|----------------------------|
| 1.             | Mr. Paras Shah              | 20/03/2014                 |
| 2.             | Mr. Abhishek Shastri        | 18/06/2014                 |
| 3.             | Mr. Bhavin Gala             | 19/06/2015                 |

##### **Women Director:**

In terms of the provision of Section 149 of the Companies Act, 2013 and Regulation 17 (1) of SEBI (LODR) Regulation, 2015 a listed company shall have at least one women director on the board of the company. Your Company has appointed Ms. Manju Lodha as the Whole Time Woman Director on the Board w.e.f. 19/06/2015.

In accordance with the provision of section 152(6) and the Articles of Association of Company Mrs. Manju Jayantilal Lodha will retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, offer herself for re-appointment. The Board recommends her reappointment.

The Company has received declarations from all the Independent Directors that they meet the criteria for independence as provided in Section 149(6) of the Companies Act, 2013.

The Composition of Committees are as follows:

##### **Audit Committee**

| <b>NAME</b>          | <b>Designation</b>                  | <b>Chairman/Member</b> |
|----------------------|-------------------------------------|------------------------|
| Mr. Paras Shah       | Non-executive, Independent Director | Chairman               |
| Mr. Vikram Lodha     | Executive Director                  | Member                 |
| Mr. Abhishek Shastri | Non-executive, Independent Director | Member                 |

##### **Nomination and Remuneration Committee**

| <b>Name</b>                  | <b>Designation</b>                      | <b>Chairman/Member</b> |  |
|------------------------------|---|------------------------|--|
| Mr. Paras Thakor Shah        | Non-executive, Independent Director     | Chairman               |  |
| Mr. Abhishek Ashok Shastri   | Non-executive, Independent Director     | Member                 |  |
| Mr. Jayantilal Hansraj Lodha | Non-executive, Non-Independent Director | Member                 |  |

### **Stakeholders' Relationship Committee**

| <b>Name</b>              | <b>Designation</b>                      | <b>Chairman/Member</b> |
|--------------------------|---|------------------------|
| Paras Thakor Shah        | Non-executive, Independent Director     | Chairman               |
| Abhishek Ashok Shastri   | Non-executive, Independent Director     | Member                 |
| Jayantilal Hansraj Lodha | Non-executive, Non-Independent Director | Member                 |

There was no change in the composition of Director and Key Managerial Personnel during the year under review.

#### **DECLARATION BY INDEPENDENT DIRECTORS:**

The Company has received necessary declaration from each independent director under section 149(7) of the Companies Act, 2013 that they meet the criteria of independence laid down in section 149(6) of the Companies Act, 2013.

None of the Directors of the Company are disqualified from being appointed as Directors as specified in Section 164 of the Companies Act, 2013.

#### **BOARD EVALUATION:**

Pursuant to the provisions of the Companies Act, 2013, the Board, based on recommendations of the Nomination and Remuneration Committee, has carried out an annual performance evaluation of its own performance and that of its statutory committee's viz. Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee 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, Appointment & Remuneration Committees.

#### **FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS:**

The details of the programme for familiarization of the Independent Directors with the Company in respect of their roles, rights, responsibilities in the Company, nature of the industry in which Company operates, business model of the Company and related matters are put up on the website of the Company.

#### **REMUNERATION POLICY:**

The company covered under provision of Section 178(1) of the companies Act 2013 and as per the requirement The Board has, on the recommendation of the Appointment & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration including criteria for determining qualifications and independence of Director.

#### **MEETINGS:**

A calendar of Meetings is prepared and circulated in advance to the Directors.

During the year, five Board Meetings, four Audit Committee Meetings, Two Nomination & Remuneration Committee, One Stakeholder Relationship Committee and Independent Directors Meetings were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

#### **SHARE CAPITAL:**

During the Financial Year 2019-20, there was no change in the share capital of the Company either by way through Private Placement/Preferential allotment/Rights issue /Employee Stock Option Scheme of the Company.