

# Toplight Commercial Limited

## Corporate Information

|  |   |   |
|--|---|---|
| <b>Board of Directors</b>                    | : | Mr. Udit Gupta, <i>Wholetime Director</i><br>Mr. Bimal Gupta, <i>Wholetime Director</i><br>Mrs. Kumkum Gupta, <i>Wholetime Director</i><br>Mrs. Neha Gupta, <i>Non-Executive Director</i><br>Mr. Kishor Sanghani, <i>Independent Director</i><br>Mr. Chittaranjan Maikap, <i>Independent Director</i> |
| <b>Registered Office</b>                     | : | 7A, Bentinck Street, 1st Floor, Kolkata- 700001<br>Phone (033) 2248 4400 / 7676<br>Email: toplightkol@gmail.com<br>Website: www.toplightltd.com   |
| <b>Registrar &amp; Share Transfer Agents</b> | : | Niche Technologies Pvt. Ltd.<br>3A, Auckland Place<br>7th Floor, Room No. 7A & 7B<br>Kolkata – 700017   |
| <b>Company Secretary</b>                     | : | Mr. Ajit Jain   |
| <b>Statutory Auditor</b>                     | : | Ashok Kumar Duggar & Associates<br>Chartered Accountants  |
| <b>Secretarial Auditor</b>                   | : | Patnaik & Patnaik<br>Practising Company Secretary   |
| <b>Bankers</b>                               | : | ICICI Bank<br>Punjab National Bank  |

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7A, Bentinck Street, Kolkata - 700 001  
Tel : (033) 2248 4400 / 7676  
E-mail : toplightkol@gmail.com  
Website : www.toplightltd.com  
CIN : L51909WB1985PLC039221

## **NOTICE**

**Notice** is hereby given that the 38th Annual General Meeting of the Members of **Toplight Commercials Limited** (hereinafter referred to as 'the Company') will be held on **Wednesday, 20th September 2023 at 11:30 A.M.** at its registered office at **7A Bentinck Street, 1st Floor, Kolkata-700001** to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023, together with the Reports of the Board of Directors ("the Board") and Auditors thereon;
2. To appoint a Director in place of Mr. Bimal Gupta (DIN: 00660977), who retires by rotation and, being eligible, offers himself for re-appointment as Director.

*Registered Office :*  
7A, Bentinck Street, 1st Floor  
Room No. 105, Kolkata - 700 001

Date : 11th August, 2023

*By Order of the Board*  
**For Toplight Commercials Limited**  
**Ajit Jain**  
*Company Secretary*  
(Membership No. A61791)

## NOTES

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the Company. The proxy forms should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before commencement of the meeting.

In terms of Rules 19 of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint single person as proxy and such persons cannot act as proxy for any other person or shareholder.

2. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 14th September, 2023 to Wednesday, 20th September, 2023 (both days inclusive) for the purpose of Annual General Meeting.
3. In compliance with the MCA circulars and Securities and Exchange Board of India Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020 read with SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Notice of the Meeting along with the Annual Report 2022-23 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website [www.toplightltd.com](http://www.toplightltd.com), websites of the Stock Exchange i.e. The Calcutta Stock Exchange Limited at [www.cse-india.com](http://www.cse-india.com) and on the website of Central Depository Services (India) Limited at [www.evotingindia.com](http://www.evotingindia.com).
4. Members desiring any information as regard accounts are requested to intimate the company at least 10 days before the meeting to enable the management to keep the information required readily available at the meeting.
5. Members are requested to notify immediately any change of their address, if any, to the Company in case shares are held in physical form or to the DP's, where the account is maintained, if held in demat form.
6. Information about the Director seeking re-appointment at the forthcoming Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed separately.
7. 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 in case the shares are held by them in physical form to update their e-mail address to [toplightkol@gmail.com](mailto:toplightkol@gmail.com) or [nichetechpl@nicetechpl.com](mailto:nichetechpl@nicetechpl.com)
8. To comply with the provision of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rules 2014, the Company shall be required to update its database by incorporating members' designated e-mail ID in its records.
9. Members are requested to quote folio numbers in all their correspondence. Equity Share of the Company is under compulsory demat trading by all investors. Considering the advantage of scripts trading, members are encouraged to consider dematerialization of their shareholding so as to avoid inconvenience in future.
10. Members/Proxies should bring the attendance slip duly filled in for attending the Meeting.

11. Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
12. Proxy holders are requested to carry valid ID proof such as PAN Card, Voter Card, Pass Port, Driving License, Aadhaar Card etc. along with the printed attendance slip.
13. A route map showing directions to reach the venue of the Meeting is given along with this Notice.
14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the Meeting.
15. The physical copies of the Notice of the Meeting and Annual Report 2022-23 and all documents referred to in this Notice are also available for inspection at the Registered Office of the Company from 10:00 a.m. to 5:00 p.m. on all working days up to the date of the Meeting and also at the Meeting.
16. Voting through electronic means e-voting to enable the shareholders to cast their vote electronically.
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members the facility to exercise their right to vote on resolutions proposed to be considered at the 38th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. 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 the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
  - II. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
  - III. The remote e-voting period begins on 17th September, 2023 at 9.00 A.M and end on 19th September, 2023 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 13th September, 2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The facility for voting through ballot paper shall be made available at the Annual General Meeting and the members as on the "cut-off date" i.e. 13th September, 2023, attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper.

**Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode i.e. CDSL/NSDL is given below:**

| Type of Shareholders   | Login Method  |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | <p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System My easi.</p> <p>After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the E-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting his/her vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/ LINKINTIME, so that the user can visit the e-Voting service providers "website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| Individual Shareholders holding securities in demat mode with NSDL | <p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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</p>  |

| Type of Shareholders   | Login Method   |
|--|--|
|  | 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.   |
| 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. After Successful login, you will be able to see e-Voting option. Once you 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.. |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

| Login Type   | Helpdesk Details  |
|--|---|
| 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 and 22-23058542-43. |
| 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 102 0990 and 1800 22 44 30  |

IV. Login method for e-Voting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on "Shareholders" module.
3. 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4. Next enter the Image Verification as displayed and Click on Login.
5. 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 e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

|   | <b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>  |
|---|---|
| PAN   | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.                |
| Dividend Bank Details<br>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. 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). |

- V. After entering these details appropriately, click on “SUBMIT” tab.
- VI. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- VII. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- VIII. Click on the EVSN for TOPLIGHT COMMERCIALS LIMITED on which you want to vote.
- IX. 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.
- X. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- XI. 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.
- XII. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- XIII. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.



XIV. 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.

XV. Facility for Non – Individual Shareholders and Custodians –Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- 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.
- 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 and to the Company at the email address viz; [toplightkol@gmail.com](mailto:toplightkol@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORY.

1. For Physical shareholders - 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 email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43 or may contact Mr. Ajit Jain, Company Secretary at Toplight Commercial Limited, 7A Bentinck Street, 1st floor, Kolkata- 700001, e-mail: [toplightkol@gmail.com](mailto:toplightkol@gmail.com)/phone No.: (033) 2248 4400 / 7676.

17. The facility for voting through Ballot paper shall be made available at the Meeting and the Members attending the Meeting, whose name are recorded in the Register of Members as on the close of business hours on Wednesday, 13th September, 2023 (hereinafter referred to as 'cut-off date') and who have not cast

their vote through remote e-voting, shall be eligible to vote at the Meeting. Their voting rights shall be reckoned in proportion to the equity shares held by them in the Company as on the cut-off date. In case of joint holder(s) attending the Meeting, only such joint holder, who is higher in order of names, will be entitled to vote.

18. The Members who have cast their vote through remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again at the Meeting.
19. Any person, who becomes the Member of the Company after dispatch of this Notice and holds shares as on the cut-off date i.e. Wednesday, 13th September, 2023 may obtain the login ID and password by sending a request to the Company/Registrar and Share Transfer Agent, Niche Technologies Private Limited at 3A, Auckland Place 7th Floor, Room No. 7A & 7B, Kolkata, Phone No.: (033) 2235-7270/7271; E-mail : nichetechpl@nichetechpl.com.
20. Pursuant to Section 72 of the Companies Act, 2013 read with rules framed there under, shareholders are entitled to make nomination in respect of shares held by them. Shareholders holding shares in physical form and desirous of making nomination(s) are requested to send their nomination(s) in the prescribed Form No. SH-13 duly filled in to Niche Technologies Private Limited, Registrar and Share Transfer Agent of the Company. Further, shareholders holding shares in electronic form are requested to contact their respective Depository Participant, with whom they are maintaining their demat account, for availing this facility.
21. Members holding shares in the same name or in the same order of names but in several folios are requested to consolidate them into one folio.
22. Mr. Sankar Kumar Patnaik, Practising Company Secretary (FCS 5699) Partner of Patnaik & Patnaik, Company Secretaries, has been appointed by the Board of Directors as the Scrutiniser, to scrutinise the voting process in a fair and transparent manner. The Scrutiniser shall, immediately after the conclusion of voting at the Meeting, count the votes cast and shall submit a Consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, not later than three days of the conclusion of the Meeting to the Chairman of the Company or any person authorised by the Chairman in writing. The Chairman or any other authorised person, as the case may be, shall declare the result of the voting forthwith.
23. The results along with the Scrutiniser's Report will be placed on the Company's website at [www.toplightltd.com](http://www.toplightltd.com) and on the CDSL's website at [www.evotingindia.com](http://www.evotingindia.com), immediately after the result is declared by the Chairman or any other authorised person, as the case may be, and the same shall be communicated to the Stock Exchanges, where the shares of the Company are traded.
24. The brief profile of the Director, who is being proposed to be re-appointed, as required pursuant to the SEBI Listing Regulations and Secretarial Standard on General Meetings, is given below:

|  |   |
|--|---|
| Name of the Director   | Mr. Bimal Gupta   |
| Director Identification Number (DIN)   | 00660977  |
| Date of Birth and Age  | 24.06.1951 (72 years)   |
| Qualification  | Graduate  |
| Experience   | Is having more than four decades of experience in Real Estate Sector  |
| Date of first appointment on the Board of Directors of the Company                     | 11.07.2016  |
| The number of Meetings of the Board attended during the year 2022-23                   | All   |
| Nature of expertise in specific functional areas                                       | Is vastly experienced in the Real Estate Business.  |
| Name(s) of other companies in which directorships are held                             | NIL   |
| Name(s) of other companies in which Committee chairmanship(s)/ membership(s) are held  | NIL   |
| Shareholding in the Company  | 67,440  |
| Number of ESOPs granted  | NIL   |
| Relationship with other Directors, Manager and Key Managerial Personnel of the company | Is one of the key promoters of the company and family member of Mr. Udit Gupta (Son) Mrs. Kumkum Gupta (Wife) and Mrs. Neha Gupta. (Daughter-in-law). |



**FORM NO. MGT-11**  
**PROXY FORM**

*[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19(3)  
of the Companies (Management and Administration) Rules, 2014]*

CIN : L51909WB1985PLC039221  
Name of the Company : TOPLIGHT COMMERCIALS LIMITED  
Regd office : 7A, Bentinck Street, 1st Floor, Kolkata- 700 001(WB)

|                     |   |  |
|---------------------|---|--|
| Name of the Members | : |  |
| Registered Address  | : |  |
| E- Mail Id          | : |  |
| Folio No.           | : |  |

I/ We, being the member(s) of ..... Shares of the above company, hereby appoint.

- |                 |                               |
|-----------------|-------------------------------|
| 1. Name.....    | Address .....                 |
| E-mail Id:..... | Signature..... or failing him |
|                 |                               |
| 2. Name.....    | Address .....                 |
| E-mail Id:..... | Signature..... or failing him |
|                 |                               |
| 3. Name.....    | Address .....                 |
| E-mail Id:..... | Signature.....                |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 38th Annual General Meeting of the company to be held on Wednesday, the 20th day of September, 2023 at 11:30 A.M. at its Registered Office at 7A, Bentinck Street, 1st Floor, Kolkata – 700001 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No.           | Description   |
|--------------------------|---|
| <b>ORDINARY BUSINESS</b> |   |
| 1                        | To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023, together with the Reports of the Board of Directors ("the Board") and Auditors thereon; |
| 2                        | To appoint a Director in place of Mr. Bimal Gupta (DIN: 00660977), who retires by rotation and, being eligible, offers himself for re-appointment as Director   |

Signed this .....Day of ..... 2023

Signature of the Shareholder(s) .....

Signature of Proxy(s) .....

Affix  
Revenue  
Stamp

**NOTES:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.



## ATTENDANCE SLIP

Name and Address of the Shareholder :

Folio No. :

No. of Shares

Full Name of the Member/Proxy  
Attending the Meeting.

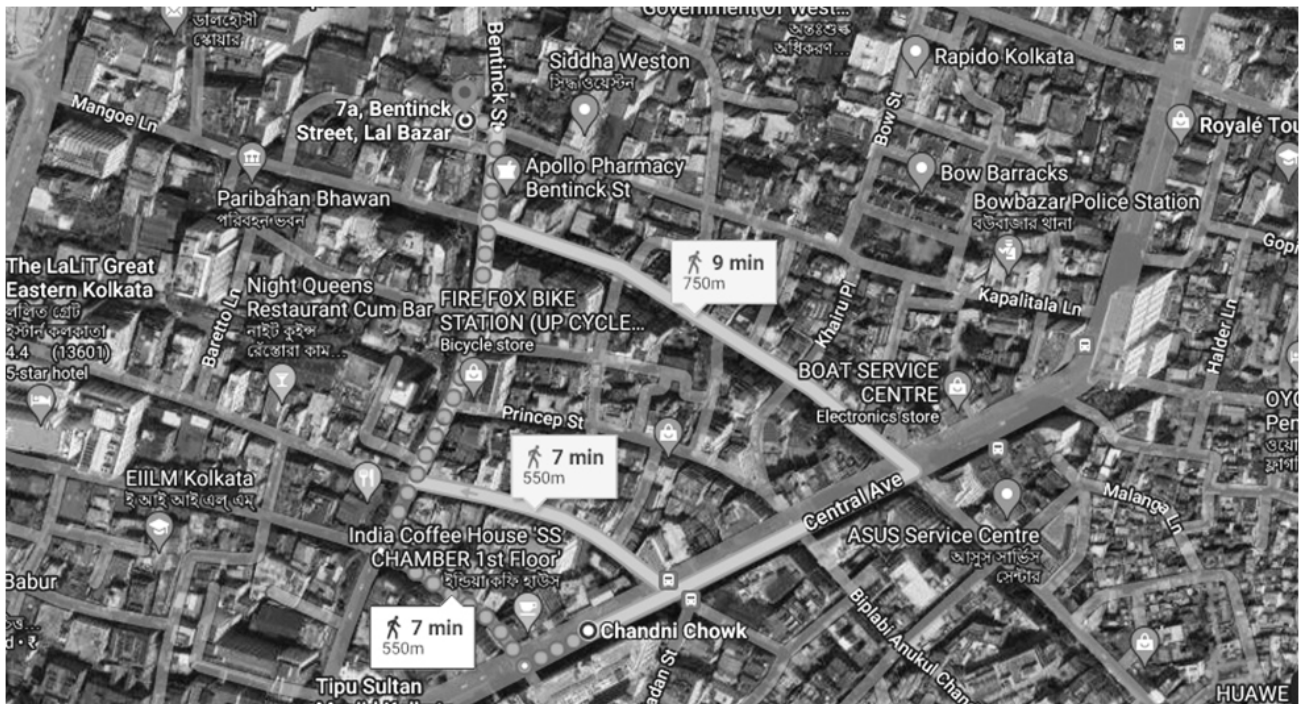
:

I hereby record my presence at the 38th Annual General Meeting of the Company being held at its Registered Office at 7A Bentinck Street, 1st Floor, Kolkata – 700001 on Wednesday, the 20th September, 2023 at 11:30 A.M.

SIGNATURE OF THE ATTENDING MEMBER / PROXY

**Note:** Shareholder/Proxy holder wishing to attend the meeting may please bring the Attendance Slip to the meeting duly signed.

## ROUTE MAP





## DIRECTORS' REPORT

To  
The Members

Your Directors take pleasure in presenting the 38th Annual Report on the business and operations of your Company together with the Audited Financial Statements for the year ended 31st March, 2023.

### FINANCIAL PERFORMANCE

The financial performance of the Company for the year ended 31st March, 2023 is summarized below

*(Rupees in thousands)*

| Particulars   | For the year ended |                  |
|---|--------------------|------------------|
|   | 31st March, 2023   | 31st March, 2022 |
| Revenue from Operations   | 56,855             | 70,982           |
| Other Income  | 22,516             | 26,394           |
| Total Income  | 79,371             | 97,376           |
| Total Expenditure   | 46,418             | 53,667           |
| Profit before Finance Costs, Exceptional Item, Tax, Depreciation and Amortization | 37,002             | 47,926           |
| Less Finance Costs  | -                  | 9                |
| Less Depreciation & Amortization Expenses   | 4,049              | 4,209            |
| Profit before Exceptional Item and Tax  | 32,953             | 43,708           |
| Exceptional Items   | -                  | -                |
| Profit Before Tax   | 32,953             | 43,708           |
| Current Tax   | 7,509              | 9,830            |
| Income Tax related to earlier years   | 53                 | 28               |
| Deferred Tax  | (353)              | 464              |
| Profit After Tax  | 25,744             | 33,387           |

### OVERVIEW OF THE COMPANY'S FINANCIAL PERFORMANCE

During the financial year ended 31st March, 2023, the Company recorded a total income of Rs. 793.71 lacs as compared to total income of Rs. 973.76 lacs in the previous financial year. The net profit of the Company for the year under review stood at Rs. 257.44 lacs as against a profit of Rs. 333.87 lacs in the previous financial year.

### REVIEW OF OPERATIONS

The Company is in the business of Commercial Real Estate. The current scenario of commercial real estate have been impacted by several factors including availability of financing, prevailing economic & demographic conditions. However, with the lifting of Covid-19 restrictions, vaccinations and subsiding cases, the economy and the real estate have strongly rebounded and activities have gained traction. Growth in GDP and per capita income in India is likely to result in an increase in demand for commercial real estate.

**DIVIDEND**

In order to conserve the resources for future requirements of the Company, your Board does not recommend any dividend for the financial year under review.

**RESERVE**

There was no transfer made to any reserves of the Company for the financial year ended 31st March, 2023.

**CAPITAL STRUCTURE**

During the year under review, your company has increased its Authorised Share Capital from existing Rs. 3,00,00,000/- (Rupees Three Crores) divided into 30,00,000 (Thirty Lacs) Equity Shares of Rs. 10/- each to Rs. 6,00,00,000/- (Rupees six Crores) divided into 60,00,000 (Sixty lacs) equity shares of Rs. 10/- each. With effect to the same, the company has also altered the Capital Clause of Memorandum of Association.

The Issued, Subscribed and Paid-up Share Capital of the Company remained unchanged at Rs. 2,86,70,600 (Rupees Two Crores Eighty Six Lacs Seventy Thousand and Six Hundred) divided in 28,67,060 Equity Share of Rs. 10/- each.

**RIGHT ISSUE**

The Company is operating a Commercial Building in South Kolkata called the "Gariahaat Mall". The said Mall needs Repair, Maintenance & Renovation from time to time. The Cash Flows of the Company has been impacted for the last few years. Further the Covid Pandemic has also impacted the Revenue & Earnings of the Company adversely. In view of the same, the Board of Directors of the Company in their Meeting held on 18.04.2023 decided to raise Funds by way of Rights Issue to meet the Business requirements of the Company.

**EXTRACT OF ANNUAL RETURN**

The draft MGT -7 for the year ended 31st March, 2023 is available on the company's website [www.toplightltd.com](http://www.toplightltd.com).

**DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

In accordance with Article of Association of the Company and the provision of the Section 152 of the Companies Act, 2013, Mr. Bimal Gupta (DIN: 00660977), will retire by rotation at the ensuing Annual General Meeting and, being eligible, offers himself for re-appointment.

In terms of the provisions of Section 164 of the Companies Act, 2013, none of the Directors of the Company are disqualified for appointment or for continuation as Director of the Company.

**DECLARATION BY INDEPENDENT DIRECTORS:**

The Company has 2 (Two) Independent directors, Mr. Kishor Sanghani and Mr. Chittaranjan Maikap. The Company has received declaration from the Independent Directors, affirming that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The independent directors have also complied with the Code for Independent Directors prescribed in Schedule IV to the Act and Code of Conduct for Directors and senior management personnel. In the opinion of the Board, there has been no change in the circumstances which may affect their status as Independent Directors of the Company.

**FAMILARISATION PROGRAMME FOR INDEPENDENT DIRECTOR:**

To familiarize the Independent Directors with the strategy, operations and functions of our Company, the executive directors and senior managerial personnel make presentation to the Independent Directors about the Company's strategy, operations and service offerings, finance, quality etc. to familiarise themselves with the operations of the company and to offer their specialised knowledge for improvement of the performance of the company.

**BOARD MEETINGS:**

During the period under review, the Board met 6 (Six) times on 30/05/2022, 11/08/2022, 27/10/2022, 14/11/2022, 13/02/2023 and 24/03/2023 and the gap between two consecutive meetings was not more than one hundred and twenty days as provided in section 173 of the Companies Act, 2013.

**REMUNERATION POLICY:**

A Nomination and Remuneration Policy has been formulated pursuant to the provisions of Section 178 and other applicable provisions of the Companies Act, 2013 and Rules thereto stating therein the Company's policy on Directors'/Key Managerial Personnel/other employee's appointment and remuneration by the Nomination and Remuneration Committee and approved by the Board of Directors.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186**

The details of loans given and investments made by the company under the provisions of section 186 of the Companies Act, 2013 is given in notes to the Financial Statements.

**LOAN FROM DIRECTORS**

The Company has not received any loan from its Directors.

**PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

The company has not entered into any transaction with Related Parties during the financial year.

**ANNUAL EVALUATION BY THE BOARD**

In compliance with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations, the Board of Directors has carried out an Annual Evaluation of its own performance and performance of Board Committees, Individual Directors, Chairpersons and the CEO etc., for the year under review.

The Board reviewed the performance of individual Directors, their personal performance carried out using a peer review process, participation, contribution and offering guidance and understanding of the areas which were relevant to them in their capacity and was assessed on selected parameters related to roles, responsibilities and obligations of the Board and functioning of the Committees including assessing the quality, quantity and timeliness of flow of information between the Company's Management and the Board which is necessary for the Board to effectively and reasonably perform their duties.

**ANNUAL EVALUATION OF BOARD'S PERFORMANCE:**

According to Regulation 25(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule IV of the Companies Act, 2013, a meeting of the Independent Directors was held on 11th August, 2022 to review the performance of the Non- Independent Directors, Chairman and the Board as a whole.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, RESEARCH & DEVELOPMENT AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The provisions of Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 with regard to disclosures on conservation of energy, technology absorption is not applicable to the Company.

During the period under review there was no foreign exchange earnings or out flow.

**SUBSIDIARY/ASSOCIATES/JOINT VENTURE COMPANIES:**

The Company does not have any Subsidiary, Associate or Joint Venture Companies.

**DEPOSITS:**

Your Company has not accepted any deposits.

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS AND TRIBUNALS:**

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's future operations.

**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 with the requirements of The Sexual Harassment of Women at the 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 by the company during the financial year.

**VIGIL MECHANISM / WHISTLE BLOWER POLICY**

In compliance with provisions of Section 177(9) of the Companies Act, 2013 and SEBI Listing Regulation, 2015, the Company has framed a Vigil Mechanism/Whistle Blower Policy to deal with unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy, if any. The Vigil Mechanism/Whistle Blower Policy has also been uploaded on the website of the Company and is available at [www.toplightltd.com](http://www.toplightltd.com).

The Audit committee oversees the vigil mechanism and the persons who avail the mechanism are encouraged to escalate to the level of the Audit Committee for any issue of concerns impacting and compromising with the interest of the Company and its stakeholders in any way. This policy also allows the direct access to the Chairperson of the Audit Committee.

**INTERNAL FINANCIAL CONTROLS:**

Your Company has in place adequate internal financial controls with reference to the Financial Statements. Such controls have been tested during the year and no reportable material weaknesses in design or operation was observed. The Internal Financial Control systems and procedures and their effectiveness are reviewed and monitored on a regular basis.

**LISTING WITH STOCK EXCHANGE:**

The Company is listed with Calcutta Stock Exchange Limited and the Company has paid the listing fees of the said Exchange.

**AUDIT COMMITTEE:**

Your Board has a duly constituted Audit Committee in terms of Section 177 of the Companies Act, 2013 read with the Rules framed there under. The Composition, Name of members, number of meetings, Chairperson and attendance of the Audit Committee during the financial year 2022-23 is as follows:

| Name of Members         | Members/ Chairman | No. of Meetings held | No. of Meetings attended |
|-------------------------|-------------------|----------------------|--------------------------|
| Mr. Kishor Sanghani     | Chairman          | 4                    | 4                        |
| Mr. Chittaranjan Maikap | Member            | 4                    | 4                        |
| Mrs. Neha Gupta         | Member            | 4                    | 4                        |

During the year the Committee had 4 meetings i.e. on 30/05/2022, 11/08/2022, 14/11/2022, and 13/02/2023.

**NOMINATION AND REMUNERATION COMMITTEE:****Terms of reference :-**

Your Board has a duly constituted Nomination and Remuneration Committee in terms of Section 178 of the Companies Act, 2013 read with the Rules framed thereunder comprising of 3 members namely Mr. Kishor Sanghani (Chairman), Mrs. Neha Gupta and Mr. Chittaranjan Maikap. This Committee identifies the persons, who are qualified to become Directors of the Company / who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and also carries out evaluation of every director's performance. The Committee also formulates the criteria for determining qualifications, positive attributes, independence of the Directors and recommend to the Board a Policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees. The number of meetings, Chairperson and attendance of the Committee during the financial year 2022-23 is as follows:

| Name of Members         | Member / Chairman | No. of Meetings held | No. of Meetings attended |
|-------------------------|-------------------|----------------------|--------------------------|
| Mr. Kishor Sanghani     | Chairman          | 2                    | 2                        |
| Mrs. Neha Gupta         | Member            | 2                    | 2                        |
| Mr. Chittaranjan Maikap | Member            | 2                    | 2                        |

During the year the Committee met twice on 11/08/2022 and 24/03/2023.

**STAKEHOLDER'S RELATIONSHIP COMMITTEE:****Terms of reference:**

The Committee focuses primarily on monitoring expeditious redressal of investors/ stakeholders grievances and also function in an efficient manner that all issues/ concerns stakeholders are addressed / resolved promptly.

The Composition, Name of members, number of meetings, Chairperson and attendance of the Committee during the financial year 2022-23 is as follows:

| Name of Members         | Member/ Chairman | No. of Meetings held | No. of Meetings attended |
|-------------------------|------------------|----------------------|--------------------------|
| Mr. Kishor Sanghani     | Chairman         | 1                    | 1                        |
| Mr. Udit Gupta          | Member           | 1                    | 1                        |
| Mr. Chittaranjan Maikap | Member           | 1                    | 1                        |

During the year the Committee met once on 11/08/2022.

**CORPORATE SOCIAL RESPONSIBILITY (CSR):**

The provisions of Corporate Social Responsibility in terms of Sec 135 of the Companies Act 2013 are not applicable to the Company.

**RISK MANAGEMENT POLICY:**

Risk Management Programme involves risk identification, assessment and risk mitigation planning for strategic, operational, financial and compliance related risks across various levels of the organization. The Board of Directors and senior management team recurrently assess the operations and operating environment to identify potential risks and take necessary mitigation actions.

**DIRECTORS' RESPONSIBILITY STATEMENT**

As stipulated under Section 134 of the Companies Act, 2013, your Directors subscribe to the Directors' Responsibility Statement and confirm that

- a) in the preparation of the annual accounts, 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 of the Company for the year ended on that date;
- c) 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;
- d) the directors have prepared the annual accounts 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 are operating effectively;
- 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.

**STATUTORY AUDITORS**

In terms of the provisions of Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, M/s Ashok Kumar Duggar & Associates, Chartered Accountants (Firm Registration No. 308027E) were appointed as the Statutory Auditor of the Company for a period of five years to hold office from the conclusion of the 37th Annual General Meeting of the Company until the conclusion of the 42nd Annual General Meeting of the Company.

**AUDITORS' REPORT**

The Auditors Report read together with the Notes on Accounts are self-explanatory and, therefore, do not call for any further explanations and comments. No frauds were reported by the Auditor under sub-section 12 of Section 143 of the Companies Act, 2013.

**SECRETARIAL AUDITOR**

Pursuant to the provisions of Section 204 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company has appointed Mr. Sankar Kumar Patnaik, partner of Patnaik & Patnaik, Practising Company Secretaries to undertake the Secretarial Audit of the company for the financial year 2022-23. The Secretarial Audit report for the financial year ended 31st March, 2023 is attached as "Annexure-I" to this report.

**INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has put in place a proper and adequate system of internal controls, to ensure the safeguarding of

assets and their usage, maintenance of proper records, adequacy and reliability of operational information is commensurate with the size, scale and complexity of its operations. The internal control is supplemented by an extensive audit by internal and external audit teams and periodic review by the top management, Audit Committee and Board of Directors. Internal audit department evaluates legal and compliance issues and supports in assessment of Internal Control Systems and identification of other important issues as a powerful tool for risk control and governance.

**CORPORATE GOVERNANCE:**

Pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Report on Corporate Governance and a certificate confirming compliance of conditions of Corporate Governance, is annexed herewith as Annexure-'II' and forms part of this Board Report.

**INSOLVENCY AND BANKRUPTCY CODE**

The Company has neither made any application nor any application is pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016), hence the requirement to disclose the details of application made or any proceeding pending under Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the Financials year is not applicable.

**COST RECORDS**

The maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 is not required by the Company.

**REMUNERATION RATIO OF THE DIRECTORS/ KMP/ EMPLOYEES:**

The information required pursuant to section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in "Annexure – III" which forms part of this Report.

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

Management Discussion and Analysis Report for the year under review as stipulated under Regulation 34(3) read with Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is attached as "Annexure – IV" forming part of the Annual Report.

**OTHER DISCLOSURE REQUIREMENTS:**

- The disclosures and reporting with respect to issue of equity shares with differential rights as to dividend, voting or otherwise is not applicable as the Company has not issued any such shares during the reporting period.
- The disclosures and reporting on issue of shares (including sweat equity shares and Issue of Shares under Employees Stock Option Scheme) to employees of the Company under any scheme are not applicable as the Company has not issued any such shares during the reporting period.
- There are no material changes and commitments affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.
- There is no change in the nature of the business of the Company.
- The company has complied with the applicable provisions of Secretarial Standards SS-1 and SS-2 with respect to convening of Board Meetings and General Meetings during the period under review.

**ACKNOWLEDGEMENT:**

The Directors commend the continued commitment and dedication of employees at all levels. The Directors express their sincere thanks and place on record their deep appreciation of the valuable patronage extended by the shareholders, clients, Bankers, Government and others.

Place : Kolkata  
Date : 11.08.2023

*Registered Office :*  
7A, Bentinck Street, 1st Floor  
Room No. 105, Kolkata - 700 001

For and on behalf of the Board of Directors  
For TOPLIGHT COMMERCIALS LIMITED

**Udit Gupta**  
Whole Time Director  
DIN : 00741483

**Bimal Gupta**  
Whole Time Director  
DIN : 00660977



**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2023**

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

To,  
The Members,  
**Toplight Commercial Limited**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Toplight Commercial Ltd (hereinafter called the Company). Secretarial audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2023 ("Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2023 according to the provisions of:

- (i) The Companies Act, 2013 ("the Act") and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):
  - a] The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b] The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c] The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not applicable to the company during the audit period);
  - d] Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (Not applicable to the company during the audit period);
  - e] The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not applicable to the company during the audit period);
  - f] The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

- g] The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not applicable to the company during the audit period); and
  - h] The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (Not applicable to the company during the audit period).
- (vi) There are no other laws, as informed and certified by the Management of the Company, which are specifically applicable to the Company based on their sector/ industry.

We have also examined compliance with the applicable clauses of the following:

- (i) The Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India;
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

We report that, during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No changes in the composition of the Board of Directors that took place during the period under review.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the company has not undertaken any specific events/actions that can have a major bearing on the Company's compliance responsibilities in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For **Patnaik & Patnaik**  
Company Secretaries  
Unique Code: P2017WB064500

**S. K. Patnaik**  
Partner

FCS No. : 5699  
C.P. No. : 7117

Peer Review Cert. No. 1688 / 2022  
UDIN:F005699E000777250

Place: Kolkata  
Date: : 11th August, 2023

**[Note:** This Report is to be read with my letter of declaration which is annexed hereto as “**Annexure –A**” and forms an integral part of this Report.]

**ANNEXURE : A**

To

The Members

**Toplight Commercial Limited**

Our Report is to be read along with this letter.

- (i) Maintenance of secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- (ii) We have followed the audit practices and processes as appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- (iii) We have not verified the compliance by the Company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts since the same have been subject to review by the statutory financial auditors, tax auditors and other designated professionals.
- (iv) The status of compliance of other laws as listed at (vi) in our Report, we relied upon the statement provided by the Management.
- (v) Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc.
- (vi) The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. Our examination was limited to the verification of the same on test basis.
- (vii) The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

For **Patnaik & Patnaik**  
*Company Secretaries*  
Unique Code: P2017WB064500

**S. K. Patnaik**  
*Partner*

FCS No. : 5699

C.P. No. : 7117

Peer Review Cert. No. 1688 / 2022

UDIN:F005699E000777250

Place: Kolkata

Date: : 11th August, 2023

## **REPORT ON CORPORATE GOVERNANCE**

The Directors present the Company's Report on Corporate Governance pursuant to the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI Listing Regulations) for the financial year ended 31st March, 2023. This report on Corporate Governance is divided into the following parts:

- a. Company's philosophy on Code of Corporate Governance
- b. The Board of Directors ("Board")
- c. Audit Committee
- d. Nomination and Remuneration Committee
- e. Stakeholders Relationship Committee
- f. General Body Meetings
- g. Material related party transaction
- h. General Shareholder information

**a. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:**

Effective corporate governance is the basis for decision-making and control processes and comprises responsible, value based management and monitoring focused on long-term success, goal-orientation and respect for the interests of our stakeholders. It provides the framework for attaining company's objectives while balancing the interests of all its stakeholders.

Your Company is dedicated to conduct its business consistently with the highest standards of business ethics and values. We have an obligation towards our stakeholders including shareholders, employees, customers, suppliers and communities to be honest, fair and forthright in our business activities.

The Company's governance framework is based on the following principles:

- Appropriate composition and size of the Board, with all the Members bringing in expertise in their respective domains;
- Availability of information to the Members of the Board and Board Committees to enable them to discharge their fiduciary duties;
- Timely disclosure of material, operational and financial information to the Stakeholders;
- Proper business conduct by the Board, Senior Management and employees.

**b. THE BOARD OF DIRECTORS:**

The Company recognizes and embraces the importance of a diverse Board in its success and it believes that a truly diverse Board would leverage differences in thought, perspective, knowledge, skill and industry experience, which will enrich Board discussions and enable effective decision making. Your Company actively seeks to adopt best practices for an effective functioning of the Board and believes in having a truly diverse Board whose wisdom and strength can be leveraged for earning higher returns for its shareholders and better Corporate Governance. Therefore, the Board is an ideal mix of knowledge, perspective, professionalism, divergent thinking and experience.

In line with the applicable provisions of the Act and the SEBI Regulations, your Company's Board has an optimum combination of Executive and Non-Executive Directors with one-third of the Board comprising

Independent Directors. The Board effectively separates the functions of governance and management and balances deliverables.

**Skills / Expertise / Core Competencies of the Board**

The Board of the Company is structured having requisite level of education/qualifications, professional background, sector expertise, special skills, nationality and geography. The Board after taking into consideration the Company's nature of business, core competencies and key characteristics has identified the following core skills/ expertise/ competencies as required in the context of its business(es) & sector(s) for it to function effectively and which are currently available with the Board.

**i. Composition and Category of the Board:**

The Company is managed by the Board of Directors in synchronization with the Senior Management team. The Board does not step into the management shoes, it reviews the strategy, asks the right questions and mentors the management for sustainable profitable growth of the Company. There is a complete alignment between the Board and the Management on the respective roles. The composition and strength of the Board is reviewed from time to time for ensuring that it remains aligned with statutory as well as business requirements.

The Company has a judicious mix of Executive and Non-Executive Directors as governed by the Companies Act, 2013 (the "Act") and the stipulations laid down in the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). As on March 31, 2023, the Board comprised of 6 (Six) Directors out of which 3 (Three) are Executive Directors (i.e. 50%), 3 (three) are Non-Executive Directors (i.e. 50%) which includes two Non-Executive Independent Directors. The Chairman of the Board is a Non-Executive Independent Director. The composition of the Board is in conformity with Regulation 17 of the Listing Regulations and Section 149 of the Act and other applicable regulatory requirements. As on the date of this report, all Directors of the Company meet the criteria of maximum number of directorship as laid down in section 165 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Independent Directors are Non-Executive Directors as defined under Regulation 16(1)(b) of the Listing Regulations and Section 149(6) of the Act. The maximum tenure of Independent Directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the Listing Regulations and Section 149(6) of the Act.

Details of Directorship / Committee Chairmanship / Membership of other companies as on 31st March, 2023:

| Sr. No. | Name of Director              | Original date of appointment | Category           | No. of Shares Held in the Company | No. of Directorship in other Indian Public Limited Companies | No. of Committee Position in other Indian Public Limited Companies |
|---------|-------------------------------|------------------------------|--------------------|-----------------------------------|--|--|
| 1       | UDIT GUPTA<br>DIN- 00741483   | 09/07/2008                   | Wholetime Director | 4,80,450                          | NIL  | NIL  |
| 2.      | BIMAL GUPTA<br>DIN- 00660977  | 11/07/2016                   | Wholetime Director | 67,440                            | NIL  | NIL  |
| 3.      | KUMKUM GUPTA<br>DIN- 00499986 | 20/12/1993                   | Wholetime Director | 5,42,450                          | NIL  | NIL  |

## Toplight Commercial Limited

| Sr. No. | Name of Director                     | Original date of appointment | Category                                       | No. of Shares Held in the Company | No. of Directorship in other Indian Public Limited Companies | No. of Committee Position in other Indian Public Limited Companies |
|---------|--------------------------------------|------------------------------|--|-----------------------------------|--|--|
| 4       | NEHA GUPTA<br>DIN- 09020690          | 18/01/2021                   | Non-Executive Director                         | NIL                               | NIL  | NIL  |
| 5       | KISHOR SANGHANI<br>DIN- 00499950     | 14/04/1998                   | Chairman- Non-Executive - Independent Director | NIL                               | NIL  | NIL  |
| 6       | CHITTARANJAN MAIKAP<br>DIN- 06929527 | 21/07/2014                   | Non-Executive-Independent Director             | NIL                               | NIL  | NIL  |

- Note:** (1) This excludes directorships in private limited companies, foreign companies and companies licensed under Section 8 of the Companies Act, 2013 / Section 25 of the Companies Act, 1956;
- (2) This relates to membership of Committees referred to in Regulation 26(1) of the Listing Regulations, viz. Audit Committee and Stakeholders Relationship Committee of all public limited companies, whether listed or not and excludes private limited companies, foreign companies and companies licensed under Section 8 of the Companies Act, 2013 / Section 25 of the Companies Act, 1956;

### ii. Meetings of the Board:

The Board meets at least once in a quarter, inter alia, to review the quarterly financial results, performance of the Company, status of compliance of laws, review of business and functions, material transactions and other similar matters. The gap between any two Board Meetings did not exceed one hundred and twenty days, as prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The members of the Board have complete access to all the information of the Company.

During Financial Year ("F.Y.") 2022-23, 6 (Six) Board Meetings were held on 30/05/2022, 11/08/2022, 27/10/2022, 14/11/2022, 13/02/2023 and 24/03/2023.

The necessary quorum was present for all the meetings. The notice and detailed agenda along with the relevant notes and other material information were sent in advance separately to each Director and in exceptional cases tabled at the Meeting with the approval of the Board:

Details of Directors attendance at Board Meetings and at the last Annual General Meeting (AGM) held during the financial year 2022-23:

| Name of the Directors | No. of Meeting during the Financial year 2022-23 |          | AGM, 22nd September 2022 |
|-----------------------|--|----------|--------------------------|
|                       | Held   | Attended |                          |
| UDIT GUPTA            | 6  | 6        | Yes                      |
| BIMAL GUPTA           | 6  | 6        | Yes                      |
| KUMKUM GUPTA          | 6  | 6        | Yes                      |
| NEHA GUPTA            | 6  | 6        | Yes                      |
| KISHOR SANGHANI       | 6  | 6        | Yes                      |
| CHITTARANJAN MAIKAP   | 6  | 6        | Yes                      |

**iii. Independent Directors Meeting:**

During the year the Independent Directors meeting was held on 11/08/2022.

The terms of reference of the Independent Directors includes various matters in conformity with the statutory guidelines including the following:

- Evaluation of the performance of the Non-Executive Directors and Board of Directors as a whole;
- Evaluation of the performance of the Chairman of the Company;
- Taking into account views of the Executive and Non-executive Directors;
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Non-Executive Independent Directors of the Company attended the meeting.

**c. AUDIT COMMITTEE:**

In line with the provisions of Regulation 18 of Listing Regulations, read with Part C of Schedule II and Section 177 of the Act, thereto, a three member Audit committee of the Board ("AC") comprises two independent Directors and one Non-executive Director. All Members of the Committee are financially literate. The Committee invites statutory auditor and the internal auditor for one-on-one discussion, independent of the management. The Chief financial officer of the Company is present at the Audit Committee for relevant Agenda matters.

The Audit Committee met 4 (four) times during the period under review for FY 2022-23 viz, 30/05/2022, 11/08/2022, 14/11/2022 and 13/02/2023.

The Composition of the Audit Committee along with the details of the meetings held and attended during the aforesaid period is detailed below:

| Name                | Position Held | Number of Meeting during the Financial Year 2022-23 |          |
|---------------------|---------------|---|----------|
|                     |               | Held  | Attended |
| KISHOR SANGHANI     | Chairperson   | 4   | 4        |
| CHITTARANJAN MAIKAP | Member        | 4   | 4        |
| NEHA GUPTA          | Member        | 4   | 4        |

The Charter of Audit Committee, inter-alia, articulates its role, responsibility and powers as follows:

1. Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - b. Changes, if any, in accounting policies and practices and reasons for the same;

- c. Major accounting entries involving estimates based on the exercise of judgment by management;
- d. Significant adjustments made in the financial statements arising out of audit findings;
- e. Compliance with listing and other legal requirements relating to financial statements;
- f. Disclosure of any related party transactions;
- g. Modified opinion(s) in the draft audit report;
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Evaluation of internal financial controls and risk management systems;
7. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
8. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
9. Discussion with internal auditors of any significant findings and follow up there on; and
10. Other related matters.

**d. NOMINATION AND REMUNERATION COMMITTEE:**

As on 31.03.2023, the Nomination and Remuneration Committee ("NRC") of the Company is constituted in line with the provisions of Regulation 19 of the Listing Regulations, read with Part D of Schedule II and Section 178 of the Act. As on the date of this report, the Nomination and Remuneration Committee ("NRC") comprised of 3 (three) Members. During the year the committee met twice on 11/08/2022 and 24/03/2023.

The Composition of the Nomination and Remuneration Committee along with the details of the meetings held and attended during the aforesaid period is detailed below:

| Name                | Position Held | Number of Meeting during the Financial Year 2022-23 |          |
|---------------------|---------------|---|----------|
|                     |               | Held  | Attended |
| KISHOR SANGHANI     | Chairperson   | 2   | 2        |
| CHITTARANJAN MAIKAP | Member        | 2   | 2        |
| NEHA GUPTA          | Member        | 2   | 2        |

**e. STAKEHOLDERS AND RELATIONSHIP COMMITTEE:**

The Stakeholders Relationship Committee ("SRC") of the Company is constituted in compliance with the requirements of the Provisions of Regulation 20 of the Listing Regulations, read with Part D of Schedule II and Section 178 of the Companies Act, 2013. During the year one Stakeholders and Relationship Committee Meeting was held on 11/08/2022.

The terms of reference of the SRC, inter-alia, includes the following:

- (i) Consider and resolve the grievances of security holders of the Company, including complaints related to transfer/transmission of securities, non-receipt of annual report/ declared dividends / notices / balance sheet, issue of new/duplicate certificates, general meetings etc.
- (ii) Monitor and Reviewing of investors complaints and take necessary steps for redressal thereof;



- (iii) To perform all functions relating to the interest of the Stakeholders of the Company as may be required by the provisions of the Companies Act, 2013 and the rules made there under, Listing Agreements and the guidelines issued by SEBI or any other regulatory authority.

The Company attends to the shareholders' / Investors' grievances / correspondence expeditiously.

As on the date of this report, Stakeholders Relationship Committee ("SRC") comprised of 3 (three) Members as per details given in the table below.

The Composition and attendance of Stakeholder Relationship Committee is given below:

| Name                | Position Held | Number of Meeting during the Financial Year 2022-23 |          |
|---------------------|---------------|---|----------|
|                     |               | Held  | Attended |
| KISHOR SANGHANI     | Chairperson   | 1   | 1        |
| CHITTARANJAN MAIKAP | Member        | 1   | 1        |
| UDIT GUPTA          | Member        | 1   | 1        |

Your Company obtains yearly certificate from a Company Secretary in Practice confirming the issue of certificate for transfer, sub-division, consolidation etc., within the prescribed timelines and submits a copy thereof to the stock exchanges in terms of Regulation 40(9) of the SEBI Regulations. Further the Compliance Certificate under Regulation 7(3) of the SEBI Regulations, confirming that all activities in relation to both physical and electronic share transfer facility are maintained by Registrar and Transfer facility are maintained by Registrar and Transfer Agent is also submitted to the Stock Exchanges on a yearly basis.

**f. GENERAL BODY MEETING:**

**(i) Details of last three Annual General Meeting ("AGM") are as under:**

| Sr. No. | Day, Date and Time                           | Location  | Details of Special Resolution Passed  |
|---------|--|---|---|
| 1       | Thursday, 22nd September, 2022<br>11:30 AM   | Registered Office:<br>7A, Bentinck Street,<br>Kolkata - 700 001 |   |
| 2       | Thursday, 23rd September, 2021<br>11:00 AM   | Registered Office:<br>7A Bentinck Street,<br>Kolkata - 700 001  | 1. One special resolution passed for alternation of main object clause.<br>2. Three special resolutions passed under section 196. |
| 3       | Wednesday<br>11th November, 2020<br>11:00 AM | Registered Office :<br>7A Bentinck Street,<br>Kolkata - 700 001 | --  |

**(ii) Detail of Extra-Ordinary General Meetings**

| Sr. No. | Day, Date and Time                        | Location   | Details of Special Resolution Passed   |
|---------|---|--|--|
| 1       | Monday<br>28th November, 2022<br>11:30 AM | Registered Office:<br>7A Bentinck Street,<br>Kolkata - 700 001 | 1. One special resolution passed for alternation in the Capital clause of Memorandum of Association. |

**(iii) Postal Ballot:**

During the year under review, no resolution was passed through Postal Ballot.

**g. MATERIAL RELATED PARTY TRANSACTIONS:**

There are no transactions of material nature other than reported under “Related Party Disclosures” that have been entered into by the Company with the promoters, directors, their relatives and the management and in any Company in which they are interested and that may have potential conflict with the interest of the Company.

All details relating to financial and commercial transactions where Directors may have a pecuniary interest are provided to the Board and the interested Directors neither participate in the discussion, nor do they vote on such matters. The Company has formulated a policy on dealing with Related Party Transactions and determining material subsidiaries.

**h. GENERAL INFORMATION FOR SHAREHOLDERS:**

**(i) Company Registration Details:**

The Company is registered in the State of West Bengal, India. The Corporate Identification Number (CIN) allotted to the Company by the Ministry of Corporate Affairs is L51909WB1985PLC039221.

**(ii) Annual General Meeting (“AGM”) for the F.Y. 2022-23:**

|                |  |
|----------------|--|
| Day and Date   | 20th September, 2023   |
| Time           | 11:30 AM   |
| Venue          | Registered Office: 7A Bentinck Street, 1st Floor, Kolkata - 700001 |
| Financial Year | The Company follows 1st April to 31st March as Financial year.     |

**(iii) Stock Exchanges where the securities of the Company are listed:**

The Calcutta Stock Exchange Limited  
7, Lyons Range, Kolkata – 700 001

**(iv) Stock Market Data:**

As trading is suspended on Calcutta Stock Exchange, no stock market data is available.

**(v) Registrar to an Issue and Share Transfer Agents:**

Niche Technologies Pvt. Ltd.  
3A, Auckland Place 7th Floor, Room No. 7A & 7B, Kolkata - 700017  
(033) 2235-7270/7271, 2234-3576, 2215-6823  
nichetechpl@nichetechpl.com | www.nichetechpl.com

**(vi) Share Transfer System:**

In terms of Regulation 40(1) of SEBI Listing Regulations, as amended, securities can be transferred only in dematerialized form w.e.f. April 1, 2019, except in case of request received for transmission or transposition of securities. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company. The Officers of the Registrars were authorised to approve transfers.

**(vii) Distribution of Shareholding and Shareholding Pattern as on March 31, 2023:**

**Distribution of Shareholding:**

| Slab of Shareholding | No. of Shareholders | % age          | No. of Shares  | %age           |
|----------------------|---------------------|----------------|----------------|----------------|
| 1-500                | 2028                | 92.6874        | 525960         | 18.3449        |
| 501-1000             | 42                  | 1.9196         | 32750          | 1.1423         |
| 1001-5000            | 75                  | 3.4278         | 251901         | 8.7860         |
| 5001-10000           | 11                  | 0.5027         | 79929          | 2.7878         |
| 10001-50000          | 24                  | 1.0969         | 528261         | 18.4252        |
| 50001-100000         | 6                   | 0.2742         | 425359         | 14.8361        |
| 100001 and above     | 2                   | 0.0914         | 10,22,900      | 35.6777        |
| <b>Total</b>         | <b>2188</b>         | <b>100.000</b> | <b>2867060</b> | <b>100.000</b> |

**Category of Shareholders:**

| Category                   | No. of Shares held | % of Shareholding |
|----------------------------|--------------------|-------------------|
| Promoters & Promoter Group | 1342140            | 46.812            |
| Institutional Investors    | Nil                | Nil               |
| Body Corporate             | 169980             | 5.929             |
| Indian Public              | 1354940            | 47.259            |
| NRIs/OCBs                  | Nil                | Nil               |
| <b>Total</b>               | <b>2867060</b>     | <b>100.00</b>     |

**(viii) Compliance Certificate**

Certificate from the Statutory Auditors confirming compliance with conditions of Corporate Governance as stipulated of the Listing Regulations is attached and forms part of this Report.

Registered Office :  
7A, Bentinck Street, 1st Floor  
Room No. 105, Kolkata - 700 001

Date : 11.08.2023

For and on behalf of the Board of Directors  
For TOPLIGHT COMMERCIALS LIMITED

**Udit Gupta**  
Whole Time Director  
DIN : 00741483

**Bimal Gupta**  
Whole Time Director  
DIN : 00660977

**Ashok Kumar Duggar & Associates**  
Chartered Accountants

9, Princep Street  
Ground Floor  
Kolkata - 700 072

## **INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

### **To the Members of Toplight Commercial Limited**

This Certificate is issued in accordance with the terms of our engagement with **Toplight Commercial Limited** ('the Company').

We have examined the compliance of conditions of Corporate Governance by the Company, for the year ended March 31, 2023 as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

### **Managements' Responsibility**

The compliance of conditions of Corporate Governance is the responsibility of the management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

### **Auditor's Responsibility**

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), to the extent relevant, the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

### **Opinion**

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations during the year ended March 31, 2023.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **Ashok Kumar Duggar & Associates**  
Chartered Accountants  
Firm's Registration Number : 308027E  
**Harsh Dugar**  
Partner

Place : Kolkata  
Date : 27th day of May 2023

Membership No: 309621  
UDIN: 23309621BGWVVD4305

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

*[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015]*

To,  
The Members of  
Toplight Commercial Ltd  
7A Bentinck Street, 1st Floor  
Kolkata-700001

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Toplight Commercial Ltd. (CIN L51909WB1985PLC039221) and having its Registered Office at 7A Bentinck Street, 1st Floor, Kolkata-700001 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal ([www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the directors on the Board of the Company as stated below for the financial year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

| Sr. No. | Name of Director        | DIN      | Date of Appointment in Company |
|---------|-------------------------|----------|--------------------------------|
| 1.      | Mr. Kishor Sanghani     | 00499950 | 14/04/1998                     |
| 2.      | Mrs. Kumkum Gupta       | 00499986 | 20/12/1993                     |
| 3.      | Mr. Bimal Gupta         | 00660977 | 11/07/2016                     |
| 4.      | Mr. Udit Gupta          | 00741483 | 09/07/2008                     |
| 5.      | Mr. Chittaranjan Maikap | 06929527 | 21/07/2014                     |
| 6.      | Mrs. Neha Gupta         | 09020690 | 18/01/2021                     |

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Patnaik & Patnaik**  
Company Secretaries  
Unique Code: P2017WB064500

**S. K. Patnaik**  
Partner

FCS No.: 5699

C.P. No.:7117

Peer Review Cert. No. 1688/2022

UDIN: F005699E000777404

Place: Kolkata  
Date: : 11th August, 2023

### **CERTIFICATE OF COMPLIANCE WITH CODE OF CONDUCT**

The Company has framed a specific Code of Conduct to be followed by the members of the Board of Directors and the Senior Management Personnel of the Company. We have incorporated in the conduct duties of the Independent Directors as laid down in schedule IV of the Companies Act, 2013. The said "Code" has been circulated to the members of the Board and Senior Management Personnel of the Company, who have confirmed compliance of the same for the year ended 31st March, 2023. The Said "Code" is also been posted on [www.toplightltd.com](http://www.toplightltd.com) the website of the Company. Based on the above, it is hereby declared that the code has been complied with by all.

Place : Kolkata  
Date : 11th August, 2023

For TOPLIGHT COMMERCIALS LIMITED  
**Udit Gupta**  
*Wholetime Director*  
(DIN - 00741483)

**CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION**

**DECLARATION PURSUANT TO REGULATION 33(3) (D) OF  
SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS)  
REGULATIONS, 2015**

Pursuant to Regulations 33(3)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we confirm that the Statutory Auditors of the Company, M/s Ashok Kumar Duggar & Associates, Chartered Accountants, have issued Audit Report with unmodified opinion on the Audited Financial Results of the Company for the year ended 31st March 2023.

Place : Kolkata  
Date : 27th May, 2023

**Udit Gupta**  
CFO

**ANNEXURE : III**

**DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12)  
OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES  
(APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

- (i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2022-23, the ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2022-23 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

| Sl. No. | Name              | Designation               | Qualification       | Remuneration (Amount) | Date of Commencement of Employment | Age | Experience (in Years) |
|---------|-------------------|---------------------------|---------------------|-----------------------|------------------------------------|-----|-----------------------|
| 1       | Mrs. Kumkum Gupta | Whole Time Director       | Graduate            | 36,00,000             | 20/12/1993                         | 71  | 30                    |
| 2       | Mr. Udit Gupta    | Whole Time Director & CFO | Post Graduate (MBA) | 26,00,000             | 09/07/2008                         | 40  | 15                    |
| 3       | Mr. Bimal Gupta   | Whole Time Director       | Graduate            | 36,00,000             | 11/07/2016                         | 72  | 42                    |
| 4       | Mr. Ajit Jain     | Company Secretary         | Company Secretary   | 1,71,000              | 01/02/2021                         | 33  | 6                     |

**Note:** No other Director other than the Whole time Directors received any remuneration/fees during the financial year 2022-23.

- (i) The median remuneration of employees of the Company during the financial year was Rs. 1.66 Lakhs;
- (ii) In the financial year, there was increase of 2.5% in the median remuneration of employees;
- (iii) There were 12 permanent employees on the rolls of Company as on March 31, 2023;
- (iv) Average percentage increase made in the salaries of the employees other than the managerial personnel in the financial year 2022-23 was 12% whereas there was least change in the managerial remuneration of Wholetime Directors for the financial year;
- (v) It is hereby affirmed that the remuneration paid during the year ended 31st March, 2023 as per the Remuneration Policy of the Company;



## ANNEXURE-IV

### MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT INDUSTRY STRUCTURE AND DEVELOPMENT

Real estate sector is one of the most globally recognized sectors. It comprises of four sub sectors - housing, retail, hospitality, and commercial. The growth of this sector is well complemented by the growth in the corporate environment and the demand for office space as well as urban and semi-urban accommodations. The construction industry ranks third among the 14 major sectors in terms of direct, indirect and induced effects in all sectors of the economy.

Toplight Commercial Ltd. operates in the Real Estate & Development industry in India. The Company is mainly involved in rental incomes and investment in properties. Rental income is determined based on the rent received after deductions like municipal taxes paid in the year, a standard deduction from the net annual value after deducting the property's municipal taxes and the interest paid to banks on the borrowed capital to buy the property.

The Company is in the business of Commercial Real Estate. The current scenario of commercial real estate has been impacted by several factors including availability of financing, prevailing economic & demographic conditions. However, with the lifting of Covid-19 restrictions, the economy and real estate have strongly rebounded and activities have gained traction.

#### OPPORTUNITIES

Despite rising construction costs and a record hike in the repo rate, the real estate sector has seen a considerable upswing. After a protracted period of economic stagnation, the real estate industry was able to breathe easier this fiscal year. After two long years of pandemic-related lockdowns and subsequent economic turmoil, the industry has experienced a comprehensive recovery this year throughout Tier I, II, and III cities.

#### THREATS

**Unavailability of land:** Acquiring land for new projects by developers is a big challenge in India considering the land is not freely available and substantial parts of land are under government ownership. Moreover, the property rates are high, making it difficult for small developers to attain sufficient capital to be able to invest in land.

**Approval processes:** Multiple approval authorities and processes lead to project delays during various stages. Simplifying the approval process will lead to fewer time and cost overruns and better products and services for customers.

**Legal framework:** Land laws in our country are archaic and very little has been done to simplify these. To this day, land remains a state subject, and every state has its own set of rules. The regulatory framework still is a big challenge.

#### RISK AND CONCERNS

The real estate market has historically been considered relatively risky. Today, supply and demand have become more liquid and transparent, thereby stabilizing the real estate market. It generally reacts more quickly and more sensitively to changes in the economy.

The most important characteristic of a building is its location. Defining the quality of the location is something that depends on a number of factors: Surrounding buildings and construction projects, building zone planning,

connections to highways and public transportation are the ones you may first look at. It's essential for any investment to know all these variables and we include this research as part of our due diligence process.

#### **MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS**

The Company continued to focus its efforts in building capabilities across all aspects of operations. Each year, the management team reviews and identifies critical areas for up skilling the teams in line with the Company's overarching business plan. The identification of appropriate talent pool for management positions and the development needs of management employees are also done. The process includes: a) detailed analysis of capability requirements vis-a-vis the annual business plan and organisation strategy, b) manager and employees dialogue in identification of individual development needs and documenting individual learning plan, c) plan and execution of structured learning programs including experience, education and exposure for target workforce.

#### **INTERNAL CONTROL SYSTEM AND ITS ADEQUACY**

There are adequate internal control systems at all levels of Management of the Company. These are reviewed from time to time and improved upon, where required. The Internal Audit is carried out by Firms of Chartered Accountants. The Audit Committee of the Board looks into Auditors' observations, which is deliberated upon and necessary instructions issued to the concerned person of the related Division to take corrective measures.

**Ashok Kumar Duggar & Associates**  
*Chartered Accountants*

9, Princep Street  
Ground Floor  
Kolkata - 700 001

**INDEPENDENT AUDITORS' REPORT**  
**TO THE MEMBERS OF TOPLIGHT COMMERCIALS LIMITED**

**Report on the Audit of the Standalone Financial Statements**

**Opinion**

We have audited the accompanying standalone financial statements of **Toplight Commercial Limited** ("the Company"), which comprise the balance sheet as at **31st March 2023**, the statement of Profit and Loss (including Other Comprehensive Income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and its profit, changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report:

**Recoverability of Trade Receivable**

As at 31st March, 2023, the Company has an outstanding trade receivable for > 6 months from due date of payment amounting to Rs. 12.26 lakhs given to M/s Multiple Resorts Pvt. Ltd. which involves significant judgement to determine its possible recoverability.

Considering the materiality of the amounts involved, the significant management judgement required in estimating the recoverability of this receivable and such estimates and judgements being inherently subjective, this matter has been identified as a key audit matter for the current year audit.

**Auditor's Response**

As per the information and explanation received from the management, this amount is considered good and therefore no provision is required to be created for this amount in the financial statements. The company also has security deposit from M/s Multiple Resorts Pvt. Ltd. amounting to Rs. 44.08 lakhs which substantially covers the receivable amount in case of non-recoverability of the dues in the coming year.

**Information Other than the Standalone Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

**Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of

India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the “Annexure A” a statement on the matters specified in clauses 3 and 4 of the Order, to the extent applicable.

As required by section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid / provided by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - a) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 30 to the financial statements
  - b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - d) (i) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - (ii) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified

in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

- (iii) Based on such audit procedures that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.
- e) No dividend has been declared or paid during the year by the company.
- f) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under the relevant Rule of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For **Ashok Kumar Duggar & Associates**

Firm Reg. No. 308027E

Chartered Accountants

**Harsh Dugar**

*Partner*

Membership No. 309621

Place : Kolkata

Date : the 27th day of May 2023

UDIN : 23309621BGWVVB5472

**Ashok Kumar Duggar & Associates**  
Chartered Accountants

9, Princep Street  
Ground Floor  
Kolkata - 700 001

## **Annexure A to the Auditors' Report**

With reference to the Annexure A referred to in the Auditor's Report to the members of the Company on the financial statements for the year ended 31st March 2023, to the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- (i) In respect of the Company's Property, Plant & Equipment:
- (a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment
  - (B) The company had no Intangible Assets as on 31st March, 2023 nor at any time during the financial year ended 31st March, 2023. Accordingly, clause 3(i)(B) of the order is not applicable.
  - (b) As explained to us, a major portion of the assets are physically verified by the management in a phased manner. In our opinion, the frequency of verification is reasonable. To the best of our knowledge, no material discrepancies have been noticed on such verification.
  - (c) We have inspected the original title deeds of immovable properties of the company disclosed in the financial statements of the company and held as Property, Plant and Equipment or as Investment Property. Based on our audit procedures and the information and explanation received by us, we report that all title deeds of immovable properties of the company disclosed in the financial statement of the company and held as Property, Plant and Equipment or as Investment Property are held in the name of the company.
  - (d) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) (a) As the Company has not purchased/sold goods during the year nor is there any opening stocks, requirement on physical verification of stocks or maintenance of inventory records, in our opinion, does not arise.
- (b) The Company has not been sanctioned working capital limits in excess of Rs. 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets. Accordingly, clause 3(ii) (b) of the order is not applicable.
- (iii) (a) The Company has during the year provided loans to entities as mentioned below:

| <b>To parties other than subsidiaries, joint ventures and associates</b> | <b>Loans</b><br><i>Rupees (in thousand)</i> |
|--|---|
| Aggregate Amount granted/provided during the year                        |   |
| - Others   | 1,60,000                                    |
| Balance outstanding as at balance sheet date in respect of above cases   |   |
| - Others   | 61,215                                      |



- (b) We are of the opinion that the investments made and the terms and conditions of the grant of all loans are not prejudicial to the company's interest.
- (c) Based on our scrutiny of the company's books of account and other records and according to the information and explanations received by us from the management, we are of the opinion that in respect of loans, the schedule of repayment of principal and payment of interest have been stipulated in all the cases and the repayments/receipts of the same are regular.
- (d) Based on our scrutiny of the company's books of account and other records, the total amount overdue for more than 90 days is Rs. 3 Crores in respect of loans provided by the Company. According to the information and explanations received by us from the management, reasonable steps have been taken by the Company for recovery of the above amount.
- (e) According to the information and explanations given to us and based on our examination of the records of the company, the following loans granted which has fallen due during the year, has been renewed or extended:

| Name of the Parties           | Aggregate amount (in thousand)<br>of existing loans renewed or<br>extended | Percentage* of the aggregate to<br>the total loans granted<br>during the year |
|-------------------------------|--|---|
| Jupiter International Limited | 30,000   | 18.75%  |

- (f) According to the information and explanations given to us and based on our examination of the records of the company, the company has not granted any loans without specifying any terms or period of repayment.
- (iv) The Provisions of Section 185 and 186 of the Companies Act, 2013 have been complied in respect of loans, investments, guarantees and security.
- (v) According to the information and explanations given to us and based on our examination of the records of the company, the company has not accepted deposits from its members and the public during the year. Accordingly, clause 3 (v) of the order is not applicable.
- (vi) We have been informed by the management, that the cost records required to be maintained under section 148(1) of the Companies Act, 2013 as specified by the Central Government, are not applicable to the Company. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- (vii) (a) According to the records of the company, in respect of Statutory dues, the company is regular in depositing undisputed statutory dues including Goods and Service Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues applicable to it,
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of above statutory dues were outstanding, as at 31st March, 2023 for a period of more than six months from the date they became payable.
- (viii) There were no transactions that were not recorded in the books of account which has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, Accordingly, clause 3 (viii) of the order is not applicable.
- (ix) (a) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

- (b) According to the information and explanations given to us, the company has not been declared a willful defaulter by any bank or financial institution or other lender.
- (c) In our opinion and according to the information and explanations given to us and based upon our examination of the records of the company, the company has not obtained any money by the way of term loans during the year. Accordingly, clause 3 (ix) (c) of the order is not applicable.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the company.
- (e) According to the information and explanations given to us and based on our examination of the records of the company, we report that the Company does not have any subsidiaries, associates or joint ventures. Accordingly, clause 3 (ix) (e) of the order is not applicable.
- (f) According to the information and explanations given to us and based on our examination of the records of the company, we report that the Company does not have any subsidiaries, associates or joint ventures. Accordingly, clause 3 (ix) (f) of the order is not applicable.
- (x) (a) Based on our examination of the records of the company, we report that the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, clause 3 (x)(a) of the order is not applicable.
- (b) Based on our examination of the records of the company, we report that the Company has not made any preferential allotment of private placement of shares or debentures during the year. Accordingly, clause 3(x)(b) of the order is not applicable.
- (xi) (a) Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud by the company or any fraud on the company has been noticed or reported during the course of our audit.
- (b) Based upon the audit procedures performed and information and explanations given by the management, no report under sub-Section (12) of Section 143 of the Companies Act has been filed by us in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules 2014 with the Central Government.
- (c) According to the information and explanations given by the management, we report that the company did not receive any whistle-blower complaints.
- (xii) According to the information and explanations given by the management, the company is not a Nidhi Company. Accordingly, clause 3 (xii) of the order is not applicable to the company.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the company, all transactions with the related parties are in compliance with section 177 and 188 of the Companies Act and the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards..
- (xiv) (a) Based upon the audit procedures performed and information and explanations given by the management, the company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the company issued till date, for the period under audit.
- (xv) According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, clause 3(xv) of the order is not applicable.

- (xvi) (a) According to the information and explanations given to us and based on our examination of the records of the company, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.
- (b) According to the information and explanations given to us and based on our examination of the records of the company, the Company has not conducted any Non-Banking Financial or Housing Finance activities, accordingly, clause 3(xvi)(b) of the order is not applicable.
- (c) According to the information and explanations given to us and based on our examination of the records of the company, the Company is not a Core Investment Company (CIC) as defined under the regulations by the Reserve Bank of India, Accordingly, clause 3(xvi)(c) and clause 3(xvi)(d) of the order is not applicable.
- (xvii) On the basis of our examination of the records of the company, the company has not incurred cash losses in the Financial Year and in the immediately preceding financial year. Accordingly, clause 3(xvii) of the order is not applicable.
- (xviii) There has been resignation of the statutory auditors during the year and there were no issues, objections or concerns raised by the outgoing auditors.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which cause us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- (xx) The provisions of Section 135 of Companies Act, 2013 are not applicable to the company. Accordingly, clause 3(xx) of the order is not applicable.
- (xxi) On the basis of our examination of the records of the Company, the Company is not required to prepare Consolidated Financial Statements for the year ended 31st March, 2023. Accordingly, clause 3(xxi) of the order is not applicable.

**For Ashok Kumar Duggar & Associates**

Firm Reg. No. 308027E

Chartered Accountants

**Harsh Dugar**

*Partner*

Membership No. 309621

Place : Kolkata

Date : the 27th day of May 2023

UDIN : 23309621BGWVVB5472

**Ashok Kumar Duggar & Associates**  
Chartered Accountants

9, Princep Street  
Ground Floor  
Kolkata - 700 001

## **Annexure B to the Independent Auditors' Report**

### **Report on the Internal Financial Controls over Financial Reporting under Clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **TOPLIGHT COMMERCIALS LIMITED** ("the Company") as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable

assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements..

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Ashok Kumar Duggar & Associates**

Firm Reg. No. 308027E

Chartered Accountants

**Harsh Dugar**

*Partner*

Membership No. 309621

Place : Kolkata

Date : the 27th day of May 2023

UDIN : 23309621BGWVVB5472

**BALANCE SHEET AS AT 31ST MARCH, 2023**

Rupees (in Thousand)

|  | Note    | As at<br>31st March<br>2023 | As at<br>31st March<br>2022 |
|--|---------|-----------------------------|-----------------------------|
| <b>ASSETS</b>  |         |                             |                             |
| <b>Non-Current Assets</b>  |         |                             |                             |
| Property, Plant & Equipments   | 2       | 3,620.00                    | 2,597.73                    |
| Investment Property  | 3       | 61,765.81                   | 64,766.51                   |
| Financial Assets   |         |                             |                             |
| Others   | 4       | 4,537.14                    | 4,537.14                    |
| Deferred Tax Assets (Net)  | 5       | 1,544.15                    | 1,190.87                    |
| Other Non-Current Assets   | 6       | 1,750.00                    | 1,750.00                    |
| <b>Current Assets</b>  |         |                             |                             |
| Financial Assets   |         |                             |                             |
| Investments  | 7       | 71,329.35                   | 68,004.13                   |
| Trade Receivables  | 8       | 11,239.30                   | 7,442.05                    |
| Cash and Cash Equivalents  | 9       | 1,19,815.54                 | 31,638.51                   |
| Loans  | 10      | 61,225.00                   | 1,44,916.68                 |
| Tax Assets (Net of Provisions)   | 11      | 859.35                      | 824.86                      |
| Other Current Assets   | 12      | 4,077.79                    | 260.69                      |
| <b>Total</b>   |         | <b>3,41,763.43</b>          | <b>3,27,929.17</b>          |
| <b>EQUITY AND LIABILITIES</b>  |         |                             |                             |
| <b>Equity</b>  |         |                             |                             |
| Equity Share Capital   | 13      | 28,670.60                   | 28,670.60                   |
| Other Equity   | 14      | 3,00,207.16                 | 2,74,462.94                 |
| <b>Liabilities</b>   |         |                             |                             |
| <b>Non-Current Liabilities</b>   |         |                             |                             |
| Financial Liabilities  |         |                             |                             |
| Other Liabilities  | 15      | 10,074.67                   | 21,985.52                   |
| <b>Current Liabilities</b>   |         |                             |                             |
| Financial Liability  |         |                             |                             |
| Trade Payables   | 16      |                             |                             |
| Total outstanding dues of creditors other than micro enterprises and small enterprises |         | 685.95                      | 1,395.68                    |
| Other Current Liabilities  | 17      | 2,125.05                    | 1,414.43                    |
| <b>Total</b>   |         | <b>3,41,763.43</b>          | <b>3,27,929.17</b>          |
| Significant Accounting Policies  | 1       |                             |                             |
| The accompanying notes are an integral part of the financial statements.               | 1 to 39 |                             |                             |

As per our report of even date  
For **Ashok Kumar Duggar & Associates**  
Firm Registration No. 308027E  
**Harsh Dugar**  
Partner  
Membership No. 309621

Kolkata, the 27th May, 2023

Signatures to the Balance Sheet and Notes to Financial Statements  
For and on behalf of the Board of Directors

**Bimal Gupta**  
Director  
DIN : 00660977

**Udit Gupta**  
Director  
DIN : 00741483

**Ajit Jain**  
CS

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2023**

Rupees (in Thousand)

|   | Note    | For the year ended<br>31st March 2023 | For the year ended<br>31st March 2022 |
|---|---------|---------------------------------------|---------------------------------------|
| <b>Income</b>   |         |                                       |                                       |
| Revenue from Operations   | 18      | <b>56,855.14</b>                      | 70,981.64                             |
| Other Income  | 19      | <b>22,516.32</b>                      | 26,394.15                             |
| <b>Total Income</b>   |         | <b><u>79,371.46</u></b>               | <u>97,375.79</u>                      |
| <b>Expenditure and Charges</b>  |         |                                       |                                       |
| Changes in Inventories of Stock-in-Trade  | 20      | --                                    | 5,263.57                              |
| Employee Benefits Expense   | 21      | <b>13,374.94</b>                      | 14,112.28                             |
| Finance Costs   | 22      | --                                    | 9.34                                  |
| Depreciation and Amortization Expense   | 23      | <b>4,048.55</b>                       | 4,209.26                              |
| Other Expenses  | 24      | <b>28,995.00</b>                      | 30,072.93                             |
| <b>Total Expenses</b>   |         | <b><u>46,418.49</u></b>               | <u>53,667.39</u>                      |
| <b>Profit Before Tax</b>  |         | <b>32,952.97</b>                      | 43,708.41                             |
| <b>Tax Expenses</b>   | 25      |                                       |                                       |
| Current Tax   |         | <b>7,562.02</b>                       | 9,857.30                              |
| Deferred Tax  |         | <b>-353.28</b>                        | 464.27                                |
| <b>Profit /Total Comprehensive Income<br/>for the period from Continuing Operations</b> |         | <b><u>25,744.22</u></b>               | <u>33,386.83</u>                      |
| <b>Earnings per equity share of face value of Rs.10 each</b>                            | 26      |                                       |                                       |
| Basic & Diluted   |         | <b>8.98</b>                           | 11.64                                 |
| Significant Accounting Policies   | 1       |                                       |                                       |
| The accompanying notes are an integral<br>part of the financial statements.             | 1 to 39 |                                       |                                       |

As per our report of even date  
For **Ashok Kumar Duggar & Associates**  
Firm Registration No. 308027E  
**Harsh Dugar**  
Partner  
Membership No. 309621

Kolkata, the 27th May, 2023

Signatures to the Balance Sheet and Notes to Financial Statements  
For and on behalf of the Board of Directors

**Bimal Gupta**  
Director  
DIN : 00660977

**Udit Gupta**  
Director  
DIN : 00741483

**Ajit Jain**  
CS

**STATEMENT OF CHANGES IN EQUITY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023**

Rupees (in Thousand)

**A. Equity Share Capital**

|                      | As at<br>1st April<br>2021 | Changes<br>during<br>the Year | As at<br>1st April<br>2022 | Changes<br>during<br>the Year | As at<br>1st April<br>2023 |
|----------------------|----------------------------|-------------------------------|----------------------------|-------------------------------|----------------------------|
| Equity Share Capital | 28,670.60                  | –                             | 28,670.60                  | –                             | <b>28,670.60</b>           |

**B. Other Equity`**

| Particulars                           | Reserve & Surplus  |                     | Total              |
|---------------------------------------|--------------------|---------------------|--------------------|
|                                       | General<br>Reserve | Retained<br>Earning |                    |
| Balance as at 31st March, 2021        | 1,04,125.85        | 1,36,950.27         | 2,41,076.12        |
| Profit & Loss for the year            | -                  | 33,386.83           | 33,386.83          |
| <b>Balance as at 31st March, 2022</b> | <b>1,04,125.85</b> | <b>1,70,337.10</b>  | <b>2,74,462.95</b> |
| Profit & Loss for the year            | --                 | 25,744.22           | 25,744.22          |
| <b>Balance as at 31st March, 2023</b> | <b>1,04,125.85</b> | <b>1,96,081.31</b>  | <b>3,00,207.16</b> |



**CASH FLOW STATEMENT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023**

Rupees (in Thousand)

|   | 2022-23           | 2021-22          |
|---|-------------------|------------------|
| <b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>                             |                   |                  |
| Net Profit / (Loss) before Tax<br>as per Statement of Profit and Loss     | 32,952.97         | 43,708.41        |
| Adjustments for :   |                   |                  |
| Depreciation as per books of accounts                                     | 4,048.55          | 4,209.26         |
| Interest Paid   | --                | 9.34             |
| Profit on Sale of Investments   | -2,836.20         | -2,176.06        |
| Interest Received   | -18,657.46        | -21,258.56       |
| Profit on Sale of Fixed Asset   | -241.21           | -46.26           |
| Operating Profit before working Capital Changes                           | 15,266.65         | 24,446.13        |
| Working Capital Changes   |                   |                  |
| Adjustments for :   |                   |                  |
| Change in Current Liabilities   | 0.89              | -5,501.19        |
| Change in Current Assets  | 72,752.10         | -11,118.75       |
| Cash generated from / (used in) operation                                 | 88,019.64         | 7,826.19         |
| Change in Tax Assets  | -34.49            | -428.58          |
| Less: Direct Taxes Paid   | -7,562.02         | -9,857.30        |
| <b>Net Cash from / (used in) Operating Activities</b>                     | <b>80,423.13</b>  | <b>-2,459.70</b> |
| <b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>                             |                   |                  |
| Net Proceeds from Sale of Fixed Assets                                    | 298.15            | 120.00           |
| Addition to Fixed Assets  | -2,127.07         | --               |
| Profit on Sale of Investments   | 2,836.20          | 2,176.06         |
| Interest Received   | 18,657.46         | 21,258.56        |
| <b>Net Cash From / (Used in) Investing Activities</b>                     | <b>19,664.74</b>  | <b>23,554.62</b> |
| <b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>                             |                   |                  |
| Increase/(Decrease) in Borrowings   | -11,910.85        | -4,303.20        |
| Interest Paid   | --                | -9.34            |
| <b>Net Cash from / (used in) Financing Activities</b>                     | <b>-11,910.85</b> | <b>-4,312.54</b> |
| <b>Net Increase / (Decrease) in Cash and<br/>Cash Equivalents (A+B+C)</b> | <b>88,177.03</b>  | <b>16,782.38</b> |
| <b>Cash and Cash Equivalents :</b>  |                   |                  |
| Cash and Cash Equivalents as at the<br>commencement of the year           | 31,638.51         | 14,856.13        |
| Cash and Cash Equivalents as at the end of the year                       | 1,19,815.54       | 31,638.51        |
|   | <b>88,177.03</b>  | <b>16,782.38</b> |

As per our report of even date  
For **Ashok Kumar Duggar & Associates**  
Firm Registration No. 308027E  
**Harsh Dugar**  
Partner  
Membership No. 309621

Kolkata, the 27th May, 2023

For and on behalf of the Board of Directors

**Bimal Gupta**  
Director  
DIN : 00660977

**Udit Gupta**  
Director  
DIN : 00741483

**Ajit Jain**  
CS

## **1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION**

### **1. NATURE OF PRINCIPAL ACTIVITIES**

Toplight Commercial Limited ("the Company") is engaged in the business of earning income from its real estate property situated at 13, Jamir Lane, Kolkata 700019, West Bengal.

### **2. GENERAL INFORMATION AND STATEMENT OF COMPLIANCE WITH IND AS**

These standalone financial statements ('financial statements') of the Company have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs ('MCA') under section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act. The Company has uniformly applied the accounting policies during the periods presented.

The financial statements for the financial year ended 31 March 2023 were authorized and approved for issue by the Board of Directors on 27th May 2023.

### **3. BASIS OF PREPARATION**

The financial statements have been prepared on going concern basis in accordance with Ind AS. Further, the financial statements have been prepared on historical cost basis except for certain financial assets and financial liabilities which are measured at fair values as explained in relevant accounting policies.

### **4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The financial statements have been prepared using the significant accounting policies and measurement basis summarized below. These were used throughout all periods presented in the financial statements.

#### **a) Current and non-current classification**

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set-out in the Act. Deferred tax assets and liabilities are classified as non-current assets and non-current liabilities, as the case may be.

#### **b) Property, plant and equipments**

##### *Recognition and initial measurement*

Property, plant and equipment are initially stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company. All other repair and maintenance costs are recognized in statement of profit or loss as incurred.

##### *Subsequent measurement (depreciation and useful lives)*

Property, plant and equipment are subsequently measured at cost less accumulated depreciation and impairment losses. Depreciation on property, plant and equipment is provided on written down value method from the formula provided under Schedule II of the Companies act, 2013.

The residual values, useful lives and method of depreciation are reviewed at the end of each financial year.

*De-recognition*

An item of property, plant and equipment and any significant part initially recognized is de-recognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognized in the statement of profit and loss, when the asset is de-recognized.

**c) Investment properties***Recognition and initial measurement*

Investment properties are properties held to earn rentals or for capital appreciation, or both. Investment properties are measured initially at their cost of acquisition. The cost comprises purchase price, borrowing cost, if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company. All other repair and maintenance costs are recognized in statement of profit or loss as incurred.

*Subsequent measurement (depreciation and useful lives)*

Investment properties are subsequently measured at cost less accumulated depreciation and impairment losses. Depreciation on investment properties is provided on written down value method from the formula provided under Schedule II of the Companies Act, 2013.

The residual values, useful lives and method of depreciation are reviewed at the end of each financial year.

*De-recognition*

An item of property, plant and equipment and any significant part initially recognized is de-recognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognized in the statement of profit and loss, when the asset is de-recognized.

**d) Revenue Recognition**

Revenue is recognized only when it can reliably be measured and it is reasonable to expect ultimate collection.

Income is recorded on accrual basis, i.e., at the time when the right to receive is established by the reporting date

**e) Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset, if any, that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds..

**f) Taxation**

Tax expense recognized in statement of profit and loss comprises the sum of deferred tax and current tax except the ones recognized in other comprehensive income or directly in equity.

Current tax is determined as the tax payable in respect of taxable income for the year and is computed in accordance with relevant tax regulations. Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity).

Minimum alternate tax ('MAT') credit entitlement is recognized as an asset only when and to the extent there is convincing evidence that normal income tax will be paid during the specified period. In the year in which MAT credit becomes eligible to be recognized as an asset, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT credit entitlement. This is reviewed at each balance sheet date and the carrying amount of MAT credit entitlement is written down to the extent it is not reasonably certain that normal income tax will be paid during the specified period.

Deferred tax is recognized in respect of temporary differences between carrying amount of assets and liabilities for financial reporting purposes and corresponding amount used for taxation purposes. Deferred tax assets on unrealised tax loss are recognized to the extent that it is probable that the underlying tax loss will be utilized against future taxable income. This is assessed based on the Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognized outside statement of profit and loss is recognized outside statement of profit or loss (either in other comprehensive income or in equity).

**g) Employee Benefits**

*Short term benefits*

Short term employee benefits are recognized as an expense in the statement of profit and loss of the year in which the related service is rendered. Leave Salary is being paid at the year end.

*Gratuity*

Gratuity is a post-employment benefit and is in the nature of a defined benefit plan. The Company participates in the Employees' Group Gratuity Scheme of LIC of India, a funded defined benefit plan for qualifying employees. Gratuity is payable to all eligible employees on death or on separation / termination in terms of the provisions of the Payment of Gratuity (Amendment) Act, 1997. The liability recognized in the balance sheet in respect of gratuity is the present value of the defined benefit obligation at the balance sheet date, together with adjustments for unrecognized actuarial gains or losses and past service costs, if any. The defined benefit obligation is calculated at or near the balance sheet date by an independent actuary using the projected unit credit method. This is based on standard rates of inflation, salary growth rate and mortality. Discount factors are determined close to each year-end by reference to market yields on government bonds. Service cost on the Company's defined benefit plan is included in employee benefits expense. Net interest expense on the net defined benefit liability, if any, is included in finance costs. Actuarial gains/losses resulting from re-measurements of the liability, if any, are included in other comprehensive income.

*Provident Fund & ESI*

The Company makes contribution to statutory provident fund in accordance with the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and statutory ESI fund in accordance with the Employees' State Insurance Act, 1948. The contribution paid or payable, is recognized as an expense in the period in which services are rendered by the employee.

**h) Cash and cash equivalents**

Cash and cash equivalents comprise cash in hand and balances with banks.

**i) Provisions, contingent assets and contingent liabilities**

Provisions are recognized only when there is a present obligation, as a result of past events and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

*Contingent liability is disclosed for:*

- Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are neither recognized nor disclosed except when realization of income is virtually certain, related asset is disclosed

**j) Financial instruments***Initial recognition and measurement*

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs, except for those carried at fair value through profit or loss which are measured initially at fair value. Subsequent measurement of financial assets and financial liabilities is described below:

**Non-derivative financial assets***Subsequent measurement*

- i. **Financial assets carried at amortized cost** – a financial asset is measured at the amortized cost, if both the following conditions are met:
  - a. The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
  - b. Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding. After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method.
- ii. **Investments in mutual funds and Equity Instruments** – These investments are measured at fair value through profit and loss (FVTPL).

*De-recognition of financial assets*

A financial asset is primarily de-recognized when the contractual rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.

**Non-derivative financial liabilities***Subsequent measurement*

Subsequent to initial recognition, all non-derivative financial liabilities are measured at amortized cost.

*De-recognition of financial liabilities*

A financial liability is de-recognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

**k) Earnings per share**

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted-average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted-average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

**l) Significant management judgement in applying accounting policies and estimation uncertainty**

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the related disclosures.

*Significant management judgements*

**Recognition of deferred tax assets** – The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilized.

**Evaluation of indicators for impairment of assets** – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

**Classification of leases** – The Company enters into leasing arrangements for earning income from its real estate property. The classification of the leasing arrangement as a finance lease or operating lease is based on an assessment of several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to purchase and estimated certainty of exercise of such option, proportion of lease term to the asset's economic life, proportion of present value of minimum lease payments to fair value of leased asset and extent of specialized nature of the leased asset.

*Significant estimates*

**Useful lives of depreciable/amortizable assets** – Management reviews its estimate of the useful lives of depreciable/amortizable assets at each reporting date, based on the expected utility of the

assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of assets.

**Valuation of investment property** – Investment property is stated at cost. However, as per Ind AS 40, there is a requirement to disclose fair value as at the balance sheet date. The determination of the fair value of investment properties requires the use of estimates such as future cash flows from the assets and discount rates applicable.

**m) Financial Risk Management**

*Credit risk*

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses financial reliability of customers and other counter parties, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of financial assets. Individual risk limits are set and periodically reviewed on the basis of such information.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

- i) Actual or expected significant adverse changes in business,
- ii) Actual or expected significant changes in the operating results of the counterparty,
- iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations,
- iv) Significant increase in credit risk on other financial instruments of the same counterparty,
- v) Significant changes in the value of the collateral supporting the obligation or in the quality of the third-party guarantees or credit enhancements.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Company. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized as income in the statement of profit and loss.

**n) Segment Reporting**

The Company is engaged primarily in the business of Earning Income from House Property. There are no separate reportable segments as per Ind AS – 108 dealing with Segment Reporting.

## 2. PROPERTY, PLANT AND EQUIPMENT

(All amounts in Rupees - Thousands, unless otherwise stated)

| Particulars                      | GROSS BLOCK (At Cost) |                |               | DEPRECIATION AND AMORTIZATION |                     |                 |                      | NET BLOCK            |                      |
|----------------------------------|-----------------------|----------------|---------------|-------------------------------|---------------------|-----------------|----------------------|----------------------|----------------------|
|                                  | As at<br>01.04.2022   | Additions      | Disposals     | As at<br>31.03.2023           | As at<br>01.04.2022 | For the<br>Year | As at<br>31.03..2023 | As at<br>31.03..2023 | As at<br>31.03..2022 |
| PROPERTY, PLANT<br>AND EQUIPMENT |                       |                |               |                               |                     |                 |                      |                      |                      |
| Furniture & Fixtures             | 2841.76               | 0.00           | 0.00          | 2841.76                       | 2078.53             | 162.03          | 2240.56              | 601.20               | 763.23               |
| Vehicles                         | 9626.55               | 2127.07        | 537.03        | 11216.59                      | 7808.29             | 885.82          | 8214.03              | 3002.56              | 1818.26              |
| Equipments                       | 197.66                | 0.00           | 0.00          | 197.66                        | 181.42              | 0.00            | 181.42               | 16.24                | 16.24                |
| <b>Total :</b>                   | <b>12665.97</b>       | <b>2127.07</b> | <b>537.03</b> | <b>14256.01</b>               | <b>10068.24</b>     | <b>1047.86</b>  | <b>10636.01</b>      | <b>3620.00</b>       | <b>2597.73</b>       |

The changes in the carrying value of property, plant and equipment for the year ended 31st March 2022 are as follows :

| Particulars                      | GROSS BLOCK (At Cost) |             |               | DEPRECIATION AND AMORTIZATION |                     |                 |                      | NET BLOCK            |                      |
|----------------------------------|-----------------------|-------------|---------------|-------------------------------|---------------------|-----------------|----------------------|----------------------|----------------------|
|                                  | As at<br>01.04.2021   | Additions   | Disposals     | As at<br>31.03.2022           | As at<br>01.04.2021 | For the<br>Year | As at<br>31.03..2022 | As at<br>31.03..2022 | As at<br>31.03..2021 |
| PROPERTY, PLANT<br>AND EQUIPMENT |                       |             |               |                               |                     |                 |                      |                      |                      |
| Furniture & Fixtures             | 2841.76               | 0.00        | 0.00          | 2841.76                       | 1859.90             | 218.63          | 2078.53              | 763.23               | 981.86               |
| Vehicles                         | 10149.50              | 0.00        | 522.95        | 9626.55                       | 7431.89             | 825.60          | 7808.29              | 1818.26              | 2717.61              |
| Equipments                       | 197.66                | 0.00        | 0.00          | 197.66                        | 177.32              | 4.10            | 181.42               | 16.24                | 20.34                |
| <b>Total :</b>                   | <b>13188.92</b>       | <b>0.00</b> | <b>522.95</b> | <b>12665.97</b>               | <b>9469.12</b>      | <b>1048.33</b>  | <b>10068.24</b>      | <b>2597.73</b>       | <b>3719.80</b>       |



(All amounts in Rupees - Thousands, unless otherwise stated)

### 3. INVESTMENT PROPERTY

| Particulars               | GROSS BLOCK (At Cost) |           |           | DEPRECIATION AND AMORTIZATION |           |                 | NET BLOCK            |                      |
|---------------------------|-----------------------|-----------|-----------|-------------------------------|-----------|-----------------|----------------------|----------------------|
|                           | As at<br>01.04.2022   | Additions | Disposals | As at<br>31.03.2023           | Disposals | For the<br>Year | As at<br>31.03..2023 | As at<br>31.03..2022 |
| INVESTMENT IN<br>PROPERTY |                       |           |           |                               |           |                 |                      |                      |
| Freehold Land             | 5,574.64              | -         | -         | 5,574.64                      | -         | -               | 5,574.64             | 5,574.64             |
| Buildings                 | 80,876.08             | -         | -         | 80,876.08                     | -         | 3,000.70        | 56,191.17            | 59,191.86            |
| <b>Total :</b>            | <b>86,450.72</b>      | <b>-</b>  |           | <b>86,450.72</b>              |           | <b>3,000.70</b> | <b>61,765.81</b>     | <b>64,766.51</b>     |

The changes in the carrying value of investment property for the year ended 31st March, 2022 are as follows

| Particulars               | GROSS BLOCK (At Cost) |             |             | DEPRECIATION AND AMORTIZATION |             |                 | NET BLOCK            |                      |
|---------------------------|-----------------------|-------------|-------------|-------------------------------|-------------|-----------------|----------------------|----------------------|
|                           | As at<br>01.04.2021   | Additions   | Disposals   | As at<br>31.03.2022           | Disposals   | For the<br>Year | As at<br>31.03..2022 | As at<br>31.03..2021 |
| INVESTMENT IN<br>PROPERTY |                       |             |             |                               |             |                 |                      |                      |
| Freehold Land             | 5,574.64              | 0.00        | 0.00        | 5,574.64                      | 0.00        | 0.00            | 5,574.64             | 5,574.64             |
| Buildings                 | 80,876.08             | 0.00        | 0.00        | 80,876.08                     | 0.00        | 3,160.94        | 59,191.86            | 62,352.80            |
| <b>Total :</b>            | <b>86,450.72</b>      | <b>0.00</b> | <b>0.00</b> | <b>86,450.72</b>              | <b>0.00</b> | <b>3,160.94</b> | <b>64,766.51</b>     | <b>67,927.44</b>     |

#### Leasing arrangements

Certain investment properties are leased to tenants under long-term operating leases with rentals payable monthly. The future minimum lease rentals receivable as per the existing agreements with the Company as at year end are:

| Particulars          | 31.03.2023<br>Rupees (In Cr.) | 31.03.2022<br>Rupees (In Cr.) |
|----------------------|-------------------------------|-------------------------------|
| Up to one year       | 2.58                          | 2.24                          |
| Two to five years    | 10.14                         | 3.76                          |
| More than five years | 7.89                          | --                            |
| <b>Total</b>         | <b>20.61</b>                  | <b>6.00</b>                   |

#### Fair value

| Particulars | 31.03.2023<br>Rupees (In Cr.) | 31.03.2022<br>Rupees (In Cr.) |
|-------------|-------------------------------|-------------------------------|
| Fair Value  | 22.85                         | 23.62                         |

#### Fair value hierarchy and valuation technique

The Company has used Discounted Cash Flow approach to arrive at the fair value.

## NOTES ON NON-CURRENT ASSETS

(All amounts in Rupees - Thousands, unless otherwise stated)

### FINANCIAL ASSETS

#### 4 OTHER FINANCIAL ASSETS

|   | As at<br>31st March 2023 |               | As at<br>31st March 2022 |         |
|---|--------------------------|---------------|--------------------------|---------|
|   | Non Current              | Current       | Non Current              | Current |
| <b>Security Deposits</b><br>(Unsecured and Considered good) | <b>4,537.14</b>          | <b>274.50</b> | 4,537.14                 | 260.69  |
|   | <b>4,537.14</b>          | <b>274.50</b> | 4,537.14                 | 260.69  |

#### 5 DEFERRED TAX ASSET (Net)

|   | As at<br>31st March 2023 | As at<br>31st March 2022 |
|---|--------------------------|--------------------------|
| Depreciation  | <b>1,575.03</b>          | 1,746.18                 |
| Measuring Investments at Fair Value through Profit & Loss | <b>-30.89</b>            | -555.31                  |
|   | <b>1,544.15</b>          | 1,190.87                 |

Note : All movements in Deferred Tax Assets (Net) has been recognized in the statement of profit and Loss.

#### 6 OTHER NON CURRENT ASSETS

|                                 | As at<br>31st March 2023 | As at<br>31st March 2022 |
|---------------------------------|--------------------------|--------------------------|
| Capital Advances                |                          |                          |
| Considered Good                 | <b>1,750.00</b>          | 1,750.00                 |
| Considered Doubtful             | <b>13,548.46</b>         | 13,548.46                |
| Provision for Doubtful Advances | <b>-13,548.46</b>        | -13,548.46               |
|                                 | <b>1,750.00</b>          | 1,750.00                 |

### CURRENT ASSETS

### FINANCIAL ASSETS

#### 7 INVESTMENTS

|   | As at<br>31st March 2023 | As at<br>31st March 2022 |
|---|--------------------------|--------------------------|
| <b>Measured at Fair Value through Profit or Loss</b>  |                          |                          |
| <b>Investment in Equity Instruments</b><br>(Refer Schedule INV)   | <b>3,284.48</b>          | 6,940.03                 |
| <b>Investment in Mutual Funds (Unquoted)</b>  |                          |                          |
| <u>HDFC Ultra Short Term Fund - Regular - Growth</u><br>(2023: 13,39,844.627 units of Rs. 10 each)<br>(2022: 13,39,844.627 units of Rs. 10 each)    | <b>17,313.47</b>         | 16,450.08                |
| <u>Bandhan Ultra Short Term Fund - Regular - Growth</u><br>(2023: 39,08,940.040 units of Rs. 10 each)<br>(2022: 36,16,805.569 units of Rs. 10 each) | <b>50,731.40</b>         | 44,614.02                |
|   | <b>71,329.35</b>         | 68,004.13                |
| Aggregate amount of Quoted Investments and its Market Value:  | <b>71,329.35</b>         | 68,004.13                |

(All amounts in Rupees - Thousands, unless otherwise stated)

**8 TRADE RECEIVABLES**

|  | <u>As at</u><br><u>31st March 2023</u> | <u>As at</u><br><u>31st March 2022</u> |
|--|--|--|
| <b><u>Unsecured, Considered Good</u></b> |  |  |
| Trade Receivables                        | 11,239.30                              | 7,442.05                               |
| (Refer Schedule TR of Ageing Schedule)   |  |  |
|  | <u>11,239.30</u>                       | <u>7,442.05</u>                        |

**9 CASH AND CASH EQUIVALENTS**

|                    | <u>As at</u><br><u>31st March 2023</u> | <u>As at</u><br><u>31st March 2022</u> |
|--------------------|--|--|
| Balance with Banks | 119,437.68                             | 31,349.66                              |
| Cash on hand       | 377.86                                 | 288.85                                 |
|                    | <u>119,815.54</u>                      | <u>31,638.51</u>                       |

**10 LOANS**

|  | <u>As at</u><br><u>31st March 2023</u> | <u>As at</u><br><u>31st March 2022</u> |
|--|--|--|
| <b><u>Unsecured, Considered Good</u></b> |  |  |
| Inter Corporate Loans                    | 61,215.00                              | 143,016.97                             |
| Other Loans & Advances                   | 10.00                                  | 1,899.70                               |
|  | <u>61,225.00</u>                       | <u>144,916.68</u>                      |

**11 TAX ASSETS (Net of Provisions)**

|                                  | <u>As at</u><br><u>31st March 2023</u> | <u>As at</u><br><u>31st March 2022</u> |
|----------------------------------|--|--|
| Balance with Revenue Authorities | 859.35                                 | 824.86                                 |
|                                  | <u>859.35</u>                          | <u>824.86</u>                          |

**12 OTHER CURRENT ASSETS**

|   | <u>As at</u><br><u>31st March 2023</u> | <u>As at</u><br><u>31st March 2022</u> |
|---|--|--|
| Deposits for Appeals                                | 3,793.29                               | --                                     |
| Receivable for sale of Motor Car                    | 10.00                                  | --                                     |
| Interest accrued on Security Deposit (Refer Note 4) | 274.50                                 | 260.69                                 |
|   | <u>4,077.79</u>                        | <u>260.69</u>                          |

**EQUITY**

(All amounts in Rupees - Thousands, unless otherwise stated)

**13 EQUITY SHARE CAPITAL**

|   | As at<br>31st March 2023 | As at<br>31st March 2022 |
|---|--------------------------|--------------------------|
| <b>Authorised</b>   |                          |                          |
| 60,00,000 Equity Shares of Rs.10 each<br>(2022 : 30,00,000 Equity Shares of Rs.10 each) | <b>60,000.00</b>         | 30,000.00                |
|   | <b>60,000.00</b>         | 30,000.00                |
| <b>Issued, Subscribed and Fully paid up</b>   |                          |                          |
| 28,67,060 Equity Shares of Rs.10 each<br>(2022 : 28,67,060 Equity Shares of Rs.10 each) | <b>28,670.60</b>         | 28,670.60                |
|   | <b>28,670.60</b>         | 28,670.60                |

**13.1 The reconciliation of the number of Equity Shares outstanding is set out below :**

| Particulars                                     | As at<br>31st March 2023<br>No. of Shares | As at<br>31st March 2022<br>No. of Shares |
|---|---|---|
| Shares outstanding at the beginning of the year | <b>28,67,060</b>                          | 28,67,060                                 |
| Shares outstanding at the end of the year       | <b>28,67,060</b>                          | 28,67,060                                 |

**13.2 The details of Shareholders holding more than 5% Shares :**

| Name of Shareholders | As at<br>31st March 2023<br>No. of<br>Shares | % held       | As at<br>31st March 2022<br>No. of<br>Shares | % held |
|----------------------|--|--------------|--|--------|
| Smt. Kumkum Gupta    | <b>5,42,450</b>                              | <b>18.92</b> | 5,06,350                                     | 17.66  |
| Sri Udit Gupta       | <b>4,80,450</b>                              | <b>16.76</b> | 4,80,450                                     | 16.76  |

**13.3** The Company has only one class of shares referred to as equity shares having a par value of Rs. 10 per share. Each shareholder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**13.4 Shareholding of Promoters**

**Shares held by Promoters at the end of the year**

| Sl. No. | Promoter Name            | No. of Shares    | % of total shares | % change during the year |
|---------|--------------------------|------------------|-------------------|--------------------------|
| 1.      | Sri Bimal Gupta          | 67,440           | 2.35%             | NIL                      |
| 2       | Smt. Kumkum Gupta        | 5,42,450         | 18.92%            | 1.26%                    |
| 3       | Sri Udit Gupta           | 4,80,450         | 16.76%            | NIL                      |
| 4       | Sri Avishek Saraf        | 54,500           | 1.90%             | NIL                      |
| 5       | Sri Nirmal kumar Saraf   | 73,100           | 2.55%             | NIL                      |
| 6       | Smt. Premlata Nathany    | -                | 0.00%             | -1.26%                   |
| 7       | Smt. Pushpa Agarwal      | 5,500            | 0.19%             | NIL                      |
| 8       | Sri Suresh Kumar Agarwal | 27,500           | 0.96%             | NIL                      |
| 9       | Sri Tara Chand Agarwal   | 91,200           | 3.18%             | NIL                      |
|         | <b>Total</b>             | <b>13,42,140</b> | <b>46.81%</b>     | <b>NIL</b>               |

**14. OTHER EQUITY**

(All amounts in Rupees - Thousands, unless otherwise stated)

|                          | <b>As at<br/>31st March, 2023</b> | <b>As at<br/>31st March, 2022</b> |
|--------------------------|-----------------------------------|-----------------------------------|
| <b>General Reserve</b>   |                                   |                                   |
| Opening Balance          | 1,04,125.85                       | 1,04,125.85                       |
| Addition during the year | —                                 | —                                 |
| <b>Closing Balance</b>   | <b>1,04,125.85</b>                | <b>1,04,125.85</b>                |
| <b>Retained Earnings</b> |                                   |                                   |
| Opening Balance          | 1,70,337.10                       | 1,36,950.27                       |
| Addition during the year | 25,744.22                         | 33,386.83                         |
| <b>Closing Balance</b>   | <b>1,96,081.32</b>                | <b>1,70,337.10</b>                |

**LIABILITIES**

**NON CURRENT LIABILITIES**

**FINANCIAL LIABILITIES**

**15. OTHER LIABILITIES**

|                   | As at<br>31st March 2023 |           | As at<br>31st March 2022 |           |
|-------------------|--------------------------|-----------|--------------------------|-----------|
|                   | Non Current              | Current   | Non Current              | Current   |
| Security Deposits | 10,074.67                | --        | 21,985.52                | --        |
|                   | <u>10,074.67</u>         | <u>--</u> | <u>21,985.52</u>         | <u>--</u> |

**15.1 Other Disclosures:**

- a) The Company has not been declared as a wilful defaulter by a bank or Financial Institution or other lender.
- b) There are no charges or satisfaction pending to be registered with Registrar of Companies beyond the statutory period.

**CURRENT LIABILITIES**

**FINANCIAL LIABILITIES**

**16. TRADE PAYABLES**

|  | <b>As at<br/>31st March 2023</b> | <b>As at<br/>31st March 2022</b> |
|--|----------------------------------|----------------------------------|
| Total outstanding dues of creditors other than micro enterprises and small enterprises (Refer Schedule TP for Ageing Schedule) | 685.95                           | 1,395.68                         |
|  | <b>685.95</b>                    | <b>1,395.68</b>                  |

**17. OTHER CURRENT LIABILITIES**

|                             | <b>As at<br/>31st March 2023</b> | <b>As at<br/>31st March 2022</b> |
|-----------------------------|----------------------------------|----------------------------------|
| Revenue received in Advance | 16.42                            | 7.22                             |
| Others                      |                                  |                                  |
| Statutory Dues              | 1,843.99                         | 1,200.64                         |
| Liabilities for Expenses    | 264.64                           | 206.57                           |
|                             | <b>2,125.05</b>                  | <b>1,414.43</b>                  |

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**

(All amounts in Rupees - Thousands, unless otherwise stated)

**18. REVENUE FROM OPERATIONS**

|   | <u>2022-2023</u>        | <u>2021-2022</u> |
|---|-------------------------|------------------|
| <b>Sale of Services</b>                         |                         |                  |
| Rent and Licence Fees                           | <b>34,915.45</b>        | 36,192.32        |
| Electricity Charges Recovered                   | <b>9,161.35</b>         | 10,848.75        |
| Maintenance Services                            | <b>12,778.34</b>        | 14,760.61        |
| <b>Other Operating Revenues</b>                 |                         |                  |
| Sale of Shares & Securities                     | --                      | 8,067.34         |
| FMV of Inventory on Conversion to Capital Asset | --                      | 1,112.61         |
|   | <u><b>56,855.14</b></u> | <u>70,981.64</u> |

**19. OTHER INCOME**

|  | <u>2022-2023</u>        | <u>2021-2022</u> |
|--|-------------------------|------------------|
| <b>Interest Income</b>                   |                         |                  |
| On Loans                                 | <b>18,962.47</b>        | 21,548.22        |
| On Others                                | <b>305.00</b>           | 289.66           |
| Dividend                                 | <b>48.73</b>            | 44.50            |
| Net Gain on Sale of Investments          | <b>2,836.20</b>         | 2,176.06         |
| Gain from measuring Investments at FVTPL | <b>122.72</b>           | 2,206.41         |
| Other Non Operating Income               | <b>241.21</b>           | 129.30           |
|  | <u><b>22,516.32</b></u> | <u>26,394.15</u> |

**20. CHANGES IN INVENTORIES OF STOCK-IN-TRADE**

|                                      | <u>2022-2023</u> | <u>2021-2022</u> |
|--------------------------------------|------------------|------------------|
| <b>Inventories (at close)</b>        |                  |                  |
| Shares and Securities                | --               | --               |
| <b>Inventories (at commencement)</b> |                  |                  |
| Shares and Securities                | --               | 5,263.57         |
|                                      | <u>--</u>        | <u>5,263.57</u>  |

**21. EMPLOYEE BENEFITS EXPENSE**

|                                     | <u>2022-2023</u>        | <u>2021-2022</u> |
|-------------------------------------|-------------------------|------------------|
| Salaries and Wages*                 | <b>13,141.94</b>        | 13,770.63        |
| Contribution to Provident Funds**   | <b>160.06</b>           | 159.56           |
| Contribution to Gratuity Fund       | <b>14.85</b>            | 131.38           |
| Contribution to Other Fund - ESI*** | <b>58.09</b>            | 50.72            |
|                                     | <u><b>13,374.94</b></u> | <u>14,112.28</u> |

\* Office: 117.53 Lakh, Mall: Rs. 13.89 Lakh

\*\* Office: 0.63 Lakh, Mall: Rs. 0.97 Lakh

\*\*\* Office: Rs. 0.20 Lakh, Mall: 0.38 Lakh

## Toplight Commercial Limited

(All amounts in Rupees - Thousands, unless otherwise stated)

### 22. FINANCE COST

|                   | <u>2022-2023</u> | <u>2021-2022</u> |
|-------------------|------------------|------------------|
| Interest Expenses | --               | 9.34             |
|                   | <u>--</u>        | <u>9.34</u>      |

### 23. DEPRECIATION AND AMORTIZATION EXPENSES

|  | <u>2022-2023</u> | <u>2021-2022</u> |
|--|------------------|------------------|
| Depreciation and Amortization Expenses | <u>4,048.55</u>  | <u>4,209.26</u>  |
|  | <u>4,048.55</u>  | <u>4,209.26</u>  |

### 27. OTHER EXPENSES

|  | <u>2022-2023</u> | <u>2021-2022</u> |
|--|------------------|------------------|
| <b>Operating Expenses</b>                          |                  |                  |
| Electric Power and Fuel                            | 14,031.55        | 15,824.05        |
| Labour Charges                                     | 1,772.19         | 1,966.74         |
| Repairs to Buildings                               | 176.01           | 41.74            |
| Maintenance Expenses                               | 5,027.43         | 4,078.40         |
| Municipal Taxes                                    | 4,084.01         | 6,112.26         |
| <b>Administration &amp; Establishment Expenses</b> |                  |                  |
| Loss (net) from Futures Derivative                 | 1,076.45         | -                |
| Professional Fees                                  | 596.94           | 306.90           |
| Rent   | 95.92            | 94.89            |
| Rates and Taxes                                    | 425.60           | 58.74            |
| Insurance  | 229.14           | 270.56           |
| Staff Welfare Expenses                             | 39.88            | 30.76            |
| Travelling and Conveyance                          | 532.73           | 375.03           |
| Payment to Auditors                                |                  |                  |
| Statutory Audit                                    | 90.00            | 95.00            |
| Limited Review of Quarterly Results                | <u>10.00</u>     | <u>5.00</u>      |
| Advertisement                                      | 11.34            | 14.16            |
| Telephone Expenses                                 | 71.99            | 53.37            |
| Guest Entertainment Expenses                       | 13.32            | 14.43            |
| Donation   | --               | 130.00           |
| Miscellaneous Expenses                             | 710.49           | 600.90           |
|  | <u>28,995.00</u> | <u>30,072.93</u> |

(All amounts in Rupees - Thousands, unless otherwise stated)

**25. TAX EXPENSE**

|                               | <u>2022-2023</u>       | <u>2021-2022</u>        |
|-------------------------------|------------------------|-------------------------|
| Current Tax                   |                        |                         |
| Income Tax for Current Year   | 7,509.33               | 9,829.66                |
| Income Tax for Earlier years* | <u>52.70</u>           | <u>27.64</u>            |
| Deferred Tax                  | <u>-353.28</u>         | <u>464.27</u>           |
|                               | <u><b>7,208.75</b></u> | <u><b>10,321.58</b></u> |

- 25a.** The major components of income tax expense and reconciliation of expected tax expense based on the domestic effective tax rate of the Company at 25.168% under section 115BAA of the Income Tax Act, 1961 and the reported tax expense in the Statement of Profit or Loss are as follows:

**Reconciliation of tax expense and the accounting profit multiplied by tax rate :**

|  | <u>2022-2023</u>       | <u>2021-2022</u>        |
|--|------------------------|-------------------------|
| <b>Profit Before Tax</b>   | <b>32,952.97</b>       | 43,708.41               |
| Tax using the Company's tax rate 25.168%<br>(31 March 2022: 25.168%) | <b>8,168.16</b>        | 10,895.97               |
| <b>Tax effect of :</b>   |                        |                         |
| Earlier year tax adjustment  | <b>52.70</b>           | 27.64                   |
| Non deductible expenses  | <b>2,081.43</b>        | 2,124.27                |
| Deductible incomes   | <b>-465.76</b>         | -919.42                 |
| Deferred Tax impact  | <b>-353.28</b>         | 464.27                  |
| Assets assessed under house property                                 | <b>-2,327.90</b>       | -2,271.17               |
| Capital gains  | <b>53.39</b>           | --                      |
|  | <u><b>7,208.75</b></u> | <u><b>10,321.58</b></u> |

**29. EARNINGS PER SHARE (EPS)**

|   | <u>2022-2023</u> | <u>2021-2022</u> |
|---|------------------|------------------|
| i) Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (Rs.) | <b>25,744.22</b> | 33,386.83        |
| ii) Weighted Average number of equity shares used as denominator for calculating EPS (Nos. in lakhs)  | <b>2,867</b>     | 2,867            |
| iii) Earnings per Shares (Rs.)  |                  |                  |
| Basic & Diluted   | <b>8.98</b>      | 11.64            |
| iv) Face Value per equity share (Rs.)   | <b>10.00</b>     | 10.00            |



(All amounts in Rupees - Thousands, unless otherwise stated)

**27. RELATED PARTY DISCLOSURES**

As per Ind-AS 24, the disclosures of transactions with the related parties are given below :

- i) **List of related parties where control exists and related parties with whom transactions have taken place and relationships :**

| Sl.No. | Name of Related Party | Relationship      |
|--------|-----------------------|-------------------|
| 1      | Smt. Kumkum Gupta     | Director          |
| 2      | Shri Bimal Gupta      | Director          |
| 3      | Shri Udit Gupta       | Director & CFO    |
| 4      | Shri Ajit Jain        | Company Secretary |

- ii) **Transactions during the year with related parties :**

|   | <u>2022-2023</u> | <u>2021-2022</u> |
|---|------------------|------------------|
| Key Managerial Personnel                        |                  |                  |
| Salary paid to Directors & CFO                  | <b>9,800.00</b>  | 11,006.58        |
| Salary, Bonus and HRA paid to Company Secretary | <b>171.00</b>    | 171.00           |

- iii) **Disclosure in Respect of Material Related Party Transactions during the year :**

- 1 Paid to Directors include Smt. Kumkum Gupta Rs. 36 Lakh (2021-22 : Rs. 36 Lakh), Sri Udit Gupta Rs. 26 Lakh (2021-22 : Rs. 36 Lakh) & Sri Bimal Gupta Rs. 36 Lakh (2021-22 : Rs. 36 Lakh)
- 2 Paid to CS includes Sri Ajit Jain Rs. 1.71 Lakh (2021-22 : Rs. 1.71 Lakh).

28. Earnings in Foreign Exchange : Rs. Nil (2021-22 : Rs Nil)  
Expenditure in Foreign Currency : Rs. Nil (2021-22 : Rs Nil)

29. There are no dues / overdues by the Company as on 31 March 2023 to suppliers covered under Micro, Small and Medium Enterprises Development Act, 2006.

**30. Contingent Liability not provided for in respect of:**

- 1 Estimated amount of contracts remaining to be executed on capital account and not provided for Rs. Nil (2021-22 : Rs Nil).
- 2 **Other Contingent Liabilities**

|                                    | <u>2022-2023</u> | <u>2021-2022</u> |
|------------------------------------|------------------|------------------|
| Claims, not acknowledged as debts* | <b>19,581.46</b> | 18,966.47        |

\*The claims against the Company represent demands amounting to Rs. 1.52 Crores (net of Deposits) arising on completion of assessment proceedings under section 147 read with section 144B of the Income Tax Act, 1961 and Notice of demands issued under section 156 of the Income-Tax Act, 1961 and other demands amounting to Rs. 0.44 Crores arising by way of Intimation Orders u/s 143(1). These matters are pending before Commissioner of Income-tax (Appeals) and the management including its tax advisors expect that its position will likely be upheld on ultimate resolution and will not have a material adverse effect on the Company's financial position and results of operations.

(All amounts in Rupees - Thousands, unless otherwise stated)

- 31** In the opinion of the Board of Directors, current assets, loans and advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the books of account. Provision for all known and determined liabilities is adequate and not in excess / short of the amount considered reasonably necessary.

| <b>32</b> | <b>EMPLOYEE BENEFITS</b>                                   | <b>2022-2023</b> | <b>2021-2022</b> |
|-----------|--|------------------|------------------|
|           | <b>GRATUITY</b>  |                  |                  |
|           | <b>i) Change in Present Value of Obligation</b>            |                  |                  |
|           | Current Service Cost                                       | <b>14.85</b>     | 131.38           |
|           | Benefits Paid  | <b>14.85</b>     | 131.38           |
|           | Present value of the obligation at the end of the year     | <b>--</b>        | <b>--</b>        |
|           | <b>ii) Amounts Recognised in the Balance Sheet</b>         |                  |                  |
|           | <b>iii) Amounts Recognised in the statement of P&amp;L</b> |                  |                  |
|           | Current Service Cost                                       | <b>14.85</b>     | 131.38           |
|           | <b>iv) Actuarial Assumptions</b>                           |                  |                  |
|           | Mortality Rate - LIC (2006-08) ultimate                    |                  |                  |
|           | Withdrawal Rate - 1 to 3% depending on age.                |                  |                  |
|           | Discount Rate  | <b>7% p.a.</b>   | 7% p.a.          |
|           | Salary Escalation  | <b>6.15%</b>     | 7.50%            |

**33 FINANCIAL INSTRUMENTS BY CATEGORY**

- i) Fair values hierarchy**  
 Financial assets and financial liabilities measured at fair value in the financial statement are grouped into three levels of a fair value hierarchy. The three Levels are defined based on the observability of significant inputs to the measurement.  
 Level 1: quoted prices (unadjusted) in active markets for financial instruments.  
 Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.  
 Level 3: unobservable inputs for the asset or liability.
- ii) Financial assets measured at fair value - recurring fair value measurements**
- | <b>31.03.2023</b>            | <b>Level 1</b> | <b>Level 2</b> | <b>Level 3</b> | <b>Total</b> |
|------------------------------|----------------|----------------|----------------|--------------|
| <b>Investments at FVTPL</b>  |                |                |                |              |
| Investments in Equity Shares | 3,284.48       | -              | -              | 3,284.48     |
| Investments in Mutual Funds  | 68,044.87      | -              | -              | 68,044.87    |
| <b>31.03.2022</b>            | <b>Level 1</b> | <b>Level 2</b> | <b>Level 3</b> | <b>Total</b> |
| <b>Investments at FVTPL</b>  |                |                |                |              |
| Investments in Equity Shares | 6,940.03       | --             | --             | 6,940.03     |
| Investments in Mutual Funds  | 61,064.10      | -              | -              | 61,064.10    |
- (iii) Valuation techniques used to determine fair value**  
 Net asset value for mutual funds on the basis of the statement received from investee party.  
 Market Value of Equity Shares on the basis of Holding Statement received from Depository.

- 34** In the Financial Year 2019-20, the Company made Provision for doubtful advances against Capital Advances amounting to Rs. 1.35 crores given to M/s Avani Projects & Infrastructure Ltd. since the same was considered doubtful. The management is still pursuing for recovery of the same.
- 35** There are no Loans or Advances in the nature of Loans granted to Promoters, Directors, KMPs and Related Parties (as defined under Companies Act, 2013) either severally or jointly with any other person, outstanding at the year end.
- 36** The company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- 37** No proceedings have been initiated or is pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
- 38** Analytical Ratios - Refer Note 38.1
- 39** Previous Year's figures have been regrouped / reclassified wherever necessary to correspond with current year's classification / disclosure.

For **Ashok Kumar Duggar & Associates**  
Firm Registration No. 308027E  
Chartered Accountants

**Harsh Dugar**  
*Partner*  
Membership No. 309621  
Kolkata, 27th May, 2023.

For and on behalf of the Board of Directors

**Bimal Gupta**  
Director  
DIN : 00660977

**Udit Gupta**  
Director  
DIN : 00741483

**Ajit Jain**  
CS

**SCHEDULE INV  
(INVESTMENTS)**

**A. INVESTMENT IN EQUITY INSTRUMENTS**

*Rupees (In Thousands)*

|   |                                       | As at<br>31st March,2023 |        |          | As at<br>31st March,2022 |        |          |
|---|---------------------------------------|--------------------------|--------|----------|--------------------------|--------|----------|
|   |                                       | Qty                      | FV     | Amount   | Qty                      | FV     | Amount   |
| Sl.   | Particulars                           | In Nos.                  | In Rs. |          | In Nos.                  | In Rs. |          |
| Quoted  |                                       |                          |        |          |                          |        |          |
| 1   | A T N International Ltd.              | 5,000                    | 4.00   | 1.00     | 5,000                    | 4.00   | 1.00     |
| 2   | Dhampur Bio Organics                  | 4,000                    | 10.00  | 572.60   | -                        | -      | -        |
| 3   | Dhampur Sugar Mills                   | 4,000                    | 10.00  | 894.20   | -                        | -      | -        |
| 4   | Hybrid Financial Services             | 3,000                    | 5.00   | 22.20    | 3,000                    | 5.00   | 15.00    |
| 5   | Uniply Industries Limited             | 22,500                   | 2.00   | 89.33    | 22,500                   | 2.00   | 89.33    |
| 6   | Jain Irrigation Systems               | -                        | -      | -        | 10,000                   | 2.00   | 408.50   |
| 7   | Mcleod Russel India                   | -                        | -      | -        | 20,000                   | 5.00   | 456.00   |
| 8   | Natco Pharma Limited                  | 500                      | 2.00   | 281.68   | 500                      | 2.00   | 378.08   |
| 9   | South India Paper Mills               | 2,000                    | 10.00  | 227.90   | 2,000                    | 10.00  | 330.30   |
| 10  | IDFC Limited                          | -                        | -      | -        | 19,000                   | 10.00  | 1,173.25 |
| 11  | Jyoti Structures                      | -                        | -      | -        | 10,000                   | 2.00   | 221.00   |
| 12  | Ujjivan Financial Services Ltd.       | -                        | -      | -        | 2,000                    | 10.00  | 203.70   |
| 13  | Dhampur Sugar Mills Ltd.              | -                        | -      | -        | 4,000                    | 10.00  | 2,138.80 |
| 14  | McNally Bharat Engineering Ltd.       | -                        | -      | -        | 64,608                   | 10.00  | 329.50   |
| Unquoted*   |                                       |                          |        |          |                          |        |          |
| 1   | Athena Financial Services Ltd.        | 18,400                   | 10.00  | 86.85    | 18,400                   | 10.00  | 86.85    |
| 2   | Bharat Commerce & Industries Ltd.     | 7,000                    | 10.00  | 70.00    | 7,000                    | 10.00  | 70.00    |
| 3   | Indo-French Bio-tech Enterprises Ltd. | 2,300                    | 10.00  | 8.74     | 2,300                    | 10.00  | 8.74     |
| 4   | Kanika Infrastructure & Power Ltd.    | 3,50,000                 | 2.00   | 66.50    | 3,50,000                 | 2.00   | 66.50    |
| 5   | Multiplus Resources Ltd.              | 6,000                    | 10.00  | 9.00     | 6,000                    | 10.00  | 9.00     |
| 6   | Onida Finance Limited                 | 4,600                    | 10.00  | 46.00    | 4,600                    | 10.00  | 46.00    |
| 7   | Quality Synthetics Industries Ltd.    | 19,000                   | 10.00  | 722.00   | 19,000                   | 10.00  | 722.00   |
| 8   | Scan Infrastructure Ltd.              | 45,300                   | 10.00  | 149.49   | 45,300                   | 10.00  | 149.49   |
| 9   | Skyline NEPC Limited                  | 2,900                    | 10.00  | 29.00    | 2,900                    | 10.00  | 29.00    |
| 10  | Shree Synthetic Limited               | 800                      | 10.00  | 8.00     | 800                      | 10.00  | 8.00     |
| Total   |                                       | 4,97,300                 |        | 3,284.48 | 6,18,908                 |        | 6,940.03 |
| Aggregate amount of Quoted Investments at its Market Value: |                                       |                          |        |          | 3,284.48                 |        | 6,940.03 |

\*As per National Securities Depository Limited (NSDL) report as on 31.03.2023

**SCHEDULE TR  
(TRADE RECEIVABLES AGEING SCHEDULE)**

**Trade Receivable balance as on 31.03.2023**

| <b>Outstanding for following periods from due date of payment*</b> |                  |                      |           |             |                 |                  |
|--|------------------|----------------------|-----------|-------------|-----------------|------------------|
| Particulars  | < 6 months       | 6 months<br>- 1 year | 1-2 years | 2-3 years   | > 3 years       | Total            |
| i) Undisputed Trade receivables - considered good                  | 10,004.83        | 3.00                 | --        | 5.63        | 1,225.84        | 11,239.30        |
| <b>Total</b>   | <b>10,004.83</b> | <b>3.00</b>          | <b>--</b> | <b>5.63</b> | <b>1,225.84</b> | <b>11,239.30</b> |

**Trade Receivable balance as on 31.03.2022**

| <b>Outstanding for following periods from due date of payment*</b> |                 |                      |             |                 |           |                 |
|--|-----------------|----------------------|-------------|-----------------|-----------|-----------------|
| Particulars  | < 6 months      | 6 months<br>- 1 year | 1-2 years   | 2-3 years       | > 3 years | Total           |
| i) Undisputed Trade receivables - considered good                  | 4,106.76        | 1.00                 | 8.45        | 3,325.84        | -         | 7,442.05        |
| <b>Total</b>   | <b>4,106.76</b> | <b>1.00</b>          | <b>8.45</b> | <b>3,325.84</b> | <b>-</b>  | <b>7,442.05</b> |

\*Where no due date of payment is specified, in that case ageing has been done from the date of transaction.

**SCHEDULE TP**  
**(TRADE PAYABLES AGEING SCHEDULE)**

**Trade Payable balance as on 31.03.2023**

| <b>Outstanding for following periods from due date of payment*</b> |               |           |           |           |               |
|--|---------------|-----------|-----------|-----------|---------------|
| Particulars  | < 1 year      | 1-2 years | 2-3 years | > 3 years | Total         |
| ii) Others   | 685.95        | --        | -         | -         | 685.95        |
| <b>Total</b>   | <b>685.95</b> | <b>--</b> | <b>-</b>  | <b>-</b>  | <b>685.95</b> |

**Trade Payable balance as on 31.03.2022**

| <b>Outstanding for following periods from due date of payment*</b> |                 |              |           |           |                 |
|--|-----------------|--------------|-----------|-----------|-----------------|
| Particulars  | < 1 year        | 1-2 years    | 2-3 years | > 3 years | Total           |
| ii) Others   | 1,363.43        | 32.25        | -         | -         | 1,395.68        |
| <b>Total</b>   | <b>1,363.43</b> | <b>32.25</b> | <b>-</b>  | <b>-</b>  | <b>1,395.68</b> |

\*Where no due date of payment is specified, in that case ageing has been done from the date of transaction.

**NOTE 38.1 - ANALYTICAL RATIOS**

| Sl. No. | Ratio   | Numerator   | Denominator | Current Period | Previous Period | % Variance | "Reason for Variance (If % variance > 25%)" |
|---------|---|-------------|-------------|----------------|-----------------|------------|---|
| 1       | Current Ratio<br>(Current Assets/Current Liabilities)                               | 2,68,546.33 | 2,811.00    | 95.53          | 90.06           | 6.07       | N/A   |
| 2       | Debt-equity ratio<br>Total Debt/ Shareholder's Equity                               | -           | 3,28,877.76 | -              | -               | -          | N/A   |
| 3       | Debt service coverage ratio<br>Earnings for debt service*/Debt service**            | 29,551.56   | -           | -              | 70.75           | -          | N/A   |
| 4       | Return on equity ratio<br>Net Profits after taxes/Average Shareholder Equity        | 25,744.22   | 3,16,005.65 | 8.15%          | 11.66%          | -30.11     | Substantial fall in Revenue from Operations |
| 5       | Inventory turnover ratio<br>Sales/Average Inventory                                 | -           | -           | -              | 3.07            | -          | N/A   |
| 6       | Trade receivables turnover ratio<br>Total Sales/Trade Receivables                   | 56,855.14   | 11,239.30   | 5.06           | 8.30            | -39.09     | Sharp increase in Debtor at year end        |
| 7       | Trade payables turnover ratio<br>Total Purchases/Trade Payables                     | -           | 685.95      | -              | -               | -          | N/A   |
| 8       | Net capital turnover ratio<br>Net Sales/Working Capital                             | 56,855.14   | 2,65,735.33 | 0.21           | 0.25            | -13.36     | N/A   |
| 9       | Net profit ratio<br>Net Profit/Net Sales  | 25,744.22   | 56,855.14   | 45.28%         | 54.02%          | -16.18     | N/A   |
| 10      | Return on capital employed<br>Earning before interest and taxes/Capital Employed*** | 32,952.97   | 3,28,877.76 | 10.02%         | 14.42%          | -30.52     | Substantial fall in Revenue from Operations |
| 11      | Return on investment  | 25,744.22   | 3,28,877.76 | 7.83%          | 11.01%          | -28.93     | Substantial fall in Revenue from Operations |
|         | Net profit after taxes/Capital Employed   |             |             |                |                 |            |   |

**Notes**

\* Net profit after taxes + Non-cash operating expenses + Interest + Other adjustments like loss on sale of fixed assets etc.

\*\* Interest payments + Principal Repayments

\*\*\* Tangible net worth + Deferred tax liabilities + Total debt

Other note: Security Deposits has not been considered as Debt

