

SHARDUL SECURITIES LIMITED



37TH ANNUAL REPORT 2021 - 2022

Regd. Office:
G-12, Tulsiani Chambers,
212 - Nariman Point, Mumbai - 400 021.

**SHARDUL
SECURITIES LIMITED**

Regd. Office: G-12, Tulsiani Chambers 212, Nariman Point, Mumbai 400 021.

BOARD OF DIRECTORS

R. Sundaresan	- Executive Chairman
Charul Abuwala	- Independent Director
Devesh Vasavada	- Independent Director
Lalit Shah	- Independent Director
Yogendra Chaturvedi	- Executive Director and Chief Executive Officer
Daya Bhalia	- Executive Director and Company Secretary
Tarun Chaturvedi	- Chief Financial Officer

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AUDITOR:
M/s. J. Kala & Associates
BANKER:

HDFC Bank Limited

REGISTERED OFFICE:

G-12, Tulsiani Chambers,
212, Nariman Point, Mumbai 400 021
Tel. No.: 46032806/07
Fax No.: 22846585
Website: www.shardulsecurities.com
E Mail: investors@shriyam.com
SUBSIDIARY COMPANIES:
Shriyam Broking Intermediary Limited
712-713, Tulsiani Chambers,
212, Nariman Point, Mumbai 400 021

Shriyam Realtors Private Limited

9 Metro Commercial Centre 1st Floor,
Behind Gujrat High Court, Ashram Road,
Ahmedabad GJ 380009 IN

REGISTRARS AND SHARE TRANSFER AGENT
Link Intime India Private Limited
Address: C-101, 247 Park,
LBS Marg, Vikhroli West,
Mumbai - 400 083
Tel. No.: +91 22 49186270
Fax: +91 22 49186060
E mail: rnt.helpdesk@linkintime.co.in

NOTICE

NOTICE is hereby given that the Thirty-Seventh Annual General Meeting of the Members of Shardul Securities Limited will be held on Wednesday, 28th September, 2022 at 4:00 p.m. through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) to transact the following business:

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited (Standalone and Consolidated) Financial Statements of the Company for the financial year ended 31st March, 2022 together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a director in place of Ms. Daya Bhalia (DIN: 07049483), who retires by rotation and being eligible, offers herself for re-appointment.

For and on Behalf of the Board

Place: Mumbai
Date: 10th August 2022

Daya Bhalia
Executive Director and
Company Secretary

Regd. Office:
G-12, Tulsiani Chambers
212, Nariman Point
Mumbai 400 021

NOTES:

1. The 37th Annual General Meeting (AGM) of the Company is convened through Video Conferencing ("VC") and/or Other Audio Visual Means ("OAVM") facility in view of various circulars issued by MCA viz., circular no. 14/2020 dated April 8, 2020, circular no. 17/2020 dated April 13, 2020, circular no. 20/2020 dated May 5, 2020, circular no. 02/2021 dated January 13, 2021, circular no. 20/2021 dated December 8, 2021, circular no. 21/2021 dated December 14, 2021 and circular No. 2/2022 dated May 5, 2022 (the "MCA Circulars") and SEBI viz., circular SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020, circular SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (the "SEBI Circulars") (together referred as the "circulars"), without the physical presence of the members at a common venue. The deemed venue for the 37th Annual General Meeting will be the registered office of the Company at G-12, Tulsiani Chambers 212, Nariman Point, Mumbai 400 021.
2. Since this AGM is being held pursuant to the MCA circulars & SEBI circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.
3. In line with the MCA general circular dated May 5, 2020 and January 13, 2021 and the SEBI Circulars the Notice of the AGM along with the Annual Report for financial year 2021-22 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the 37th AGM has been uploaded on the website of the company at www.shardulsecurities.com under 'Investor Service' section and may also be accessed on the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The Notice is also available on the website of Link Intime India Pvt. Ltd. (Agency appointed by the Company for the purpose of remote e-voting, e-voting at AGM and VC/OAVM facility for AGM) i.e. <https://instavote.linkintime.co.in>.
4. Register of Members / Transfer books will be closed from 22nd September 2022 to 27th September 2022 (both days inclusive).
5. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act 2013 (the Act).
6. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of AGM and holding shares as of the Cut-off date may obtain the login ID and password by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.
7. M/s D Maurya & Associates, Company Secretary in practice has been appointed as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

8. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make not later than 48 hours from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total vote(s) cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
9. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.shardulsecurities.com and on the website of Link Intime India Pvt. Ltd (LIPL): <https://instavote.linkintime.co.in> immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.
10. Unpaid/Unclaimed Dividend:

Members are hereby informed that the Company has transferred to "Investor Education and Protection Fund" of the Central Government all unclaimed dividends up to the financial year 2013-14. Dividend declared in the earlier years and remaining unpaid will be deposited with the above fund of the Government at the expiry of 7 years from the date of their transfer to unclaimed dividend account. Shareholders who have not encashed the dividend warrants, declared after this period are requested to encash their dividend warrants immediately.

Further, in terms of Section 124(6) of the Companies Act, 2013 read with Investor Education & Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and amendments thereto and notification issued by the Ministry of Corporate Affairs from time to time, the Company has transferred during the year, the required number of shares in respect of which dividends have remained unclaimed for a period of seven consecutive years or more to the IEPF Account.

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.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are accordingly requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
12. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website at <http://www.shardulsecurities.com>.
13. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Company's website at <http://www.shardulsecurities.com>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
14. Brief resume of Directors proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General meetings issued by the Institute of Company Secretaries of India, are provided in the Corporate Governance Report forming part of the Annual Report.
15. Member desirous of getting any information on the accounts or operations of the Company is requested to forward his / her queries to the Company at least eight days prior to the meeting so that the required information can be made available at the Meeting.
16. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail 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.,
 - For shares held in electronic form: to their Depository Participant only and not to the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the Members.
 - For shares held in physical form: to the Company's RTA in prescribed Form ISR -1 and other forms pursuant to SEBI circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021, as per instructions mentioned in the form. The said form can be downloaded from the Company's website at <http://www.shardulsecurities.com>.
17. As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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.

18. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting for limited time each, once the floor is open for shareholder queries. The Company reserves the right to restrict the number of speakers and number of questions depending on the availability of time for the AGM.
19. Register of Directors and Key Managerial Personnel and their shareholdings and Register of Contracts or Arrangements in which Directors are interested, maintained under Sections 170 and 189 of the Companies Act, 2013 will be available electronically for inspection by the Members during the AGM.
20. Voting through electronic means:
In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 37th AGM by electronic means and the business will be transacted through e-voting services provided by Link Intime India Private Limited (LIPL).

The instructions for shareholders voting electronically are as under:

The voting period begins on 9.00 A.M on 25th September 2022 and ends on 5.00 P.M on 27th September 2022. 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 21st September 2022, may cast their vote(s) electronically. The e-voting module shall be disabled by LIPL for voting thereafter.

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL
 - a) Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 - b) If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
 - c) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
 - a) Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
 - b) After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
 - c) If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
 - d) Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants you can also login using the login credentials of your demat account through your Depository Participant registered with

NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form is given below:

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on **"Sign Up"** under **'SHARE HOLDER'** tab and register with your following details: -
 - A. User ID:** Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders/ members holding shares in **physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

 - ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - ▶ Click "confirm" (Your password is now generated).
3. Click on 'Login' under **'SHARE HOLDER'** tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **'Submit'**.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option **'Favour / Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link).
4. After selecting the desired option i.e. Favour / Against, click on **'Submit'**. A confirmation box will be displayed. If you wish to confirm your vote, click on **'Yes'**, else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as **'Custodian / Mutual Fund / Corporate Body'**. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian / Mutual Fund / Corporate Body'** login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Process and manner for attending the Annual General Meeting through InstaMeeT:

The Company is pleased to provide its members, the facility to attend the 37th Annual General Meeting through VC / OAVM. For this purpose, the Company has availed the INSTAMEET and INSTAVOTE services of M/s Link Intime India Pvt. Ltd. for facilitating its members to participate at the AGM and cast their votes electronically. Facility for joining the Annual General Meeting through VC/OAVM shall open 30 (Thirty) minutes before the time scheduled for the Annual General Meeting. The Company has provided VC/OAVM facility to Members to attend the AGM. The said facility will be available for 1000 Members on first come first served basis. This will not include large Members (i.e. Members with 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, chairpersons of the audit committee, nomination & 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. Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited.

Members will be able to attend the AGM through VC / OAVM by following the procedure given below:

- Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

- Select the "**Company**" and '**Event Date**' and register with your following details: -

- A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company
- B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.
- C. Mobile No.:** Enter your mobile number.
- D. Email ID:** Enter your email id, as recorded with your DP/Company.

- Click "Go to Meeting" (You are now registered for InstaMeeT and your attendance is marked for the meeting).

Please refer the instructions for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeeT Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMeeT website

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeeT:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the investors@shriyam.com
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.

4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeeT:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeeT and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeeT 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeeT. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience. Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

For and on behalf of Board

Yogendra Chaturvedi
Executive Director & CEO

Daya Bhalia
Executive Director and
Company Secretary

Place: Mumbai
Dated: 10th August 2022

Regd. Office:
G-12, Tulsiani Chambers
212, Nariman Point
Mumbai – 400 021

DIRECTORS REPORT FOR THE FINANCIAL YEAR 2021-2022

To,
The Members of
Shardul Securities Ltd.

Your Directors are pleased to present the Thirty-Seventh Annual Report and the Audited Accounts for the financial year ended March 31, 2022.

1. **Financial Results:**

	2021-2022	(Rs. in lakhs) 2020-2021
Profit/(Loss) before Depreciation	1,040.06	1,854.80
Less: Depreciation	27.24	27.67
Profit/(Loss) before Taxation	1,012.82	1,827.13
Less: Tax Expenses		
Current tax	53.85	33.85
Deferred Tax	173.20	416.53
Profit / (Loss) after Taxation	785.77	1,376.75
Other Comprehensive Income	6,748.51	8,936.93
Total Comprehensive Income	7,534.28	10,313.68

2. **Impact of the covid-19 pandemic on the business of the company:**

During the Financial Year 2021-22, a new wave of covid-19 (called Delta and Omicron) proved more lethal and highly transmissible spread rapidly across the world. This pandemic has inflicted enormous pain and suffering to individuals and corporates alike across the world. Corporates that have successfully adapted the challenges thrown by Covid-19 have become more resilient and prepared to weather future disruptions.

During the financial year, all operations and servicing of clients were smoothly ensured without any interruptions as the activities of trading, settlement, Stock Exchanges and depository functions are fully-automated and seamless. Based on the facts and available figures, there is no major impact of Covid-19 pandemic on the business of the Company. However, the Company is closely monitoring any material changes on a continuous basis.

3. **Dividend:**

In view of conserving resources of the Company, your Directors do not recommend any dividend for the financial year ended March 31, 2022.

4. **Transfer to Reserves:**

As per requirement of RBI regulations, the Company has transferred to Statutory Reserve Fund an amount of Rs. 157.15 Lakhs in Financial Year ended March 31, 2022.

5. **Consolidated Financial Statements:**

The Consolidated Financial Statements of the Company and its subsidiary, prepared in accordance with Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 ('Ind AS'), form part of the Annual Report and are reflected in the Consolidated Financial Statements of the Company.

6. **Share Capital:**

The paid up Equity Share Capital of the Company as on March 31, 2022 is Rs. 17,49,84,330/- comprising of 174,98,433 equity shares of Rs. 10/- each. We would like to inform to our shareholders that there is no change in the paid up equity share capital of the Company during financial year 2021-22.

7. **Change In The Nature Of Business:**

There was no change in the nature of the business of your Company during the financial year.

8. **Material Changes And Commitments Affecting The Financial Position of Your Company:**

There were no material changes and commitments affecting the financial position of your Company between the end of financial year 2021-22 and the date of this report which could have an impact on your Company's operations in the future or its status as a "Going Concern".

9. Management Discussions and Analysis Report:**Financial Performance:****(i) Overall Economic View**

The Global economic outlook continues to be worrisome with fresh outbreak of new virus strains after the disastrous covid impact during the previous year. Having touched the bottom of every aspect of economic indices, the year 2021-22 provided a better base platform for many countries to wriggle out of economic lock down. With some of the countries pumping in huge relief funds to boost economic activities, the consumption pattern showed a positive trend though it also resulted in a spike in inflation rates. USA witnessed inflation more than 8 percent after a long interval and many European countries followed suit. The Russia Ukrainian war also contributed to slowing down of the economic activities of countries that depended heavily on these countries especially in gas and food items.

The Indian Economy was no better with inflation rates hovering over 8 percent albeit the GDP expanded by 8.7 % for the year 2021-22. The RBI forecast of a GDP growth of about 7 percent for the ensuing year has already been skewed downwards thanks to spiraling price on essential commodities thereby reducing consumption. The RBI resorted to hiking the repo rate twice during the year to touch 5.4% to combat inflationary trends and consequently the borrowing rates have become more expensive to the borrowers across the spectrum.

The Stock markets witnessed spurts and slip downs alternately though the indices finished at higher levels during the year. The participation of retail buyers was a welcome feature in an otherwise institutional driven market.

Agriculture output by way of GDP contribution was marginally better at 20.19 % while services sector continued to lead with 54% contribution to GDP. The Industrial growth was lagging at 1%.

The forex Reserves was at \$607 billion equivalent to 12 months of merchandise imports as of 31st March 2022 although it has since contracted to \$573 billion due to the intervention by RBI to contain the depreciation of rupee vis a vis the dollar. The net FDI inflow for the year stood at Rs. 6.31 lakh crores and was marginally higher as compared to previous year. India's exports touched \$417 billion during the year while imports were at 610 billion resulting in a trade gap of \$193 billion.

(ii) Industry Structure and Developments:

NBFCs continue to play an important role in the financial sector and have been penetrating the retail segment at a much faster pace than the banking sector.

Stock markets have managed to hold on well considering the year was marked by historic event of Russia-Ukraine conflict, expectation of sharp interest rate hikes, economy still recovering from post covid era and persistent FII selling. Despite all these challenges, Nifty delivered 18.9% return in financial year 2021-2022 while Nifty Midcap 100 was up by 25.3% and Small cap 100 by 28.6%. During financial year 2021-2022, FIIs were net sellers of Rs. `1.4 lakh Crore while DIIs have matched up similar amount on buy side.

Notwithstanding the volatility and speculative investments, the boost in indices have prompted corporates to come out with new public issues in a big way and the market support has been fairly encouraging.

(iii) Business Review:

Despite the economic slowdown, high volatility in capital markets, and other uncertainties your company could achieve comparable results with that of the previous year. The volatility in the income levels as reflected in the financial statements are more in the nature of new accounting policies of RBI where notional profits and losses are shown based on valuation of long terms assets as on 31st March each year.

(iv) Opportunities and Threats:

The GDP is projected to recover to around 7.3 % which is still encouraging if not heartwarming. The Government continues to take several measures to boost the economic activities, but it remains to be seen if these measures would be adequate to bring a turnaround in the economy to the expected levels.

(v) Segment-wise – Product-wise reporting:

The Company being NBFC is mainly engaged in the business of Investment & Finance Activities in India. All activities of the Company revolve around this main business, and as such, there are no separate reportable segments.

(vi) Outlook:

Your company expects the capital markets continuing to perform better due to increased participation by retail investors and also due to anticipated respite in spread of the pandemic in the coming months. If the efforts of the Government and other global agencies hold good then we can see a growth spurt that might help all business entities across the spectrum to perform better.