



2022-23

34TH ANNUAL REPORT

JMG CORPORATION LIMITED



MANAGEMENT:

| | |
|-------------------------------|-------------------------|
| Mr. Atul Kumar Mishra | Managing Director |
| Mr. Satish Kumar Grover | Director |
| Mrs. Anita Mishra | Director |
| Mr. Satish Charan Kumar Patne | Director |
| Mr. Sonu Kumar Varshney | Chief Financial Officer |
| Ms. Nisha Kumari | Company Secretary |

BANKERS:

HDFC Bank
Indian Bank
ICICI Bank Limited

STATUTORY AUDITORS:

BSD & Co.
Chartered Accountants
810, 8th Floor, Antriksh Bhawan,
22, Kasturba Gandhi Marg, New Delhi-110001

INTERNAL AUDITORS:

Nagar Krishna & Associates
Chartered Accountants

**SECRETARIAL
AUDITORS:**

P. K. Mishra & Associates
Company Secretary in Practice

REGISTERED OFFICE:

574, 2nd Floor, Main Road, Chirag Delhi
New Delhi –110017.

CORPORATE OFFICE:

574, 2nd Floor, Main Road, Chirag Delhi
New Delhi –110017.

STOCK EXCHANGES:

BSE Limited
Phiroze Jeejeebhoy
Towers, Dalal Street,
Mumbai – 400001

**REGISTRAR AND
SHARE TRANSFER
AGENT:**

Indus Portfolio Private Limited
G-65, Bali Nagar, New Delhi-110015
Phone: 011 –25449862

CIN:

L31104DL1989PLC362504

NOTICE OF 34TH ANNUAL GENERAL MEETING

Notice is hereby given that Thirty Fourth Annual General Meeting of the Members of “**JMG Corporation Limited**” (hereinafter to be referred as “Company”) is scheduled to be held on Tuesday, 26th September, 2023 at 12:00 P. M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM), at the registered office of the Company at 574, 2nd Floor, Main Road, Chirag Delhi, New Delhi-110017, to transact the following business (es):-

Ordinary Business (es):

1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended on March 31, 2023, including the Audited Balance Sheet as at March 31, 2023, the statement of Profit & Loss Account and Cash Flow Statement for the financial year ended on that date and the Report of the Board of Director (the Board) and Auditors thereon.
2. To appoint a director in place of Mrs. Anita Mishra (DIN-07950600), who retires by rotation and being eligible, offer herself for re-appointment.

Special Business (es):

3. **Appointment of Mr. Atul Kumar Mishra (DIN 00297681) as Managing Director of the Company for a period of 5 (Five) Year and fixation of his remuneration.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read with Section II of Part-II of Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such other recommendations, approvals, sanctions if and when necessary, desirable and expedient in law, the appointment of Mr. Atul Kumar Mishra be and is hereby approved as Managing Director of the Company for a period of 5 (Five) year with effect from 11th November, 2023 upto 10th November, 2028 on such terms and conditions including remuneration as contained in the explanatory statement with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter, vary and modify the terms and conditions of the said appointment, in such manner as may be agreed upon by and between the Board of Directors and Mr. Atul Kumar Mishra within and in accordance with the limits prescribed in Schedule V to the Companies Act, 2013 and if necessary as may be agreed to between the Board of Directors and Mr. Atul Kumar Mishra.

RESOLVED FURTHER THAT the remuneration payable to Mr. Atul Kumar Mishra as Managing Director by way of salary, exgratia payment or commission, perquisites and other allowances, shall not exceed the limits, if any, stipulated under the provisions of Section 197 read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT notwithstanding anything herein above stated, where in any financial year during the currency of his tenure as Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay the above remuneration by way of salary and perquisites as minimum remuneration subject to such other recommendations, approvals, sanctions, if and when necessary.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorised to vary or increase the remuneration (including the minimum remuneration), that is, the salary, exgratia payment or commission, perquisites, allowances, etc. within such prescribed limit or ceiling as may be stipulated therein without any further reference to the Company in General Meeting, if so permitted under the provisions of the Act.

RESOLVED FURTHER THAT the remuneration contained in the explanatory statement proposed be paid to Mr. Atul Kumar Mishra as Managing Director be and is hereby approved for a period of five years.

4. To Change of Object Clause of the Memorandum of Association of the Company.

To consider the following Resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 (“the Act”) including any modification or re-enactment thereof and other applicable provisions thereof the Main Object Clause of the Memorandum of Association of the Company be and is hereby altered and amended as follows:

Clause III of the MOA be altered in addition to the existing clauses as follows:

1. To own, construct, run, lease, manage, sell, purchase, joint venture, furnish of, take over, manage and carry on the business of hotel, holiday resorts, restaurant, café, tavern bars, refreshment rooms, boarding and lodging, housekeepers, clubs, in India or in any other part of the world.
2. To carry on the business of hotels, restaurants, cafes, refreshment rooms, night clubs, holiday camps, resorts, villas, lodgings, stalls, garages, summerhouses, chateaus, castles, inns, hostels, road houses, motels, taverns, rest houses, guest houses, bakers, hookah bars and confectioners.
3. To act as hotel management consultants, managers, operators, advisors, planners, values and to impart technical know-how and training in the field of planning, construction, operation of hotels, motels, restaurants, recreation and entertainment centers in the field of tourism industry whether in India or abroad and to purchase erect or otherwise acquire, establish and equip and act as collaborators, technicians, financiers to any other hotel or restaurant in India or abroad.
4. To provide lodging and boarding, restaurants, eating houses, bar, swimming pool and other facilities to the public including tourists, visitors and other delegates coming to India from foreign countries and to members of delegations and missions from foreign countries.

JMG CORPORATION LIMITED

5. To purchase, establish, conduct, manage, takeover, acquire, lease, promote, develop and to carry on the business of running holiday resorts, boarding and lodging houses, hotels, restaurants, cafes, resorts, vacation/ holiday resorts, villas, lodgings, stalls, summer houses, castles, inns, road houses, motels, taverns, rest houses, guest houses, retreats, cottages, rest rooms, holiday camps, time share resorts, country clubs, mass housing, row housing, tourist bungalows, health care clinics, health spas, health rejuvenation hospitals and all other types of accommodations of all descriptions both across the country and abroad and to carry on similar or connected activities with all facilities and providing all services thereto, to purchase and develop land for visitors, guests or customers to construct ecofriendly buildings, to lease the land to visitors, customers or guests to build pools, spas, cottages and other facilities on their own or on contract basis, to fit up and furnish any property for the purpose of letting the same to visitors, customers or guests either in room, suites, cottages, chalets or otherwise, to sell them, lease them on a time sharing or property sharing basis by days, weeks, months and any undivided shares with or without holiday exchange basis both in India and outside India (outright sale basis).
6. To carry on business of contractors, Builders, Town planners, Infrastructure developers, Estate developers and Engineers land developers, Land Scrapers, estate agents, immovable property dealers and to acquire, buy, purchase, hire or otherwise lands, buildings, immovable property of any tenure or any interest in the same and to erect and construct, houses, flats, bungalows, ko this of every type on the land of the Company or any other land or immovable property whether belonging to the Company or not and to pull down, rebuild, enlarge alter and other conveniences and to deal with and improve, property of the Company or any other Immovable property in India or abroad.
7. To promote, buy, acquire, sell, lease, exchange, hire, give on relit, to let, mortgage or otherwise dispose of the lands, industrial Complexes, houses. buildings, farm houses, agricultural lands, and other immovable property of the Company or other immovable property including any share or shares, interest or interests therein and to transact on commission or otherwise business of real estate agents and to apply for purchase through tender or otherwise acquire contracts for or in relation to water proofing, sewage, construction, execution, equipment, improvement, management, administrations or control of mechanical and conveniences and to undertake, execute, dispose or otherwise turn to account the same.
8. To carry on the business of consultants of builders and developers of land contractors, colonisers and undertake any residential, commercial or Industrial, construction either independently or jointly in partnership, joint venture or on agency or sub contracts basis with or on behalf of any individual firm, body corporate, association or society, Central or State Government, Cantonment board or any local authority to work as colonizer, developer of land and farm houses and buildings for residential purposes

RESOLVED FURTHER THAT any of the directors and/or Company Secretary of the Company be and are hereby authorised to do all such acts, deeds and things as may be necessary in this regard including but not limited digitally signing and filing e-forms with the Registrar of Companies, NCT of Delhi and Haryana.

**By order of the Board
For JMG Corporation Limited**

Sd/-

**Nisha Kumari
(Company Secretary)
M. No. 44218**

**Place: New Delhi
Date: 30.08.2023**

NOTE(S):

1. In view of the prevailing COVID-19 pandemic across the country and restrictions on the movements apart from social distancing, restriction of gatherings, travel restrictions and other preventive advisories being issued by the Government from time to time, Ministry of Corporate Affairs (“MCA”) vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020 and January 13, 2021 (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular dated May 12, 2020 and January 15, 2021 (hereinafter referred to as “SEBI Circulars”), permitted the companies to hold their Annual General Meeting (“AGM”) through video conferencing (“VC”) or other audio visual means (“OAVM”) for the calendar year 2021 and 2022 without the physical presence of the shareholders at a common venue. Accordingly, in compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. In compliance with the aforesaid MCA Circulars and SEBI Circulars, owing to the difficulties involved in dispatching of physical copies of the Annual Report for the financial year 2022- 23 including financial statements (along with Board’s Report, Auditor’s Report and other documents required to be attached therewith), Notice of the 34th AGM along with the Annual Report for the financial year 2022-23 is being sent only through electronic mode to those shareholders whose email addresses are registered with the Company/ Depositories/Registrar and Share Transfer Agent of the Company. Shareholders may note that this Notice along with Annual Report for the financial year 2022-23 will also be available on the website of the Company at www.jmg-corp.in and website of the Stock Exchange i.e. BSE Limited at www.bseindia.com.
3. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“Act”), in respect of the Special Business to be transacted at the AGM is annexed hereto.
4. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars and SEBI Circulars, physical attendance of shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the shareholders will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. The Route Map for the AGM is also not annexed with this AGM Notice.
5. The Company has appointed National Securities Depository Limited (NSDL) to provide VC/OAVM facility and e-voting facility for the Annual General Meeting.
6. **As per the provisions of Section 103 of the Act, shareholders attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum.**
7. Pursuant to Section 113 of the Act, Corporate shareholders are required to send the scanned copy (in PDF or JPG format) of the certified Board Resolution/Authority Letter from its governing body, as the case may be, authorizing their representative(s) to attend this AGM through VC/ OAVM and vote on their behalf through remote e-voting or at the AGM, by email from their registered email addresses to the Scrutinizer through e-mail at pkmishra59@yahoo.com with a copy marked to info@jmg-corp.in.
8. The Register of Members and Share Transfer Books of the Company will remain closed from September 20, 2023 to September 26, 2023 (both days inclusive).
9. Members who are holding shares in physical forms are requested to notify changes in their respective address or Bank details to the Company or to the Registrar and Share Transfer Agent

of the Company at the address listed at the top of the annual report always quoting Folio number. In respect of holding in Electronic form, members are requested to notify any change in address or Bank detail to their respective depository participant.

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding securities in the electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Indus Portfolio Private Limited or to the Company.
11. Details as per Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SS-2 in respect of the Directors seeking appointment/ re- appointment at the Annual General Meeting, forms an integral part of the Notice.
12. Relevant documents referred to in the accompanying Notice and explanatory statement shall be available for inspection by the Members on the website of the Company, www.jmg-corp.in upto the date of AGM.
13. **Procedure for obtaining the Annual Report, AGM Notice and e-voting instructions by the shareholders whose email addresses are not registered with the depositories or with RTA on physical folios:**

Members who have not registered their email addresses and in consequence the Annual Report including Notice of AGM and e-voting instructions could not be served, may get their email address and mobile number registered with the Company's Registrar and Share Transfer Agent namely, Indus Portfolio Private Limited, G-65, Bali Nagar, New Delhi- 110015 ("RTA") by sending their request letters, signed by the shareholders along with self- attested copies of PAN card and address proof to register their email ids. Shareholders are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, shareholder may write to info@jmg-corp.in.

14. In order to communicate the important and relevant information and event to the members, including quarterly results in cost efficient manner, the members are requested to register their email addresses with the Registrar & Share Transfer Agents (RTA) in case of shares held in physical form and with their respective Depository Participants(DP) in case of demat holdings.
15. Member may also note that the Notice of the 34th AGM and the Annual Report 2022-23 will be available on the Company's website www.jmg-corp.in.
16. The Register of Director, Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be made available electronically for inspection by members of the Company.
17. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available electronically for inspection by the members at the AGM.

Voting through electronic means:

18. Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and 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, the Company has provided a facility to its members to cast their votes on resolutions as set forth in the Notice convening the 34th Annual General Meeting to be held on Tuesday, 26th Day of September, 2023 at 12:00 P. M., electronically through the e-voting service provided by NSDL. Resolution(s) passed by the Members through e-voting is/ are deemed to have been passed as if they have been passed at the Annual General Meeting. The e-voting facility will commence from 09:00 A.M. (IST) on Saturday, 23rd Day of September, 2023 and end at 05:00 P.M. (IST) on Monday, 25th Day of September, 2023. The e-voting module shall be disabled by NSDL for voting thereafter. During this period, the members holding shares either in physical form or in dematerialized form, as on the cut-off date for e-voting i.e. Tuesday, 19th Day of September, 2023 may cast their votes electronically.
19. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
20. Mr. Pawan Kumar Mishra, Company Secretary (Membership No. FCS-4305) of M/s P. K. Mishra & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
21. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
22. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
23. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
24. The Scrutinizer shall, immediately after the votes cast during the AGM, unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
25. The result declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.jmg-corp.in and on the website of NSDL <https://www.evoting.nsdl.com>. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.
26. **Voting through electronic means:**
 - (i) In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the General Circular no.10/2022 dated 28th December, 2022 issued by Ministry of Corporate Affairs and Circular no. SEBI/HO/CFD/PoD/CIR/2023/4 issued by Securities and Exchange Board of India (“SEBI”) (hereinafter collectively referred to as the

“Circulars”) physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

- (ii) Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- (iii) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- (iv) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- (v) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020, the Company is providing facility of remote e- voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- (vi) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.jmg-corp.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- (vii) AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 02/2021 dated January 13, 2021.

The instructions for members for remote E-Voting and Joining General Meeting are as under

The remote e-voting period begins on September 23, 2023 at 9:00 A.M. and ends on September 25, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 19, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 19, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 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.

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

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"><li data-bbox="475 701 1173 1100">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<li data-bbox="475 1117 1173 1246">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<li data-bbox="475 1281 1173 1426">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. |

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|---|--|
| | <p>A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i. e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> 1. 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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login& New System Myeasi Tab and then click on registration option. |

| | |
|---|---|
| | <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| <p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |

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. NSDL and CDSL.

| Login type | Helpdesk details |
|---|---|
| <p>Individual Shareholders holding securities in demat mode with NDSL</p> | <p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 -2499 7000</p> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p> |

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eServices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eServices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

| Manner of holding shares i.e. Demat(NSDL or CDSL) or Physical | Your User ID is: |
|--|--|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***. |

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pkmishra59@yahoo.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Aman Goyal at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 info@jmg-corp.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to info@jmg-corp.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e- Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e- Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e- Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (info@jmg-corp.in). The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

By order of the Board For JMG Corporation Limited

Sd/-

Nisha Kumari

(Company Secretary)

M. No. 44218

Place: New Delhi

Date: 30/08/2023

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SEBI LODR

Item No. 3

The Board of Directors of the Company vide resolution passed at their meeting held on 05th August, 2023 appointed Mr. Atul Kumar Mishra (DIN 00297681) as Managing Director (“MD”) of the Company for a period of 5 years w.e.f 11th November, 2023 subject to the approval of members and such other consents and approvals that may be required. A summary of the material terms and conditions relating to the appointment of Mr. Atul Kumar Mishra as Managing Director of the Company is as follows:

A. Functions : Mr. Atul Kumar Mishra shall carry out, under the superintendence, direction and control of the Board of Directors of the Company, such functions, exercise such powers and performs such duties as the Board shall, from time to time, in their absolute discretion determine and entrust to him.

B. Remuneration: In consideration of the performance of his duties, Mr. Atul Kumar Mishra shall be paid monthly remuneration of Rs. 2,50,000/- or as may be varied by the Board.

Except Mrs. Anita Mishra being relative and Atul Kumar Mishra, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item no.3.

Item No. 4

Your Board has to consider from time-to-time proposals for diversification into areas which would be profitable for the Company as a part of diversification plans. For this purpose, the object clause of the Company, which is presently restricted in scope, requires to be comprehensive so as to cover a wide range of activities to enable your Company to consider embarking upon new projects and activities.

The alteration in the object clause of the Memorandum of Association as set out in the Resolution is to facilitate diversification. This will enable the Company to enlarge the area of operations and carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the Company.

The Board in its meeting held on 30th August, 2023 has approved alteration of the Memorandum of Association of the Company and now seek Members’ approval for the same.

The draft copy of the Memorandum of Association of the Company is available for inspection at the registered office on any working day during business hours till the date of AGM. The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies. The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 4, 13 and 15 of the Companies Act, 2013,

None of the Directors, Key Managerial Person(s) of the Company and their relatives are, in any way, concerned or deemed to be interested in the proposed resolution

The Board recommends the Special Resolution set forth in Item no.3 and Item no 4 of the Notice for approval of theMembers.

DIRECTORS' REPORT TO THE MEMBERS

The Directors of the Company are pleased to present the Thirty Fourth Annual Report of your Company together with Audited financial statements for the financial year ended on 31st March, 2023.

Financial Results and performance of the Company

The summarized working results for the financial year ended on 31st March, 2023 as compared with the previous year are as under: -

(Rs. in thousands)

| Particulars | Current year 2022-23 | Previous year 2021-2022 |
|--|---------------------------------|------------------------------------|
| Net Sales & Other Income | 38,706.35 | 25,236.99 |
| Profit/(Loss) before depreciation and Tax | (3,165.93) | (16,036.10) |
| Less : Depreciation | 47.81 | 19.10 |
| Profit/(Loss) before Tax | (3,213.74) | (16,055.20) |
| Less: | | |
| a) Current Income Tax | - | - |
| b) Short and Excess provision for Income Tax | - | - |
| Profit/(Loss) after Tax | (3,213.74) | (16,055.20) |

State of Company's Affairs

The Company's plans for new activities are progressing gradually and management is hopeful that it will gain momentum in the current financial year. The Management is striving to add new activities in other related areas of Business and Directors hope for some progress in these fields in the current year.

Web Link of Annual Return

The Company is having website i.e. www.jmg-corp.in. and Annual Return of Company has been disseminated on such website. Link of the same is given below: www.jmg-corp.in/notice.html#AGM

Dividend

The Directors do not recommend any dividend since the Company has not earned any distributable profit during the financial year under review.

Change in nature of business

There has been no change in the nature of business of the Company during the financial year under review since the Company is still trying to finalize and add new business activities.

Share Capital

The paid-up Equity Share Capital as on 31st March, 2023 was Rs. 5,78,94,737.50. During the year under review, the Company has not issued any shares. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweat equity shares and does not have any scheme to fund its employees to purchase the shares of the Company.

Directors

In accordance with the provisions of section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mrs. Anita Mishra (DIN- 07950600), Director of the Company, retire by rotation at the ensuing Annual General Meeting of the Company and being eligible offer herself for re-appointment. Our directors recommend her re-appointment as Director on the Board at the ensuing Annual General Meeting.

None of the Directors are disqualified under Section 164(2) of the Companies Act, 2013.

Key Managerial Personnel

In terms of the provisions of section 203 of the Companies Act, 2013, Mr. Atul Kumar Mishra (DIN- 00297681), Ms. Nisha Kumari (PAN CZAPK3629J) and Mr. Sonu Kumar Varshney (PAN AFUPV9813M) are the Key Managerial Personnel of the Company as on the date of this report.

Change in Directors and Key Managerial Personnel

There is no change in Directors and Key Managerial Personnel during the financial year under review.

Statutory Auditors

At the 32nd Annual General Meeting held in the year 2021, M/s B S D & Co. Chartered Accountants, were appointed by the shareholders to hold office as Statutory Auditors from the conclusion of 32nd Annual General Meeting till the conclusion of 37th Annual General Meeting of the company, subject to ratification of their appointment at every subsequent Annual General Meeting. The provisions relating to ratification of appointment of Statutory Auditors has been done away with effect from 7th May, 2018 by the Companies (Amendment) Act, 2017. Hence, no resolution is to be put up for ratification.

Secretarial Auditor

The Board of Directors of the Company has appointed Mr. Pawan Kumar Mishra, Practicing Company Secretary, as the Secretarial Auditor of the Company for the Financial Year 2022-23. The Secretarial Audit Report for the financial year ended March 31, 2023 is annexed herewith and marked as **Annexure- 'A'** to this Report. The Secretarial Audit Report does not contain any qualification, reservation, or adverse remark. The Board of Directors of the Company has appointed Mr. Pawan Kumar Mishra, Practicing Company Secretary, as the Secretarial Auditor of the Company for the Financial Year 2022-23. The Secretarial Audit Report for the financial year ended March 31, 2023 is annexed herewith and marked as **Annexure- 'A'** to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark

Subsidiaries, Associates and Joint Venture Company

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

Corporate Governance

Your Company has followed good corporate governance practices since its inception and in accordance with the code of Corporate Governance. The compliance with the corporate governance provisions as specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para-C, D and E of Schedule V is not applicable on the Company, and therefore, disclosures as required under para-C, D and E of Schedule V is not given for the financial year 2022-2023. A certificate of Statutory Auditor regarding non-applicability of regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para-C, D and E of Schedule V is hereby enclosed and forms part of this report.

Management Discussion and Analysis Report

The Management's Discussion and Analysis Report in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached as **Annexure-‘B’** and forms part of this report.

Vigil Mechanism/Whistle Blower Policy

The Company has formulated a Whistle Blower Policy to establish a vigil mechanism for Directors, Employees and other Stakeholders of the Company to report concerns about illegal or unethical practices, Unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy. The whistle Blower Policy is available on Company's website i.e. www.jmg-corp.in.

Listing

The securities of the Company are listed on BSE Limited. The listing fees to BSE have been paid.

Sexual Harassment Policy

The Company has a policy on prohibition, prevention and redressal of sexual harassment of women at work place and matter connected therewith or incidental thereto covering all the aspects as contained under "The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013" including constitution of Internal Complaints Committee. The Company has not received any complaint during the financial year.

Particulars of Employees:

The information pursuant to Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 is attached as **Annexure-‘C’** and forms part of this Report.

Ratio of remuneration

The information relating to remuneration of Directors of the Company as required under section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 is given in **Annexure-‘D’** of this Report.

Disclosure

(i) Extract of Annual Return

The annual return of the Company has been placed on the website of the Company at www.jmg-corp.in and therefore, extract of the annual return in **Form No. MGT-9** is not required to be attached with the Board's report.

(ii) Composition of Board and its committee and Number of Meeting held

Board of Directors:

The composition of Board of Directors as on the date of this report is as follows:

| S. No. | Name of Director | DIN | Date of Appointment on Current Designation | Category | Designation |
|---------------|-------------------------------|------------|---|-------------------|----------------------|
| 1. | Mr. Atul Kumar Mishra | 00297681 | 12.11.2018 | Managing Director | Promoter Director |
| 2. | Ms. Anita Mishra | 07950600 | 25.12.2017 | Non-Executive | Promoter Director |
| 3. | Mr. Satish Kumar Grover | 05242073 | 30/05/2013 | Non-Executive | Independent Director |
| 4. | Mr. Satish Charan Kumar Patne | 00616104 | 12.06.2021 | Non-Executive | Independent Director |

Board Meeting and Attendance of Directors

During the year 5 (Five) Meetings of the Board of Directors were held on 30th May, 2022, 04th August, 2022, 01st September, 2022, 12th November, 2022, 10th February, 2023.

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the financial year 2022-2023 are as follows:

| Name | Category | Board Meetings Attended |
|-------------------------------|------------------------------------|--------------------------------|
| Mr. Satish Kumar Grover | Independent Non-Executive Director | 5 |
| Mr. Satish Charan Kumar Patne | Independent Non-Executive Director | 5 |
| Mr. Atul Kumar Mishra | Promoter Director | 5 |
| Mrs. Anita Mishra | Promoter Director | 4 |

Board Committees

Audit Committee:

For the purpose of ensuring adequacy of internal financial controls, efficacy of internal and statutory audits and matters specified under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013, the Board has constituted an Audit Committee comprising three Directors, Mr. Satish Kumar Grover as Chairman, Mr. Atul Kumar Mishra and Mr. Satish Charan Kumar Patne as members of the committee. 4 (Four) meetings of the Committee were held on 30th May, 2022, 04th August, 2022, 12th November, 2022, 10th February, 2023. All the members of the Committee attended all the meetings.

Stakeholders Relationship Committee:

This Committee addresses all issues and shareholders' complaints. It comprises of Mr. Satish Kumar Grover as Chairman, Mr. Satish Charan Kumar Patne and Mr. Atul Kumar Mishra as member. 1 (One) meetings of the Committee were held on 10th February, 2023 during the financial year. All the members of the Committee attended all the meetings.

The Committee, inter alia, looks into investor complaints and also reviews the performance of Registrar to issue and share transfer agent of the Company and suggests measures for overall improvement.

The Company has delegated share transfer powers to the Registrar and Share Transfer Agent, **Indus Portfolio Pvt. Ltd.**, G-65, Bali Nagar, New Delhi – 110015. The RTA meets every fortnight to resolve the share transfer matters.

During the year, No complaint was received from investor. All transfers/transmissions received during the financial year were processed by the Registrar and Share Transfer Agent and no transfers/transmissions were pending.

Nomination & Remuneration Committee:

The Nomination and Remuneration Committee consists of three non-executive directors namely Mr. Satish Kumar Grover as Chairman, Mrs. Anita Mishra and Mr. Satish Charan Kumar Patne as members of the Committee. 1 (One) meeting of the Nomination & Remuneration Committee was held on 10th February, 2023 during the financial year. All the members of the Committee attended all the meetings

(iii) Directors' Responsibility Statement

Pursuant to Section 134 (5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm:

- a) that in preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanations relating to material departures;
- b) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the Profit or Loss of the Company for the Financial Year ended 31st March, 2023;

- c) that the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) that the annual accounts have been prepared on a 'going concern' basis.
- e) that proper internal financial controls were in place and that financial controls were adequate and were operating effectively.
- f) that the Directors had advised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

(iv) Statement on Independent Directors' Declaration

The Company has received necessary declarations from all independent directors of the Company as required under section 149(7) of the Companies Act, 2013 that they meet the criteria of independence laid down in section 149(6) of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, no independent director was appointed during the financial year.

(v) Nomination and Remuneration Policy

The Board, on the recommendation of the Nomination & Remuneration Committee of the Company, has framed and adopted a Policy namely Nomination and Remuneration Policy to deal with matters of appointment and remuneration of Directors, Key Managerial Personnel, Senior Management and other Employees of the Company. The said policy focuses on the following aspects:-

- a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate quality Directors required to run the Company successfully;
- b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- c) Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its Goals.

Nomination and Remuneration Policy is placed at the website of the Company at www.jmg-corp.in.

(vi) Corporate Social Responsibility (CSR)

The provisions relating to CSR is not applicable to the Company as the Company does not meet the criteria prescribed under section 135 of the Companies Act, 2013 read with rules made there under.

(vii) Explanations or Comments by the Board on every Qualification, Reservation or Adverse Remark or Disclaimer made by the Statutory Auditor in their report

The Statutory Auditors have not given any Qualification, Reservation or made any adverse remarks or disclaimer in their Audit Report including reporting of fraud under section 143 of the Companies Act, 2013. The observations of the Statutory Auditors in their report, read together with the notes on Accounts, are self-explanatory, and therefore, in the opinion of the Directors, do not call for any further explanation.

(viii) Explanations or Comments by the Board on every Qualification, Reservation or Adverse Remark or Disclaimer made by the Company Secretary in Practice in his Secretarial Audit Report

There are no qualifications, reservations or adverse remarks or disclaimers in the Secretarial Audit Report.

(ix) Particulars of Loans, Guarantees, Security and Investments under Section 186 of the Companies Act, 2013

The Company has neither given any Guarantee nor provided any Security in Connection with a Loan, directly or indirectly, to any person or other body corporate under Section 186 of the Companies Act, 2013 during the financial year ended 31st March 2023. The Company has also not made any investments by way of subscription, purchase or otherwise, in the securities of any other body corporate during the financial year ended 31st March 2023. The details of outstanding inter corporate loan as on 31st March, 2023 has been disclosed in the financial statements for the financial year ended on 31st March, 2023.

(x) Related Party Transactions

The Company has not carried out any related party transactions falling within the purview of section 188 read with the Companies (Meetings of Board and its Powers) Amendment Rules, 2014 during the financial year under review, and therefore, the particulars of Contracts or Arrangements with Related parties referred to in Section 188(1) in Form AOC-2 is not applicable to the Company.

The Company has followed the guidelines of Accounting Standards notified under the Companies (Accounting Standard) Rule 2006 in preparation of its financial statements.

None of the Directors have any pecuniary relationships of transactions viz-a-viz the Company. The Company has not entered into any transaction of material nature with Promoters, the Directors or the Management or Relatives etc. that may have any potential conflict with the interest of the Company. The related party transactions are duly disclosed in the Notes to the Accounts.

(xi) Transfer to Reserve

The Company has not transferred any amount to reserve during the financial year under review.

(xii) Material changes and commitments, if any, 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 related and the date of the report.

There have not been any material changes and commitments occurred, between the end of the financial year of the Company i.e. 31st March, 2023 and the date of this report affecting financial position of the Company.

(xiii) Conservation of energy and technology absorption and foreign exchange earnings and outgo:

With respect to conservation of energy, technology absorption and foreign exchange earnings and outgo pursuant to Section 134(3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, for the financial year ended March 31, 2023 are attached as **Annexure 'E'** and form an integral part of this Report.

(xiv) Risk Management Policy

In today's economic environment, Risk Management is very important part of the business. The main aim of risk management is to identify, monitor and take precautionary measures in respect of the events that may pose risks for the business. Your Company recognizes risk management as an integral component of good corporate governance. The Company has developed and adopted a risk management policy.

(xv) Annual Evaluation of Board Performance and Performance of its Committees and of Directors

Pursuant to the provisions of the Companies Act 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual evaluation of its own performance, performance of the Directors as well as the evaluation of its committees.

The Nomination and Remuneration Committee has defined the evaluation criteria, procedure and time schedule for the performance evaluation process for the Board, its Committees and Directors.

(xvi) Separate Meeting of the Independent Directors

The Independent Directors held a Meeting on 12th November, 2022 without the attendance of Non-Independent Directors and members of Management. All the Independent Directors were present at the meeting. The following issues, inter alia, were discussed in detail:

- a. Reviewed the performance of non-independent directors and the Board as a whole;
- b. Reviewed the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors;
- c. Assessed the quality, quantity, and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

(xvii) Public Deposits:

During the period under review, the Company has not accepted or invited any deposits from the public.

(xviii) Significant and Material orders passed by the regulators or Courts or Tribunals

There are no significant and material orders passed by the regulators or Courts or Tribunals, which would impact the going concern status of the Company and its future operations.

(xix) Adequacy of Internal Financial Control

The Internal Audit Department of the Company had carried out internal audit during the financial year under review. The said Audit was carried out with the objective to identify system deficiencies in the

JMG CORPORATION LIMITED

process(s) of the organization and to ensure operational effectiveness in all the processes within the organization to ensure that effective internal control exist at all levels of the organization. Further, in case any deficiency (ies)/ weakness (es) is observed, the same is brought to the notice of the Management so that corrective actions are taken on time.

- (xx) **Disclosures with respect to demat suspense account/ unclaimed suspense account:** The Company does not require to open demat suspense account/unclaimed suspense account.
- (xxi) **Compliance with Secretarial Standards:** The Company has complied with the provisions of secretarial Standards during the financial year 2022-2023.
- (xxii) **Maintenance of Cost records:** The Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 in respect of Company.
- (xxiii) The details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the financial year. **Not Applicable**
- (xxiv) The details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof. **Not Applicable**

Acknowledgements:

The Board places on record its appreciation for the continued co-operation and support extended to the Company by customers, vendors, Stock Exchange, SEBI, bankers, auditors, legal advisors, consultants business associates, state government, local bodies and all the employees with whose help, co-operation and hard work the Company is able to achieve the results.

The Directors regret the loss of life due to COVID-19 pandemic and are deeply grateful and have immense respect for every person who risked their life and safety to fight this pandemic.

The Board deeply acknowledges the trust and confidence placed by the customers of the Company and all its shareholders

For and on behalf of Board of Directors

Sd/-
Satish Kumar Grover
Director
DIN: 05242073

Sd/-
Atul Kumar Mishra
Director
DIN: 00297681

Place: - New Delhi
Date: - 05-08-2023

Statutory Auditor Certificate on Non-Applicability of Corporate Governance Provisions

**To,
The Members
JMG Corporation Limited
New Delhi**

Subject: - Non-Applicability of the compliance with the corporate governance provisions as specified in regulation 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para-C, D and E of Schedule V of SEBI Listing Obligations and Disclosure Requirements) Regulations 2015 for the financial year ended on 31st March, 2023.

Dear Sir,

In terms of the provisions of Regulation 15 of SEBI (Listing obligations and Disclosure Requirements) Regulations 2015, the compliance with the corporate governance provisions shall not apply, in respect of:

(a) The listed entity having paid up equity share capital not exceeding Rupees ten crore and net worth not exceeding Rupees twenty-five crore, as on the last day of the previous financial year. In this respect, we hereby submit the details of the paid equity share capital and net worth of “JMG Corporation Limited” (hereinafter to be referred as Company) as per the financial as at 31st March 2023.

| Amount in Thousands | |
|---|------------------|
| Paid up share Capital (AS on 31 March, 2023) | 57,894.74 |
| Reserve and Surplus (AS on 31 March, 2023) | 11,572.28 |
| Total Equity / Net Worth (As on 31 March, 2023) | 69,467.02 |

We hereby further inform that since the paid up share capital and net worth of the Company is below the threshold mentioned above, the compliance with the corporate governance provisions as specified in regulation 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation 46 para C, D and E of Schedule of V of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 for the financial year ended on 31st March 2023 is not applicable for the company.

For BSD & Co.
Chartered Accountants
Firm's Registration No: 000312S

Sd/-
Sujata Sharma
Partner
M. No. 087919
UDIN: 23087919BGWN2L4745

Date: 05.08.2023
Place: New Delhi

To,

**The Members
JMG Corporation Limited
574, 2nd Floor, Main Road,
Chirag Delhi
New Delhi 110017**

My Secretarial Audit Report of even date, for the financial year 2022-23 is to be read along with this letter.

Management Responsibility

1. It is the responsibility of the Management of the Company to maintain secretarial records, devise proper system to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibilities

2. Our responsibility is to express an opinion on these secretarial records based on our audit.
3. We believed that audit evidence and information obtained from the Company's Management is adequate and appropriate for us to provide a basis for our opinion.
4. We have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

5. 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 procedures on test basis.
6. 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.
7. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

For P.K. Mishra & Associates
Company Secretaries

Sd/-
Pawan Kumar Mishra
Proprietor
Membership No.Fcs-4305
COP No.16222
UDIN: **F004305E000389921**
Date: **-26.05.2023**
Place: **New Delhi**

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 of Managerial Personnel) Rules, 2014]

To,

The Members
JMG Corporation Limited
(CIN: L31104DL1989PLC362504)
574, 2nd Floor, Main Road
Chirag Delhi
New Delhi 110017

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by **JMG Corporation Limited**, (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 I report that:-

- a) Maintenance of Secretarial records is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
- b) I have followed the Audit Practices and processes as were 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 the secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
- c) I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
- d) Wherever required, I have obtained the management representation about the compliance of law, rules and regulations and happening of events etc.
- e) The Compliance of the provisions of the corporate and other applicable laws, rules and regulations, standards is the responsibility of the management. My examination was limited to verification of procedures on test basis.
- f) The Secretarial Audit Report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Based on my verification of the Company 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 authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering for the financial year ended on March 31, 2023:

- complied with the statutory provisions listed hereunder and
- Proper Board-processes and compliance mechanism in place,

to the extent, in the manner and subject to the reporting made hereinafter:

I have examined books, papers, minute books, forms, and returns filed and other records maintained by **JMG Corporation Limited** (“the Company”) for the financial year ended on March 31, 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, Overseas Direct Investment and External Commercial Borrowings (Not Applicable as there is no transaction in Foreign Currency during the Financial Year under review);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’) to the extent applicable to the Company: -
 - (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 as the Company has not issued any new shares during the review period as disclosed by the management of the company);
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (Not applicable during the review period);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not applicable during the review 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 (Not Applicable during the review period);
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not Applicable during the review period);
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not Applicable during the review period);

- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars/guidelines issued thereunder;
- (k) The Management has identified and confirmed that no other law specifically is applicable to the Company though there are some internal policies on Sexual Harassment at the work place and other Employee-benefit related issue.
- (l) The Memorandum and Articles of Association.

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

- Secretarial Standards issued by the Institute of Company Secretaries of India.
- The Listing Agreement entered into by the Company with BSE Limited (“BSE”).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc. mentioned above subject to the following observation:

a. The company had filed some ROC forms with delayed submission with additional fees.

I further report that:

➤ The Company has complied with the requirements of Structural Digital Data Base in terms of Regulations 3(5) and 3(6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 including various Circulars issued by SEBI, BSE thereunder.

➤ The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Director. There were no changes in the composition of the Board of Directors during the period under review.

➤ Adequate notices were given to all directors to schedule the Board / Committee Meetings, agenda and detailed notes on agenda items were sent generally 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.

➤ All the decisions of the Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors and Committee of the Board, as the case may be.

The Company has obtained all necessary approvals under the various provisions of the Act; and there was no prosecution initiated and no fines or penalties were imposed during the period under review under the Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules and Regulations and Guidelines framed under these Acts against / on the Company, its directors, and Officers.

I 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.

As informed, the Company has responded appropriately to notices received from various statutory / regulatory authorities including initiating actions for corrective measures, wherever found necessary.

I further report that during the audit period, there was no other event/action having major bearing on the affairs of the Company.

For P.K. Mishra & Associates
Company Secretaries
Firm's Registration No. S2016DE382600
Peer Review Certificate No. 2656/2022

Sd/-
Pawan Kumar Mishra
Proprietor
Membership No. FCS 4305
COP No.16222
UDIN: F004305E000389921

Date:-26-05-2023
Place: New Delhi

MANAGEMENT'S DISCUSSION AND ANALYSIS

The Company is working on refurbishment and restarting the closed Organic Soya Bean Plantat Maksi Industrial Area in MP and is still awaiting the pending approval for start of activities at the Unit. from MPIDC. It is expecting the approval in the next quarter and shall be able to start some revenue on the food sector in the first quarter 2024.

The company has also made good progress in achieving the revenues on e-Commerce activities as was planned in the previous year.

The Company has also focussed its activities and working on Business plan into new Business of participation in Renewable Energy Sector where it has a core strength in view of Experienced and Qualified Management personnel of this sector available In House. It is therefore in advanced stage of discussions on Bio CNG Production & sale and Organic Fertilizer Projects and Waste to Energy Projects in line with Govt. SATAT Policy for such projects. The Company is under detailed discussions with other Proponents of these Renewable Energy Projects for cooperation and strategic joint working which shall provide significant support inthe revenue projections of the company in the current financial year and Long term Growth.

The company is also examining specific area of Business in jointly Developing Hospitality, run, lease, joint venture, manage, sell, purchase and construction of building & hotel and carry on the business of hotel, holiday resorts, restaurant, housekeepers, clubs, in India or in any other part of the world.

The Company has proper and adequate system of internal controls to ensure that all activities are monitored and controlled against any un-authorized use or disposition of assets and that the transactions are authorized, recorded, and reported correctly. It ensures adherence to and compliance with internal control policies and procedures as well as regulatory requirements.

The Company has generated revenue from its management consultancy business and trading activities during the financial year, and the business of the Company has remained stable. The Audit Committee reviews the adequacy of internal controls.

DECLARTION

As provided in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby declared that all the Board members and senior management personnel have affirmed the compliance with the code of conduct for the year ended March 31, 2023.

Place: - New Delhi
Date: - 05-08-2023

Sd/-
Atul Kumar Mishra
Managing Director
DIN-00297681

In terms of the provisions of sub rule 2 of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016, no employee of the Company is drawing remuneration in excess of Rs. 8,50,000/- (Rupees Eight Lacs Fifty Thousand) per month or Rs. 1,02,00,000/- (Rupees One Crore Two Lacs) per annum.

The information pursuant to Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 with respect to top 10 employees of the Company are as follows:

| S. N. | Name | Designation | Total Remuneration (In INR) | Qualification | Experience of Years | Date of commencement of employment | Age (In years) | Last Employed Name of the Company | % age of Equity share capital held |
|-------|-------------------------|-------------------------|-----------------------------|--|---------------------|------------------------------------|----------------|---------------------------------------|------------------------------------|
| 1. | Mr. Atul Kumar Mishra | Managing Director | 24,00,000 | Master in Financial Management and B. E (Electrical Engineering) | 45 | 12/11/2018 | 66 | Self-Employed | 36.62% |
| 2. | Mr. Sonu Kumar Varshney | Chief Financial officer | 8,40,000 | MBA, CS, LLB | 17 | 18/03/2019 | 38 | Golden Feather Construction Pvt. Ltd. | NIL |
| 3. | Ms. Nisha Kumari | Company Secretary | 2,19,600 | B.Com,CS, LLB | 7 | 07/09/2018 | 33 | Self-Employed | NIL |

NOTES:

Nature of Employment, whether contractual or otherwise: otherwise

No Employee is relative of any Director or Manager of the Company.

The Company is having only 2 permanent employees on the payroll of the Company.

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) Amendment Rules, 2016

(i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2022-23, 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:

| S. No. | Name of the Director/ KMP and Designation | Remuneration of Director/ KMP for financial year 2022-23 | % Increase in remuneration in the financial year 2022-23 | Ratio of remuneration of each Director/ to median remuneration of employees | Comparison of the remuneration of the KMP against the performance of the Company |
|---------------|--|---|---|--|---|
| 1. | Mr. Atul Kumar Mishra (Managing Director) | 24,00,000 | (20.00) | 2.86% | (74.68) |
| 2. | Mr. Sonu Kumar Varshney (Chief Financial Officer) | 8,40,000 | - | 1.00% | (26.14) |
| 3. | Ms. Nisha Kumari (Company Secretary) | 2,19,600 | - | 0.26% | (6.83) |

- (ii) The median remuneration of employees of the Company during the financial year was Rs. 8,40,000/-;
- (iii) In the financial year, there was no increase in the median remuneration of employees;
- (iv) There were 2 (Two) permanent employees on the rolls of the Company as on March 31, 2023;
- (v) The percentile decrease in the managerial remuneration for the same financial year was (65.14%);
- (vi) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel, Senior Management Personnel and other employees;

A. Conservation of Energy:

(i) The Steps taken or impact on conservation of energy

The Company has ceased to carry out manufacturing activity; nevertheless, the Company has taken measures to reduce energy consumption and has installed energy efficient equipment wherever possible.

(ii) The Steps taken by the Company for utilizing alternate source of energy

Not Applicable

(iii) The capital investment on energy conservation equipment’s

Nil

B. Technology Absorption:

1. the efforts made towards technology absorption. : No new technology has been absorbed as the Company has ceased to carry out manufacturing activity.
2. the benefits derived like product improvement, cost reduction, product development, import substitution : Nil
3. In case of Imported Technology (imported during the last three years reckoned from the beginning of the financial year)
 - a) the details of technology Imported : Nil
 - b) Year of Import : N.A
 - c) Whether the technology been fully absorbed : N.A
 - d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof. : N.A
 - e) The expenditure incurred on Research and Development: Nil

C. Foreign Exchange earnings and outgo:

The details of foreign exchange earnings and outgo of the company are as under:

(Rupees in thousand)

| | Year 2022-23 | Year 2021-22 |
|---------------------------|---------------------|---------------------|
| Foreign Exchange earnings | NIL | NIL |
| Foreign Exchange Outflow | NIL | NIL |

INDEPENDENT AUDITORS' REPORT

To
The Members of JMG Corporation Limited
Report on the Audit of the Financial Statements
Opinion

We have audited the accompanying financial statements of **JMG Corporation Limited** (“the Company”), which comprise the Balance Sheet as at 31st March 2023, the Statement of Profit and Loss, the Cash Flow statement and the Statement of changes in Equity for the year ended on that date and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013, as amended (“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 31st March 2023, its loss, its cash flows and the changes in equity for the year ended on that date.

Basis of Opinion

We conducted our audit of the financial statements 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 (ICAI) 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 made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of 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 that there are no key audit matters to be communicated in our report.

Information Other than the Financial Statements and Auditor’s Report Thereon

The Company's Management and Board of Directors are responsible for the preparation of other information. The other information comprises the information included in the Management Discussion and analysis, Board’s Report including Annexures to Board’s Report, Business Responsibility report, Corporate Governance and Shareholder’s Information, but does not include the financial statements and our auditor’s report thereon. Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the 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 Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these 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 the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate of accounting policies; making judgements 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 and Board of Directors are 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the 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 financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, 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 financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the 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 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 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

1. As required by the Companies (Auditor’s Report) Order, 2020 (“the Order”) issued by the Central Government in terms of Section 143(11) of the Act, we give in “**Annexure A**” a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit 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, the Statement of Cash Flow and the Statement of Changes in Equity dealt with by this report are in agreement with the relevant books of account.

- d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
- 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”**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
- g. In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid 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:
 - i. There are no pending litigations requiring disclosure of its impact on its financial position in its financial statement.
 - ii. There are no material foreseeable losses, on long-term contracts including derivative contracts requiring provisions.
 - iii. There are no amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. (a) The Management has represented that, to the best of its knowledge and belief as disclosed in Note 32(a) to the financial statements, 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;

(b) The Management has represented, that, to the best of its knowledge and belief as disclosed in Note 32(b) to the financial statements, 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;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations as provided under (a) and (b) above, contain any material misstatement.

- v. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of accounts using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from 1st April 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules 2014 is not applicable for the financial year ended 31st March 2023.

For **B S D & Co.**

Chartered Accountants

Firm Registration No. 000312S

Sd/-

Sujata Sharma

Partner

Membership No. 087919

UDIN:23087919BGWNMI3336

Place: New Delhi

Date: 26th May 2023

Annexure - A to the Auditors' Report

(Referred to in paragraph 1 under the heading "Report on other Legal and Regulatory Requirements" section of our report of even date).

- i.
 - a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) According to information and explanation given to us and on the basis of our examination of the records of the company, the Company does not have any Intangible assets, hence reporting under this clause is not applicable.
 - b) The Property, Plant and Equipment of the Company have been physically verified by the Management at the reasonable intervals, which in our opinion, is considered reasonable having regard to the size of the company and the nature of its assets.
 - c) According to the information and explanation given to us and on the basis of our examination of the records of the company, all the title deeds of immovable properties are held in the name of the company.
 - d) The Company has not revalued its Property, Plant and Equipment during the year. Consequently, the question of our commenting on whether the revaluation is based on the valuation by a registered valuer, or specifying the amount of change, if the change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment does not arise.
 - e) Based on the information and explanations furnished to us, no proceedings have been initiated on (or) are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in its financial statements does not arise.
- ii.
 - a) According to the information and explanation given to us and on the basis of our examination of the records of the company, the Company does not hold any Inventory, hence reporting under clauses 3(ii) of the order is not applicable to the Company.
 - b) During the year, the Company has not been sanctioned any working capital limits from banks or financial institutions [on the basis of security of current assets] and accordingly, the question of our commenting on whether the quarterly returns or statements are in agreement with the books of account of the Company does not arise.
- iii. According to the information and explanations given to us and on the basis of our examination of the records of the company, the Company has not made any investment, granted secured/unsecured loans/advances in nature of loans, or stood guarantee, or provided security to any parties during the year, hence reporting under clauses 3(iii) of the Order is not applicable to the Company.
- iv. The Company has not granted any loans or made any investments, provided any guarantees or securities to the parties covered under section 185 and 186 of the Companies Act, 2013, hence reporting under clause 3(iv) of the said order is not applicable.

- v. The Company has not accepted any deposits or amounts which are deemed to be deposits from the public within the meaning of sections 73, 74, 75 and 76 of the Act and the rules framed there under to the extent notified, hence reporting under clauses 3(v) of the Order is not applicable to the Company.
- vi. The Central Government of India has not specified maintenance of cost records under sub-section (1) of section 148 of the Act, hence reporting under clause 3(vi) of the Order is not applicable to the Company.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, provident fund, employees' state insurance, income tax, duty of customs, goods and services tax (GST) and other applicable material undisputed statutory dues have generally been deposited regularly during the year. There are no arrears of outstanding statutory dues as at the last day of the financial year concerned, for a period of more than six months from the date they became payable.
(b) According to the information and explanations given to us, there are no dues of income tax, duty of customs, value added tax, GST or other applicable material statutory dues which have not been deposited as on 31st March 2023 on account of any dispute.
- viii. According to the information and explanations given to us and the records of the Company examined by us, there is no income surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
- ix. (a) According to the information and explanation given to us and based on our examination of records, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
(b) According to the information and explanation given to us and based on our examination of records, the Company has not been declared willful defaulter by any bank or financial institution.
(c) According to the information and explanation given to us and based on our examination of records, the Company has not obtained any term loan during the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
(d) According to the information and explanation given to us and based on our examination of records, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
(e) The Company does not have any subsidiary, associate or joint venture. Therefore, reporting under clause 3(ix)(e) of the Order is not applicable to the Company.
(f) The Company does not have any subsidiary, associate or joint venture. Therefore, reporting under clause 3(ix)(f) of the Order is not applicable to the Company.
- x. (a) The company has not raised moneys by way of initial public offer or further public offer (including debt instruments or term loans) during the year, hence reporting under clause (x)(a) of para 3 of the order is not applicable to the company.
(b) The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year, hence reporting under clause (x)(b) of para 3 of the order is not applicable to the company.

- xi. (a) No fraud by the Company or no fraud on the Company has been noticed or reported during the year.
- (b) During the year, no report under section 143(12) of the Companies Act, 2013 has been filed in form ADT-4, hence the reporting under clause 3(xi)(b) of the Order is not applicable to the company.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- xii. The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013, hence the requirement under clauses 3(xii) (a), (b) and (c) of the Order is not applicable to the Company.
- xiii. According to the information and explanations given to us, all transactions with the related parties are in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- xiv. (a) The Company has an internal audit system commensurate with the size and nature of its business.
- (b) The internal audit report of the Company not issued till the date of audit report for the period under audit and hence not considered by us.
- 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 its directors or persons connected with its directors, hence the reporting under Clause 3(xv) of the Order is not applicable.
- xvi. (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company, hence reporting under clause 3(xvi)(a) of the Order is not applicable to the Company.
- (b) The Company has not conducted (non-banking financial/housing finance), activities during the year, hence reporting under clause 3(xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, hence reporting under clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) There is no Core Investment Company as a part of the Group, hence reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.
- xvii. The Company has incurred cash losses of Rs. 3,165.93 thousand in the current financial year and Rs. 16,036.10 thousand in the immediately preceding financial year.
- xviii. There has been no resignation of statutory auditors during the year, hence reporting under clause 3(xviii) of the Order is not applicable to the Company.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, aging and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes 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 the balance sheet as and when they fall due within a period of one year from the balance sheet date.

- xx. According to the information and explanation given to us and based on our examination of records, the company is not required to spend any amount in terms of requirement of sub section 5 of section 135 of Companies Act, 2013, hence reporting under clause 3(xx)(a) and 3(xx)(b) of the Order is not applicable.

For **B S D & Co.**
Chartered Accountants
Firm Registration No. 000312S

Sd/-
Sujata Sharma
Partner
Membership No. 087919
UDIN:23087919BGWNMI3336

Place: New Delhi
Date: 26th May 2023

Annexure - B to the Auditors' Report

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls 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 **JMG Corporation Limited** ("the Company") as of 31st March 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, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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, to the best of our information and according to the explanations given to us, 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 31st March 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 ICAI.

For **B S D & Co.**
Chartered Accountants
Firm Registration No. 000312S

Sd/-
Sujata Sharma
Partner
Membership No. 087919

UDIN:23087919BGWNMI3336

Place: New Delhi
Date: 26th May 2023

L31104DL1989PLC362504
574, 2nd Floor, Main Road Chirag Delhi New Delhi 110017

Balance Sheet as at 31 March, 2023

| Particulars | Note | Rupees in thousands | |
|--|------|-------------------------|-------------------------|
| | | As at 31 March, 2023 | As at 31 March, 2022 |
| Assets | | | |
| (1) Non-Current Assets | | | |
| (a) Property, Plant & Equipment | 1 | 6,757.80 | 6,777.64 |
| (b) Financial Assets | | | |
| (i) Loans | 2 | 45,757.48 | 44,100.08 |
| (c) Other Non-Current Assets | 3 | 15,103.51 | 15,103.51 |
| Total Non-Current Assets | | 67,618.78 | 65,981.23 |
| (2) Current Assets | | | |
| (a) Financial Assets | | | |
| (i) Trade Receivables | 4 | 7,769.85 | 9,246.62 |
| (ii) Cash and Cash Equivalents | 5 | 1,950.74 | 4,050.29 |
| (iii) Other Financial Assets | 6 | 1,135.03 | 1,136.34 |
| (b) Current Income Tax Assets | 7 | 866.61 | 929.05 |
| (c) Other Current Assets | 8 | 2,875.97 | 3,375.25 |
| Total Current Assets | | 14,598.20 | 18,737.55 |
| Total ASSETS | | 82,216.98 | 84,718.78 |
| (1) Equity and Liabilities | | | |
| Equity | | | |
| (a) Equity Share Capital | 9 | 57,894.74 | 57,894.74 |
| (b) Other Equity | | | |
| (i) Reserve & Surplus | 10 | 11,572.28 | 14,778.41 |
| Total Equity | | 69,467.01 | 72,673.14 |
| Liabilities | | | |
| (2) Non-current Liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 11 | 8,212.65 | 7,724.40 |
| (b) Provisions | 12 | 121.09 | 93.45 |
| Total Non-Current Liabilities | | 8,333.74 | 7,817.86 |
| (3) Current Liabilities | | | |
| (a) Financial Liabilities | | | |
| Trade Payables Due to | | | |
| Total outstanding dues of Micro Enterprises | | | |
| Total outstanding dues of creditors other than | | | |
| Micro Enterprises & Small Enterprises | 13 | 4,303.19 | 4,134.69 |
| (b) Other Current Liabilities | 14 | 112.36 | 92.96 |
| (c) Provisions | 15 | 0.67 | 0.12 |
| Total Current Liabilities | | 4,416.22 | 4,227.78 |
| TOTAL EQUITY AND LIABILITIES | | 82,216.98 | 84,718.78 |
| Summary of Significant Accounting Policies | A | | |
| Notes forming part of Financial Statements. | 1-34 | | |

As per our report attached of even date

For B S D & Co.

Chartered Accountants

Firm Registration Number: 000312S

Sd/-

Sujata Sharma

Partner

Membership No. 087919

UDIN:23087919BGWNMI3336

Place: New Delhi

Date: 26/05/2023

For and on behalf of the Board of Directors

Sd/-

Satish Kumar Grover

Director

DIN:05242073

Sd/-

Nisha Kumari

Company Secretary

PAN: CZAPK3629J

Sd/-

Atul Kumar Mishra

Director

DIN:00297681

Sd/-

Sonu Kumar Varshney

C.F.O.

PAN: AFUPV9813M

L31104DL1989PLC362504

574, 2nd Floor, Main Road Chirag Delhi New Delhi 110017

Statement of Profit & Loss for the year ended 31 March, 2023

Rupees in thousands

| Particulars | Note | For the Year Ended 31 March, 2023 | For the Year Ended 31 March, 2022 |
|---|------|--------------------------------------|--------------------------------------|
| I Revenue from Operations | 16 | 36,168.98 | 22,406.30 |
| II Other Income | 17 | 2,537.37 | 2,830.70 |
| III Total Income (I + II) | | 38,706.35 | 25,236.99 |
| IV EXPENSES | | | |
| (a) Purchases of Stock-in-Trade | | 34,575.34 | 17,083.12 |
| (b) Employee Benefits Expense | 18 | 3,860.89 | 4,391.83 |
| (c) Finance Costs | 19 | 784.25 | 696.83 |
| (d) Depreciation and Expense | 20 | 47.81 | 19.10 |
| (e) Other Expenses | 21 | 2,651.81 | 19,101.32 |
| Total Expenses (IV) | | 41,920.09 | 41,292.19 |
| V Profit/(loss) Before Exceptional Items and Tax (III - IV) | | (3,213.74) | (16,055.20) |
| VI Exceptional Items | | | |
| VII Profit/(loss) Before Tax (V - VI) | | (3,213.74) | (16,055.20) |
| VIII Tax Expense | | | |
| (1) Current Tax | | - | - |
| (2) Deferred Tax | | - | - |
| Total Tax Expense | | - | - |
| IX Profit/(loss) after tax (VII - VIII) | | (3,213.74) | (16,055.20) |
| X Other Comprehensive income (OCI) | | | |
| A (i) Items that will not be reclassified to statement of profit or loss | | | |
| - Remeasurements of post-employment benefit | | 7.62 | 8.22 |
| - Tax relating to these items | | - | - |
| Total other Comprehensive Income for the year, net of tax | | 7.62 | 8.22 |
| XI Total comprehensive income for the period (Comprising Profit/(Loss) and other comprehensive income for the period (IX + X)) | | (3,206.12) | (16,046.98) |
| XII Earnings per equity share (for continuing operation): | 22 | | |
| (1) Basic EPS | | (0.14) | (0.69) |
| (2) Diluted EPS | | (0.14) | (0.69) |
| Summary of Significant Accounting Policies | A | | |
| Notes forming part of Financial Statements. | 1-34 | | |

As per our report attached of even date

For B S D & Co.

Chartered Accountants

Firm Registration Number: 000312S

For and on behalf of the Board of Directors

Sd/-
Sujata SharmaPartner
Membership No. 087919

UDIN:23087919BGWNMI3336

Sd/-
Satish Kumar GroverDirector
DIN:05242073Sd/-
Atul Kumar MishraDirector
DIN:00297681Sd/-
Nisha KumariCompany Secretary
PAN: CZAPK3629JSd/-
Sonu Kumar VarshneyC.F.O.
PAN: AFUPV9813MPlace: New Delhi
Date:26/05/2023

Statement of Changes in Equity

(Annexed to and forming part of the Financial Statements for the year ended 31 March, 2023)

| A Equity Share Capital | Rupees in thousands | |
|--|----------------------------|------------|
| Particulars | No. of Shares | INR |
| Equity share of Rs. 2.50/- each issued, subscribed and fully paid : | | |
| As at 31 March, 2021 | 2,31,57,895 | 57,894.74 |
| Change during the Year 2021-22 | - | - |
| Balance as at 31 March, 2022 | 2,31,57,895 | 57,894.74 |
| As at 31 March, 2022 | 2,31,57,895 | 57,894.74 |
| Change during the Year 2022-23 | - | - |
| Balance as at 31 March, 2023 | 2,31,57,895 | 57,894.74 |

| B Other Equity | Rupees in thousands | | | |
|----------------------------------|----------------------------------|-------------------------|-----------------------------------|---------------------------|
| | Reserve & Surplus | | Other comprehensive income | Total Other Equity |
| | Retained Earning/ Deficit | Security Premium | | |
| Particulars | INR | INR | INR | INR |
| Balance at 1 April, 2021 | 26,585.57 | 4,204.30 | 35.51 | 30,825.38 |
| Income / Loss for the year | (16,055.20) | - | - | (16,055.20) |
| Other comprehensive income | - | - | 8.22 | 8.22 |
| Balance at 31 March, 2022 | 10,530.37 | 4,204.30 | 43.73 | 14,778.40 |
| Income for the year | (3,213.74) | - | - | (3,213.74) |
| Other comprehensive income | - | - | 7.62 | 7.62 |
| Balance at 31 March, 2023 | 7,316.63 | 4,204.30 | 51.35 | 11,572.28 |

As per our report attached of even date

For B S D & Co.

Chartered Accountants

Firm Registration Number: 000312S

Sd/-

Sujata Sharma

Partner

Membership No. 087919

UDIN:23087919BGWNMI3336

For and on behalf of the Board of Directors

Sd/-

Satish Kumar Grover

Director

DIN:05242073

Sd/-

Atul Kumar Mishra

Director

DIN:00297681

Place: New Delhi

Date:26/05/2023

Sd/-

Nisha Kumari

Company Secretary

PAN: CZAPK3629J

Sd/-

Sonu Kumar Varshney

C.F.O.

PAN: AFUPV9813M

Cash Flow Statement for the year ended 31 March, 2023

Rupees in thousands

| Particulars | For the Year Ended 31 March, 2023 | For the Year Ended 31 March, 2022 |
|---|--------------------------------------|--------------------------------------|
| A.CASH FLOW FROM OPERATING ACTIVITIES: | | |
| Net profit before tax | (3,206.12) | (16,046.98) |
| Adjustment for: | | |
| -Depreciation on Property, Plant & Equipment | 47.81 | 19.10 |
| -Interest income | (2,537.37) | (2,830.70) |
| -Finance costs | 784.25 | 696.83 |
| Operating profit (loss) before working capital changes | (4,911.44) | (18,161.75) |
| Change in working capital | | |
| -(Increase)/decrease in Trade Receivables | 1,476.77 | 8,974.79 |
| -(Increase)/decrease in Other Financial Assets | 1.31 | (156.00) |
| -(Increase)/decrease in Other Current Assets | 499.28 | (2,291.77) |
| -(Increase)/decrease in Current Income Tax Assets | 62.44 | (590.01) |
| -Decrease/increase in Trade Payables | 168.50 | (1,755.50) |
| -Decrease/increase in Provisions | 0.55 | (263.59) |
| -Decrease/increase in Other Current Liabilities | 19.40 | (589.48) |
| Cash generated from operation | (2,683.19) | (14,833.29) |
| -Adjustment for Taxes paid (net) | - | - |
| <u>Net Cash Flow/(Used) from operating activities</u> | (2,683.19) | (14,833.29) |
| B.CASH FLOW FROM INVESTING ACTIVITIES: | | |
| -Interest income | 2,537.37 | 2,830.70 |
| -Purchase of Fixed Assets | (27.97) | (6,781.85) |
| -Long Term Loan & Advances | (1,657.40) | 3,043.65 |
| -Non-Financial Assets | - | 6.00 |
| -Other Non-Current Assets | - | (2,403.51) |
| <u>Net Cash Flow/(Used) in investing activities</u> | 852.01 | (3,305.01) |
| C.CASH FLOW FROM FINANCING ACTIVITIES: | | |
| -Repayment of Borrowings | 488.24 | (1,895.50) |
| -Interest Paid | (784.25) | (696.83) |
| -Long term Provision | 27.64 | 42.26 |
| <u>Net Cash Flow/(Used) in Financing activities</u> | (268.37) | (2,550.07) |
| Net increase in Cash & Cash equivalents | (2,099.54) | (20,688.38) |
| Add: Opening balance of Cash and cash equivalents | 4,050.29 | 24,738.67 |
| Closing Balance of Cash & Cash Equivalents | 1,950.74 | 4,050.29 |

As per our report attached of even date

For B S D & Co.

Chartered Accountants

Firm Registration Number: 005301N

For and on behalf of the Board of Directors

Sd/-

Sujata Sharma

Partner

Membership No. 087919

UDIN:23087919BGWNMI3336

Place: New Delhi

Date:26/05/2023

Sd/-

Satish Kumar Grover

Director

DIN:05242073

Sd/-

Nisha Kumari

Company Secretary

PAN: CZAPK3629J

Sd/-

Atul Kumar Mishra

Director

DIN:00297681

Sd/-

Sonu Kumar Varshney

C.F.O.

PAN: AFUPV9813M

**Significant Account Policies
(Forming part of Financial Statements for the year ended 31 March, 2023)**

A. CORPORATE FINANCIAL INFORMATION

JMG Corporation Limited (“Company”) is a Public Limited Company domiciled in India and incorporated on May 01, 1989 under the provisions of the Indian Companies Act, 1956 having its registered office at Delhi and listed on Delhi Stock Exchange and Bombay Stock Exchange.

SIGNIFICANT ACCOUNTING POLICIES**A.1 Basis of preparation and measurement**

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind-AS) notified under the Companies (Indian Accounting Standard) Rules, 2015 (as amended) by the Ministry of Corporate Affairs on 16 February 2015 and presentational requirements of Division II of Schedule III of the Companies Act, 2013 (Ind-AS compliant Schedule III), as applicable to the financial statements of the Company.

The financial statements have been prepared on accrual basis and under the historical cost convention with exception of certain assets and liabilities that are required to be carried at fair value by Ind AS.

A.2 Use of Estimates and Critical Accounting Judgments

In preparation of the financial statements, the company makes judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources, the estimates and the associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods affected.

Significant judgments and estimates relating to the carrying amounts of assets and liabilities include useful lives of tangible and intangible assets, impairment of tangible assets and intangible assets, provision for employee benefits and other provisions, recoverability of deferred tax assets and commitments and contingencies

A.3 Property, plant and equipment

An item of property, plant and equipment is recognized as an asset if it is probable that future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. This recognition principle is applied to the costs incurred initially to acquire an item of property, plant and equipment and also to costs incurred subsequently to add to, replace part of, or service it. All other repair and maintenance costs, including regular servicing, are recognized in the statement of profit and loss as incurred. When a replacement occurs, the carrying amount of the replaced part is de-recognized. Where a tangible fixed asset comprises major components having different useful lives, these components are accounted for separate items.

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment. Cost includes all direct costs and expenditures incurred to bring the asset to its working condition and location for its intended use. Trial run expenses (net of revenue) are capitalized. Borrowing costs during the period of construction is added to the cost of eligible tangible assets.

The gain or loss arising on disposal of an asset is determined as the difference between the sale proceeds and the carrying amount of the asset, and is recognized in the statement of profit and loss.

A.4 Depreciation on Property, Plant & Equipment

Depreciation on tangible fixed assets is calculated on the basis of straight line method as per the useful life prescribed in schedule II of the Companies Act, 2013.

A.5 Impairment

At each balance sheet date, the company reviews the carrying amounts of its property, plant and equipment to determine whether there is any indication that the carrying amount of those assets may not be recoverable through continuing use. If any such indication exists, the recoverable amount of the asset is reviewed in order to determine the extent of impairment loss (if any) .Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. An impairment loss is recognized in the statement of profit and loss as and when the carrying amount of an asset exceeds its recoverable amount.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognized in the statement of profit and loss immediately.

A.6 Foreign currency transactions

The financial statement of the Company is presented in INR, which is the functional currency of the company and the presentation currency for the financial statement.

In preparing the financial statements of the Company, transactions in currencies other than the entity's functional currency are recorded at the rates of exchange prevailing on the date of the transaction. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at the end of reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not translated.

Exchange differences arising on the retranslation or settlement of other monetary items are included in the statement of profit and loss for the period.

A.7 Financial assets

a) Cash and bank balances

Cash and bank balances consist of:

i) Cash and cash equivalents

Which include cash in hand, deposits held at call with banks and other short term deposits which are readily convertible into known amounts of cash, are subject to an insignificant risk of change in value and have maturities of less than one year from the date of such deposits. These balances with banks are unrestricted for withdrawal and usage.

ii) Other bank balances

Which include balances and deposits with banks that are restricted for withdrawal and usage.

b) Financial assets at amortized cost

Financial assets are subsequently measured at amortized cost if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding-

c) Financial assets measured at fair value

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows or to sell these financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of Principal and interest on the principal amount outstanding.

Financial asset not measured at amortized cost or at fair value through other comprehensive income is carried at fair value through profit or loss.

d) Impairment of financial assets

Loss allowance for expected credit losses is recognized for financial assets measured at amortized cost and fair value through other comprehensive income.

The Company recognizes life time expected credit losses for all trade receivables that do not constitute a financing transaction.

For financial assets whose credit risk has not significantly increased since initial recognition, loss allowance equal to twelve Months expected credit losses is recognized. Loss allowance equal to the life time expected credit losses is recognized if the credit risk on the financial instruments has significantly increased since initial recognition.

e) De-recognition of financial assets

The Company de-recognizes a financial asset only when the contractual rights to the cash flows from the asset expire, or it Transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity.

If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the Transferred asset, the Company recognizes its retained interest in the assets and an associated liability for amount sit may have to pay.

If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

A.8 Financial liabilities and equity instruments

Classification as debt or equity

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Financial Liabilities

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortized cost, using the effective interest rate method where the time value of money is significant.

Interest-bearing bank loans, overdrafts and issued debt are initially measured at fair value and are subsequently measured at amortized cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognized over the term of the borrowings in the statement of profit and loss.

De-recognition of financial liabilities

The company derecognizes financial liabilities when, and only when, the company's obligations are discharged, cancelled or they expire.

A.9 Revenue

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable net of discounts, taking in to account contractually defined terms and excluding taxes or duties collected on behalf of the government.

a) Services

Revenue from services rendered is recognized as the service is performed based on agreements/arrangements with the concerned customers. Revenue exclude service tax/Goods and Services tax collected from customers.

b) Sale of Goods

Sale of goods are recognized when the significant risk and rewards of ownership are passed on to the customers which generally coincide with dispatch of goods sales exclude taxes.

c) Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

A.10 Income taxes

Tax expense for the year comprises current and deferred tax. The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statement of profit and loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates and tax laws enacted as applicable to the relevant reporting period.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognized for all taxable temporary differences. In contrast, deferred tax assets are only recognized to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to be applicable for the period when the liability is settled or the asset is realized based on the tax rates and tax laws that have been enacted or substantially enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the company expects, at the end of the reporting period, to cover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are off set to the extent that they relate to taxes levied by the same' tax authority.

Current and deferred tax are recognized as an expense or income in the statement of profit and loss, except when they relate to items credited or debited either in other Comprehensive income or directly in equity, in which case the tax is also recognized in other comprehensive income or directly in equity.

A.11 Leases

The Company determines whether an arrangement contains a lease by assessing whether the fulfillment of a transaction is dependent on the use of a specific asset and whether the transaction conveys the right to use that asset to the company in return for payment. Where this occurs, the arrangement is deemed to include a lease and is accounted for either as finance or operating lease.

Leases are classified as finance leases where the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

When Company is Lessee:

Finance lease

Finance leases are capitalized at the commencement of lease, at the lower of the fair value of the property or the present value of the minimum lease payments. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation. Lease payments are apportioned between finance charges and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly against income over the period of the lease

Operating Lease

Leases in which a significant portion of the risks and reward of ownership are not transferred to the company such lease is classified as operating lease, payments under operating lease (net of any incentives received from lessor) are charged to Profit and Loss Account on straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

A.12 Provisions and contingent liabilities

Provisions are recognized in the balance sheet when the company has a present obligation (legal or constructive) as a result of a past event, which is expected to result in an outflow of resources embodying economic benefits which can be reliably estimated. Each provision is based on the best estimate of the expenditure required to settle the present obligation at the balance sheet date. When appropriate, provisions are measured on a discounted basis.

Constructive obligation is an obligation that derives from an entity's actions where:

- (a) By an established pattern of past practice, published policies or a sufficiently specific current statement, the entity has indicated to other parties that it will accept certain responsibilities And
- (b) As a result, the entity has created a valid expectation on the part of those other parties that it will discharge those responsibilities.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or nonoccurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements

A.13 Employee benefits**Defined contribution plans**

Payments to defined contribution plans are charged as an expense as they fall due. Payments made to state managed retirement benefit schemes are dealt with as payments to defined contribution schemes where the company's obligations under the schemes are equivalent to those arising in a defined contribution retirement benefit scheme.

Defined benefit plans

For defined benefit retirement schemes the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuation being carried out at each balance sheet date. Re-measurement gains and losses of the net defined benefit liability/(asset) are recognized immediately in other comprehensive income. The service cost, net interest on the net defined benefit liability/(asset) is treated as a net expense with in employment costs.

Past service cost is recognized as an expense when the plan amendment or curtailment occurs or when any related restructuring costs or termination benefits are recognized, whichever is earlier.

The retirement benefit obligation recognized in the balance sheet represents the present value of the defined-benefit obligation.

Short term compensated Absences/Leave Encashment

Liability in respect of Compensated absences/ leave encashment due is recognized on the basis of undiscounted value of estimated amount required to be paid or estimated value of benefit expected to be availed by the employees.

A.14 Earnings Per Share (EPS)

The earnings considered in ascertaining the company's EPS comprise the Net Profit or Loss for the period after tax. The basic EPS is computed on the basis of weighted average number of equity shares outstanding during the year. The number of shares for computation of diluted EPS comprises of weighted average numbers of equity shares considered for deriving basic EPS and also the weighted average numbers of equity shares, which could be issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the year unless they are issued at a later date. The diluted potential equity shares are adjusted for the proceeds receivable assuming that the shares are actually issued at fair value. The number of shares and potentially dilutive shares are adjusted for share splits/reverse share splits (consolidation of shares) and bonus shares, as appropriate.

A.15 Cash Flow Statement

Cash flows are reported using the indirect method, whereby net profits before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the Company are segregated.

A.16 Borrowing Costs

Borrowings costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for the intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

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NOTE-1 Property, Plant & EquipmentDepreciation as per Schedule III of Companies Act, 2013

Rupees in thousands

| Particulars | | Building | Computers | Furniture & Fixture | Total |
|--------------------------|-----------------------------|----------|-----------|---------------------|----------|
| Gross Block | Figure as at 1 April, 2021 | - | 2,847.01 | 57.85 | 2,904.86 |
| | Additions | 6,710.99 | 70.86 | - | 6,781.85 |
| | Figure as at 31 March, 2022 | 6,710.99 | 2,917.86 | 57.85 | 9,686.70 |
| Accumulated Depreciation | Figure as at 1 April, 2021 | - | 2,847.01 | 42.96 | 2,889.97 |
| | Depreciation for the year | - | 6.71 | 12.38 | 19.10 |
| | Figure as at 31 March, 2022 | - | 2,853.72 | 55.35 | 2,909.07 |
| Net Block | Figure as at 31 March, 2022 | 6,710.99 | 64.14 | 2.50 | 6,777.64 |
| | Figure as at 31 March, 2021 | - | - | 14.88 | 14.88 |

Rupees in thousands

| Particulars | | Building | Computers | Furniture & Fixture | Total |
|--------------------------|-----------------------------|----------|-----------|---------------------|----------|
| Gross Block | Figure as at 1 April, 2022 | 6,710.99 | 2,917.86 | 57.85 | 9,686.70 |
| | Additions | - | 27.97 | - | 27.97 |
| | Figure as at 31 March, 2023 | 6,710.99 | 2,945.83 | 57.85 | 9,714.67 |
| Accumulated Depreciation | Figure as at 1 April, 2022 | - | 2,853.72 | 55.35 | 2,909.07 |
| | Depreciation for the year | - | 45.69 | 2.12 | 47.81 |
| | Figure as at 31 March, 2023 | - | 2,899.41 | 57.46 | 2,956.87 |
| Net Block | Figure as at 31 March, 2023 | 6,710.99 | 46.42 | 0.39 | 6,757.80 |
| | Figure as at 31 March, 2022 | 6,710.99 | 64.14 | 2.51 | 6,777.64 |

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Note-2: Loans

Rupees in thousands

| Particulars | Figure as at 31 March, 2023 | Figure as at 31 March, 2022 |
|---------------------|--------------------------------|--------------------------------|
| Intercorporate Loan | 36,904.65 | 35,596.01 |
| Other | 8,852.83 | 8,504.07 |
| Total | 45,757.48 | 44,100.08 |

Note-3: Other Non-Current Assets

Rupees in thousands

| Particulars | Figure as at 31 March, 2023 | Figure as at 31 March, 2022 |
|------------------------------|--------------------------------|--------------------------------|
| Advances recoverable in cash | | |
| Others | 15,103.51 | 15,103.51 |
| Total | 15,103.51 | 15,103.51 |

Note-4: Trade Receivables ageing schedule

Rupees in thousands

| Particulars | Outstanding for the following periods from the due date of payment | | | | | Figure as at 31 March, 2023 |
|---|--|--------------------|-----------------|-----------|-------------------|--------------------------------|
| | Less than 6 Months | 6 months 1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) Undisputed Trade Receivables considered good | 24.29 | - | 7,391.55 | - | 354.00 | 7,769.85 |
| (ii) Undisputed Trade Receivables which have significant increase in creditrisk | - | - | - | - | - | - |
| (iii) Undisputed Trade Receivables credit impaired | - | - | - | - | - | - |
| (iv) Disputed Trade Receivables considered good | - | - | - | - | - | - |
| (v) Disputed Trade Receivables which have significant increase in creditrisk | - | - | - | - | - | - |
| (vi) Disputed Trade Receivables credit impaire | - | - | - | - | - | - |
| Grand Total | 24.29 | - | 7,391.55 | - | 354.00 | 7,769.85 |
| Less: Provision for doubtful debts | - | - | - | - | - | - |
| Grand Total | 24.29 | - | 7,391.55 | - | 354.00 | 7,769.85 |

| Particulars | Outstanding for the following periods from the due date of payment | | | | | Figure as at 31 March, 2022 |
|---|--|--------------------|-----------------|---------------|-------------------|--------------------------------|
| | Less than 6 Months | 6 months 1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) Undisputed Trade Receivables considered good | - | 1.06 | 8,891.55 | 354.00 | - | 9,246.62 |
| (ii) Undisputed Trade Receivables which have significant increase in creditrisk | - | - | - | - | - | - |
| (iii) Undisputed Trade Receivables credit impaired | - | - | - | - | - | - |
| (iv) Disputed Trade Receivables considered good | - | - | - | - | - | - |
| (v) Disputed Trade Receivables which have significant increase in creditrisk | - | - | - | - | 7,222.95 | 7,222.95 |
| (vi) Disputed Trade Receivables credit impaire | - | - | - | - | - | - |
| Grand Total | - | 1.06 | 8,891.55 | 354.00 | 7,222.95 | 16,469.57 |
| Less: Provision for doubtful debts | - | - | - | - | 7,222.95 | 7,222.95 |
| Grand Total | - | 1.06 | 8,891.55 | 354.00 | - | 9,246.62 |

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Note-5: Cash and Cash Equivalents

Rupees in thousands

| Particulars | Figure as at 31 March, 2023 | Figure as at 31 March, 2022 |
|--|--------------------------------|--------------------------------|
| (a) Cash in hand | 9.55 | 445.21 |
| (b) Balances with banks | | |
| (i) In Current Account | (3,596.38) | (1,930.81) |
| (ii) In Deposit Account (including Interest) | 5,537.57 | 5,535.89 |
| Total | 1,950.74 | 4,050.29 |

Note-6: Other Financial Assets

Rupees in thousands

| Particulars | Figure as at 31 March, 2023 | Figure as at 31 March, 2022 |
|--------------------------------------|--------------------------------|--------------------------------|
| Bank Deposits (including interest) * | 1,129.03 | 980.34 |
| Security Deposits | 6.00 | 6.00 |
| Imprest | - | 150.00 |
| Total | 1,135.03 | 1,136.34 |

* Deposit with Bank for issuance of Bank Guarantee

Note-7: Current Income Tax Assets

Rupees in thousands

| Particulars | Figure as at 31 March, 2023 | Figure as at 31 March, 2022 |
|-------------------|--------------------------------|--------------------------------|
| T.D.S. Receivable | 866.61 | 923.62 |
| T.C.S. Receivable | - | 5.43 |
| Total | 866.61 | 929.05 |

Note-8: Other Current Assets

Rupees in thousands

| Particulars | Figure as at 31 March, 2023 | Figure as at 31 March, 2022 |
|---------------------------------|--------------------------------|--------------------------------|
| Advance with public authorities | 1,515.55 | 1,398.68 |
| Prepaid Expenses | 12.10 | 3.25 |
| Debit Balance of Trade payable | 1,348.32 | 1,973.32 |
| Total | 2,875.97 | 3,375.25 |

Note-9: Share Capital

Rupees in thousands

| Particulars | Figure as at 31 March, 2023 | Figure as at 31 March, 2022 |
|---|--------------------------------|--------------------------------|
| Authorized Share Capital | | |
| 80,000,000 Equity shares of RS. 2.50/-each | 2,00,000.00 | 2,00,000.00 |
| Issued, Subscribed & Fully Paid | | |
| 2,31,57,895 Equity shares of Rs. 2.50/-each fully paid up | 57,894.74 | 57,894.74 |
| Total | 57,894.74 | 57,894.74 |

Note-9A

Reconciliation of number of shares outstanding at the beginning and at the end of the current reporting period

| Particulars | Figure as at 31 March, 2023 | | Figure as at 31 March, 2022 | |
|---|--------------------------------|------------------------|--------------------------------|------------------------|
| | No of shares | Rupees in thousands | No of shares | Rupees in thousands |
| Share Capital at the beginning of the year | 2,31,57,895.00 | 57,894.74 | 2,31,57,895.00 | 57,894.74 |
| Issued during the year | - | - | - | - |
| Share Capital at the end of the year | 2,31,57,895.00 | 57,894.74 | 2,31,57,895.00 | 57,894.74 |

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Note-9B
Shareholders holding more than 5% of the Share Capital of the Company

| Name of Holding Company/ Associates | Figure as at 31 March, 2023 | | Figure as at 31 March, 2022 | |
|-------------------------------------|--------------------------------|------------|--------------------------------|------------|
| | Number of shares | Percentage | Number of shares | Percentage |
| (a) Atul Kumar Mishra | 84,80,131 | 36.62% | 84,80,131 | 36.62% |
| (b) Power pact Agriculture LLP | 33,57,895 | 14.50% | 33,57,895 | 14.50% |
| (c) Pramod Kumar Nanda | 19,40,789 | 8.38% | 19,40,789 | 8.38% |
| (d) Kiran Gujrati | 12,57,000 | 5.43% | 12,57,000 | 5.43% |

Note-9C
Shareholding of the promoter at the end of the year

| S No. | Promoter's Name | No of Shares | | % of total Shares | | % Change during the year | |
|--------------|-------------------|----------------------------|-------------------------|-------------------------|-------------------------|--------------------------|-------------------------|
| | | As at 31 March, 2023 | As at 31 March, 2022 | As at 31 March, 2023 | As at 31 March, 2022 | As at 31 March, 2023 | As at 31 March, 2022 |
| 1 | Atul Kumar Mishra | 84,80,131 | 84,80,131 | 36.62% | 36.62% | - | - |
| Total | | 84,80,131 | 84,80,131 | | | - | - |

Note-10: Other Equity

Rupees in thousands

| Particulars | Figure as at 31 March, 2023 | Figure as at 31 March, 2022 |
|--|--------------------------------|--------------------------------|
| Reserve & Surplus | | |
| - Retained Earning / (Deficit) | 7,316.63 | 10,530.37 |
| - Security Premium Reserve | 4,204.30 | 4,204.30 |
| Other comprehensive income | | |
| - Remeasurements of defined benefit obligation | 51.35 | 43.73 |
| Closing balance | 11,572.28 | 14,778.40 |

Note-10A: Movements of other equity as follows

Rupees in thousands

| Particulars | Figure as at 31 March, 2023 | Figure as at 31 March, 2022 |
|---|--------------------------------|--------------------------------|
| Security Premium | 4,204.30 | 4,204.30 |
| Retained Earnings / (Deficit) | | |
| - Opening Balance | 10,530.37 | 26,585.57 |
| Add : Profit/(Loss) during the year | (3,213.74) | (16,055.20) |
| - Closing Balance | 7,316.63 | 10,530.37 |
| Remeasurements of defined benefit obligation | | |
| - Opening Balance | 43.73 | 35.51 |
| Add : Current year transfer | 7.62 | 8.22 |
| - Closing Balance | 51.35 | 43.73 |
| Total Other Equity | 11,572.28 | 14,778.41 |

Note-10B
Nature & purpose of the reserve forming part of other equity retained earnings / (deficit)

- This reserve represents accumulated Earning / (deficit) of the company as Balance Sheet date

Security Premium

- This includes premium of issue on shares. It will be utilized in accordance with provisions of Companies Act, 2013.

Remeasurements of defined benefit obligation

- This represents actuarial gains and losses on account of Remeasurements of defined benefit obligation.

Note-11: Long Term Borrowing

Rupees in thousands

| Particulars | Figure as at 31 March, 2023 | Figure as at 31 March, 2022 |
|---------------------------------|--------------------------------|--------------------------------|
| Other Loans and Advances | | |
| - Unsecured | 8,212.65 | 7,724.40 |
| Total | 8,212.65 | 7,724.40 |

Note-12: Provisions

Rupees in thousands

| Particulars | Figure as at 31 March, 2023 | Figure as at 31 March, 2022 |
|------------------------------|--------------------------------|--------------------------------|
| Non-Current Provision | | |
| Gratuity | 121.09 | 93.45 |
| Total | 121.09 | 93.45 |

Note-13: Trade Payable

Rupees in thousands

| Particulars | Outstanding for the following periods from the due date of payment | | | | Figure as at 31 March, 2023 |
|-----------------------------|--|---------------|-----------|-------------------|--------------------------------|
| | Less than 1 years | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) MSME | - | - | - | - | - |
| (ii) Others | 374.76 | 368.54 | - | - | 743.30 |
| (iii) Disputed dues (MSMEs) | - | - | - | - | - |
| (iv) Disputed dues (Others) | - | - | - | - | - |
| Total | 374.76 | 368.54 | - | - | 743.30 |

Rupees in thousands

| Particulars | Outstanding for the following periods from the due date of payment | | | | Figure as at 31 March, 2022 |
|-----------------------------|--|-----------|-----------|-------------------|--------------------------------|
| | Less than 1 years | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) MSME | - | - | - | - | - |
| (ii) Others | 454.83 | - | - | - | 454.83 |
| (iii) Disputed dues (MSMEs) | - | - | - | - | - |
| (iv) Disputed dues (Others) | - | - | - | - | - |
| Total | 454.83 | - | - | - | 454.83 |

Note-13A: Other Current Financial Liabilities

Rupees in thousands

| Particulars | Figure as at 31 March, 2023 | Figure as at 31 March, 2022 |
|---|--------------------------------|--------------------------------|
| Employee payables including amount payable to directors | 3,505.90 | 3,625.86 |
| Audit fee Payable | 54.00 | 54.00 |
| Total | 3,559.90 | 3,679.86 |

Note-14: Other Current Liabilities

Rupees in thousands

| Particulars | Figure as at 31 March, 2023 | Figure as at 31 March, 2022 |
|------------------------|--------------------------------|--------------------------------|
| Statutory Dues payable | 112.36 | 92.96 |
| Total | 112.36 | 92.96 |

Note-15: Provisions

Rupees in thousands

| Particulars | Figure as at 31 March, 2023 | Figure as at 31 March, 2022 |
|--------------------------|--------------------------------|--------------------------------|
| Current Provision | | |
| Gratuity | 0.67 | 0.12 |
| Total | 0.67 | 0.12 |

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Annexed to and forming part of the financial statements for the year ended 31 March, 2023

Note-16: Revenue from Operations

| Particulars | For the Year Ended 31 March, 2023 | Rupees in thousands For the Year Ended 31 March, 2022 |
|------------------|--------------------------------------|---|
| Sale of Services | 1,500.00 | 5,065.00 |
| Sale of Goods | 34,668.98 | 17,341.30 |
| Total | 36,168.98 | 22,406.30 |

Note-17: Other Income

| Particulars | For the Year Ended 31 March, 2023 | Rupees in thousands For the Year Ended 31 March, 2022 |
|--------------------------------------|--------------------------------------|---|
| Interest on fixed deposit and others | 2,537.37 | 2,813.74 |
| Interest Received Income Tax Refund | - | 16.96 |
| Total | 2,537.37 | 2,830.70 |

Note-18: Employee Benefits Expenses

| Particulars | For the Year Ended 31 March, 2023 | Rupees in thousands For the Year Ended 31 March, 2022 |
|---|--------------------------------------|---|
| Salary, Director Remuneration, Bonus and allowances | 3,618.97 | 4,132.10 |
| Director Sitting Fees | 162.00 | 156.00 |
| Provision for Gratuity | 35.80 | 50.55 |
| Contribution to Provident Fund & Others | 28.50 | 38.73 |
| Staff welfare expenses | 15.62 | 14.45 |
| Total | 3,860.89 | 4,391.83 |

Note-19: Finance Cost

| Particulars | For the Year Ended 31 March, 2023 | Rupees in thousands For the Year Ended 31 March, 2022 |
|-------------------|--------------------------------------|---|
| Interest on Loans | 784.25 | 696.83 |
| Total | 784.25 | 696.83 |

Note-21: Other Expenses

| Particulars | For the Year Ended 31 March, 2023 | Rupees in thousands For the Year Ended 31 March, 2022 |
|-----------------------------|--------------------------------------|---|
| Rent | 144.00 | 144.00 |
| Repairs & maintenance | 63.51 | 70.11 |
| Postage & Courier Charges | 278.40 | 351.55 |
| Travelling & Conveyance | 156.92 | 353.15 |
| Listing & Demat Charges | 453.31 | 583.80 |
| Legal & professional | 1,036.48 | 9,793.90 |
| Meeting & AGM Expenses | 93.25 | 99.38 |
| Printing & stationery | 13.58 | 330.19 |
| Business Promotion | 40.31 | 52.65 |
| GST Paid (Under DRC) | 278.60 | - |
| Telephone Expenses | 7.84 | 17.73 |
| Provision of Doubtful Debts | - | 7,222.95 |
| Interest & Bank Charges | 5.25 | 20.76 |
| Auditor's remuneration: | 60.00 | 60.00 |
| Miscellaneous | 20.37 | 1.14 |
| Total | 2,651.81 | 19,101.32 |

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Annexed to and forming part of the financial statements for the year ended 31 March, 2023

Note-22: Earnings per equity share

| Particulars | For the Year Ended 31 March, 2023 | For the Year Ended 31 March, 2022 |
|--|--|--|
| Profit / (Loss) after tax (in thousands) | (3,206.12) | (16,046.98) |
| Weighted Average No of shares (in thousands) | 23,157.90 | 23,157.90 |
| Basic EPS | (0.14) | (0.69) |
| Diluted EPS | (0.14) | (0.69) |

Note No: Ratio

Rupees in thousands

| S No. | Particulars | Numerator | Denominator | 31 March, 2023 | 31 March, 2022 | Change in ratio in current year as compared to previous year | Reason for change in ratio by more than 25% as compared to previous year |
|-------|----------------------------------|---|---|----------------|----------------|--|--|
| 1 | Current Ratio | Current Assets | Current Liabilities | 3.31 | 4.43 | (25.42) | Due to decrease in current assets & increase in current liabilities |
| 2 | Debt-Equity Ratio | Total Debt (Represent Loan Liabilities) | Shareholder's Equity | 0.12 | 0.11 | 11.23 | NA |
| 3 | Debt Service Coverage Ratio | Earnings Available for Debt Service | Debt Service | (3.04) | (4.80) | (36.71) | Due to decrease in Loss |
| 4 | Return on Equity | Net Profits After Taxes | Average Shareholder's Equity | (4.52) | (19.90) | 15.37 | NA |
| 5 | Trade receivables turnover ratio | Revenue | Average Trade Receivable | 4.25 | 1.63 | 160.57 | Due to Increase in Revenue from Operations |
| 6 | Trade payables turnover ratio | Purchase | Average Trade Payable | 8.20 | 3.41 | 140.46 | Due to increase in purchase of stock in trade |
| 7 | Net capital turnover ratio | Revenue | Working Capital | 3.55 | 1.54 | 130.04 | Due to increase in Revenue from Operations & decrease in working capital |
| 8 | Net profit ratio | Net Profit | Revenue | (0.09) | (0.72) | (87.60) | Due to decrease in Loss & increase in revenue from operations |
| 9 | Return on capital employed | Earnings Before Interest and Taxes | Total Assets- Total Current Liabilities | (3.12) | (19.08) | 15.96 | NA |
| 10 | Return on Investment | Income Generated from Investment | Time weighted average Investment | NA | NA | NA | NA |

**Notes to Accounts
(Forming part of Financial Statements for the year ended 31 March, 2023)**

23. The Company has not recognized deferred tax assets in respect of losses as there is no reasonable certainty supported by convincing evidence of their recoverability in the near future.
24. In the opinion of the Directors, Trade receivables and Loans & 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 balance sheet and provisions for all known liabilities have been made.
25. In the absence of confirmation from various parties, closing balance of Loans & advances and Trade Payables are as per the books of accounts.
26. The Company's Business activity falls within two business segment i.e. "Rendering of Services" & "Trading of Goods". The Company operates in only one geographical segment i. e. domestic. Segment information are given as per the provisions of Ind AS 108.

Revenue and identifiable operating expenses in relation to segments are categorized based on items that are individually identifiable to that segment.

Assets and liabilities used in the Company's business are not identified to any of these portable segments, as these are used interchangeably between segments. Management believes that it is currently not practicable to provide segment disclosures relating to total assets and liabilities since a meaningful segregation of the available data is onerous.

Business segment

| Particulars | Rupees in Thousands | | |
|---------------------------------|---------------------|----------------------|-------------------|
| | Trading of goods | Rendering of service | Total |
| Revenue from operations | 34,668.98 | 1,500.00 | 36,168.98 |
| Identifiable operating expenses | 34,775.34 | 7,144.75 | 41,920.09 |
| Operating profit/(loss) | (106.36) | (5,644.75) | (5,751.11) |
| Other income (net) | - | 2,537.37 | 2,537.37 |
| Profit before income taxes | (106.36) | (3,107.38) | (3,213.74) |
| Income tax expenses | - | - | - |
| Net profit/Loss | (106.36) | (3,107.38) | (3,213.74) |

27. Financial risk management financial risk

The Company's activities expose it to a variety of financial risks: market risk and liquidity risk which is given as under;

a) Market risk

The market risk to the Company is foreign exchange risk. The company use to sale foreign currency for payment received from foreign customer for rendering of consultancy services from bank at effective rate on transaction date, any measures of hedging is not used.

b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due.

Management monitors rolling forecasts of the liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates.

The company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The company believes that the working capital is sufficient to meet its current requirements.

As of 31 March, 2023, the Company had a working capital of INR 10,181.97 including cash and cash equivalents of INR 1,950.74. As of March 31, 2022, the Company had a working capital of INR 14509.77 including cash and cash equivalents of INR 4050.29.

Maturities of financial liabilities

The table below provides details regarding the contractual maturities of significant financial liabilities as of 31 March, 2023.

| Rupees in Thousands | | | | | |
|----------------------------|-------------------------|------------------|------------------|------------------|--------------|
| Particulars | Less than 1 year | 1-2 years | 2-4 years | 4-7 years | Total |
| Long term borrowing | - | - | 8,212.65 | - | 8,212.65 |
| Trade Payables | 1,184.65 | 368.54 | 2750.00 | - | 4,303.19 |
| Other current liabilities | 112.36 | - | - | - | 112.36 |

28. Related Party Disclosures

i. Related parties are classified as

| Name of the Related Party | Nature of Relationship |
|----------------------------------|-------------------------------|
| Atul Kumar Mishra | Managing Director |
| Sonu Kumar Varshney | Chief Financial Officer |
| Nisha Kumari | Company Secretary |

ii. Transactions with Related Parties referred to (a) above

| Rupees in Thousands | | | |
|----------------------------|------------------------------|--------------------------------------|--------------------------------------|
| Particulars | Nature of transaction | Year ended 31 March, 2023 | Year ended 31 March, 2022 |
| Atul Kumar Mishra | Managerial Remuneration | 2,400.00 | 3,000.00 |
| Atul Kumar Mishra | Reimbursement of Expenses | - | 118.98 |
| Sonu Kumar Varshney | Remuneration | 840.00 | 840.00 |
| Nisha Kumari | Remuneration | 219.60 | 216.90 |

iii. Balances with related parties as at 31st March, 2023

| Rupees in thousands | | |
|---|--------------------------------------|--------------------------------------|
| Particulars | Year ended 31 March, 2023 | Year ended 31 March, 2022 |
| Atul Kumar Mishra | 3,229.00 | 3,389.00 |
| Atul Kumar Mishra (Reimbursement of Expenses) | 71.70 | 71.70 |
| Sonu Kumar Varshney | - | 70.00 |
| Nisha Kumari | - | 18.30 |

29. Employee Benefits:

1- Post-Employment Obligations – Gratuity

The Company provides gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees' last drawn basic salary per month computed proportionately for 15 days salary multiplied by the number of years of service. For the funded plan the Company makes contributions to recognised funds in India. The Company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

The amounts recognised in the Statement of Financial Position and the movements in the net defined benefit obligation over the year are as follows:

The table below shows a summary of the key results of the report including past results as applicable.

| S No | Assets / Liability | 31/03/2022 | 31/03/2023 |
|-------------|---|-------------------|-------------------|
| A | Present value of obligation | 93,573 | 121,757 |
| B | Fair value of plan assets | -- | -- |
| C | Net assets / (liability) recognized in balance sheet as provision | (93,573) | (121,757) |

2. Summary of membership data

| S No | As at | 31/03/2022 | 31/03/2023 |
|------|--|------------|------------|
| a) | Number of employees | 2 | 2 |
| b) | Total Monthly Salary (Lakhs) | 0.050 | 0.050 |
| c) | Average Past Service (Years) | 3.30 | 4.30 |
| d) | Average Age (Years) | 35.71 | 36.71 |
| e) | Average remaining (Years) working life | 29.29 | 28.29 |
| f) | weighted average duration | 22.66 | 22.13 |

3. Actuarial Assumptions

Company attention was drawn to provisions of accounting standard that actuarial assumptions are an entity’s best estimates of variables that will determine the ultimate cost of providing post-employment benefits and shall be unbiased & mutually compatible.

a) Economic Assumptions

The principal assumptions are the discount rate & salary growth rate. The discount rate is generally based upon the market yields available on Government bonds at the accounting date relevant to currency of benefit payments for a term that matches the liabilities. Salary growth rate is company’s long term best estimate as to salary increases & takes account of inflation, seniority, promotion, business plan, HR policy and other relevant factors on long term basis as provided in relevant accounting standard. These valuation assumptions are as follows & have been received as input from you.

| Particulars | 31/03/2022 | 31/03/2023 |
|----------------------------|------------|------------|
| i) Discounting Rate | 7.26 | 7.39 |
| ii) Future salary Increase | 7.50 | 7.50 |

b) Demographic Assumption

Attrition rates are the company’s best estimate of employee turnover in future determined considering factors such as nature of business & industry, retention policy, demand & supply in employment market, standing of the company, business plan, HR Policy etc. as provided in the relevant accounting standard. Attrition rates as given below have been received as input from the company.

| Particulars | 31/03/2022 | 31/03/2023 |
|--|----------------------------|----------------------------|
| i) Retirement Age (Years) | 65 | 65 |
| ii) Mortality rates inclusive of provision for disability ** | 100% of IALM (2012 - 14) | 100% of IALM (2012 - 14) |
| iii) Attrition at Ages | Withdrawal Rate (%) | Withdrawal Rate (%) |
| Up to 30 Years | 3.00 | 3.00 |
| From 31 to 44 years | 2.00 | 2.00 |
| Above 44 years | 1.00 | 1.00 |

it should be noted that in case of employees above retirement age, for the purpose of valuation it is assumed they will retire immediately & benefit is considered up to actual retirement age.

Mortality & Morbidity rates - 100% of IALM (2012-14) rates have been assumed which also includes the allowance for disability benefits.

Mortality Rates for specimen ages

| Age | Rate | Age | Rate | Age | Rate |
|-----|----------|-----|----------|-----|----------|
| 15 | 0.000698 | 45 | 0.002579 | 75 | 0.038221 |
| 20 | 0.000924 | 50 | 0.004436 | 80 | 0.061985 |
| 25 | 0.000931 | 55 | 0.007513 | 85 | 0.100979 |
| 30 | 0.000977 | 60 | 0.011162 | 90 | 0.163507 |
| 35 | 0.001202 | 65 | 0.015932 | 95 | 0.259706 |
| 40 | 0.00168 | 70 | 0.024058 | 100 | 0.397733 |

c) Any changes in assumptions from previous valuation are evident as above tables show assumptions of previous & current valuation. Any changes in assumptions are reported by the Company.

d) Company attention was drawn to provisions of accounting standard that actuarial assumptions are an entity's best estimates of variables that will determine the ultimate cost of providing post-employment benefits and should be unbiased & mutually compatible. Determination of actuarial assumptions depend on factors such as nature of business & industry, retention policy, demand & supply in employment market, standing of the company, business plan, HR Policy etc. I do not have access to or possess full knowledge of all these factors & has used the assumptions provided by the company. Under the circumstances, I consider the assumptions provided by the company are in generality reasonable.

4. Actuarial Method

a) I have used the projected unit credit (PUC) actuarial method to assess the plan's liabilities allowing for retirement, death-in-service and withdrawal and also compensated absence while in service.

b) Under the PUC method a projected accrued benefit is calculated at the beginning of the period and again at the end of the period for each benefit that will accrue for all active members of the plan. The projected accrued benefit is based on the plan accrual formula and upon service as at the beginning and end of the period, but using member's final compensation, projected to the age at which the employee is assumed to leave active service. The plan liability is the actuarial present value of the projected accrued benefits as on the date of valuation for active members.

5. Scale of Benefits

| | | |
|----|--|--|
| a) | Salary for calculation of gratuity | Last drawn qualifying salary. |
| b) | Vesting Period | 5 years of service. |
| c) | Benefit on normal retirement | As per the provisions of payment of Gratuity Act 1972 as amended. |
| d) | Benefit on early retirement / withdrawal / resignation | Same as normal retirement benefit based on service upto the date of exit. |
| e) | Benefit on death in service | Same as normal retirement benefit based on service upto the date of death & no vesting conditions apply. |
| f) | Limit | No Limit. |

No discretionary benefits policy of past & future have been reported & valued by me.

No change in benefit scales has been reported since the last valuation.

6. Plan Liability

The actuarial value of gratuity liability calculated on the above assumptions works out as under.

| Date Ending | 31/03/2022 | 31/03/2023 |
|--|---------------|----------------|
| Present value of obligation as at the end of the period | 93,573 | 121,757 |

7. Service Cost

| S No | Particulars | 31/03/2022 | 31/03/2023 |
|------|--|------------|------------|
| a) | Current Service Cost | 29,261 | 29,007 |
| b) | Past Service Cost including curtailment Gains/Losses | -- | -- |
| c) | Gains or Losses on Non routine settlements | -- | -- |
| d) | Total Service Cost | 29,261 | 29,007 |

8. Net Interest Cost

| S No | Particulars | 31/03/2022 | 31/03/2023 |
|------|---|------------|------------|
| a) | Interest Cost on Defined Benefit Obligation | 21,287 | 6,793 |
| b) | Interest Income on Plan Assets | -- | -- |
| c) | Net Interest Cost (Income) | 21,287 | 6,793 |

9. Change in Benefit Obligation

| S No | Particulars | 31/03/2022 | 31/03/2023 |
|------|---|------------|------------|
| a) | Present value of obligation as at the beginning of the period | 314,900 | 93,573 |
| b) | Acquisition adjustment | -- | -- |

| | | | |
|----|---|-----------|---------|
| c) | Interest Cost | 21,287 | 6,793 |
| d) | Service Cost | 29,261 | 29,007 |
| e) | Past Service Cost including curtailment Gains/Losses | -- | -- |
| f) | Benefits Paid | (263,653) | -- |
| g) | Total Actuarial (Gain)/Loss on Obligation | (8,222) | (7,616) |
| h) | Present value of obligation as at the End of the period | 93,573 | 121,757 |

10. Bifurcation of Actuarial Gain/Loss on Obligation

| S No | Particulars | 31/03/2022 | 31/03/2023 |
|------|--|------------|------------|
| a) | Actuarial (Gain)/Loss on arising from Change in Demographic Assumption | -- | -- |
| b) | Actuarial (Gain)/Loss on arising from Change in Financial Assumption | (10,781) | (3,307) |
| c) | Actuarial (Gain)/Loss on arising from Experience Adjustment | 2,559 | (4,309) |

Significance of actuarial gain/loss - Recurring significant amount of actuarial gain/loss arising from experience as percentage of PBO in a year indicates that valuation assumptions need reconsideration unless it is caused by some exceptional event during the inter-valuation period.

11. Actuarial Gain/Loss on Plan Asset

| S No | Particulars | 31/03/2022 | 31/03/2023 |
|------|--|------------|------------|
| a) | Expected Interest Income | -- | -- |
| b) | Actual Income on Plan Asset | -- | -- |
| c) | Actuarial gain /(loss) for the year on Asset | | |

12. Balance Sheet and related analysis

| S No | Particulars | 31/03/2022 | 31/03/2023 |
|------|---|------------|------------|
| a) | Present Value of the obligation at end | 93,573 | 121,757 |
| b) | Fair value of plan assets | -- | -- |
| c) | Unfunded Liability/provision in Balance Sheet | (93,573) | (121,757) |

13. The amounts recognized in the income statement.

| S No | Particulars | 31/03/2022 | 31/03/2023 |
|------|--|------------|------------|
| a) | Total Service Cost | 29,261 | 29,007 |
| b) | Net Interest Cost | 21,287 | 6,793 |
| c) | Expense recognized in the Income Statement | 50,548 | 35,800 |

14. Other Comprehensive Income (OCI)

| S No | Particulars | 31/03/2022 | 31/03/2023 |
|------|---|------------|------------|
| a) | Net cumulative unrecognized actuarial gain/(loss) opening | -- | -- |
| b) | Actuarial gain / (loss) for the year on PBO | 8,222 | 7,616 |
| c) | Actuarial gain /(loss) for the year on Asset | -- | -- |
| d) | Unrecognized actuarial gain/(loss) for the year | 8,222 | 7,616 |

15. Change in plan assets : All figures given in the table below are as provided by the company

| S No | Particulars | 31/03/2022 | 31/03/2023 |
|------|--|------------|------------|
| a) | Fair value of plan assets at the beginning of the period | -- | -- |
| b) | Actual return on plan assets | -- | -- |
| c) | Employer contribution | -- | -- |
| d) | Benefits paid | -- | -- |
| e) | Fair value of plan assets at the end of the period | -- | -- |

16. Major categories of plan assets (as percentage of total plan assets) :

All figures given in the table below are as provided by the company

| S No | Particulars | 31/03/2022 | 31/03/2023 |
|------|-----------------------------------|------------|------------|
| a) | Government of India Securities | -- | -- |
| b) | State Government securities | -- | -- |
| c) | High Quality Corporate Bonds | -- | -- |
| d) | Equity Shares of listed companies | -- | -- |
| e) | Funds Managed by Insurer | | |
| f) | Bank Balance | -- | -- |
| | Total | | |

17. Change in Net Defined Benefit Obligation

| S No | Particulars | 31/03/2022 | 31/03/2023 |
|------|--|------------|------------|
| a) | Net defined benefit liability at the start of the period | 314,900 | 93,573 |
| b) | Acquisition adjustment | -- | -- |
| c) | Total Service Cost | 29,261 | 29,007 |
| d) | Net Interest cost (Income) | 21,287 | 6,793 |
| e) | Re-measurements | (8,222) | (7,616) |
| f) | Contribution paid to the Fund | -- | -- |
| g) | Benefit paid directly by the enterprise | (263,653) | -- |
| h) | Net defined benefit liability at the end of the period | 93,573 | 121,757 |

18. Bifurcation of PBO at the end of year in current and non-current.

| S No | Particulars | 31/03/2022 | 31/03/2023 |
|------|--|---------------|----------------|
| a) | Current liability (Amount due within one year) | 121 | 667 |
| b) | Non-Current liability (Amount due over one year) | 93,452 | 121,090 |
| | Total PBO at the end of year | 93,573 | 121,757 |

19. Expected contribution for the next Annual reporting period.

| S No | Particulars | 31/03/2022 | 31/03/2023 |
|------|---|------------|------------|
| a) | Service Cost | 32,953 | 32,585 |
| b) | Net Interest Cost | 6,793 | 8,998 |
| c) | Expected Expense for the next annual reporting period | 39,746 | 41,583 |

20. Sensitivity Analysis of the defined benefit obligation.

| a) Impact of the change in discount rate | | |
|---|--|----------------|
| | Present Value of Obligation at the end of the period | 121,757 |
| a) | Impact due to increase of 0.50 % | (11,781) |
| b) | Impact due to decrease of 0.50 % | 13,327 |
| b) Impact of the change in salary increase | | |
| | Present Value of Obligation at the end of the period | 121,757 |
| a) | Impact due to increase of 0.50 % | 13,247 |
| b) | Impact due to decrease of 0.50 % | (11,821) |

Sensitivities due to mortality & withdrawals are not material & hence impact of change due to these not calculated.

Sensitivities as rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable.

21. Maturity Profile of Defined Benefit Obligation

| S No | Year | Amount |
|------|----------------|---------|
| a) | 0 to 1 Year | 667 |
| b) | 1 to 2 Year | 2,609 |
| c) | 2 to 3 Year | 2,567 |
| d) | 3 to 4 Year | 2,527 |
| e) | 4 to 5 Year | 2,489 |
| f) | 5 to 6 Year | 2,454 |
| g) | 6 Year onwards | 108,444 |
| | | |

l. Rupees in thousands

| The major categories of plan assets are as follows: (As Percentage of total Plan Assets) | As at 31 March 2022 | As at 31 March 2021 |
|--|---------------------|---------------------|
| Funds Managed by Insurer | - | - |

m. Leave Encashment

Provision for leave encashment in respect of unavailed leaves standing to the credit of employees is made on actuarial basis. The Company does not maintain any fund to pay for leave encashment.

n. Defined Contribution Plans

The Company also has defined contribution plan i.e. contributions to provident fund in India for employees. The Company makes contribution to statutory fund in accordance with Employees Provident Fund and Misc. Provision Act, 1952. This is post-employment benefit and is in the nature of defined contribution plan. The contributions are made to registered provident fund administered by the government. The provident fund contribution charged to statement of profit & loss for the year ended 31 March, 2023 amount to Rs. 28.50 Thousands (P.Y. Rs. 30.78 Thousands).

30. Foreign Exchange earnings and outgo:

| S No. | Particulars | March, 2023 (INR) | March, 2022 (INR) |
|-------|-----------------------------|-------------------|-------------------|
| A. | Earning in foreign currency | NIL | NIL |
| B. | Outgo in foreign currency | NIL | NIL |

31. Standards issued and amended but not effective

The Ministry of Corporate Affairs (MCA) notifies new Indian Accounting Standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023 applicable from April 1, 2023, as below:

IND AS 1 - Presentation of Financial Statements - The amendments require companies to disclose their material accounting policy rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements. The company does not expect this amendment to have any significant impact in its financial statement.

IND AS 12- Income Taxes- The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transaction that, on initial recognition, give raise to equal taxable and deductible temporary differences. The company is evaluating the impact, if any, in its financial statements.

Ind AS 8- Accounting Policies, Changes in Accounting Estimates and Errors- The amendments will help entities to distinguish between accounting policies and accounting estimates, the definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statement that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies require item in financial statement to be measured in a way that involves measurement uncertainty. The company does not expect this amendment to have any significant impact in its financial statements.

32. (a). 'No funds have been advanced/loaned/invested (from borrowed fund or from share premium or from any other sources/kind of fund) by the company to any other person(s) or entity(ies), including foreign entities(intermediaries), with the understanding (whether recorded in writing or otherwise) that the intermediary shall (i) directly or indirectly lend or invest in other person or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or like to or on behalf of the Ultimate Beneficiaries.

(b). 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 (i) 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 (ii) provide any guarantee, security, or the like on behalf of the Ultimate Beneficiaries.

33. Additional regulatory information required by Schedule-III of Companies Act 2013

i) Relationship with struck off companies: The Company do not have any relationship with companies struck off under section 248 of Companies Act 2013 or Section 560 of Companies Act 1956.

ii) Details of Benami Property: No proceeding has been initiated or are pending against the Company for holding any Benami property under Benami Transaction (Prohibition) Act 1988 and the Rules made thereunder.

iii) Compliance with numbers of layer of Companies: The Company has complied with the number of layers prescribed under Companies Act 2013.

iv) Compliance with approved Scheme of Arrangement: The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

v) Undisclosed Income: There is no income surrendered or disclosed as income during current or previous year in the tax assessment under the Income Tax Act 1961 that has not been recorded in books of accounts.

vi) Details of Crypto Currency or Virtual Currency: The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

34. The Previous year figures have been regrouped/ reclassified, wherever necessary, to make them comparable with current year figures.

As per our report attached of even date.

For B S D & Co.

Chartered Accountants

Firm Registration No: 000312S

For and on behalf of the Board

Sd/-

Sujata Sharma

Partner

M No. 087919

UDIN:23087919BGWNMI3336

Sd/-

Atul Kumar Mishra

Director

DIN: 00297681

Sd/-

Satish Kumar Grover

Director

DIN: 05242073

Place: New Delhi

Date: 26th May, 2023