

THE FIRST CUSTODIAN FUND (INDIA) LTD.

CIN No. : L67120WB1985PLC038900



REGD. OFFICE : 11 CAMAC STREET, KOLKATA - 700 017 • PHONE : 2282 2503

CORPORATE OFFICE : SURYA MAHAL 3RD FLOOR, NAGINDAS MASTER ROAD, FORT, MUMBAI-400 023. INDIA
TEL.: 6635 9001 • 6635 9002 • FAX: +91-22-2270 3539 • E-MAIL: ffcfil@rediffmail.com • WEB.: www.firstcustodianfund.com

Date: 4th September, 2023

To,
The Manager-Dept. of Corporate Services
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001

Scrip Code: 531278

SUB: The First Custodian Fund (India) Limited - Annual Report for the Financial Year 2022 – 23 and Notice convening the 37th Annual General Meeting

Dear Sir,

As required under Regulation 30 and Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Annual Report of the Company for the Financial Year 2022 – 23 along with the Notice convening the 37th Annual General Meeting scheduled to be held on Tuesday, 26th September, 2023 at 4.00 p.m. (IST) through Video Conferencing / Other Audio Visual Means in accordance with the General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020 and General Circular No. 10/2022 dated December 28, 2022 issued by Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI.

Kindly take the above information on record.

Yours Faithfully,

FOR THE FIRST CUSTODIAN FUND (INDIA) LIMITED

**MANISH BANTHIA
DIRECTOR**

The First Custodian Fund (India) Ltd.



THIRTY – SIXTH ANNUAL REPORT 2022 – 2023

THE FIRST CUSTODIAN FUND (INDIA) LIMITED

BOARD OF DIRECTORS

Mr. Surendrakumar Banthia	Chairman
Mr. Manish Banthia	Whole – Time Director and Chief Financial Officer
Mr. Giriraj Kumar Dammani	Managing Director
Ms. Sudha Jodhani	Company Secretary and Compliance Officer

AUDITORS

Statutory Auditors:

M/s Paresh D. Shah & Co.,
Chartered Accountants

Secretarial Auditors:

M/s. P. P. Shah & Co.
Practicing Company Secretaries

BANKERS

Punjab National Bank
HDFC Bank

REGISTERED OFFICE

11, Camac Street, Kolkata – 700 017
Phone No: +91 - 033- 28821628 / 2422503
Fax No: +91 - 033- 22822633

CORPORATE OFFICE

3, Surya Mahal, 3rd Floor, Nagindas Master Road,
Fort, Mumbai – 400 023
Phone No: +91 - 022 - 66359001 / 9002
Email ID: info@firstcustodianfund.in

REGISTRAR & SHARE TRANSFER AGENTS

Link Intime India Private Limited

C-101, 247 Park, L. B. S. Marg,
Vikhroli (West), Mumbai – 400 083
Tel: 810 811 6767
Email: rnt.helpdesk@linkintime.co.in
Website: www.linkintime.co.in

THE FIRST CUSTODIAN FUND (INDIA) LTD.



NOTICE

NOTICE is hereby given that the Thirty – Seventh Annual General Meeting of the Members of **THE FIRST CUSTODIAN FUND (INDIA) LIMITED** will be held on Tuesday, 26th September, 2023 at 4.00 p.m. through Video Conferencing (VC) or Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Annual Financial Statements of the Company for the financial year ended 31st March, 2023 and the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on Equity Shares @ 10% i.e. Re. 1 per Equity Share for the financial year ended 31st March, 2023
3. To appoint a Director in place of Mr. Manish Banthia (DIN No.: 00117002), who retires by rotation and being eligible, offer himself for re-appointment.

NOTES:

General Instructions for Accessing and participating in the 37th AGM through VC / OAVM Facility and Voting through Electronic means including Remote E- Voting.

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is not required to be annexed.
2. The record date for the payment of dividend shall be 19th September, 2023.
3. Pursuant to the General Circulars 10/2022, other circulars issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
4. **ONLY A MEMBER IS ENTITLED TO ATTEND AND VOTE AT THE AGM THROUGH VC / OAVM.** In terms of provisions of Section 105 of the Companies Act, 2013, a Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and such proxy need not be a Member of the Company. Since, this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
5. The Company has appointed M/s. Central Depository Services (India) Limited (CDSL) to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the AGM. The proceedings of the AGM will be web-casted live for all the shareholders who hold shares as on cut-off date i.e. Tuesday, 19th September, 2023. The shareholders can visit <https://www.evotingindia.com> and login through user id and password to watch the live proceedings of the AGM on Tuesday, 26th September, 2023 from 4.00 p.m.



onwards. Further, the Company has also appointed CDSL as an authorized e-voting agency for facilitating members to vote on all the resolutions proposed in the Notice of AGM through electronic means. Members will have the option to cast their votes either 3 days prior to the date of AGM (Remote E-Voting) or during the AGM (E-Voting). The instructions to vote by remote e-voting and e-voting has been provided below.

6. The members can join the AGM 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in this Notice. The facility to join the AGM will be made available for 1,000 members on first come first served basis. This will not include Large 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.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
8. Pursuant to the provisions of Section 91 of the Act, the Register of Members and Share Transfer Books of the Company shall remain closed on all days from Wednesday, 20th September, 2023 to Tuesday, 26th September, 2023 (both days inclusive).
9. The attendance of the Members attending the AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
10. The scanned copies of Register of Directors' and Key Managerial Personnel and their Shareholding maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be available electronically for inspection by the members during the AGM.
11. Relevant documents referred to in the accompanying Notice are open for inspection by the Members through electronic mode, based on the request being sent at the email address of Company Secretary and Compliance Officer i.e. Ms. Sudha Jodhani at sudha_jodhani@yahoo.in or Managing Director, Mr. Giriraj Dammani at g_damani@rediffmail.com.
12. Members desiring any relevant information about the financial statements and/or operations of the Company are requested to write to the Company at least seven days in advance, so as to enable the Company to keep the information ready. Members can also email their queries at the email address of Company Secretary and Compliance Officer i.e. Ms. Sudha Jodhani at sudha_jodhani@yahoo.in or Managing Director, Mr. Giriraj Dammani at g_damani@rediffmail.com.
13. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / RTA / Depositories. In line with the MCA Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has



been uploaded on the website of the Company at [https://www.bseindia.com/stock-share-price/first-custodian-fund-\(india\)-ltd/1stcus/511122/corp-announcements/](https://www.bseindia.com/stock-share-price/first-custodian-fund-(india)-ltd/1stcus/511122/corp-announcements/). The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com or will be made available if a request is sent to the Company queries at the email address of Company Secretary and Compliance Officer i.e. Ms. Sudha Jodhani at sudha_jodhani@yahoo.in or Managing Director, Mr. Giriraj Dammani at g_damani@rediffmail.com. The Notice of AGM is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

14. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant, and members holding shares in physical mode are requested to update their email addresses with the Company's Registrar and Share Transfer Agent i.e. Link Intime India Private Limited to receive copies of Annual Report 2022-23 and also communication by the Company from time to time in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the report, obtain other communication from time to time as well as updating bank account details.

❖ **Physical Shareholders:**

For availing the following investor services, send a written request in the prescribed forms to the Company's Registrar and Share Transfer Agent i.e. Link Intime India Private Limited either by email at rnt.helpdesk@linkintime.co.in or by post to C – 101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai – 400 083.

Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR – 1
Update of signature of securities holder	Form ISR – 2
For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form SH – 13
Declaration to opt out	Form ISR – 3
Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form SH – 14
Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR – 4

❖ **Demat Shareholders:**

Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.

This will enable them to receive communication by the Company from time to time in electronic form. Members of the Company, who have registered their e-mail ID, are entitled to receive such communications in physical form upon request.

15. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by 1st October, 2023, and linking PAN with Aadhaar by 30th June, 2023 vide its circular dated 3rd November, 2021, 15th December, 2021 and 16th March, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrars and share transfer agent i.e. M/s. Link Intime India Private Limited at rnt.helpdesk@linkintime.co.in.

Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s).

In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, our registrars and share transfer agents are obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on 31st December, 2025, the registrar and share transfer agent / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

16. As per Regulation 40 of the SEBI (LODR) Regulations, 2015, as amended, securities of listed companies can only be transferred in demat form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holding to demat form. Members can contact the Company or its Registrar and Share Transfer Agent.
17. The Securities and Exchange Board of India ('SEBI') has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Members(s) through Electronic Clearing Service (ECS)/National Electronic Clearing Service (NECS)/Real Time Gross Settlement (RTGS)/ Direct Credit etc.

In order to receive the dividend without loss of time, the Members holding shares in physical form are requested to submit particulars of their bank accounts along with the original cancelled cheque bearing the name of the Member to RTA / Company to update their bank account details and all the eligible shareholders holding shares in demat mode are requested to update with their respective DPs before Tuesday, 26th September, 2023 (Date of AGM), their correct Bank Account Number, including 9 Digit MICR Code and 11 digit IFSC Code, E- Mail ID and Mobile No(s). Shareholders holding shares in physical form may communicate these details to the RTA viz. M/s. Link Intime India Private Limited, C 101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai: 400 083, before Tuesday, 26th September, 2023 (Date of AGM), by quoting the reference folio number and attaching photocopy of the cheque leaf of their active bank account and a self-attested copy of their Permanent Account Number ('PAN') card. This will facilitate the remittance of the dividend amount as directed by SEBI in the bank account electronically.

The Company or RTA cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the DPs of the Members. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in electronic mode.



18. Members may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after 1st April, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit the following documents in accordance with the provisions of the IT Act.

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows-

Members having valid PAN	7.5% or as notified by the Government of India
Members not having PAN / Invalid PAN	20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2023-24 does not exceed Rs. 5,000 and also in cases where members provide Form 15G / Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. Registered members may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member
- Copy of Tax Residency Certificate (TRC) for the FY 2023-24 obtained from the revenue authorities of the country of tax residence, duly attested by member
- Self-declaration in Form 10F
- Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act (plus applicable surcharge and cess).

The aforementioned documents are required to be submitted by sending email at g_damani@rediffmail.com upto Tuesday, 26th September, 2023.

THE FIRST CUSTODIAN FUND (INDIA) LTD.



19. Information about additional details of the Directors along with their brief profile who are seeking appointment/ re-appointment as set out at Item Nos. 2 of the Notice dated 30th May, 2023 as required under Regulation 36 of the Listing Regulations, as amended and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ('ICSI') is given below:

Particulars	Mr. Manish Banthia
Director Identification Number (DIN)	00117002
Date of Birth	27/08/1974
Nationality	Indian
Date of Appointment on Board	27/08/2015
Qualifications	MBA
Shareholding in The First Custodian Fund (India) Limited	37,395 equity shares
In case of Non Executive Director the shareholding including shareholding as Beneficial Owner.	N.A.
Expertise in specific functional areas	Wide experience in Share Trading since last 25 years
Terms and Conditions of reappointment	Seeking re-appointment after retiring by rotation; On re-appointment, he will assume office on same terms as previously approved by members in 34 th AGM held on 10 th December, 2020.
Remuneration last drawn (including sitting fees, commission if any)	Nil
Remuneration proposed to be paid	Nil
Relationships with other Director / Key Managerial Personnel	Manish Banthia is nephew of Mr. Surendrakumar Banthia, Director and Promoter
Number of meetings of the board attended during the financial year (2022-23)	4
Directorships in other Public Limited Companies along with listed entities from which the person has resigned in the past three years.	2
Memberships of Committees in other Public Limited Companies (includes only Audit & Shareholders / Investors Grievances Committee)	Nil
In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	N.A.



20. As the 37th AGM is being held through VC, Route Map is not annexed to the notice.

INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i) The voting period begins on Saturday, 23rd September, 2023 and ends on Monday, 25th September, 2023. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday, 19th September, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:



Type of shareholders	Login Method
<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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is 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 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. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



<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. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:



PAN	<p>For Shareholders holding shares in Demat Form other than individual shareholders and shareholders holding shares in physical form Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <p>● Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).</p>

- vi) After entering these details appropriately, click on "SUBMIT" tab.
- vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix) Click on the EVSN for the relevant **FIRST CUSTODIAN FUND (INDIA) LIMITED** on which you choose to vote.
- x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi) **Additional Facility for Non – Individual Shareholders and Custodians –Remote Voting**



- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer i.e. M/s. P. P. Shah & Co. Practicing Company Secretaries at shahpradipcs@gmail.com and to the Company at the email address viz; Ms. Sudha Jodhani, Company Secretary and Compliance Officer at sudha_jodhani@yahoo.in or Mr. Giriraj Dammani, Managing Director at g_dammani@rediffmail.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

COMMON INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The members who do not wish to speak during the AGM but have queries may send their queries in advance atleast **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.



8. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
10. Shareholders who have voted through Remote e-Voting will also be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

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

1. For Physical shareholders – please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafat Lal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to helpdesk.evoting@cdslindia.com or call ontoll free no. 1800 22 55 33.

Other Instructions:

1. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
2. The voting rights of Members shall be in proportion to the shares held by them on the Paid-Up Equity Share Capital of the Company as on Friday, 23rd September, 2022 and as per the Register of Members of the Company.
3. The Board of Directors has appointed Mr. Pradip Shah, Partner, failing him, Mr. Punit Shah, Partner of M/s P. P. Shah & Co., and Practicing Company Secretaries as a Scrutinizer to scrutinize the voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
4. The Scrutinizer shall, after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and then unblock the votes cast through remote e-Voting and shall make, a consolidated Scrutinizer's Report. The results of the e-Voting will be declared by the Chairman or a person authorized by him in writing within 48 hours from the conclusion of the AGM.

THE FIRST CUSTODIAN FUND (INDIA) LTD.



5. The results shall be declared not later than 48 hours from conclusion of the AGM and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favor of the Resolutions. The results declared along with the Scrutinizer's Report will be placed on the website of CDSL at www.evotingindia.com within 48 hours from the conclusion of the AGM and the same shall also be simultaneously communicated to BSE Limited and will be available on their website at www.bseindia.com, where the Equity Shares of the Company are listed and shall be displayed at the Registered Office of the Company.

**By order of the Board
For The First Custodian Fund (India) Limited**

**Giriraj Dammani
Managing Director
DIN: 00333241**

**Place: Mumbai
Dated: 30th May, 2023**

BOARD'S REPORT

TO THE MEMBERS OF THE FIRST CUSTODIAN FUND (INDIA) LIMITED

The Directors take pleasure in presenting the Thirty – Seventh Annual Report together with the Audited Financial Statements for the year ended 31st March, 2023.

1. FINANCIAL RESULTS

Key highlights of the financial results for The First Custodian Fund (India) Limited for the financial year 2022 – 23 is tabulated below:

PARTICULARS	(Rs. in Lacs)	
	Year Ended 31/03/2023	Year Ended 31/03/2022
Gross Income	122.08	186.10
Total Expenditure	43.31	41.88
Finance Cost	13.53	5.51
Gross Profit Before Depreciation	65.24	138.71
Depreciation	9.85	8.73
Profit / (Loss) Before Tax	55.39	129.98
Less : Income Tax	7.15	27.69
Less /Add : Deferred Tax	(1.33)	1.77
Net Profit / (Loss) After Tax	46.91	100.52
Add : Profit brought forward from previous year	1,009.23	908.71
APPROPRIATIONS	0.00	0.00
Profit Carried Forward to Balance Sheet	1,056.14	1,009.23

There was no revision in the Financial Statements.

2. HIGHLIGHTS OF PERFORMANCE

- Total income for the financial year 2022 – 23 was Rs. 122.08 lakhs as against Rs. 186.10 lakhs earned in the previous financial year 2021 – 22 i.e. decrease by 34.41%.
- Total Profit before Tax for the financial year 2022 – 23 was Rs. 55.39 lakhs as against Rs. 129.98 Lacs earned in the previous financial year 2021 – 22 i.e. decrease by 57.38%.

3. TRANSFER TO RESERVES

The Board of Directors has not recommended transfer of any amount to reserves.

4. DIVIDEND

Your Directors are pleased to recommend a final dividend @ 10% i.e. of Re. 1 per equity share of Rs. 10 each for the financial year ended 31st March, 2023 subject to the approval of the Members at the 37th Annual General Meeting. The total outgo for the current year amounts to Rs. 15 lakhs. (In the previous year, it was Nil).



5. **BUSINESS OPERATIONS**

Your Company is a member of National Stock Exchange (NSE) registered as Stock Broker and carrying on the business in brokerage in shares. Your Company is an investor in shares and also trades in futures & options. There was no change in nature of business of your Company, during the year under review.

6. **DISCLOSURES UNDER SECTION 134 (3) (I) OF THE COMPANIES ACT, 2013**

No material changes and commitments which could affect your Company's financial position have occurred between the end of the financial year of your Company i.e. 31st March, 2023 and date of this report i.e. 30th May, 2023.

7. **SHARE CAPITAL**

The paid up Equity Share Capital as on 31st March, 2023 was Rs. 1,50,00,000/-. During the year under review, your Company has not issued shares with differential voting rights nor granted stock options nor sweat equity. There was no change in your Company's share capital during the year under review. The Promoter and Promoter Group are holding 7,88,571 shares equivalent to 52.57% of the total Issued and Paid-up Share Capital.

8. **DIRECTORS**

8.1 Retirement by Rotation

Pursuant to Section 152 (6) of the Companies Act, 2013 and in terms of the Articles of Association of your Company, Mr. Manish Banthia (DIN: 00117002), Director retires by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for re-appointment.

During the financial year, there are no changes in the composition of the Board of Directors.

8.2 Key Managerial Personnel

The following persons have been designated as Key Managerial Personnel of your Company pursuant to Section 2 (51) and Section 203 of the Act, read with Rule 8 (5) (iii) of the Companies (Accounts) Rules, 2014 framed thereunder:

1. Mr. Manish Banthia, Whole – Time Director & Chief Financial Officer
2. Mr. Giriraj Dammani, Managing Director
3. Ms. Sudha Jodhani, Company Secretary and Compliance Officer*

None of the Key Managerial Personnel have resigned during the year under review.

None of the Directors have attained the age of 75 years.

8.3 Meetings of the Board

During the year your Company has held 4 (Four) Board Meetings which were held on 30th May, 2022, 12th August, 2022, 14th November, 2022 and 14th February, 2023. The maximum interval between any two meetings has not exceeded 120 days. As per Section 167 (1) (b), all the directors have attended atleast one Board Meeting held during the financial year.



9. PARTICULARS OF EMPLOYEES

During the Financial year, there was no employee in receipt of remuneration as prescribed in the Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

10 DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- a) that in the preparation of the Annual Financial Statements for the year ended 31st March, 2023, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) that such accounting policies as mentioned in Note 3 to the Financial Statements have been selected and applied consistently and judgement and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company as at 31st March, 2023 and of the profit of your Company for the year ended on that date;
- c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;
- d) that the Annual Financial Statements have been prepared on a going concern basis;
- e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- f) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

11. INTERNAL CONTROL SYSTEMS

Your Company maintains an adequate and effective Internal Control System commensurate with its size and complexity. We believe that these internal control systems provide, among other things, a reasonable assurance that transactions are executed with Management authorization and that they are recorded in all material respects to permit preparation of financial statements in conformity with established accounting principles and that the assets of your Company are adequately safeguarded against significant misuse or loss.



12. COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

There are no companies which have become or ceased to be its Subsidiaries, Joint Venture or Associate Companies during the financial year 2022 – 23.

13. DEPOSITS

Your Company has not accepted deposit from the public and shareholders falling within the ambit of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014. Hence, the requirement for furnishing details of deposits which are not in compliance with the Chapter V of the Act is not applicable.

14. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The details of loans, given and investments made covered under the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 are given in the notes to the Financial Statements. During the financial year, the Company has not given any guarantee or provided any security against loan given under the provisions of Section 186 of the Companies Act, 2013.

15. RELATED PARTY TRANSACTIONS

A Related Party Policy has been adopted by the Board of Directors for determining the materiality of transactions with related parties and dealings with them.

Further, the members may note that your Company has not entered into the following kinds of related party transactions:

- Contracts / arrangement / transactions which are not at arms' length basis
- Any Material contracts / arrangement / transactions [as per Regulation 23 of the SEBI (LODR) Regulations, 2015]

16. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The criteria prescribed for the applicability of Corporate Social Responsibility under Section 135 of the Companies Act, 2013 is not applicable to your Company.

17. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is as under:

A. Conservation of Energy, Technology absorption, adaptation and innovation

Your Company is not engaged in any manufacturing activity. Your Company is in service industry.

Hence, your Company has not taken any energy conservation measures. There are no additional investments and proposals, for reduction of consumption of energy. Your Company has not deployed any Research and Development facility or absorbed any technology. Hence, no disclosures are required to be given.



B. Foreign Exchange Earning & Outgo

Foreign Exchange Earnings/Outgo	(Rs. In Millions)
Foreign Exchange Earned	Nil
Foreign Exchange Outgo	Nil

18. BUSINESS RISK MANAGEMENT

Your Company is a member of National Stock Exchange (NSE) registered as Stock Broker and carrying on the business in brokerage in shares. Your Company is an investor in shares and also trades in futures & options. The inheritant risks to the business of your company are as follows:

- a. Monetary Policy of the Country
- b. Interest Rate Cycle
- c. Fluctuation in crude oil and commodity prices
- d. Changes in Government policies
- e. Status of Indian & World Economy

The nature of risk is dynamic of business and entrepreneurship. Your Company has not formed Risk Management Committee since it is not applicable under Regulation 21 of the SEBI (LODR) Regulations, 2015.

19. VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has established a vigil mechanism policy to report concern about unethical behavior. Protected disclosures can be made by a whistle blower to report actual or suspected frauds and mismanagement.

20. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of your Company and its future operations.

21. AUDITORS

21.1 Statutory Auditors

The members of the M/s. Paresh D. Shah & Co., Chartered Accountants are the statutory auditors of the Company at its 36th Annual General Meeting held on 30th September, 2022 for a term of 5 years. They shall hold office of statutory auditors from the conclusion of 36th AGM till the conclusion of 41st AGM and shall pursue statutory audit for 5 financial years beginning from 31st March, 2023.

In view of the amendment to Section 139 of the Companies Act, 2013, the Company is not required to ratify the re-appointment of the Statutory Auditor at every Annual General Meeting. Hence, the item of ratification of re-appointment of Statutory Auditor is not considered in this Annual General Meeting. In view of the same M/s Paresh D. Shah & Co., Chartered Accountants will continue to act as Statutory Auditors of the Company for Financial Year 2023 – 24.

21.2 Statutory Auditors' Observations

The Report given by the Auditors on the financial statements of your Company is part of the Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

21.3 Secretarial Audit

In terms of the provisions of Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed M/s. P. P. Shah & Co., Practicing Company Secretaries as Secretarial Auditors for conducting Secretarial Audit of your Company for the financial year ended 31st March, 2023.

The report of the Secretarial Auditor is attached as "**Annexure A**". The Secretarial Audit Report does not contain any qualification, reservation or adverse remark except provided at point 21.4 below.

21.4 Qualifications in Secretarial Audit Report

A. Constitution of Audit Committee & Nomination and Remuneration Committee:

As per Section 177 and 178 of the Act, the Company is required to constitute Audit Committee & Nomination and Remuneration Committee. *The Company has not constituted Audit Committee & Nomination and Remuneration Committee.* In this regard the management of the Company has provided the following reply:

- (i) The Volume and Nature of business is very small. The Company does not have the function of Audit Committee & Nomination and Remuneration Committee.

B. Appointment of Internal Auditor:

As per Section 138 of the Act, the Company is required to appoint Internal Auditor. *The Company has not appointed Internal Auditor.* In this regard the management of the Company has provided the following reply:

- (i) The size of operation of the Company is very small, accordingly, it is not viable to appoint Internal Auditor but the Company has established the internal control system.

C. Website Posting:

As per the various sections of the Companies Act, 2013, regulations of the SEBI (LODR) Regulations, 2015 and Secretarial Standard – 2, the Company is required to post various information / policies on the website of the Company. *The Company has not posted some of the information / policies on the website of the Company.* In this regard the management of the Company has provided the following reply:

- (i) The Company is filing regularly all the information with BSE and all the information is available on the website of BSE.

D. Separate Meeting of Independent Directors and Performance Evaluation:

As per Section 178 read with Schedule IV of the Companies Act, 2013, the Company is required to convene a separate meeting of Independent Directors. The Company is also required to conduct performance evaluation of its Chairman, Committees, Executive and Non Executive Directors including Independent Directors. *The Company has not convened a separate meeting of Independent Directors. The Company has also not conducted performance evaluation of its Chairman, Board, Committees, Executive and Non Executive Directors including Independent Directors.*

In this regard the management of the Company has provided the following reply:

- (i) The Company has not appointed Independent Directors since the volume and nature of business of the Company is very small.
- (ii) Since no independent director appointed in the Company, no performance evaluation was done.

E. Composition of Board of Directors:

The present constitution of Board of Directors is represented by 2 Executive Director and 1 Non-Executive Promoter Director. As per Section 149 of the Companies Act, 2013, the Company is required to appoint Independent Director and Woman Director. *The Company has not appointed Independent Director and Woman Director.* In this regard the management of the Company has provided the following reply:

- (i) The Volume and Nature of business is very small. Therefore, it is not viable to appoint Independent Director and Woman Director.

22. REPORTING OF FRAUDS BY AUDITORS

During the year under review, neither the statutory auditors nor the secretarial auditors have reported to the Audit Committee of the Board, under Section 143 (12) of the Act, any instances of fraud committed against your Company by its officers or employees, the details of which would need to be mentioned in this Report.

23. COST RECORDS

The provisions of Section 148 of the Companies Act, 2013 and Companies (Cost Records and Audit) Rules, 2014 (hereinafter referred to as 'Rules') in respect of maintenance an audit of cost records are not applicable to Company.

24. COMPLIANCE OF SECRETARIAL STANDARDS

The Board of Directors affirms that your Company has complied with the applicable Secretarial Standards (SS) issued by the Institute of Companies Secretaries of India (SS1 and SS2), respectively relating to Meetings of the Board, its Committees and General Meeting, which have mandatory application during the year under review.

25. EXTRACT OF ANNUAL RETURN

Pursuant to the provisions of Section 92 (3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the extract of the Annual Return in Form MGT – 9 of your Company for the financial year ended 31st March, 2023 is annexed herewith as "**Annexure B**".



26. GREEN INITIATIVES

In view of Covid 19 pandemic, the Ministry of Corporate Affairs vide its circular no. 17 / 2020 dated 13th April, 2020, circular no. 20 / 2020 dated 5th May, 2020 and circular No. 10/2022 dated 28th December, 2022 and SEBI vide its circular bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 has dispensed with the requirement of sending hard copy of full annual report to the shareholders.

Electronic copies of the annual report for the financial year 2022 – 23 and notice of the 37th Annual General Meeting (AGM) are sent to all members whose email addresses are registered with your Company / Depository Participant(s).

Members who have not registered their email address can do so by following the steps as mentioned in the notes of notice of 37th Annual General Meeting. Alternatively, if they need the soft copy of the annual report, they are requested to download the same from the website of the Company i.e. www.firstcustodianfund.com or from the website of BSE Limited i.e. www.bseindia.com or write to the Company at sudha_jodhani@yahoo.in.

Your Company provides e-voting facility to all its members to enable them to cast their votes electronically on all resolutions set forth in the Notice. This is pursuant to the Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015.

27. MANAGEMENT DISCUSSION AND ANALYSIS

Your Company is an investor in shares and also trades in futures & options. The size of operation of your Company is very small. Hence, your Company has decided not to provide Management Discussion and Analysis Report for the financial year ended 31st March, 2023.

28. CORPORATE GOVERNANCE

As per Regulation 15(2) of the SEBI (LODR) Regulations, 2015, the provisions of Corporate Governance are non-mandatory to the following class of Companies:

- a. Companies having Paid-up Equity Share Capital not exceeding Rs. 10 Crore and Net worth not exceeding Rs. 25 Crore, as on the last day of the previous financial year;
Provided that where the provisions of Regulation 27 becomes applicable to a company at a later date, such company shall comply with the requirements of Regulation 27 within six months from the date on which the provisions became applicable to the company.
- b. Companies whose equity share capital is listed exclusively on the SME and SME- ITP Platforms.

The Paid-up Share Capital of your Company is Rs. 1.50 Crores as on 31st March, 2023. The Reserves and Surplus is Rs. 10.73 crores. Accordingly, the paid-up capital and net worth is below the prescribed limit for mandatory applicability of Corporate Governance clause as per Regulation 15(2)(a) of the SEBI (LODR) Regulations, 2015. Your Company has decided not to opt for compliance of Regulation 27 for the time being.



29. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company firmly believes in providing a safe, supportive and friendly workplace environment – a workplace where our values come to life through the supporting behaviours. Positive workplace environment and a great employee experience are integral part of our culture. Your Company believes in providing and ensuring a workplace free from discrimination and harassment based on gender.

Your Company educates its employees as to what may constitute sexual harassment and in the event of any occurrence of an incident constituting sexual harassment, your Company provides the mechanism to seek recourse and redressal to the concerned individual subjected to sexual harassment.

Your Company has a Sexual Harassment Prevention and Grievance Handling Policy in place to provide clarity around the process to raise such a grievance and how the grievance will be investigated and resolved. An Internal Complaints Committee has been constituted in line with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

No complaint has been raised during the year ended 31st March, 2023.

30. WTD (CFO) AND MD CERTIFICATION

Certificate from Mr. Manish Banthia, Whole – Time Director & Chief Financial Officer and Mr. Giriraj Dammani, Managing Director, pursuant to provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the year under review was placed before the Board of Directors of your Company at its meeting held on 30th May, 2023. The certificate is attached and form part of this Report.

31. CERTIFICATION FROM COMPANY SECRETARY IN PRACTICE

Mr. Pradip Shah of M/s. P. P. Shah & Co., Practicing Company Secretaries, has issued a certificate as required under the SEBI (LODR) Regulations, 2015, confirming that none of the Directors on the Board of your Company have been debarred or disqualified from being appointed or continuing as Director of companies by the SEBI / Ministry of Corporate Affairs or any such statutory Authority. The certificate is attached and form part of this Report.

32. INSOLVENCY AND BANKRUPTCY CODE

No application has ever been filed against the Company under the Insolvency and Bankruptcy Code, 2016.

33. ONE TIME SETTLEMENT WITH BANKS

The Company has not made any settlement with banks or financial institutions.

34. LISTING WITH STOCK EXCHANGES

Your Company is listed with BSE Limited and your Company has duly paid the listing fees to the Exchange.



35. ACKNOWLEDGEMENTS

Your Directors thank the various Central and State Government Departments, Organizations and Agencies for the continued help and co-operation extended by them. The Directors also gratefully acknowledge all stakeholders of your Company viz. customers, members, banks and other business partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of your Company for their unstinted commitment and continued contribution to your Company.

36. CAUTIONARY STATEMENT

Statements in the Board's Report describing your Company's objectives, expectations or forecasts may be forward-looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement.

For and on behalf of the Board of Directors

Manish Banthia
Whole – Time Director
and Chief Financial Officer
DIN : 00117002

Giriraj Dammani
Managing Director
DIN: 00333241

Place: Mumbai
Date: 30th May, 2023.

ANNEXURE 'A' TO BOARD'S REPORT
SECRETARIAL AUDIT REPORT
FORM NO. MR-3

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
The First Custodian Fund (India) Limited

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **The First Custodian Fund (India) Limited** (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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

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

1. The Companies Act, 2013 ('the Act') and the rules made thereunder;
2. The Securities Contracts ('Regulation') Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not Applicable to the Company during audit period)**.
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable to the Company during audit period)**.
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities), Regulations, 2008. **(Not Applicable to the Company during audit period)**.

- f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agent), Regulations, 1993. Regarding the Companies Act, 2013 and dealing with the clients.
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares), Regulations, 2009. **(Not Applicable to the Company during audit period).**
 - h) The Securities and Exchange Board of India (Buyback of Securities), Regulations, 2018. **(Not Applicable to the Company during audit period).**
6. Laws specifically applicable to the industry to which the company belongs, as identified by the management, that is to say:-
- a) The Securities and Exchange Board of India (Stock Brokers and Sub-Brokers) Regulations, 1992.

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

- 1) Secretarial Standards issued by the Institute of Company Secretaries of India i.e. Secretarial Standards – 1 for Board Meetings and Secretarial Standards – 2 for General Meetings.
- 2) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. [except those as prescribed under Regulation 15 (2) read with Regulation 15 (3)]*.

*As per Regulation 15 (2) to the SEBI (LODR) Regulations, 2015, the provisions of Regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V shall not apply in respect of a listed entity whose Paid-Up Equity Share Capital does not exceed Rs. 10 Crores and Net Worth does not exceed Rs. 25 Crores as on 31st March, 2022 to the extent that they are addition to the requirements specified under the Companies Act, 2013.

Accordingly the Company has availed the exemption provided in the above Regulations. The Company has not prepared Corporate Governance Report as a part of Annual Report. The Company has decided not to opt for compliance of Regulation 27 for the time being.

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

A. A. Constitution of Audit Committee & Nomination and Remuneration Committee:

As per Section 177 and 178 of the Act, the Company is required to constitute Audit Committee & Nomination and Remuneration Committee. *The Company has not constituted Audit Committee & Nomination and Remuneration Committee.* In this regard the management of the Company has provided the following reply:

- (i) The Volume and Nature of business is very small. The Company does not have the function of Audit Committee & Nomination and Remuneration Committee.

B. Appointment of Internal Auditor:

As per Section 138 of the Act, the Company is required to appoint Internal Auditor. *The Company has not appointed Internal Auditor.* In this regard the management of the Company has provided the following reply:

- (i) The size of operation of the Company is very small, accordingly, it is not viable to appoint Internal Auditor but the Company has established the internal control system.



C. Website Posting:

As per the various sections of the Companies Act, 2013, regulations of the SEBI (LODR) Regulations, 2015 and Secretarial Standard – 2, the Company is required to post various information / policies on the website of the Company. *The Company has not posted the information / policies on the website of the Company.* In this regard the management of the Company has provided the following reply:

- (i) The Company is filing regularly all the information with BSE and all the information is available on the website of BSE.

D. Separate Meeting of Independent Directors and Performance Evaluation:

As per Section 178 read with Schedule IV of the Companies Act, 2013, the Company is required to convene a separate meeting of Independent Directors. The Company is also required to conduct performance evaluation of its Board, Committees, Chairman, Non – Independent Directors and Independent Directors. *The Company has not convened a separate meeting of Independent Directors. The Company has also not conducted performance evaluation of its Board, Committees, Chairman, Non – Independent Directors and Independent Directors.*

In this regard the management of the Company has provided the following reply:

- (i) The Company has not appointed Independent Directors since the volume and nature of business of the Company is very small.
- (ii) Since the Company has not appointed any Independent Director, hence, no performance evaluation was done.

We further report that

The present constitution of Board of Directors is represented by two Executive Director and one Non-Executive Promoter Director. As per Section 149 of the Companies Act, 2013, the Company is required to appoint Independent Director and Woman Director. *The Company has not appointed Independent Director and Woman Director.* In this regard the management of the Company has provided the following reply:

- (i) The Volume and Nature of business is very small. Therefore, it is not viable to appoint Independent Director and Woman Director.

There were no changes in the composition of the Board of Directors took place during the period under review.

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

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

THE FIRST CUSTODIAN FUND (INDIA) LTD.



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

We further report that during the audit period, there were no instances of:

1. Public / Right / Preferential issue of Shares / Debentures / Sweat Equity, etc.
2. Redemption / Buy-Back of Securities.
3. Major decisions taken by the members in pursuance to Section 180 of the Companies Act, 2013.
4. Merger / Amalgamation / Reconstruction, etc.
5. Foreign Technical Collaborations.

For P. P. Shah & Co.,
Company Secretaries
Unique ICSI ID No.: P2009MH018300

Pradip Shah
Partner
FCS No: 1483, COP No: 436
UDIN: : F001483E000420431
Peer Review: 666/2020

Date: 30th May, 2023.
Place: Mumbai

ANNEXURE TO SECRETARIAL AUDIT REPORT

To,
The Members,
The First Custodian Fund (India) Limited

Sub: Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We 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 secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
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.

For P. P. Shah & Co.,
Company Secretaries
Unique ICSI ID No.: P2009MH018300

Pradip Shah
Partner
FCS No: 1483, COP No: 436
UDIN: F001483E000420431
Peer Review: 666/2020

Date: 30th May, 2023
Place: Mumbai



ANNEXURE 'B' TO BOARD'S REPORT
EXTRACT OF ANNUAL RETURN
FORM NO. MGT – 9

As on the financial year ended 31.03.2023

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

CIN	L67120WB1985PLC038900
Registration Date	7 th May, 1985
Name of the Company	THE FIRST CUSTODIAN FUND (INDIA) LTD
Category of the Company	Company Limited by Shares
Sub-Category of the Company	Indian Non – Government Company
Address of the Registered Office and contact details	11 Camac Street, Kolkata – 700 017 Tel. : 033 2282 1628 Fax : 033 2282 2633 Email – tfcfil@rediffmail.com
Whether listed company	Yes. Listed on BSE Limited
Name, address and contact details of Registrar and Transfer Agent, if any	Link Intime India Pvt. Ltd.,C-101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai – 400 083 Tel. : 810 811 6767 Email – rnt.helpdesk@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the Business Activities contributing 10% or more of the total turnover of the Company shall be stated:

Sr.No.	Name and Description of main Products / Services	NIC Code of the Product / Service	* % to total turnover of the Company
1.	Share and stock broking and allied activities	66120	100%

** As per National Industrial Classification – Ministry of Statistics and Programme Implementation*

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr.No.	Name and address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1.	Nil	Nil	Nil	Nil	Nil

THE FIRST CUSTODIAN FUND (INDIA) LTD.



IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Shareholding

Category of Shareholders	Shareholding at the beginning of the year (As on 01.04.2022)				Shareholding at the end of the year (As on 31.03.2023)				% change in during the year
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total share	
A. Promoters									
(1) Indian									
a) Individual/HUF	347227	0	347227	23.15	347227	0	347227	23.15	0.00
b) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt.(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corporate	441344	0	441344	29.42	441344	0	441344	29.42	0.00
e) Bank/FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total(A) (1):	788571	0	788571	52.57	788571	0	788571	52.57	0.00
(2) Foreign									
a) NRIs- Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other-Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
d) QFI	0	0	0	0.00	0	0	0	0.00	0.00
e) Banks/ FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any Other	0	0	0	0.00	0	0	0	0.00	0.00
Sub- Total (A) (2):	0	0	0	0.00	0	0	0	0.00	0.00
Total Shareholding of Promoter and Promoter Group (A) = (A)(1) + (A)(2)	788571	0	788571	52.57	788571	0	788571	52.57	0.00
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds / UTI	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
j) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total (B)(1):	0	0	0	0.00	0	0	0	0.00	0.00
(2) Non-Institutions									
a) Bodies Corporate									
i) Indian	19076	2400	21476	1.43	19079	2400	21479	1.43	-0.70
ii) Overseas	69000	300	69300	4.62	69000	300	69300	4.62	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 2 Lacs	139924	326745	466669	31.11	84812	382595	467407	31.16	-0.23

THE FIRST CUSTODIAN FUND (INDIA) LTD.



Category of Shareholders	Shareholding at the beginning of the year (As on 01.04.2022)				Shareholding at the end of the year (As on 31.03.2023)				% change in during the year
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total share	
ii) Individual shareholders holding nominal share capital in excess of Rs. 2 Lacs	87619	0	87619	5.84	87619	0	87619	5.84	+1.26
c) Others (specify)									
i) NRI / OCBs	3700	61200	64900	4.33	64102	0	64102	4.28	-0.15
ii) Clearing Members/Clearing House	0	0	0	0.00	0	0	0	0.00	-0.10
iii) HUF	1265	200	1465	0.10	1322	200	1522	0.10	-0.08
Sub-Total (B)(2):	320584	390845	711429	47.43	325934	385495	711429	47.43	0.00
Total Public Shareholding Public Group (B) = (B)(1) + (B)(2)	320584	390845	711429	47.43	325934	385495	711429	47.43	0.00
Total (A) + (B)	1109155	390845	1500000	100.00	1114505	385495	1500000	100.00	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A + B + C)	1109155	390845	1500000	100.00	1114505	385495	1500000	100.00	0.00

Sr. No.	Shareholders Name	Shareholding at the beginning of the year (As on 01-4-2022)			Shareholding at the end of the year (As on 31-3-2022)			% Change in Share holding during the year
		No. of Shares	% if total shares of the Company	% of Shares Pledged/encumbered to total shares	No of Shares	% if total shares of the Company	% of Shares Pledged/encumbered to total shares	
1.	Vimala Mantri	74,550	4.97	0.00	74,550	4.97	0.00	0.00
2.	Surendrakumar Banthia	74,500	4.97	0.00	74,500	4.97	0.00	0.00
3.	Rajendrakumar Banthia	15,000	1.00	0.00	15,000	1.00	0.00	0.00
4.	Shrikant Mantri	11,782	0.79	0.00	11,782	0.79	0.00	0.00
5.	Harvestdeal Securities Ltd	8,794	0.59	0.00	8,794	0.59	0.00	0.00
6.	Sangharsh Finvest Pvt Ltd	3,74,700	24.98	0.00	3,74,700	24.98	0.00	0.00
7.	Rajendra Kumar Banthia (HUF)	55,000	3.67	0.00	55,000	3.67	0.00	0.00
8.	Dhanluxmi Textiles Ltd	57,850	3.86	0.00	57,850	3.86	0.00	0.00
9.	Sushil Kumar Mantri	74,500	4.97	0.00	74,500	4.97	0.00	0.00
10.	Saroj Banthia	4,500	0.30	0.00	4,500	0.30	0.00	0.00
11.	Manish Banthia	37,395	2.49	0.00	37,395	2.49	0.00	0.00
	Total	7,88,571	52.57	0.00	7,88,571	52.57	0.00	0.00

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iii) Change in Promoters' Shareholding (Please specify, if there is no change)

	Shareholding at the beginning of the year (As on 01.04.2022)		Cumulative Shareholding during the year (As on 31.03.2023)	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year	No change during the year			
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	No change during the year			
At the end of the year	No change during the year			

iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (As on 01.04.2022)		Shareholding at the end of the year (As on 31.03.2023)	
		No. of shares	% of total shares of the Company	No. of Shares	% of total Shares of the Companies
1.	Dhanlaxmi Enterprises Limited	69,000	4.60	69,000	4.60
2.	Bina A Suchdev	40,868	2.72	39,989	2.67
3.	Asha Chokhany	24,801	1.65	24,801	1.65
4.	Monisha G Damani	21,950	1.46	21,950	1.46
5.	Chebur Dealer Pvt Ltd	16,250	1.08	16,250	1.08
6.	Meghna Mahesh Purohit	15,743	1.05	14,029	0.94
7.	Aarti Devi Soni	8,600	0.57	8,600	0.57
8.	B Subodh	6,250	0.42	6,250	0.42
9.	Sarju Bai Mundra	5,840	0.39	5,840	0.39
10.	Meghna Chokhany	5,003	0.33	5,003	0.33

THE FIRST CUSTODIAN FUND (INDIA) LTD.



v) Shareholding of Directors and Key Managerial Personnel

	Shareholding at the beginning of the year (As on 01.04.2022)		Cumulative Shareholding during the year (As on 31.03.2023)	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
A. DIRECTORS				
At the beginning of the year				
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc)				
At the end of the year				
Promoter Director Shareholding and their changes have already been given in the earlier table.				
B. KEY MANAGERIAL PERSONNEL				
At the beginning of the year				
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc)				
At the end of the year				
Mr. Giriraj Damani, Managing Director does not hold any equity share in the Company.				

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	(Amount in Rs.)			
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (01.04.2022)				
i) Principal Amount	6.60	0.00	0.00	6.60
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i + ii + iii)	6.60	0.00	0.00	6.60
Change in Indebtedness during the financial year				
Addition	12.57	0.00	0.00	12.57
Reduction	0.00	0.0	0.0	0.00
Net Change	12.57	0.00	0.00	12.57
Indebtedness at the end of the financial year (31.03.2023)				
i) Principal Amount	19.17	0.00	0.00	19.17
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i + ii + iii)	19.17	0.00	0.00	19.17

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sr. No.	Particulars of Remuneration	Manish Banthia	Giriraj Dammani	Total Amount (In Rs.)
		WTD & CFO	MD	
1.	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	0.00	5,88,000	5,88,000
	(b) Value of perquisites under Section 17(2) income Tax Act, 1961	0.00	0.00	0.00
	(c) Profit in lieu of salary under Section 17(3) Income Tax Act, 1961	0.00	0.00	0.00
2.	Stock Options	0.00	0.00	0.00
3.	Sweat Equity	0.00	0.00	0.00
4.	Commission	0.00	0.00	0.00
	- as % of profit	0.00	0.00	0.00
	- others, specify	0.00	0.00	0.00
5.	Others, please specify	0.00	0.00	0.00
	Total (A)	0.00	5,88,000	5,88,000
	Ceiling As Per The Act	Minimum Remuneration upto Rs. 7,00,000 per month	Minimum Remuneration upto Rs. 7,00,000 per month	—

B. Remuneration to other Directors

1. Independent Directors

	Particulars of Remuneration	Name of Director	Total Amount (In Rs.)
	- Fee for attending Board / Committee Meetings	0.00	0.00
	- Commission	0.00	0.00
	- Others, please specify	0.00	0.00
	Total (B)(1)		0.00

THE FIRST CUSTODIAN FUND (INDIA) LTD.



2. Other Non Executive Directors

	Particulars of Remuneration	Name of Director Surendra Kumar Banthia	Total Amount (In Rs.)
	- Fee for attending Board / Committee Meetings	0.00	0.00
	- Commission	0.00	0.00
	- Others, please specify	0.00	0.00
	Total (B)(2)		0.00
	Total (B) = (B)(1) + (B)(2)		0.00
	Overall Ceiling as per the Act		Upto Rs. 100,000 per meeting

C. Remuneration to Key Managerial Personnel other than MD/WTD/Manager

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount (In Rs.)
		Sudha Jodhani CS	Head Compliance	
1.	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	2,04,000	0.00	2,04,000
	(b) Value of perquisites under Section 17(2) income Tax Act, 1961	0.00	0.00	0.00
	(c) Profit in lieu of salary under Section 17(3) Income Tax Act, 1961	0.00	0.00	0.00
2.	Stock Options	0.00	0.00	0.00
3.	Sweat Equity	0.00	0.00	0.00
4.	Commission	0.00	0.00	0.00
	- as % of profit	0.00	0.00	0.00
	- others, specify	0.00	0.00	0.00
5.	Others, please specify	0.00	0.00	0.00
	Total (C)	2,04,000	0.00	2,04,000



VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Sections of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding Fees imposed	Authority (RD/NCLT/COURT)	Appeal made, if any (give details)
A. COMPANY					
Penalty	None				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	None				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	None				
Punishment					
Compounding					



**WHOLE-TIME DIRECTOR (CHIEF FINANCIAL OFFICER) AND MANAGING
DIRECTOR CERTIFICATE**
***Certificate under Regulation 17(8) of the SEBI (Listing Obligations and Disclosure
Requirements) Regulations, 2015***

We the undersigned, in our respective capacities as Whole-Time Director designated as Chief Financial Officer and Managing Director of The First Custodian Fund (India) Ltd ("the Company"), to the best of our knowledge and belief, certify that:

- A. We have reviewed the Financial Statements and the Cash Flow Statement for the financial year ended 31st March, 2023 and that to the best of our knowledge and belief, we state that:
1. these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
 2. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- C. We hereby declare that all the members of the Board of Directors and Executive Committee have confirmed compliance with the Code of Business Conduct as adopted by the Company.
- D. We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and Board of Directors, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.
- E. We have indicated, based in our most recent evaluation, wherever applicable, to the Auditors and the Board of Directors:
1. significant changes, if any, in internal control over financial reporting during the year;
 2. significant changes, if any, in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
 3. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over the financial reporting.

Yours Sincerely

For The First Custodian Fund (India) Ltd

Manish Banthia
Whole-Time Director & Chief Financial Officer
DIN: 00117002
Place: Mumbai
Date: 30th May, 2023

Giriraj Dammani
Managing Director
DIN: 00333241

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members of
The First Custodian Fund (India) Ltd
3, Surya Mahal, 3rdFloor, Nagindas Master Road,
Fort, Mumbai – 400023

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of The First Custodian Fund (India) Ltd having CIN L67120WB1985PLC038900 and having registered office at 11, Camac Street, Kolkata – 700 017 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Sr.No.	Name of Director	DIN	Date of appointment in Company
1.	Surendra Banthia	00116969	21/08/1995
2.	Manish Rajendra Banthia	00117002	27/08/2015
3.	Giriraj Kumar Dammani	00333241	13/07/2015

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

For P. P. Shah & Co.,

Company Secretaries

Unique ICSI ID No.: P2009MH018300

Pradip Shah

Partner

FCS No: 1483, COP No: 436

UDIN: F001483E000250468

Peer Review: 666/2020

Date: 4^h May, 2023

Place: Mumbai

INDEPENDENT AUDITORS' REPORT

**To The Members of The First Custodian Fund (I) Limited.
Report on the Audit of the Standalone Financial Statements**

Opinion

We have audited the accompanying standalone financial statements of **The First Custodian Fund (I) Limited.** (the "Company"), which comprise the Balance Sheet as at **31st March 2023**, and the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Standalone 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 standalone financial statements under the provisions of the Act and the Rules made there under, 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 obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.

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

The Company's Board of Directors is responsible for the other information. The other information comprises the [information included in the Annual Report, but does not include the standalone financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

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



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

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditor's responsibilities Relating to Other Information'.

Management's Responsibility for the Standalone Financial Statements

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

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

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

Auditor's Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone 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 standalone 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 standalone 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 control 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 the 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 standalone 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 standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report, to the extent applicable 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 including Other Comprehensive Income, the Cash Flow Statement and 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 standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

THE FIRST CUSTODIAN FUND (INDIA) LTD.



- e) On the basis of the written representations received from the directors as on **31 March, 2023** taken on record by the Board of Directors, none of the directors is disqualified as on **31 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 A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended,
In our opinion and to the best of our information and according to the explanations given to us, no remuneration paid by the Company to its directors during the year which 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:
- The Company does not have any pending litigations on its financial position in its standalone financial statements
 - The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

PARESH D SHAH & CO
Chartered Accountants

Paresh D Shah
Proprietor
Firm Reg. No. 107500W
M. No. 040648

Mumbai
Dated : 30.05.2023
UDIN : 23040648BGRXRH2660

"Annexure A" to the Independent Auditor's Report

Refer to in paragraph 10 of the Independent Auditors Report of even date to the members of The First Custodian Fund (I) Ltd. on the financial statements for the year ended 31.3.2023.

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 **The First Custodian Fund (I) Ltd.**, as of **March 31, 2023** in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India". 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

Mumbai
Dated : 30.05.2023

PARESH D SHAH & CO
Chartered Accountants

Paresh D Shah
Proprietor
Firm Reg. No. 107500W
M. No. 040648

“Annexure B” to the Independent Auditors’ Report

Referred to in paragraph 2 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended **March 31, 2023**;, we report as under :-

1. Fixed Asset:

- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
- (c) The title deeds of immovable properties are held in the name of the company.

2. Inventory:

The Company is an investor in shares and also trades in futures & options. Hence the clauses to inventories is not applicable. However, the share as per books & as per demat statements are regularly verified by the management and any major discrepancies are properly dealt with.

3. Loans, Guarantee and Advance given:

According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. Consequently, the provisions of clauses iii (a), (b) and (c) of the order are not applicable to the Company.

4. Loans Guarantee and Advances to Director of Company :

In respect of loans, investments, guarantees, and security, provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.

5. Deposits :

The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

6. Maintenance of costing records :

As per information & explanation given by the management, maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.



7. Deposit of statutory liabilities :

According to the information and explanations given to us, there is no amount payable in respect of income tax, service tax, sales tax, customs duty, excise duty, value added tax and cess whichever applicable, which have not been deposited on account of any disputes.

8. Default in repayment of borrowings :

In our opinion and according to the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank, Government or debenture holders, as applicable to the company.

9. Fund raised and utilisation :

Based on our audit procedures and according to the information given by the management, the company has not raised any money by way of initial public offer or further public offer (including debt instruments) or taken any term loan during the year.

10. Fraud and whistle-blower complaints :

According to the information and explanations given to us, we report that no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.

11. Managerial Remuneration :

According to the information and explanations given to us, we report that managerial remuneration has not been paid hence provisions of section 197 is not applicable.

12. Nidhi Company :

The company is not a Nidhi Company. Therefore, clause (xii) of the order is not applicable to the company.

13. Related Party Transactions :

According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc. as required by the applicable accounting standards.

14. Internal Audit :

The company does not required an internal audit system commensurate with the size and nature of its business.

15. Preferential allotment :

The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.



16. Non Cash Transactions :

The company has not entered into non-cash transactions with directors or persons connected with him.

17. Cash Losses :

The company has not incurred cash losses in the financial year and in the immediately preceding financial year

18. Resignation of Statutory Auditors :

There has been no instance of any resignation of the statutory auditors occurred during the year

19. Material uncertainty on meeting liabilities :

No material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of 1 year from the balance sheet date

20. Transfer to fund specified under Schedule VII of Company Act, 2013 :

In respect of other than ongoing projects, the company has not transferred unspent amount to a Fund specified in Schedule VII to the Companies Act within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act;

21. Registration under RBI act :

The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

Mumbai
Dated : 30.05.2023

PARESH D SHAH & CO
Chartered Accountants

Paresh D Shah
Proprietor
Firm Reg. No. 107500W
M. No. 040648



THE FIRST CUSTODIAN FUND (I) LTD. Standlone Balance Sheet As At 31.03.2023

Particulars	Note No.	<u>For the year ended 31.3.2023</u>	<u>For the year ended 31.3.2022</u>
<u>Assets</u>			
1) <u>Financial Assets</u>			
Cash and Cash equivalents	4	293,042	4,819,777
Other Bank Balance	5	52,637,904	54,488,312
Trade Receivables	6	31,462,147	34,302,003
Loans	7	0	5,000,000
Investment	8	38,622,363	31,659,106
Other Financial Assets	9	7,077,893	6,743,813
		130,093,349	137,013,011
2) <u>Non Financial Assets</u>			
Current Tax (Assets)	10	868,166	792,212
Deffered Tax (Assets)	11	478,578	611,929
Property, Plant & Equipment	12	5,073,735	6,058,390
		6,420,479	7,462,531
Total Assets		136,513,828	144,475,542
<u>Liabilities & Equity</u>			
<u>Liabilities</u>			
1) <u>Financial liabilities payable</u>			
<u>Trade Payable</u> 13			
a) Total o/s dues of micro & Small Enterprises		8,204,626	19,139,567
b) Total o/s dues other than Micro & Small Enterprises		-	-
Borrowings	14	1,544,401	1,917,224
Deposits		-	-
Other financial liabilities	15	1,745,267	1,289,613
2) <u>Non Financial liabilities</u>			
Provisions for Tax	16	800,000	2,600,000
3) <u>Equity</u>			
Equity Share Application	17	15,000,000	15,000,000
Other Equity	18	109,219,534	104,529,138
Total liabilities & Equity		136,513,828	144,475,542
Note forming part of Financial Statement 1 to 42		0	

THE FIRST CUSTODIAN FUND (India) Ltd.



THE FIRST CUSTODIAN FUND (I) LTD.

Standlone Balance Sheet As At 31.03.2023.

AS PER OUR ATTACHED REPORT OF EVEN DATE

For PARESH D SHAH & CO.
CHARTERED ACCOUNTANTS

FOR AND ON BEHALF OF THE BOARD

DIRECTOR
MANISH BANTHIA
DIN - 00117002

DIRECTOR
GIRIRAJ DAMANI
DIN - 00333241

(CA. PARESH D SHAH)
(Proprietor)
M No: 040648
Firm Reg. No. 107500W
PLACE : MUMBAI
DATE : 30.05.2023
UDIN : 23040648BGRXRH2660

MRS. SUDHA AGARWAL
(Company Secretary)
M. NO. - A34913
ECSIN :- EA034913B000141767



THE FIRST CUSTODIAN FUND (I) LTD.

Standlone Statement of Profit & Loss for the year ended 31.03.2023

Particulars	Note No.	<u>For the year</u> <u>ended 31.3.2023</u>	<u>For the year</u> <u>ended 31.3.2022</u>
I) Revenue from operations			
Interest Income	19	3,361,189	3,336,666
Fees & Commission Income	20	2,814,006	2,772,650
Total Revenue from operation		6,175,195	6,109,316
II) Other income.	21	6,033,012	12,500,254
		12,208,207	18,609,570
III) Expenses			
Finance Cost	22	1,352,666	550,818
Fees & Commission expenses			-
Employee benefit expenses	23	1,709,025	1,701,020
Depereciation & Amortisation	24	984,655	873,281
<u>Other Expenses</u>	25	2,622,964	2,486,572
Total Expenses		6,669,310	5,611,691
IV) Profit before Tax from continuing operation		5,538,897	12,997,879
V) Tax Expenses			
Current Tax	26	-715,149	-2,768,876
Deffered Tax	27	-133,351	-177,255
Total Tax Expenses		-848,500	-2,946,131
VI) Profit for the year from operations		4,690,397	10,051,748
Other comprehensive Income Loss		-	-
Total comprehensive Income		4,690,397	10,051,748
VII) Earning per share of FV of Rs. 10/- each	38		
Basic		3.13	6.70
Diluted		3.13	6.70

Note forming part of financial statement **1 to 42**



THE FIRST CUSTODIAN FUND (I) LTD.

Standalone Statement of Profit & Loss for the year ended 31.03.2023

AS PER OUR ATTACHED REPORT OF EVEN DATE

For PARESH D SHAH & CO.
CHARTERED ACCOUNTANTS

FOR AND ON BEHALF OF THE BOARD

(CA. PARESH D SHAH)
(Proprietor)
M No: 040648
Firm Reg. No. 107500W
PLACE : MUMBAI
DATE : 30.05.2023
UDIN : 23040648BGRXRH2660

DIRECTOR
MANISH BANTHIA
DIN - 00117002

DIRECTOR
GIRIRAJ DAMANI
DIN - 00333241

MRS. SUDHA AGARWAL
(Company Secretary)
M. NO. - A34913
ECSIN :- EA034913B000141767



THE FIRST CUSTODIAN FUND (I) LTD. NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31.03.2023

1 CORPORATE INFORMATION

The First Custodian Fund (I) Ltd. Is a public company registered under the Companies Act, 1956 (now 2013) vide registration no. CIN- L67120WB1985PL6638900 and was incorporated on 07-05-1985. Its registered office is situated at 11, CAMAC STREET, CALCOTTA. 700007. The company is member of NSE of India and its providers brokerage services in securities as well as the company deals / invests in shares & securities.

2 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The Financial Statements have been prepared to comply in all material aspects with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended.

These Financial Statements have been prepared on historical cost basis, except for certain financial instruments, which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. The accounting policies adopted in the preparation of the Financial Statements are consistent with those followed in the previous year by the Company.

3 Significant Accounting Policies

(a) Functional and presentation of currency

The financial statements are presented in Indian Rupees, which is the Company's functional currency and all amounts are rounded to the nearest rupees in lakhs; except when otherwise stated.

(b) Basis of measurement

The Financial Statements have been prepared on historical cost basis, except the following:

- i) Certain financial assets and liabilities are measured at fair value.
- ii) Defined benefit plans – plan assets measured at fair value.

Fair Value Measurement

In addition, for financial reporting purpose, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurements in its entirety, which are described as follows:

- Level 1 inputs are quoted prices in active markets for identical assets or liabilities that the entity can access at the measurement date;



- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the assets or liability.

(c) Critical Accounting Judgements and Key Sources of Estimation Uncertainty

The preparation of the Company's Financial Statements requires management to make judgement, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in next financial years.

Estimates and underlying assumptions are reviewed on an on going basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

(i) Depreciation / Amortisation and useful lives of property, plant and equipment: Company depreciates its tangible assets over the useful life of an Asset as prescribed under Part C of Schedule II of Companies Act, 2013. Company remeasures remaining useful life of an asset at the end of each reporting date.

(ii) Fair value measurement: Fair Value is a price of orderly transaction between market participants at the measurement date under current market conditions. Company determines Fair Value of Quoted Instruments from available market price. When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using appropriate valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.

(iii) Provisions: Provisions are recognized when there is a present obligation (legal or constructive) as a result of past event; and it is probable that an outflow of resources will be required to settle the obligation. Management estimates it by using its best judgement of future cash outflow.

(iv) Taxes: The Company periodically assesses its liabilities and contingencies related to income taxes for all years open to scrutiny based on latest information available. For matters where it is probable that an adjustment will be made, the Company records its best estimates of the tax liability in the current tax provision. The Management believes that it has adequately provided for the probable outcome of these matters.

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits.

(v) Recognition and measurement of defined benefit obligations

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation and

attrition rate. The discount rate is determined by reference to market yields at the end of the reporting period on government securities.

(vi) Allowance for impairment of financial asset

The Company applies expected credit loss model (ECL) for measurement and recognition of impairment loss. The Company recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. At each reporting date, the Company assesses whether the loans have been impaired. The Company is exposed to credit risk when the customer defaults on his contractual obligations. For the computation of ECL, the loan receivables are classified into three stages based on the default and the ageing outstanding. The Company recognises life time expected credit loss for trade receivables and has adopted simplified method of computation as per Ind AS 109. The Company considers outstanding overdue for more than 90 days for calculation of expected credit loss.

(d) Current and Non-Current Classification

An asset shall be classified as current when it satisfies any of the following criteria:—

- (a) it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is expected to be realised within twelve months after the reporting date; or
- (d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets shall be classified as non-current.

A liability shall be classified as current when it satisfies any of the following criteria:—

- (a) it is expected to be settled in the Company's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is due to be settled within twelve months after the reporting date; or
- (d) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities shall be classified as non-current.

(e) Property, Plant and Equipment & Intangible Assets and Depreciation & Amortisation

Property, Plant and Equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Direct costs in relation to the fixed assets are capitalized until such assets are ready for use.

(i) Tangible Assets: Depreciation on tangible assets is provided on the straight-line method over the useful lives of assets estimated by the Management. Depreciation for assets purchased during a period is proportionately charged. The Management estimates the useful lives and residual values of the fixed assets as prescribed under Part C of Schedule II of the Companies Act 2013 as follows.



<u>Fixed Assets</u>	<u>Useful Life</u>
Office Building	60 years
Office Equipments	5 years
Computer Equipments	3 years
Vehicles	8 years
Furniture and Fixtures	10 years

(ii) Intangible Assets: Intangible assets are recorded at the consideration paid for the acquisition of such assets and are carried at cost less accumulated amortisation and impairment, if any.

(iii) Deemed cost on transition to Ind AS: For transition to Ind AS, the Company had elected to continue with the carrying value of all its Property Plant and equipment and Intangible assets as measured as per the previous GAAP and had used that carrying value as its deemed cost on the transition date.

(f) Financial Instruments

(i) Initial Recognition

Financial assets and financial liabilities are recognised when a Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in Statement of Profit and Loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

(ii) Classification & Measurement of Financial Assets

Financial assets are classified as 'Amortised Cost', 'Fair Value through Profit and Loss' (FVTPL) and 'Fair Value through Other Comprehensive Income' (FVTOCI) in the following categories:

Debt Instruments at amortised cost: Debt instruments that meet the following conditions are subsequently measured at amortised cost (except for those designated at FVTPL on initial recognition)

- the asset is held within a business model whose objective is to hold asset to collect contractual cash flows; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding



Debt Instruments at FVTOCI: Debt instruments that meet the following conditions are subsequently measured at FVTOCI (except for those designated at FVTPL on initial recognition)

- the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

Debt Instruments at FVTPL: Any debt instrument which is either initially designated at FVTPL or which does not meet the criteria for Amortised cost or FVTOCI is measured at FVTPL.

Effective Interest Method: Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

Equity Instruments at FVTOCI: On initial recognition, the Company can make an irrevocable election (on an instrument by instrument basis) to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments. This election is not permitted if the instrument is held for trading. The cumulative gain or loss is not reclassified to the Statement of Profit and Loss on disposal of the investment.

Financial Assets at FVTPL: Investments in equity instruments are classified at FVTPL, unless they were irrevocably elected on initial recognition as FVOCI. Financial Assets at FVTPL are measured at Fair Value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in the Statement of Profit and Loss.

Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

(iii) Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost, FVOCI debt instruments, and other financial assets. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 46 details how the Company determines whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(iv) Derecognition of financial assets

A financial asset is derecognised only when :

- The Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

(v) Financial Liabilities:

Financial liabilities which are held for trading or are designated at FVTPL are measured at fair value with changes being recognised in the statement of Profit and Loss.

Financial liabilities that are not held for trading and are not designated as at FVTPL, are measured at amortised cost. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method.

(vi) Derecognition of financial liabilities

Company derecognises financial liabilities when, and only when, the company's obligations are discharged, cancelled or have expired. A substantial modification in the terms of an existing financial liability is accounted as a discharge of original financial liability and recognition of new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised as profit or loss.

(vii) Offsetting financial assets and liabilities

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right and ability to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

(viii) Deemed cost on transition to Ind AS: For transition to Ind AS, the Company had elected to continue with the carrying value of all its Investments and are measured as per the previous GAAP and had used that carrying value as its deemed cost on the transition date.

(g) Derivatives financial instruments

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in the Statement of Profit and Loss.

(h) Impairment of Assets

Property, plant or equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amount may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value in use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent to those from other assets.

The Carrying Amount of Assets is reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss, if any, is charged to Statement of Profit and Loss in the year in which an asset is identified as impaired. Reversal of impairment losses recognized in prior years is recorded when there is an indication that the impairment losses recognized for the assets no longer exists or have decreased.

(i) Cash and cash equivalents

(i) Cash and cash equivalents in the balance sheet comprise cash at bank and on hand and short-term deposit with original maturity upto three months, which are subject to insignificant risk of changes in value.

(ii) For the purpose of presentation in the statement of cash flows, cash and cash equivalents consists of cash and short-term deposit, as defined above.

(j) Borrowing Cost and Finance Charges

Borrowing cost attributable to acquisition and construction of qualifying assets are capitalized as a part of the cost of such assets up to the date when such assets are ready for its intended use. Other borrowing cost are charged to the statement of profit and loss in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds and is measured with reference to the effective interest rate applicable to the respective borrowings.

(k) Leases

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated on a straight-line basis over the lease term. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

(l) Employee Benefits

Defined Contribution plan – Retirement benefit in the form of Provident Fund is a defined contribution scheme. The Company is statutorily required to contribute a specified portion of the basic salary of an employee to a provident fund as a part of retirement benefits to its employees. The contributions during the period are charged to statement of profit and loss. The Company recognizes contribution payable to the Provident Fund scheme as an expenditure when an employee renders related service. The no. of staff than 20, hence PF is not applicable to co.

Defined Benefit Plan – Gratuity, which is in the nature of Defined Benefit Schemes, are payable only to employees and accounted for on accrual basis. The Cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses are recognised in other comprehensive income in the period in which they occur and are not reclassified to the Statement of Profit and Loss. GRATUTTY SCHEME IS NOT APPLICABLE TO CO.

Short Term Employee Benefits - The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognized during the year when the employees render the service. These benefits include incentive which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

(m) Revenue Recognition

The Company assesses the nature, timing and extent of revenue based on performance obligations in its contracts/understanding/trade customs with customers & clients. Revenue is recognised to the extent that is probable that the economic benefits will flow to the Company and the amount based on performance obligation can be reliably measured. Revenue is measured at the fair value of consideration received or receivable taking into account the amount of discounts.



1. Revenue from Broking income is recognised on trade date basis and is exclusive of goods and service tax and securities transaction tax (STT) wherever applicable.
2. Income related with Distribution income on Mutual Fund and other financial products is accounted on accrual basis.
3. Dividend income is accounted for when the right to receive the income is established.
4. Difference between the sale price and the carrying value of investment is recognised as profit or loss on sale/ redemption on investment on trade date of transaction.
5. Interest income is recognised on accrual basis.

(n) Taxes on Income

The tax expenses for the period comprises of current tax and deferred income tax. Tax is recognised in statement of profit or loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognized in respect of carried forward tax losses and tax credits. Deferred tax is not recognized for:

- Temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of transaction;
- Temporary differences related to investment in subsidiary to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and

Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses the Company recognizes a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realized. Deferred tax assets- unrecognized or recognized, are reviewed at each reporting date

and are recognized /reduced to the extent that it is probable/no longer probable respectively that the related tax benefit will be realized.

Minimum Alternate Tax

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably, and it is probable that the future economic benefit associated with asset will be realised.

(o) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized when there is a present obligation (legal or constructive) as a result of past event; and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made.

Provisions (excluding retirement benefits) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date, taking into account the risks and uncertainties surrounding the obligation.

Contingent Liabilities are possible but not probable obligations as on the Balance Sheet date, based on the available evidence. Contingent Liabilities are not recognised in the financial statements.

Contingent Assets are neither recognized nor disclosed.

(p) Earning per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year.

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

(q) Cash Flow Statement

Cash flows statement is prepared using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

(r) Recent Accounting Developments

The Ministry of Corporate Affairs (MCA) has not notified any new Ind AS or amendment to existing Ind AS which would be applicable to Company from 1 April 2020.

THE FIRST CUSTODIAN FUND (INDIA) LTD.



Note No.	Particulars	For the year ended 31.3.2023	For the year ended 31.3.2022			
4)	Cash and Cash Equivalents					
	Balance with Bank in current Account	283,101	4,805,172			
	Cash on Hand	9,941	14,605			
		<u>293,042</u>	<u>4,819,777</u>			
5)	Other Bank Bal.					
	FD with Banks	52,637,904	54,488,312			
		<u>52,637,904</u>	<u>54,488,312</u>			
	Notes :- FD are underline with Bank for OD limit obtaining guarantee in favour of exchange or are pledge with exchange for obtaining margin limits					
6)	Trade Receivables					
	Considers good - unsecured					
	Trade Receivables ageing schedule					
	Outstanding from due date of payment					
	Particulars					
1)	Undisputed Trade receivables – considered good :					
	Less than 6 Months	23,300,673	26,140,529			
	Others	-	-			
	More than 3 years	8,161,474	8,161,474			
	Subtotal					
	Disputed Trade Receivable Credit impaired 8161474					
		<u>31,462,147</u>	<u>34,302,003</u>			
7)	Loans & Advances					
	Loans	-	-			
	Preference Share Application (To company in which Director are interested)	-	5,000,000			
		<u>0</u>	<u>5,000,000</u>			
8)	Investments					
	Investment in quoted shares	32,214,701	25,251,444			
	Investment in unquoted shares	6,407,662	6,407,662			
		<u>38,622,363</u>	<u>31,659,106</u>			
9)	Other financial Assets					
	Deposit	6,421,125	6,421,125			
	Advances	656,768	322,688			
		<u>7,077,893</u>	<u>6,743,813</u>			
10)	Current Tax Assets					
	Advance Tax (Including TDS)	868,166	792,212			
11)	Deffered Tax Assets					
	Depreciation Diff. Between IT Rate / Cos Rate	478,578	611,929			
12)	Property Plant & Equipment					
	Description	Air Conditions	Furnitures & Fixture	Vehicles	Office Equip.	Total
	Gross Block as at 1.4.20212	1,94,205	16,17,817	69,70,627	55,32,289	1,67,80,296
	Additions (+)	-	-	24,65,358	-	-
	Disposals (-)	-	-	-	-	-
	Gross Block as at 31.3.2023	1,94,205	16,17,817	94,35,985	55,32,289	1,67,80,296

THE FIRST CUSTODIAN FUND (I) LTD.

Notes to Standalone Financial Statement for the year ended 31.03.2023.

<u>Note No.</u>	<u>Particulars</u>					
	Accumulated Depreciation as at 1.4.2022	141,768	1,606,522	3,505,666	5,467,950	10,721,906
	Depreciation for the year	15,424	3,768	949,406	16,057	984,655
	Less : Disposals	-	-	-	-	-
	Total	157,192	1,610,290	4,455,072	5,484,007	11,706,561
	Net Carrying Amt. As at 31.03.2023	37,013	7,527	4,980,913	48,282	5,073,735
	Net Carrying Amt. As at 31.03.2022	52,437	11,295	5,930,319	64,339	6,058,390

	<u>As at 31.03.2023</u>	<u>As at 31.03.2022</u>
13) <u>Trade Payable</u>		
Total outstanding dues to micro & small enterprises	8,204,626	19,139,567

Trade payable ageing schedule

Particulars

MSME

Less than 1 year	8,204,626	19,139,567
Disputed Due	-	-
Amount of interest accrued on above (The above mentioned is based on the response received by the Company and relied upon by the auditors)	-	-
	8,204,626	19,139,567

14) <u>Borrowings</u>		
Vehicles loan from Daimler financial services (Secured against vehicles)	1,544,401	1,917,224
(Loan is repayable in equal monthly instalment)		
15) <u>Other Financial Liabilities</u>		
Creditors for expenses	1,052,767	836,113
Option Premium	692,500	453,500
	1,745,267	1,289,613
16) <u>Provisions</u>		
For Income Tax	800,000	2,600,000
17) <u>Equity share capital</u>		
<u>Authorised</u>		
15,00,000 eq. Share of Rs. 10/- each	15,000,000	15,000,000

THE FIRST CUSTODIAN FUND (INDIA) LTD.



THE FIRST CUSTODIAN FUND (I) LTD.

Notes to Standalone Financial Statement for the year ended 31.03.2023.

<u>Note No.</u>	<u>Particulars</u>	<u>For the year ended 31.3.2023</u>	<u>For the year ended 31.3.2022</u>
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	<u>Issued subsouted & paid up</u>		
	15,00,000 (P. Y. 15,00,000 eq. Shares of Rs. 10/- each)	1,50,00,000	1,50,00,000

The company has one class of equity shares having face value of Rs. 10/- each, each holder of equity share is entitled to one vote per share.

Share holder holding more than 5% of equity share at the end of the year-

	<u>No. Of share</u>	<u>% of holding</u>	<u>no. of Sh.</u>	<u>%</u>
			<u>As at 31.3.2023</u>	<u>As at 31.3.2022</u>
Sangharsh Finvest Pvt. Ltd.	374700	24.98%	374700	24.98%
Other (less than 5% each)	1125300	75.02%	1125300	75.02%
	1500000	100.00%	1500000	100.00%

18) Other Equity

Reserve & Surplus

	<u>Capital Redemption Reserve</u>	<u>Investment Allowance Reserve</u>	<u>General Reserve</u>	<u>Retained Earning</u>	<u>Total</u>
Opening as at 1.4.2021	1,695,798	220,000	1,690,760	90,870,832	94,477,390
Profit for the year	-	-	-	10,051,748	10,051,748
(Total) Cl. Balance 1.4.2022	1,695,798	220,000	1,690,760	100,922,580	104,529,138
Profit for the year	-	-	-	4,690,396	4,690,396
Cl. Balance 31.3.2023	1,695,798	220,000	1,690,760	105,612,976	109,219,534

AS PER OUR ATTACHED REPORT OF EVEN DATE

**For PARESH D SHAH & CO.
CHARTERED ACCOUNTANTS**

(CA. PARESH D SHAH)
(Proprietor)
M No: 040648
Firm Reg. No. 107500W
PLACE : MUMBAI
DATE : 30.05.2023
UDIN : 23040648BGRXRH2660

FOR AND ON BEHALF OF THE BOARD

**DIRECTOR
MANISH BANTHIA
DIN - 00117002**

**DIRECTOR
GIRIRAJ DAMANI
DIN - 00333241**

MRS. SUDHA AGARWAL
(Company Secretary)
M. NO. - A34913
ECSIN :- EA034913B000141767

THE FIRST CUSTODIAN FUND (INDIA) LTD.



THE FIRST CUSTODIAN FUND (I) LTD. NOTES TO STANDALON STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31.03.2023

Note No.	Particulars	For the year Sended 31.3.2023	For the year ended 31.3.2022
19)	<u>Interest Income</u>		
	Interest on Deposits with Bank	3,361,189	3,336,666
20)	<u>Fees & Commission Income</u>		
	Brokerage Income	2,814,006	2,772,650
21)	<u>Other Income</u>		
	Dividend	403,792	323,752
	Short Term Cap. Gains	1,760,827	5,224,392
	Share trading gains / Loss	84,660	4,216,035
	F & O	411,288	24,768
	Long Term Cap. Gains / Loss	3,372,445	2,711,307
		6,033,012	12,500,254
22)	<u>Finance Cost</u>		
	Interest on Borrowings of		
	Vehicles Loans	129,389	94,663
	Bank Interest	1,223,277	456,155
		1,352,666	550,818
23)	<u>Employee Benefit Expenses</u>		
	Salaries & Bonus to staff	1,705,000	1,699,000
	staff welfare expenses	4,025	2,020
		1,709,025	1,701,020
	(No gratuity is Payable to staff)		
24)	<u>Depereciation and Amortisation Expenses</u>		
	Depericiation on Property, Plant & Equipment	984,655	873,281
25)	<u>Other Expenses</u>		
	ADVERTISEMENT & PUBLICITY	19,440	5,760
	AVERGING DIFF	1,344	1,145
	ANNUAL LISTING FEE	300,000	300,000
	BANK CHARGES	1,865	1,105
	DEMAT CHARGES	34,685	40,569
	DONATION	67,000	46,000
	E MEETING	20,000	20,000
	FILING FEE - R.O.C.	9,060	13,940
	GENERAL EXPENSES	162,528	162,048
	INSURANCE PREMIUM	17,500	17,500
	LEGAL EXPENSES	361,500	372,607

THE FIRST CUSTODIAN FUND (India) Ltd.



THE FIRST CUSTODIAN FUND (I) LTD. NOTES TO STANDALON STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31.03.2023

<u>Note No.</u>	<u>Particulars</u>	<u>For the year ended 31.3.2023</u>	<u>For the year ended 31.3.2022</u>
	MISC. EXPENSES	272,545	223,683
	MOTOR CAR EXPENSES	304,446	316,015
	NSE EXPENCES(CASH & FO)	306,303	38,677
	PAYMENT TO AUDITORS	245,000	235,000
	POSTAGE EXPENCES	10,724	6,607
	PRINTING & STATIONERY	43,058	30,697
	RENT	22,385	6,839
	REPAIRS & MAINTENANCE	271,804	17,717
	STT AND OTHER EXPENSES	64,584	228,800
	TELEPHONE EXPENCES	15,615	171,305
	TRANSFER AGENT FEES	65,842	14,293
	TRAVELLING & CONVEVANCE EXPENCES	5,736	123,309
	LEASLINE CHARGES	-	92,958
		<u>2,622,964</u>	<u>2,486,572</u>
26)	<u>Tax Expenses</u>		
	<u>Current Tax</u>		
	Current tax on Profit for the year	-800,000	-2,600,000
	Adjustment for current tax of Prior Periods	84,851	-168,876
	Total current Tax exps.	<u>-715,149</u>	<u>-2,768,876</u>
27)	<u>Deffered Tax</u>		
	Decrease in Deffered Tax Assets	-133,351	-177,255
	Total Deffered Tax expenses	<u>-133,351</u>	<u>-177,255</u>
		<u>-848,500</u>	<u>-2,946,131</u>
	<u>Effective Rate of Tax</u>		
	Total Taxes	762,225	2,367,164
	Total Income	5,645,837	12,071,880
	Tax Rate is	11.62%	19.61%
	(Max. Income Tax Rate Applicable is 22%, plus 4% edu. Cess which is 22.88%)		
28)	<u>Contingent Liabilities</u>		
	There is no contingent Liability for the year	NIL	NIL



THE FIRST CUSTODIAN FUND (I) LTD.

NOTES TO STANDALON STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31.03.2023.

- 29) Operating segments
The Company is engaged in the business of Broking & related activities in india. There is no other segment to be reported
- 30) Related Party Disclosure
- A. List of Related Parties**
No subsidiary company
- B. Other Parties with whom the Company has entered into the transaction during the year**
- i. Other Group Company**
1. Harvestdeal Securities Ltd.
 2. Dhanlaxmi Textiles Pvt. Ltd.
- ii. Key Management Personnel**
1. Shri Manish Banthia
 2. Shri Giriraj Damani
- iii. Relatives of Key Management Personnel**
- | <u>S.N.</u> | <u>Name</u> | <u>Relation with Key Management Personnel</u> |
|-------------|--------------------|---|
| 1 | Shri R. K. Banthia | Father of Manish Banthia |
- C. During the year brokerage earned with the related parties in the ordinary course of business.**
- 31) Business Combinations
The Company had not acquired or Invested in any other business.
- 32) The Company does not have any pending litigation which would impact its financial position.
- 33) There is no long term contract enter into by the Company, hence provisions for material foreseeable loss is not required.
- 34) Due to Micro, small & medium enterprises
The Company has not received any interest claim from any client as at Balance Sheet date.
- 35) Financial Instrument Face Value
The face value of All the assets & liabilities of the company are equivalent to their carrying amount largely due to short term maturity of these items. The quoted / unquoted shares are stated at cost price.
- 36) Financial instruments Risk Management
The Company has exposure to the following risks from financial instrument



THE FIRST CUSTODIAN FUND (I) LTD. NOTES TO STANDALON STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31.03.2023

Liquidity risk, credit risk & Market risk

The Management is taking almost care in its day to day dealing so that the risk are minimum.

- 1) Trades payable are payable on demand
- 2) Borrowings are payable in monthly EMI
- 3) Other financial liabilities are payable as per due dates

37) Maturity Analysis

All the current Assets / current liabilities are realisable / payable within 12 months. other non-current assets & liabilities are realisable / payable in more than 12 months.

38) Earning per share

Net Profit after tax	4690396	10051748
No. of equity share at the year end	1500000	1500000
face value per share	10	10
Earning per share	3.126930667	6.701165333

39) C. S. R.: The CSR scheme is not applicable to the company

40) Capital Management : Capital includes equity capital, share premium, other equity reserves attributable to the equity holder of the company. The company monitors capital using gearing ratio capital gearing ratio of company is as follows.

	31-Mar-23	31-Mar-22
Equity	1,50,00,000	1,50,00,000
Other Equity	109,219,534	104,529,138
Total Equity (A)	124,219,534	119,529,138
Borrowing (B)	1,544,401	1,917,224
Total Debt & equity (C = A+B)	125,763,935	121,446,362
Capital gearing Ratio (B/C)	0.01	0.02

THE FIRST CUSTODIAN FUND (INDIA) LTD.



41) The figure of the previous years have been

Notes to the Financial Statements

Note 41 - Financial Ratios

Particulars	UoM	31.3.2023	31.3.2022	Remarks for variation of more than 25%
1. Current Ratio	Times	8.48	4.58	No Change
2. Debt Equity Ratio	Times	0.12	0.17	No Change
3. Trade Receivables Turnover Ratio	Times	NA	NA	The Company is into business of brokerage activities and hence this ratio is strictly not Applicable
4. Trade Payables Turnover Ratio	Times	NA	NA	The Company is into business of brokerage activities and hence this ratio is strictly not Applicable
5. Net capital turnover ratio	Times	0.16	0.25	The decrease is on account of decrease in Income.
6. Profit ratio	%	0.38%	0.54%	The decrease is on account of less profit after tax.
7. Return on Capital Employed	%	5.48%	8.88%	The decrease is on account of lower profit for the year.

1. Current Ratio: Current Asset over Current Liabilities

2. Debt-Equity Ratio: Debt over total share holders equity.

3. Trade Receivables Turnover Ratio: Credit sales over average trade receivables

4. Trade Payables Turnover Ratio: Credit purchases/expenses over average trade payables

5. Net Capital turnover Ratio : Sales over net working capital

6. Net profit ratio: Profit After Tax over Revenue from operations

7. Return on Capital employed: Earnings Before Interest & Tax over Capital Employed (which includes tangible net worth and total debt).

Note: Considering the nature of business activities, only ratios applicable to the company are provided.

42. The figure of the previous years have been regrouped or rearranged wherever necessary.

AS PER OUR ATTACHED REPORT OF EVEN DATE

**For PARESH D SHAH & CO.
CHARTERED ACCOUNTANTS**

(CA. PARESH D SHAH)
(Proprietor)

M No: 040648

Firm Reg. No. 107500W

PLACE : MUMBAI

DATE : 30.05.2023

UDIN : 23040648BGRXRH2660

FOR AND ON BEHALF OF THE BOARD

**DIRECTOR
MANISH BANTHIA
DIN - 00117002**

**DIRECTOR
GIRIRAJ DAMANI
DIN - 00333241**

MRS. SUDHA AGARWAL

(Company Secretary)

M. NO. - A34913

ECSIN :- EA034913B000141767

THE FIRST CUSTODIAN FUND (INDIA) LTD.



**THE FIRST CUSTODIAN FUND (INDIA) LTD.
CASH FLOW STATEMENT PURSUANT TO CLAUSE 32 OF THE LISTING
AGREEMENT FOR THE YEAR ENDED ON 31ST MARCH 2023**

		<u>Rupees</u> <u>2022-23</u>	<u>Rupees</u> <u>2022-23</u>	<u>Rupees</u> <u>2021-22</u>	<u>Rupees</u> <u>2021-22</u>
A)	<u>Cash flow from operating Activities :</u>				
	Net Profit / Loss Before Tax and extraordinary items		5538896		12997879
	Add/(less) Adjustments for :				
	Depreciation	984655		873281	
	Interest Paid	1352666		550818	
	Dividend received	(403792)		(323752)	
	Operation Profit before working capital change	1933529		1100347	
	Adjustments for decrease in trades receivables	2839827		(24142832)	
	Adjustments for decrease in trades payable	(12279287)	(7505931)	823760	(22218725)
	Cash Generated from operation	(1967035)		(9220846)	
	Less : Interest Paid	(1352666)		(550818)	
	Income tax paid	(1722937)	(3075603)	(792212)	(1343030)
	Cash out flow before Extraordinary items		(5042638)		(10563876)
	Extraordinary items				0
	Cash out flow from operating Activities (A)		(5042638)		(10563876)
B)	<u>Cash Flow Arising from Investing Activities :</u>				
	Purchase of Fixed Assets	0		(2498833)	
	Purchase of Investments	(27377121)		(50841227)	
	Sale of Investments	27601483		36804510	
	Dividend received	403792		323752	
	Increase in Loans & Advances given	(1589836)		4274329	
	Income from M. Fund	0		0	
	Net Cash Utilised/Realised in Investing Activities (B)		(961682)		(11937469)
C)	<u>Cash Flow from Financial Activities :</u>				
	Proceeds from issue of Share Capital	0		0	
	Decrease of long term loans	(372823)		1257926	
	Dividend paid Including Dividend Tax	0		0	
	Public / right issue expenses	0		0	
	Net Cash flow in Finance Activities (C)		(372823)		1257926
	Net Change in cash & cash equivalents (A+B+C)		(6377143)		(21243419)
	Opening Cash and cash equivalents		59308089		80551508
	Closing Cash and cash equivalents		52930946		59308089

Place : Mumbai

For and on Behalf of the Board

Dated : 30.05.2023

GIRIRAJ DAMANI MANISH BANTHIA MRS SUDHA AGARWAL
AUDITORS CERTIFICATE

(Company Secretary)
M NO - A34913

ECSIN - EA034913B000141767

The Board of Directors
The First Custodian Fund(I) Ltd.

We have examined the attached cash flow statement of your company for the year ended 31st March, 2023. The statements has been prepared by the company in accordance with the requirements of listing agreement clause 32 and is based on and in agreement with the corresponding Profit & Loss Account and Balance Sheet of the Company covered by our report of 30/05/2023 to the members of the company

Place : Mumbai.

Dated : 30.05.2023

UDIN : 23040648BGRXRH2660

For Paresh D Shah & Co.

Chartered Accountants
(Paresh D Shah) Proprietor

The First Custodian Fund (India) Ltd.



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Annual General Meeting of the Company will held on Tuesday, 26th September, 2023 at the registered office of the Company at 4.00 P.M. through video conferencing.

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The First Custodian Fund (India) Ltd.
Surya Maha, 3rd Floor,
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