



**42nd Annual Report for 2022-2023**

**of**

**SUJALA TRADING & HOLDINGS LIMITED**

**CIN-L51109WB1981PLC034381**

**Regd. Off. 1A, GRANT LANE, 2<sup>ND</sup> FLOOR, ROOM NO-202, KOLKATA-700 012**

**Ph.: (91-033) 2236-4330, E-mail: [sujala\\_trading@yahoo.com/enquiry](mailto:sujala_trading@yahoo.com/enquiry)**

**[@sujalagroup.com](mailto:sujalagroup.com)**

**Website-[www.sujalagroup.com](http://www.sujalagroup.com)**

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## **OVERVIEW**

The Company was incorporated as Sujala Trading & Holdings Limited on 18<sup>th</sup> December, 1981 under the Companies Act, 1956 in the State of West Bengal. Sujala Trading & Holdings Limited obtained Certificate of Commencement of Business pursuant to Section 149(3) of the Companies Act, 1956 from the Registrar of Companies, West Bengal.

The Company was originally incorporated with an object to carry on the business of Investment in Shares & Securities etc. and registered with RBI as Non-Banking Financial Company ('NBFC') and also offers most sorts of banking services, such as loans and credit facilities, private funding, trading in stocks and shares, and other obligations. The company is financial intermediaries engaged primarily in the business of delivering credit and trading in stocks and shares. It plays an important role in channelizing the scarce financial resources to capital formation. We supplement the role of banking sector in meeting the increasing financial needs of the corporate sector, delivering credit to the unorganized sector and to small local borrowers. We provide a wide range of services such as, loans and investments and a wide variety of services provided by us. Company is a financial institution carrying on as its main business of the acquisition of securities and providing finance whether by making loans or advances.

## CHAIRMAN'S MESSAGE

*Dear Shareholders,*

It is my pleasure to Chair Sujala Trading & Holdings Limited for Financial Year 2022-2023 in its 42<sup>nd</sup> year and be a part of the association's historic journey. What began as a small company in the year 1981 is now a phenomenal Organisation that has been nurtured by its Founders, Promoters and Directors.

Throughout Financial Year 2022-2023, the operating environment was characterised by complexity and uncertainty: the volatile international crude oil prices, which led to fluctuation in the trading of stock & shares and the overall macroeconomic and geopolitical upheavals. Having said that, our Business performed exceedingly well, both on operating and financial parameters.

Backed by a strong sense of purpose, and a clear strategic vision, Sujala Trading & Holdings Limited demonstrated resilience and delivered an exceptional performance in Financial Year 2022-2023.

We thank our clients and member for believing on us and providing us with valuable suggestions that will be incorporated into our planning for 2023-2024. As we close, we assure you that we remain firmly committed to delivering enhanced value to all our stakeholders. All of us at "Sujala" are very excited about the road ahead. We feel confident that we will achieve outstanding results through focus and efficient execution. Your Company is actively exploring growth opportunities in various markets to capitalize on the upswing market.

I would like to extend my gratitude to all our employees, the Board and all our stakeholders for their contribution in delivering another year of profitability and growth. Furthermore, I want to thank the shareholders for their unwavering faith and support.

Best Regards,

**Mr. Subhadeep Mukherjee**  
**Chairman**

# CORPORATE INFORMATION

<b>Name of Director</b>  1. Mr. Subhadeep Mukherjee 2. Mrs. Tapashi Naha Roy 3. Mr. Gourav Goel 4. Mr. Priyankar Basu Mallick	<b>Nature of Directorship</b>  Chairman and Managing Director Independent Director Independent Director Non – Executive Director
<b>Company Secretary and Compliance Officer</b>  Ms. Perna Mall	<b>Chief Financial Officer</b>  Mr. Ashok Kumar Agarwal
<b>Statutory Auditor</b>  N. C. Mitra & Co, Chartered Accountants 53B, Harish Mukherjee Road, Kolkata – 700 025 E-mail : debchakra.consulting@gmail.com	<b>Secretarial Auditor</b>  Kanchan Maheswari Company Secretary 1/5/A, Ram Lochan Shire Street Soham Apartment Hooghly – 711202 Mobile: 8420821153
<b>Internal Auditor</b>  Santinath & Associates, Chartered Accountants	<b>Banker</b>  Federal Bank Limited
<b>Registrar &amp; Share Transfer Agent</b>  ABS Consultant Private Limited 4, B.B.D Bag (East), Stephen House, Room No: 99, 6th Floor, Kolkata- 700 001, West Bengal	<b>Listed</b>  Bombay Stock Exchange (BSE) The Calcutta stock Exchange (CSE)
<b>Registered Office</b>  1A, Grant Lane, 2 <sup>nd</sup> Floor, Room No: 202, Kolkata- 700 012, West Bengal	Contact: 033 2236 4330 E-mail : sujala_trading@yahoo.com/ sujala_trading@yahoo.com Website: www.sujalagroup.com

## SUJALA TRADING & HOLDINGS LTD.

Regd. Off.: 1A, GRANT LANE, 2ND FLOOR, ROOM NO-202, KOLKATA-700 012 (West Bengal)  
Phone: (91-033) 2236-4330, E-mail: sujala\_trading@yahoo.com/enquiry @sujalagroup.com,  
CIN-L51109WB1981PLC034381 Website-www.sujalagroup.com

### NOTICE

**NOTICE is hereby given that the 42<sup>nd</sup> Annual General Meeting of the Members of M/s. SUJALA TRADING & HOLDINGS LIMITED is scheduled to be held on Monday, the 21st day of August, 2023 at 1A, Grant Lane, 2ndFloor, Room No: 202, Kolkata-700 012 at 11.30 A.M to conduct the following business:**

#### **ORDINARY BUSINESS:**

##### **1. ADOPTION OF FINANCIAL STATEMENTS**

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2023, i.e, Balance Sheet as at 31st March 2023, the Statement of Profit and Loss and Cash Flow Statement for the Year ended 31st March 2023 the Reports of the Board and Independent Auditor thereon.

##### **2. RE-APPOINTMENT OF MRS. TAPASHI NAHA ROY(DIN- 08195094) AS A DIRECTOR, WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT:**

To appoint Ms. Tapashi Naha Roy (DIN- 08195094), who retires by rotation as a Director and being eligible, offers himself for re-appointment as a Director and in this regard, to consider and pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Ms. Tapashi Naha Roy (DIN- 08195094), who retires by rotation at this Meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

##### **3. TO APPROVE, CONFIRM AND RATIFY THE APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY TO FILL THE CASUAL VACANCY CAUSED DUE TO THE RESIGNATION AND IN THIS REGARD, TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 139(8), 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) and/or re-enactment(s) thereof, for the time being in force), the appointment of M/s N. C. Mitra & Co, Chartered Accountants, (Firm Registration Number: 306027E), as the Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation of M/s G C Bafna & Co., Chartered Accountants (Firm Registration No. 319104E), to hold office from 25 may, 2023, from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 2022-2023 on such remuneration as may be fixed by the Board of Directors in consultation with them.,”

#### 4. APPOINTMENT OF STATUTORY AUDITORS

To appoint Auditors M/s G C Bafna & Co., Chartered Accountants (Firm Registration No. 319104E) as the statutory auditor of the Company to hold office from the conclusion of this 42th AGM until the conclusion of the 47th AGM of the Company and to fix their remuneration.

By order of the Board  
For Sujala Trading & Holdings Ltd

Perna Mall

Company Secretary

Kolkata, 30<sup>th</sup> day of May, 2023

**NOTES:**

1. This intimation is exclusively for those Members whose securities are held at physical mode as of now:

BSE has issued a Circular to Listed Companies on July 05, 2018 informing about amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette notification dated June 8, 2018 has mandated that transfer of securities would be carried out in dematerialized form only. Based on that with effect from December 5, 2018, shares which are lodged for transfer shall be in dematerialized form only. In other words, no transfer of securities which are held in physical mode won't be allowed from December 5, 2018 onwards.

For your reference the web link of the said notification is given here at: <https://www.bseindia.com/corporates/Displaydata.aspx?Id=cd22b184-1153-4b05-8ad9-d04699161f89&Page=cir>

Hence, you are requested to dematerialise the securities which are held at physical mode as soon as possible and ensure that the signature cards of yours with respect to physically held securities are to be handed over to our RTA i.e. ABS Consultant Private Limited, 4, B.B.D Bag (East), Stephen House, Room No: 99, 6<sup>th</sup> Floor, Kolkata-700 001, West Bengal at the earliest once the dematerialization is done.

Necessary information on how to dematerialize your securities is already placed at the Company's website and also here at for your requisite guidance.

**Steps to be undertaken to dematerialize your securities:**

The Client (Registered Owner) will submit a request to the Depository Participant (DP) in the Dematerialization Request Form (DRF) for dematerialization, along with the certificates of securities to be dematerialized. Before submission, the client has to deface the certificates by writing "SURRENDERED FOR DEMATERIALISATION".

The Depository Participant will verify that the Dematerialization Request Form is duly filled in and the number of certificates, number of securities and the security type (equity, debenture etc.) are as given in the Dematerialization Request Form. If the Dematerialization Request Form and security count are in order, the Depository Participant will issue an acknowledgement slip duly signed and stamped, to the client.

The Depository Participant will scrutinize the Dematerialization Request Form and the certificates. The scrutiny involves the following:

- Verification of the Client's signature on the Dematerialization Request Form with the specimen signature (the signature on the account opening form). If the signature differs, the Depository Participant should ensure the identity of the client.
- Compare the names on Dematerialization Request Form and Certificates with the Client Account.
- Paid-Up Status.
- ISIN (International Securities Identification Number).
- Locked-in status.
- Distinctive numbers.

In case the securities are not in order, they are returned to the client and acknowledgement is obtained. The Depository Participant will reject the request and return the Dematerialization Request Form and certificates in case:

- The Certificates is mutilated or they are defaced in such a way that the material information is not readable. It may advise the Client to send the Certificate to the Issuer/ R&T Agent and get new Certificate issued in lieu thereof.
- A single Dematerialization Request Form is used to dematerialize securities of more than one Company.
- Part of the Certificates pertaining to a single Dematerialization Request Form is partly paid -up, the Depository Participant will reject the request and return the Dematerialization Request Form along with the Certificates. The Depository Participant may advise the Client to send separate request for fully paid-up and partly paid-up securities.
- Part of the Certificates pertaining to a single Dematerialization Request Form is locked-in, the Depository Participant will reject the request and return the Dematerialization Request Form along with the Certificates to the Client.



The Depository Participant may advise the Client to send a separate request for the locked-in certificates. Also, certificates locked-in for different reasons should not be submitted together with a single Dematerialization Request Form.

In case the securities are in order, the details of the request as mentioned in the Dematerialization Request Form are to be entered in the DPM (software provided by NSDL to the Depository Participant) and a Dematerialization Request Number (DRN) will be generated by the system.

The DRN so generated is to be entered in the space provided for the purpose in the Dematerialization Request Form.

A person other than the person who entered the data is expected to verify the details recoded for the DRN. The request will be then released by the Depository Participant which will be forwarded electronically to DM (DM-Depository Module, NSDL's software system) by DPM.

The DM will forward the request to the Issuer / R&T Agent electronically.

The Depository Participant will fill up the relevant portion viz., authorization portion of the Dematerialization Request Form.

The Depository Participant will punch the certificate on the Company Name so that no material information on the Certificate will be destroyed.

The Depository Participant will then dispatch the Certificates along with the Dematerialization Request Form and a covering letter to the Issuer / R&T Agent.

The Issuer / R&T Agent will confirm acceptance of the request for dematerialization in his system DPM (SHR) and the same will be forwarded to the DM, if the request will be found in order.

The DM will electronically authorize the creation of appropriate credit balance in the client's account.

The DPM will credit the client's account automatically.

The Depository Participant must inform the client about the changes in the client's account following the confirmation of the request.

The Issuer / R&T Agent may reject the dematerialization request in some cases. The Issuer /R&T Agent will send an objection memo to the Depository Participant with or without DRF and security certificates depending upon the reason of rejection. The Depository Participant/ Investor has to remove reasons for objection within 15 days, the Issuer / R&T Agent may reject the request and return the Dematerialization Request Form and accompanying Certificates to the Depository Participant. The Depository Participant, if the Client so requires, may generate a new dematerialization request and send the securities again to the Issuer /R&T Agent. No fresh request can be generated for the same securities until the Issuer / R&T Agent rejects the earlier request and informed NSDL and the Depository Participant about it.

**We also like to inform that we have already taken requisite efforts through our RTA i.e. ABS Consultant Private Limited, 4, B.B.D Bag (East), Stephen House, Room No: 99, 6<sup>th</sup> Floor, Kolkata- 700 001, West Bengal by means of sending letter under Registered/Speed post to the holders of physical certificates at their address as presently registered, appraising them about the amendment and sensitise them about the impact of the regulation on the transfer of shares held by them in physical form with effect from December 5, 2018. In this respect you are requested to kindly update your latest address with us in case there is change of your address for communication which is not yet notified to us from your part and who hasn't received the reminder in respect to the above as well.**

2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote, instead of him/her. A proxy need not be a member of the Company. In order to be effective, the instrument appointing proxy must reach the Registered Officer of the Company not less than forty-eight hours before the commencement of the meeting. A person can act as proxy on behalf of

member(s) not exceeding fifty (50) and holding in the aggregate not more than ten percent of the Paid-Up Capital of the Company carrying voting rights. A member holding more than ten percent of the Paid-Up Equity Share Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. Members are requested to notify to the Registrar of the Company, M/s. ABS Consultant Private Limited, Stephen House, 6<sup>th</sup> Floor, Room No. 99, 4, B.B.D. Bag (East), Kolkata – 700 001, West Bengal regarding any change in their address.

3. Members can avail the nomination facility, under Section 72 of the Companies Act, 2013 by submitting Form No. SH.13 as per Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 with the Company. Blank forms will be made available on request.

4. Electronic copy of the Annual Report for Financial Year 2022-2023 is being sent to all Members whose email IDs are registered with the Company's Registrar and Share Transfer Agent/Depository Participants for communication purposes unless any Member has requested for a hard copy of the same and the same are also uploaded on the Company's website <http://www.sujalagroup.com/annualreport.html>.

5. The Register of Members and Equity Share Transfer Books will remain closed from 15 August, 2023 to 21 August, 2023 (both days inclusive).

#### 6. Voting through electronic means:

**I.** Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Members are provided with the E-Voting facilities i.e. to cast their votes on all resolutions set forth in the Notice of the AGM using electronic voting system provided by Central Depository Services (India) Ltd. (CDSL).

**II.** In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.sujalagroup.com](http://www.sujalagroup.com). The Notice can also be accessed from the website of the stock exchanges i.e. BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and Calcutta Stock Exchange at <http://listingcompliance.cse-india.com/login.aspx>.

**III.** Those Shareholders holding shares in physical mode who have not registered/ updated their email addresses with the Company, are requested to register/ update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN Card at [sujala\\_trading@yahoo.com](mailto:sujala_trading@yahoo.com) and Members holding shares in dematerialised mode, who have not registered/ updated their email addresses with their Depository Participants, are requested to register/ update their email addresses by contacting their respective the Depository Participants with whom they maintain their demat accounts.

**IV.** The attendance of the Members attending the AGM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

**V.** In view of the outbreak of the COVID-19 pandemic, resultant difficulties involved in dispatching of physical copies of the Annual Report and in line with the said Circulars issued by the MCA and said SEBI Circular, the Annual Report including Notice of the 42<sup>nd</sup> AGM of the Company inter alia indicating the process and manner of e-voting is being sent only by Email, to all the Shareholders whose Email IDs are registered with the Company/Depository Participant(s) for communication purpose to the Shareholders and to all other persons so entitled. Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the said Circulars issued by the MCA and said SEBI Circular, the Annual Report including Notice of the 42<sup>nd</sup> AGM of the Company will be available on the website of the Company at [www.sujalagroup.com](http://www.sujalagroup.com).

The notice of the **42<sup>nd</sup>** Annual General Meeting (AGM) of the Company, inter alia, indicating the process and manner of E-Voting process along with printed Attendance Slip and Proxy Form are being dispatched to all the Members through mail. The E-Voting particulars are provided at the bottom of the Attendance Slip for the 42<sup>nd</sup> Annual General Meeting (AGM):

The Remote E-Voting period will begin on 18<sup>th</sup> August, 2023 from 9.00 A.M. and ends on 20<sup>th</sup> August, 2023 till 5.00 P.M. During this period, equity shareholders of the Company, holding equity shares either in physical form or in dematerialized form, as on the **cut-off/entitlement date of 14.08.2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Members of the company, instead of casting their votes by the aforesaid "Remote E-voting" may cast their votes at the venue of the Annual General Meeting through physical ballot papers, which shall be made available at the venue of the AGM and only such Members attending the meeting, who have not cast their vote by remote e-voting, shall be able to exercise their right to vote at the Meeting through ballot papers.

The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM, but shall not be entitled to cast their votes again.

Members, Proxies and Authorised Representatives are requested to bring their attendance slips enclosed herewith, duly completed and signed, mentioning therein the details of their DP ID and Client ID / Folio No. to the venue of the AGM. Duplicate attendance slips or copies of the Report and Accounts will not be made available at the venue of the AGM.

The process and manner for remote e-voting are as under:

**Instructions for E-Voting are as under:**

- a. Log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- b. Click on “Shareholders” tab
- c. Now, select Electronic Voting Sequence No. as mentioned in the Attendance Slip along with **“SUJALA TRADING & HOLDINGS LTD”** from the drop-down menu and click on “SUBMIT”.
- d. Now Enter your User ID (as mentioned in the Attendance Slip):
  - i. For CDSL: 16 digits beneficiary ID,
  - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e. Next enter the Image Verification as displayed and Click on Login.
- f. If you are holding shares in D-mat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- g. However, if you are a first time user, please use the e-Voting particular provided in the Attendance Slip and fill up the same in the appropriate boxes:
- h. After entering these details appropriately, click on “SUBMIT” tab.
- i. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in D-mat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field.
- j. Kindly note that this password is to be also used by the D-mat 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.
- k. For Members holding shares in physical form, the **details in Attendance Slip** can be used only for e-voting on the resolutions contained in this Notice.
- l. Click on the relevant EVSN **“SUJALA TRADING & HOLDINGS LTD”** for which you choose to vote.
- m. 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.
- n. Click on the **“Resolutions File Link”** if you wish to view the entire Resolutions.
- o. 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.
- p. Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.
- q. You can also take out print of the voting done by you by clicking on **“Click here to print”** option on the Voting page.
- r. If D-mat account holder has forgotten the **changed password** then enter the User ID and image verification code click on **Forgot Password &** enter the details as prompted by the system.
- s. For Non – Individual Shareholders and Custodians:
  - I.** Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates
    - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
    - After receiving the login details a Compliance user should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
    - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
    - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - II.** In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - III.** Once the vote on a resolution is cast by the shareholder by electronic means, the shareholder shall not be allowed to change it subsequently or cast his vote by any other means.
  - IV.** If a person became the member of the company after the dispatch of notice, and then such member may contact the company for Login ID and other e-voting related details.

**V. The voting rights of shareholders shall be in proportion of their shares of the Paid-Up equity share capital of the Company as on the cut-off/entitlement date of 14.08.2023.**

VI. Pursuant to the provisions of Section 108 of the Companies Act 2013, read with the rules thereof, Ms. Madhuri Pandey, Practicing Company Secretary, (Certificate of Practice No.21988; Membership No. ACS 48154) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

VII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Papers” for all those members who are present at the AGM but have not cast their votes by availing the mode of remote e-voting facility.

VIII. The Results of voting will be declared within 48 hours from the conclusion of Annual General Meeting. The declared results along with the Scrutinizer’s Report will be available forthwith on the website of the Company www.sujalagroup.com and on the website of CDSL. Such results shall be forwarded to the BSE Limited and Calcutta Stock Exchange Limited.

**Details of Director Seeking Re-Appointment at the Forthcoming Annual General Meeting:**

(under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015)

**Mrs. Tapashi Naha Roy:**

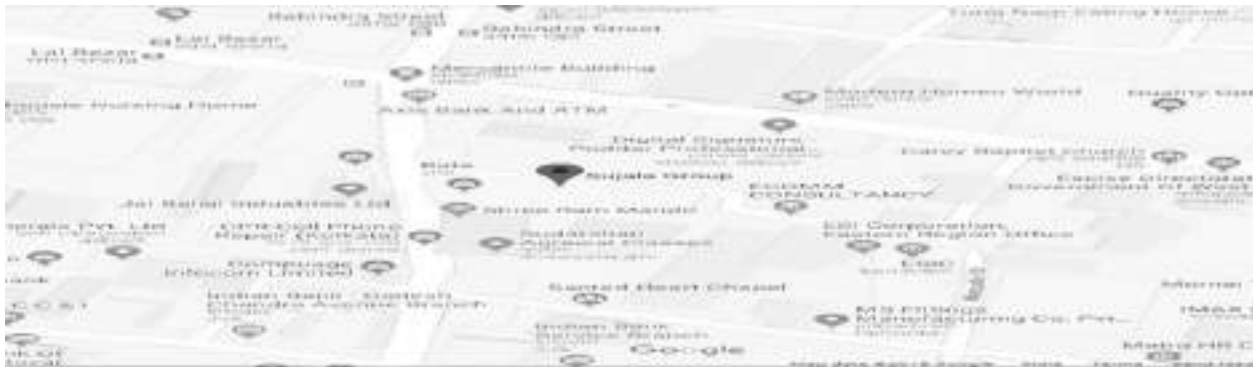
Mrs. Tapashi Naha Roy DIN- 08195094 is a Non-Executive Independent Director of the Company. He has been serving to the Company for a period of 4 (four) years above.

The Directorship and Membership of Board Committees of Mrs. Tapashi Naha Roy as on Dates is as under:

- Directorship in listed Company/ies: Sujala Trading and Holdings Limited as the Non-Executive Independent Director.
- Committee Membership in Listed Company/ies: In Sujala Trading and Holdings Limited:
  - ✓ Nomination & Remuneration Committee
  - ✓ Stakeholders Relationship Committee
  - ✓ Audit Committee

Mrs. Tapashi Naha Roy, Director, is not related to any other director of the Company as per Section 2(77) of the Companies Act, 2013.

**Route map of the venue of 42<sup>nd</sup> Annual General Meeting of the Company**



**By order of the Board  
For Sujala Trading & Holdings Ltd**

**Perna Mall  
Company Secretary**

**Place: Kolkata  
Date: 30<sup>th</sup> day of May, 2023**

## SUJALA TRADING & HOLDINGS LTD.

Regd. Off. 1A, GRANT LANE, 2ND FLOOR. ROOM NO-202, KOLKATA-700 012 (West Bengal)  
Phone: (91-033) 2236-4330, E-mail: sujala\_trading@yahoo.com/enquiry @sujalagroup.com,  
CIN-L51109WB1981PLC034381 Website-www.sujalagroup.com

### DIRECTORS' REPORT TO THE MEMBERS

Your Directors have pleasure in presenting their 42<sup>nd</sup> Audited Annual Report together with the Audited Accounts of the Company for the Year ended March 31, 2023.

#### 1. FINANCIAL RESULTS:

₹ in Lac

Particulars	Financial Results	
	March 31, 2023	March 31, 2022
Total Income	234.69	314.23
Total Expenses	219.88	295.59
Profit before Depreciation, Finance Cost & Taxation	14.81	18.64
Less: Depreciation	0.28	0.56
Profit before Tax	14.53	18.08
Less: Current Tax	3.70	4.73
Less: Deferred Tax	(0.11)	(0.03)
Profit / Loss for the year	10.94	13.38
Other Comprehensive Income	-	(0.95)
Total Comprehensive Income	10.94	12.43
Add: Balance of Retained Earnings brought forward from previous year	20.50	10.56
Less: Transfer to Reserve	2.49	2.49
Less: Transfer from Retained Earning to Contingency Provision for Standard Assets	-	-
Less: Dividend pay-out including Tax on Dividend	-	-
Balance of Retained Earnings carried to Balance sheet	<b>28.95</b>	<b>20.50</b>

Note: The above figures are extracted from the Financial Statements as per the Indian Accounting Standards (Ind AS).

#### TRANSFER TO RESERVE:

The Company proposes to transfer an amount of ₹2.49 Lac to the Reserve.

#### OPERATIONAL REVIEW:

Your Company has decreased in the Revenue from Operation (Gross) that stood at ₹234.24 Lac (approx.) for the financial year 2022-2023 as compared to ₹313.95 Lac (approx) for the financial year 2021-2022.

On account of such, your Company was able to generate lower Profit (net of Tax) of ₹ 10.94 Lac (approx.) for this financial year, indicating a fall by 18.24% (approx.) of the Profit margin as compared to previous financial year.

There have been no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this report and there has been no change in the nature of business.

**MANAGEMENT DISCUSSION & ANALYSIS REPORTS:**

The Management Discussion and Analysis Report forms an integral part of this Report and gives details of the overall Industry Trends and Developments, Opportunities and Threats, Risk and Concern, Company's Outlook and Company's Internal Control and System during the Financial Year 2022-2023 is annexed as "**Annexure-1**" forming part of this Report.

**FUTURE PROSPECT:**

The Company is engaged in the business of providing Non-Banking Financial Services for which a continuous demand in the domestic market exists. Considering the present market scenario and overall economy of the domestic market, your Company is expecting a substantial higher demand in the domestic market during the next couple of years that will eventually pave the scope of business for your Company in the existing market and provide the opportunity in terms of an expanded and higher standard for the business operation of the Company in the near future.

**DIVIDEND**

Your Directors intend to plough back available resources for the financial requirements and express their inability to recommend any dividend for the financial year due to fall in profit.

**DEPOSIT**

The Company has not accepted any deposits during the year under review and it continues to be a Nondeposit taking Non-Banking Financial Company in conformity the guidelines of the Reserve Bank of India and Companies (Acceptance of Deposits) Rules, 1975.

**SHARE CAPITAL:**

The Issued, Subscribed and Paid-up Equity Share Capital of the Company as on March 31, 2023 stood at ₹.572.175 Lakhs comprising of 57,21,750 Equity Shares of ₹ 10/- each. During the financial year under review, there was no alteration to the Issued and Paid-Up Equity Share Capital neither in form of addition, reduction nor by any other means. Hence, the Paid-up Equity Share Capital remained same compared to March 31, 2022.

**FINANCE:**

Your company continues to focus on judicious management of its working capital, receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

Apart from that, during the financial year under review, your Company has not issued any security and/or debt instrument in any manner to raise any fund.

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS:**

During the year under review, there were no significant or material order passed by the any Regulators or Courts or Tribunals impacting the going concern status and the Company's operations in future.

**INTERNAL FINANCIAL CONTROL:**

Your Company has a proper and adequate system of Internal Financial Control in order to be commensurate with the size, scale and nature of the operations of the Company. The system is designed to adequately ensure that financial and other records are reliable for preparing financial information and other data and for maintaining accountability of assets.

The Internal Auditor of the Company monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with accounting procedures and policies of the Company. The main thrust of internal audit is to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry. The Report is presented before the Audit Committee for review at regular intervals.

To ensure adequacy of internal financial controls, the procedures adopted by the Company are based on the following parameters:

- (a) Familiarity with Policies and Procedures – the related policies and procedures and the changes thereto, if any, are communicated to the employees at the time of joining and it is ensured that such person understands the policies or procedures correctly.
- (b) Accountability of Transactions – There is a proper delegation of authorities and responsibilities so as to ensure accountability of any transaction.

(c) Accuracy & Completeness of Financial Statements/ Reports – For accuracy and completeness of information, reconciliation procedure and multiple checking at different level have been adopted. To avoid human error, computer softwares are extensively used.

(d) Retention and Filing of Base Documents – All the source documents are properly filed and stored in a safe manner. Further, important documents, depending upon their significance are also digitized.

(e) Segregation of Duties – It is ensured that no person handles all the aspect of a transaction. To avoid any conflict of interest and to ensure propriety, the duties have been distributed at different levels.

(f) Timeliness – It is also ensured that all the transactions are recorded and reported in a timely manner.

The procedures are also reviewed by the Statutory Auditors and the Directors of the Company as and when required. There has also been proper reporting mechanism implemented in the organization for reporting any deviation from the procedures.

#### **DETAILS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES:**

The Company has no any subsidiary, associates or joint ventures as on 31<sup>st</sup> March, 2023.

#### **REPORT ON THE CORPORATE GOVERNANCE:**

The Company is committed in maintaining the highest standards of Corporate Governance and adheres to the stipulations prescribed set out under SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015.

The Company has obtained a Certificate from M/s N C Mitra & Co, Chartered Accountants, the Statutory Auditor of the Company, regarding compliance of Corporate Governance under Regulation 27 of (Listing Obligations & Disclosure Requirements) Regulations, 2015.

A Report on Corporate Governance in compliance with the Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year under review together with the Auditors' Certificate thereon is annexed as “**Annexure-2**” forming part of this Report.

#### **MEETINGS OF THE BOARD OF DIRECTORS:**

The Notices and Agenda of the Meetings of Board of Directors held during the financial year under review, were prepared and circulated to all the Directors. The details of which are given in the Corporate Governance Report in “**Annexure-2**”. The intervening gap between the Meetings was within the limit as prescribed under the Companies Act, 2013.

#### **MEETING OF INDEPENDENT DIRECTORS:**

The Independent Directors of your Company met once during the year without the presence of any Executive Directors and Management Executives.

The Independent Directors met on that Meeting to take note of the following activities:

- the performance of non-Independent Directors and the Board as a whole;
- the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non- Executive Directors;
- the parameters for evaluation of Independent Directors; and
- the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

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

The Board comprises of 4 (four) Directors as on 31<sup>st</sup> March, 2023 namely:

- Mr. Subhadeep Mukherjee designated as the Managing Director (Executive Director)
- Mrs. Tapashi Naha Roy (Non-Executive Independent Director)
- Mr. Gourav Goel (Non-Executive Independent Director)
- Mr. Priyankar Basu Mallick (Non-Executive Director)

In accordance with the provisions of section 152 of the Companies Act, 2013, Ms. Tapashi Naha Roy, will retire by rotation at the forthcoming 42nd Annual General Meeting to be held on 21st August, 2023 and being eligible will offer himself for reappointment.

Your Company has two Key Managerial Personnel (KMP) as defined under section 203 of the companies Act, 2013, along with Mr. Subhadeep Mukherjee, designated as the Managing Director mentioned above, namely Mr. Ashok Kumar Agrawal, the Chief Financial Officer and Ms. Prerna Mall, the Company Secretary as on 31<sup>st</sup> March, 2023.

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

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

- A. In the preparation of the annual accounts, the applicable accounting standards have been followed.
- B. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- C. The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- D. The Directors have prepared the annual accounts on a going concern basis.
- E. The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- F. The Directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **INDEPENDENT DIRECTOR:**

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

Your Company has 2 (two) Independent Directors as on 31<sup>st</sup> March, 2023 namely Mr. Gourav Goel and Ms. Tapashi Naha Roy who have duly submitted the declaration of independence, as required pursuant to section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence as provided in sub-section (6) of the Companies Act, 2013 and Rules made there under.

##### **DETAILS OF BOARD COMMITTEE:**

Following are the three committees constituted by the Board:

1. Audit Committee.
2. Stakeholders' Relationship Committee and.
3. Nomination & Remuneration Committee.

The details of composition, terms of reference and meetings held and attended by the Committee members of Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee are provided in the Corporate Governance Report annexed as **"Annexure-2"**.

##### **VIGIL MECHANISM:**

The Company has established a Vigil Mechanism in compliance with the requirement of provisions of Section 177(9) of the Companies Act, 2013 and Regulation 22 of the Regulation, for the Directors and employees to report genuine concerns and grievances. This mechanism provides adequate safeguards against victimisation of employees and directors and also provide for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases. The said Policy is available at the Company's website and can be accessed through a web-link i.e.

<http://www.sujalagroup.com/attachmnt/disclosure/Vigil%20Mechanism.pdf>

##### **FORMAL ANNUAL EVALUATION AND ITS CRITERIA:**

The Nomination and Remuneration Committee of the Board has formulated and laid down criteria for annual evaluation of Directors pursuant to provisions of Section 178 of the Companies Act, 2013 and Listing Regulations and as per requirements of Section 134 of the Act, the manner of evaluation is disclosed below –

- A. The Board shall evaluate the roles, functions, duties of the Independent Directors (IDs) of the Company. Each ID shall be evaluated by all other Directors except by the Director being evaluated. The Board shall also review the manner in which IDs follow guidelines of professional conduct as specified in Schedule IV to the Act. The adherence of Section 149 and aforesaid Schedule IV by the IDs shall also be reviewed by the Board.
- B. Performance review of all the Non-Independent Directors of the Company on the basis of the activities undertaken by them, expectations of Board and level of participation.
- C. Performance review of Chairman of the Company in terms of the level of competence of Chairman in steering the Company.



D. The review and assessment of the flow of information by the Company to the Board and the manner in which deliberations take place, the manner of placing Agenda and contents therein.

E. The review of the performance of Directors individually, its own performance as well as evaluation of working of its Committees shall be carried out by the Board.

F. On the basis of performance evaluation, it shall be determined by the Nomination & Remuneration Committee and Board whether to extend or continue the term of appointment of ID subject to all other applicable compliances. Further, in terms of the requirements of the Act and the Listing Regulations, the Board had carried out an annual evaluation of its own performance, the performance of Directors individually as well as evaluation of the performance and working of its Committees at its meeting based on the criteria formulated by the Nomination & Remuneration Committee.

Meeting of Independent Directors: The Independent Directors of the Company held a separate meeting without the attendance of Non-Independent Directors and members of the management for evaluation of the performance of Non-Independent Directors, the Board as a whole and Chairman of the Company and for consideration of such other matters as required under the provisions of the Act.

#### **CORPORATE SOCIAL RESPONSIBILITY:**

The provisions of Section 135(1) of the Companies Act, 2013 are not applicable to the Company and therefore the company has no corporate social responsibility committee of the Board.

#### **MANAGERIAL REMUNERATION:**

The statement pertaining to particulars of employees including their remuneration as required to be reported under the provisions of Section 197(12) of the Act, read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (the Rules) are provided in “Annexure-3” to this Report.

However, as per the provisions of Section 136 of the Act, the Reports and Accounts for the Financial Year 2022-2023 are being sent to the Members and other entitled thereto, excluding this statement. This statement is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company.

If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in this regard. The disclosures pertaining to the remuneration of Directors, KMPs and employees as required under Section 197(12) of the Act, read with Rule 5(1) of the Rules are provided in “Annexure-3” to this Report.

#### **AUDITOR:**

##### **STATUTORY AUDITOR:**

Pursuant to the provisions of Sec 139 of the Companies Act, 2013 and the rules made there under, M/s G. C. Bafna & Co, Chartered Accountants (Firm Registration No. 319104E) resigned and has been re-appointed as the Statutory Auditor of the Company to hold office from the conclusion of the 42<sup>nd</sup> Annual General Meeting till the conclusion of the 47<sup>th</sup> Annual General Meeting of the Company.

During the year under review, the Auditor has not reported any matter under Section 143(12) of the Act, therefore, no detail is required to be disclosed under Section 134(3)(ca) of the Act.

The observation made in the Auditors' Report read together with relevant notes thereon are self-explanatory and hence, do not call for any further comments under Section 134 of the Companies Act, 2013.

##### **SECRETARIAL AUDITOR:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors had appointed M/s. Kanchan Maheswari (Membership No: 55837), a practicing Company Secretary, as the Secretarial Auditor of the company for conducting secretarial audit work for the financial year 2023-2024.

Secretarial Audit Report for the year 2022-2023 as issued in the prescribed form MR-3 is annexed herewith as “Annexure-4”.

The said Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

**INTERNAL AUDITOR:**

In terms of the provisions of Section 138 of the Companies Act, 2013, M/s. Santinath & Associates (FRN: 322317E), an Independent Firm of Chartered Accountants, were appointed as the Internal Auditor of the Company for the Financial Year 2023-2024. The Audit Committee in consultation with the Internal Auditor formulated the scope, functioning, periodicity and methodology for conducting the Internal Audit. The Audit Committee, inter-alia, reviews Internal Audit Report.

The Board has re-appointed M/s. Santinath & Associates, as Internal Auditor for the Financial Year 2023-2024 under the provisions of Section 138 of the Companies Act, 2013.

**PUBLIC DEPOSITS:**

During the Financial Year 2022-2023, your Company has not accepted any deposit within the meaning of Sections 73 and 76 of the Act, read together with the Companies (Acceptance of Deposits) Rules, 2014.

**PARTICULARS OF LOANS, INVESTMENTS GUARANTEES & SECURITIES:**

Your Company is Non-Banking Financial company registered with RBI in this behalf engaged in the business of financing of Companies.

The company, during the financial year under review, has not given any loans / given guarantees / provided Securities or made Investments which attracts the requirements of section 186 of the Companies Act, 2013.

**DEPOSITORY SYSTEM:**

Your Company's Equity Shares are available for dematerialization through National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As on March 31, 2023, 99.55 % of Equity Shares of your Company were held in dematerialized form.

**EXTRACT OF ANNUAL RETURN:**

Pursuant to Section 92(3) of the Act and Rule 12(1) of the Companies (Management and Administration) Rules, 2014 an extract of Annual Return as on the Financial Year ended 31 March 2023 in Form MGT 9 is annexed to this Report as "Annexure-5"

**DISCLOSURE UNDER SEXUAL HARRASMENT OF WOMAN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

No case was reported during the year under review.

**CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES:**

Your Company has not entered into such transactions as defined under section 188 of the Companies Act, 2013 with any of the Related Parties during the financial year under review. Eventually There are no materially significant related party transactions entered into by the Company during that period.

**RISK MANAGEMENT POLICY:**

As of now, your company has not identified any element of risk which may threaten the existence of the company. Therefore, having regard to the requirement of section 134(3)(n) of the Companies Act, 2013 and & non-applicability of Regulation 21 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, your Company has neither formulated any risk management policy nor has constituted a Risk Management Committee.

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

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are not applicable to the company.

The company has not carried out any R&D activities also.

1. Conservation of Energy: Nil
2. Technology Absorption & Adoption: Nil

3. Foreign Exchange Earning & Outflow: Nil

**ACKNOWLEDGEMENTS:**

Your Company and its Directors wish to extend their sincerest thanks to the Members of the Company, Bankers, State Government, Local Bodies, Customers, Suppliers, Executives, Staff and workers at all levels for their continuous cooperation and assistance. Your Directors also acknowledges gratefully to the shareholders for their support and confidence reposed on your Company.

**For and on behalf of the Board of Directors**

**Place:Kolkata**

**Date: 30<sup>th</sup> day of May, 2023**

**Chairman**

**Mr. Subhadeep Mukherjee**

## Annexure-1

# **MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT**

### **Industry Structure and Developments:**

The Company is primarily engaged in the business of investing in shares and securities and lending. The financial market during the year witnesses a modest global recovery with strong growth in the developing countries. The growth stimulus and measures undertaken by the Indian Government at the Centre has led to the growth in our economy. With significant growth in the manufacturing sector, the trend is on upward side. With the revival in the Indian economy, the financial markets seems to be poised up in the near future.

### **Opportunities and Threats:**

The Company's business being in the small sized NBFC Sector, the business opportunities are very limited and the threats are also moderate.

### **Segment-wise performance:**

During the financial year under review, your Company is engaged in the business of investing in shares & securities and lending only as compared to previous financial year.

The quantum of Revenue of the Company during this financial year only comprised of sale of Shares and interest received on Loans so advanced.

### **Outlook:**

Your Company is able to sustain the growth to its business operation. In the present scenario, the Management considers it prudent to concentrate on its current business and shuffle its Investment Portfolio as and when necessary to derive maximum benefit and look for new opportunities in financial sector.

### **Risk and Concerns:**

In view of the inherent risk involved in the Investment business, it is the Management's intention to minimize the risk factor by constantly reviewing market trend and economic conditions.

### **Internal Control Systems and Their Adequacy:**

The Company maintains an efficient internal control system and the management is constantly reviewing for achieving improved operational efficiency.

### **Highlights of financial performance with respect to operational performance:**

During the Financial year under review, your company achieved total income of ₹234.69 Lacs as compared to ₹314.23 Lacs in the previous year.

Net profit (after tax) for the year is ₹ 10.93Lacs as compared to net profit of ₹ 12.43 Lacs in the previous year. Your directors are optimistic and committed to improve the financial performance of the Company in the coming years.

### **Human Resources and Industrial Relations:**

The Company believes that to achieve sustainable growth and continual success, a dedicated and devoted workforce is indispensable. The Management is fully committed to enhance the capabilities of employees as a whole.

### **Cautionary Statement:**

Statements in the Management Discussion and Analysis Report describing the Company's predictions and assumptions may be 'forward-looking' within the meaning of applicable laws and regulations. The actual performance may differ from that

Expressed or implied. The Company assumes no responsibility to publicly amend or revise any forward-looking statements based on some subsequent information or events.

## ANNEXURE-2

## **REPORT ON CORPORATE GOVERNANCE**

### **FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2023**

[As required under Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

#### **Company's philosophy on Corporate Governance in brief:**

Your Company has always been practicing the Corporate Governance of highest standards and follows a culture that is built on the core values and professionalism which over the past 42 years of Company's existence become a part of its culture. The Company has committed to carry out its operations in a transparent and ethical manner.

The Company is fully in compliance with the requirements specified in Regulation 17 to 27 and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (referred to as the "Listing Regulations") along with the Compliance of Companies Act, 2013.

#### **Board of Directors:**

- i) The Board of Directors consists of eminent persons with optimum balance of Executive Directors, Non-Executive Directors and Independent Directors, having professional expertise from different fields such as business strategy and management, finance, governance and thus meets the requirements of the Board diversity. The Board consists of sufficient number of Independent Directors as stipulated under Companies Act, 2013 and SEBI (LODR) Regulations, 2015 (Listing Regulations). The Board further confirms that in its opinion, the independent directors fulfil the conditions specified in SEBI Listing Regulations and are independent from management.
- ii) While appointing new Directors on the Board, the Nomination and Remuneration Committee of the Board considers the qualifications, positive attributes and independence as per the criteria laid down in that behalf and makes its recommendation to the Board for its consideration.
- iii) The Board, inter-alia, provides leadership, strategic guidance, objective and independent view / judgment to the Company's management. The Board meets at regular intervals for planning, assessing and evaluating all important business.
- iv) The Board members are updated from time to time, on the Company's procedures and policies as per the familiarization program devised in that behalf by the Company, copy of the same is available on company's website at [sujalagroup.com](http://sujalagroup.com).
- v) None of the Board of Directors of the Company is a member on more than 10 committees or Chairman of more than 5 committees as specified under SEBI Listing Regulations, across all the listed / public limited Companies in which he is a Director. The Board confirms that the Independent Directors fulfil the conditions specified in these regulations and that they are Independent of the management.

Composition and Category of Directors and number of outside Directorship and Committee Positions held as on 31 March 2023:

The Board of Directors of the Company consists of 4 (four) members which comprise of:

- One Executive Director designated as Managing Director i.e. Mr. Subhadeep Mukherjee
- Two Non-Executive Independent Directors i.e. Gourav Goel and Mrs. Tapashi Naha Roy (also a Woman Director).
- One Non-Executive Director i.e. Mr. Priyankar Basu Mallick.
- The Chairman of the Company is an Executive Director i.e. Mr. Subhadeep Mukherjee.

The composition of the Board as on 31 March 2023 was pursuant to the provisions of section 149 of the Companies Act, 2013 (the Act) and the Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of the Director	Category	Outside Directorship(s) held			Outside Committee Position(s) held	
		Public Companies	Private Companies	Foreign Companies	As Member	As Chairman
Mr. Subhadeep Mukherjee	Chairman, Non- Promoter, Executive Director	-	-	-	-	-
Mr. Gourav Goel	Independent, Non- Executive Director	-	-	-	-	-
Ms. Tapashi Naha Roy	Independent, Non- Executive Director	-	-	-	-	-
Mr. Priyankar Basu Mallick	Non- Independent, Non- Executive Director	-	-	-	-	-

#### Attendance of Directors at the Board Meetings convened during the Financial Year 2022- 2023 and at the last Annual General Meeting:

During the financial year 2022-2023, 6 (six) Board Meetings were held and the gap between any two consecutive meetings held during the year did not exceed the maximum permissible limit under Companies Act, 2013 i.e.120 days. The attendance details of each Director at the Board Meetings and at the last Annual General Meeting (AGM) is given below:

SL No	Name of Director	No. of Board Meetings held during the year	No of Board Meetings Attended	Last AGM attended
1.	Mr Subhadeep Mukherjee	6	6	Yes
2.	Mr Gourav Goel	6	6	Yes
3.	Mrs Tapashi Naha Roy	6	6	Yes
4.	Mr Priyankar Basu Mallick	4	4	Yes

#### Details of Meeting-wise attendance of Board Members:

Date of the Board Meeting	Board Strength as on the date of the Meeting	No. of Directors Present at the Meeting
30.05.2022	4	4
20.06.2022	4	4
10.08.2022	4	4
03.09.2022	4	4
14.11.2022	4	4
14.02.2023	4	4

#### Number of shares and convertible instruments held by Non- Executive Directors:

Your Company only has issued and subscribed Equity Shares, apart from that there is no other convertible instrument issued by the Company as on March 31, 2023.

The Non-Executive Directors of the Company do not hold any shares or convertible instruments as on March 31, 2023.

**Details of familiarization programs imparted to the independent Directors:**

The details about the familiarization programs imparted to the Independent Directors are hosted at the website of the Company followed by the web link: <https://www.sujalagroup.com/attachmnt/disclosure/Familiarisation%20Programme%20of%20ID.pdf>

**Information placed before the Board:**

The notice and detailed agenda along with the relevant notes and other material information are sent in advance separately to each Director and in exceptional cases tabled at the Meeting with the approval of the Board. This ensures timely and informed decisions by the Board. During the financial year 2022-2023, information as mentioned in Schedule II Part A of the Listing Regulations, has been placed before the Board for its consideration, to the extent it is applicable and relevant. The Board periodically reviews the compliance reports of all laws applicable to the Company, prepared by the Company.

**Committees:****i) Qualified and Independent Audit Committee:**

The Company has a well-established Qualified and Independent Audit Committee comprises of Two Independent Non-Executive Directors and one Managing Director namely Mr. Gourav Goel, Mrs. Tapashi Naha Roy being the Independent Directors and Mr. Subhadeep Mukherjee is the Managing Director of the Committee. Mr. Gourav Goel is the Chairman of the Committee. The terms of reference of the Audit Committee are in line with the requirement of Regulation 18 of (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013.

The Company Secretary acts as the Secretary to the Audit committee.

The terms of reference of the Audit Committee includes:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;
3. Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;
4. Reviewing, with the management, the annual financial statements and Auditor's Report thereon before submission to the Board for approval;
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
7. Evaluation of internal financial controls and risk management systems;
8. Reviewing with the management, performance of Statutory and Internal Auditors, adequacy of the internal control systems;
9. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
10. Discussion with internal auditors of any significant findings and follow up there on;
11. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
12. Reviewing the functioning of Vigil Mechanism and compliance with statutory requirements etc.
13. Review the following information:
  - a) Management Discussion and Analysis of financial condition and results of operations;
  - b) Statement of significant Related Party Transactions (as defined by the Audit Committee), submitted by the management;
  - c) Management letters / letters of internal control weaknesses issued by the Statutory Auditors;
  - d) Internal Audit Reports relating to internal control weaknesses;
  - e) The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee.
  - f) The statement of deviations:
    - i. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the Listing Regulations.
    - ii. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7) of the Listing Regulations.

The roles of the Audit Committee and the information to be reviewed by the Audit Committee are in conformity with the Part C of the Schedule II of the Regulations.

The Committee has met 5 times during the year i.e. on 30-05-2022, 20-06-2022, 10-08-2022, 14-11-2022 and 14-02-2023 respectively and the time gap between two meetings are not more than 120 days. Details of Committee Meetings held during the year 2022-2023 are as under:

Name of the Committee Member	Number of Meeting held	Number of Meeting attended
Mr. Gourav Goel	5	5
Ms. Tapashi Naha Roy	5	5
Mr. Subhadeep Mukherjee	5	5

#### ii) Nomination & Remuneration Committee:

In Compliance of Section 178 of Companies Act, 2013, and Regulation 19 of (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board has constituted the Nomination and Remuneration Committee which comprises of Mr. Gourav Goel, Independent Director, Mrs. Tapashi Naha Roy, Independent Director and Mr. Priyankar Basu Mallick, Non-Executive Director as Members. Mr. Gourav Goel, Independent Director, holds the position of Chairman of the Committee. The roles of the Nomination and Remuneration Committee are in conformity with the Schedule II of the Regulations.

The constitution and composition of the Committee thus satisfy the requirements of Section 178 of the Act, read with Listing Regulations. The Chairman of the Nomination and Remuneration Committee has attended last Annual General Meeting of the Company held on 26<sup>th</sup> September, 2022.

The terms of reference of the Nomination and Remuneration Committee are as follows:

The Nomination and Remuneration Committee recommends to the Board the compensation terms of the executive directors framing and implementing on behalf of the Board and on behalf of the shareholders, a credible and transparent policy on remuneration of executive directors including ESOP, Pension Rights and any compensation payment considering approving and recommending to the Board the changes in designation and increase in salary of the executive director ensuring the remuneration policy is good enough to attract, retain and motivate directors bringing about objectivity in deeming the remuneration package while striking a balance between the interest of the Company and the shareholders.

The Committee has met once during the year i.e. on 14-11-2022. Details of Committee Meetings held during the year 2022-2023 are as under:

Name of the Committee Members	No of meetings held	No. of meeting attended
Mr. Gourav Goel	1	1
Mrs. Tapashi Naha Roy	1	1
Mr. Priyankar Basu Mallick	1	1

#### iii) Stakeholders Relationship Committee:

The Company has well established Stakeholders Relationship committee as required under Regulation 20 of (Listing Obligations & Disclosure Requirements) Regulations, 2015, which exclusively aims at bringing Company closer to its shareholders and to better know their expectations, their needs, and opinions and redress their grievances, thus enriching the group's communication with its individual shareholders. The Stakeholders Relationship committee comprises of Mrs. Tapashi Naha Roy, an Independent Director as Chairman, Mr. Gourav Goel, an Independent Director, Mr. Priyankar Basu Mallick, a Non-Executive Director and Mr. Subhadeep Mukherjee, the Executive Managing Director. The roles of the Stakeholders Relationship committee are in conformity with the Schedule II of the Regulations.

During the year under review, the Company has not received any complaints from any shareholder. There are no pending transfers/complaints as on 31<sup>st</sup> March, 2023. The Committee has a routine meeting of 1 time during the year i.e. on 14-11-2022. Details of Committee Meeting held during the year 2022-2023 are as under:

Name of the Committee Members	No of meetings held	No. of meeting attended
Mrs. Tapashi Naha Roy	1	1
Mr. Gourav Goel	1	1
Mr. Priyankar Basu Mallick	1	1



Mr. Subhadeep Mukherjee	1	1
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**Name and Address of the Compliance officer:**

Ms. Prerna Mall- Company Secretary & Compliance Officer

Phone- 033 2236 4330, E-mail: Sujala\_trading@yahoo.com/enquiry@sujalagroup.com

**Number of shareholders' complaints received so far:** NIL

**Number not solved to the satisfaction of shareholders:** N.A.

**Number of pending complaints:** N.A.

**Remuneration of Directors:**

The Non-Executive Directors do not have any pecuniary relationship or transaction with the Company including any sitting fees and/or Commission during the financial year under review.

The Company has one Executive Director at a fixed remuneration of ₹3.12 Lac. There are no perquisites / profit in lieu of Salary / Stock option / Commission was given to him.

**General Body Meetings**

The last three Annual General Meetings of the Company were held as under:

Year	Location	Date	Time
2019-2020	1A, Grant Lane, 2 <sup>nd</sup> Floor, Room No: 202, Kolkata- 700 012	30-09-2020	11.30 A.M.
2020-2021	1A, Grant Lane, 2 <sup>nd</sup> Floor, Room No: 202, Kolkata- 700 012	30-09-2021	10.30 A.M.
2021-2022	1A, Grant Lane, 2 <sup>nd</sup> Floor, Room No: 202, Kolkata- 700 012	26-09-2022	11.30 A.M.

**Special Resolution:**

There was no special resolution required to be passed at any of the above Annual General Meetings.

**Postal Ballot**

There was no special resolution required to be passed through postal ballot last year. Hence, nothing to report thereon.

**Means of Communication**

The Company communicates with the Shareholders at large regarding all its vital information through its Annual Report, publication of Audited / Un-audited Financial Results in the newspapers and by posting the same on the website of the Company. The Company's Notices, Financial Results etc. are generally published in The Echo of India (English edition) and Arthik Lipi (Bengali edition- the Vernacular language).

Websites: The Company website is <http://www.sujalagroup.com> Quarterly and Annual Results as well as Quarter end Shareholding Pattern, Corporate Governances and other necessary statutory disclosures are posted on the websites.

**General Shareholders Information**

<b>Annual General Meeting:</b>	
<b>Date</b>	21 <sup>st</sup> August, 2023
<b>Time</b>	11.30 A.M
<b>Venue</b>	1A, Grant Lane, 2 <sup>nd</sup> Floor, Kolkata-700 012, West Bengal
<b>Financial Year</b>	1 April, 2022 to 31 March 2023
<b>Book Closure date</b>	15 August 2023 to 21 August 2023 (both days inclusive)
<b>Listing at Stock Exchange(s)</b>	<b>Bombay stock Exchange Limited (BSE)</b> P. J. Tower, Dalal Street, Fort Mumbai-400 001, Script Code: 539117  <b>The Calcutta Stock Exchange Limited (CSE)</b> 7 Lyons Range, Kolkata – 700001 Script Code: 29412
<b>D-mat ISIN No</b>	INE029H01016
<b>Listing Fee to Stock Exchanges</b>	Annual Listing Fees for the financial year 2023-2024 has been paid to the Stock Exchanges within the due dates.

<b>Address for Correspondence.</b>	Ms. Prerna Mall Company Secretary Sujala Trading and Holdings Limited 1A, Grant Lane, 2 <sup>nd</sup> Floor, Room No: 202Kolkata- 700 012 Contact: 033 2236 4330 E-mail: Sujala_trading@yahoo.com/ enquiry@sujalagroup.com
<b>Commodity Price Risk or Foreign Exchange Risk and Hedging Activities</b>	Not applicable to the Company, during the financial year under review, based on the business activity of the Company.

Market Price Data During the Financial Year Under Review:

Monthly High & Low closing quotation of shares traded at Bombay Stock Exchange Limited are as follows along with the comparison with BSE Sensex:

Month	BSE Limited	
	High	Low
April, 2022	25.45	14.75
May, 2022	18.95	13.60
June, 2022	16.48	12.65
July, 2022	15.25	12.51
August, 2022	16.45	12.62
September, 2022	18.15	14.35
October, 2022	18.15	13.90
November, 2022	17.90	14.75
December, 2022	17.60	14.45
January, 2023	20.00	15.30
February, 2023	19.00	15.10
March, 2023	18.00	14.25

- The Company's shares are not frequently traded in the Calcutta Stock Exchange Ltd.

#### Registrar to an issue and Share Transfer Agents:

ABS Consultant Pvt Ltd

Address: 4, B.B.D.Bag (East), Kolkata-700 001, Phone No. 22301043.

Fax no. 22430153, email: absconsultant99@gmail.com

#### Share Transfer System:

The Company's Shares are in compulsory Dematerialized trading mode in the stock Exchange. Shares in physical mode, if lodged, for transfer are processed and get returned to the shareholders within the stipulated time.

#### a) Distribution of Shareholding as on 31st March, 2023:

Sl.No	Category	Total No of Equity Shares	Total Shareholding % of Total Capital
1.	Promoters/Promoters Group	8,91,000	15.57%
2.	Mutual Funds and UTI	-	-
3.	Banks/ Financial Institutions	-	-
4.	Insurance Companies	-	-
5.	Body Corporate	37,82,452	66.11%
6.	Indian Public	10,48,298	18.32%
7.	NRI's / OCBs	-	-
	<b>Total</b>	<b>57,21,750</b>	<b>100.00%</b>

**b) Distribution Schedule as on 31<sup>st</sup> March, 2023:**

Share Holding	Shareholder Number	% of Total Holders	No. of Shares	% of Total Holdings
1 to 500	1442	98.37	2,01,228	1.00
501 to 1000	-	-	-	-
1001 to 2000	-	-	-	-
2001 to 3000	-	-	-	-
3001 to 4000	-	-	-	-
4001 to 5000	-	-	-	-
5001 to 10000	-	-	-	-
10001 to 50000	7	0.48	2,95,324	3.00
50001 to 100000	6	0.40	4,73,788	8.30
100001 & above	11	0.75	47,51,410	87.70
<b>Total</b>	<b>1466</b>	<b>100.00</b>	<b>57,21,750</b>	<b>100.00</b>

**Dematerialization of Shares**

As per the directives of the SEBI, the Company's shares are traded compulsorily in dematerialised form on the stock Exchange. As on 31<sup>st</sup> March, 2023, 99.55% of the Paid-Up Share Capital of the Company was in dematerialised form. The break up is listed below:

Category	Number of Equity shares held	Shareholding (in %)
Physical	25,451	0.45
Dematerialized	56,96,299	99.55
<b>Total</b>	<b>57,21,750</b>	<b>100.00</b>

**Outstanding GDRs/ADRs/Warrants/Convertible Instruments and their impact on Equity:**

The Company does not have any outstanding GDRs/ADRs/Warrants/Convertible Instruments as on the 31<sup>st</sup> March, 2023.

**Other Disclosures:**

a. There were no materially significant related party transactions that may have potential conflict with the interests of the company at large. **Related party transactions entered during the financial year under review are disclosed in the notes to the audited financial statements of the company for the financial year ended 31st March, 2023.**

b. There has been neither any non-compliance by your Company nor any penalty, strictures imposed on your Company by stock exchange(s) or the Board or any Statutory Authority, on any matter related to capital markets, during the last three years;

c. The Company has adopted a Vigil Mechanism which enables Directors and Employees to report of their genuine concerns. The mechanism provided for adequate safeguards against the victimization of persons who use this mechanism and make provision for direct access to the Chairman of the Audit Committee.

There is no Personnel who has been denied access to the Audit Committee.

d. The Company has complied with the all mandatory of the prescribed Regulation of (Listing Obligations & Disclosure Requirements) Regulations, 2015.

e. Web link where policy on dealing with Related Party Transactions is disclosed:

The Board has approved a policy for Related Party Transactions which has been hosted on the website of the Company at the weblink: <http://www.sujalagroup.com/attachmnt/disclosure/Related%20Party%20Transaction.pdf>

f. Based on the existing business operations and nature of operations of the Company, the issues relating to commodity price risk and commodity hedging activities does not apply to the Company.

Having connection with the non-mandatory / discretionary requirement, your Company follows the practice where the Internal Auditor directly reports to the Audit Committee.

**Disclosure with respect to D-mat suspense account/unclaimed suspense account:**

As on the 31<sup>st</sup> March 2023, there are no shares lying in the D-mat suspense account/unclaimed suspense account.

## **DECLARATION FOR COMPLIANCE OF THE CODE OF CONDUCT**

To  
The Members of  
**SUJALA TRADING & HOLDINGS LIMITED**

I, Subhadeep Mukherjee, Managing Director of the Sujala Trading & Holdings Limited, pursuant to Regulation 34(3) of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 read with the Schedule V(D), hereby confirm that:

The Company has obtained affirmation from all the members of Board of Directors and Senior Management Personnel of the Company that they have complied with the 'Code of Conduct of the Company for Board of Directors and Senior Management Personnel' in respect of Financial Year 2022-2023.

**Subhadeep Mukherjee**  
**Kolkata, 30<sup>th</sup> May, 2023**  
**Managing Director**  
**DIN: 03060827**

# **INDEPENDENT AUDITORS' CERTIFICATE**

## **ON THE CORPORATE GOVERNANCE**

To  
The Members  
**SUJALA TRADING AND HOLDINGS LIMITED**

We have examined the compliance of conditions of Corporate Governance by Sujala Trading & Holdings Limited ('the Company'), for the financial year ended on March 31, 2023, as stipulated in Regulation 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ('Listing Regulations').

### **Management's Responsibility:**

The Preparation of the Corporate Governance Report is the Responsibility of the management of the company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.

The Management along with board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations issued by the Securities and Exchange Board of India.

### **Auditor's Responsibility:**

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

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

We have carried out our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India ('ICAI'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

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

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in above-mentioned Listing Regulations as applicable during the year ended March 31, 2023.

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

For N.C. Mitra & Co.  
Chartered Accountants  
FRN: 306027E

Partner  
Membership No-065926  
Kolkata  
UDIN- 23065926BGYJUV3163  
Date- 30th May, 2023

**ANNEXURE-3**

**DISCLOSURE PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH  
RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL  
PERSONNEL) RULES, 2014**

(i) the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year	<b>Subhadeep Mukherjee (Executive Director) – 3.12:3.11</b> <b>GouravGoel(Director) – 0.83:3.11</b>
(ii) the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	<b>Gourav Goel (Director) – 129.166%</b> <b>Purna Mall(Company Secretary) – 5.555 %</b>
(iii) the percentage increase in the median remuneration of employees in the financial year;	NIL
(iv) the number of permanent employees on the rolls of company;	7 (Seven)
(viii) average percentile of increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	-

- It is to affirm that the payment of remuneration is as per the remuneration policy of the Company.

## ANNEXURE-4

**SECRETARIAL AUDIT REPORT (FORM MR-3)**

FOR THE FINANCIAL YEAR ENDED 31.03.2023

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

To,  
The Members  
**SUJALA TRADING AND HOLDINGS LTD**  
(CIN: L51109WB1981PLC034381)  
1A, Grant Lane, 2<sup>nd</sup> Floor, Room No. 202,  
Kolkata - 700012

**Authorized Capital: Rs5,80,00,000**

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and adherence to good corporate practices by M/s. Sujala Trading and Holdings Ltd (hereinafter called the company).

The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's 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 and authorized representatives during the conduct of secretarial audit, and subject to letter annexed herewith I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March 2023 ('Audit Period'), complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent and in the manner reported hereinafter.

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March 2023, according to the provisions of -
  - i. The Companies Act, 2013 (the Act) and the Rules made thereunder;
  - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
  - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
  - iv. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable:
    - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
    - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
    - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
    - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
    - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
    - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
    - h. The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; and

i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2. The Company is engaged in the business of providing Non-Banking Financial Services. No Act specifically for the aforesaid businesses is/are applicable to the Company.
3. I have also examined compliance with the applicable clauses of the following:
  - i. Secretarial Standards pursuant to section 118(10) of the Act, issued by the Institute of Company Secretaries of India.
  - ii. The Equity Listing Agreement entered into by the Company with BSE Ltd. (BSE) and The Calcutta Stock Exchange (CSE) as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
4. During the period under review and as per the explanations and representations made by the management and subject to clarifications given to us, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc., mentioned above,
5. As per the information and explanations provided by the company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, I report that the Company has not made any GDRs/ADRs or any Commercial Instrument under the financial year under report.
6. I have relied on the information and representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws, and Regulations to the Company.
7. I further report that:
  - a. The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Directors and Independent Directors including one women director. There were no changes in the composition of the Board of Directors during the period under review.
  - b. Adequate notices were given to all directors to for the Board Meetings including Committees thereof, along with agenda and detailed notes on agenda 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 by the directors. The decisions were carried unanimously.
8. I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
9. I further report that during the audit period, there was no other event/action having major bearing on affairs of the Company.

<b>Place: Kolkata</b>	<b>Signature</b> :
	<b>Name of the Company Secretary : KANCHAN MAHESWARI</b>
<b>Date :08.05.2023</b>	<b>ACS Number</b> : 55837
	<b>CP Number</b> : 20877
	<b>PR Number</b> : 2695/2022
<b>UDIN - A055837E000270744</b>	

**Note:** This report is to be read with my letter of even date which is annexed as **Annexure A** and forms an integral part of this report.



**Annexure A**

To,  
The Members  
**SUJALA TRADING AND HOLDINGS LTD**  
(CIN: L51109WB1981PLC034381)  
1A, Grant Lane, 2<sup>nd</sup> Floor, Room No. 202,  
Kolkata - 700012

My Secretarial Audit Report for Financial Year ended on 31 March 2023 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. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Account of the company.
4. Where ever required, I 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. My 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.

<b>Place: Kolkata</b>	<b>Signature</b> :
	<b>Name of the Company Secretary : KANCHAN MAHESWARI</b>
<b>Date : 08.05.2023</b>	<b>ACS Number</b> : 55837
	<b>CP Number</b> : 20877
	<b>PR Number</b> : 2695/2022
<b>UDIN - A055837E000270744</b>	

**Note:** This report is to be read with my letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

**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,  
**M/s. Sujala Trading and Holdings Ltd**  
**1A, Grant Lane, 2<sup>nd</sup> Floor, Room No. 202,**  
**Kolkata - 700012**

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **M/s. Sujala Trading and Holdings Ltd** having **CIN: L51109WB1981PLC034381** and having registered office at 1A, Grant Lane, 2<sup>nd</sup> Floor, Room No. 202, Kolkata - 700012 (hereinafter referred to as 'the Company'), produced before me 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 my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> 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, West Bengal or any such other Statutory Authority.

S.NO.	NAME OF DIRECTOR	DIN	DATE OF APPOINTMENT IN COMPANY*
1	MR. SUBHADEEP MUKHERJEE	03060827	27 <sup>TH</sup> MARCH 2014
2	MR. PRIYANKAR BASU MALLICK	07096098	20 <sup>TH</sup> JUNE 2022
3	MR. GOURAV GOEL	06850998	27 <sup>TH</sup> MARCH 2014
4	MS. TAPASHI NAHA ROY	08195094	28 <sup>TH</sup> SEPTEMBER 2018

\* The date of appointment is as per the MCA Portal

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my 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.

**KANCHAN MAHESWARI**  
**PRACTICING COMPANY SECRETARY**  
**Membership No.: 55837**  
**COP No.: 20877**  
**PR No.: 2695/2022**

**Place: Kolkata**  
**Date: 10.05.2023**  
**UDIN:A055837E000284450**

**ANNEXURE-5**

**EXTRACT OF ANNUAL RETURN  
FORM NO MGT-9**

As on the financial year ended on 31<sup>st</sup> March, 2023

[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies Regulation 27(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

i) CIN: L51109WB1981PLC034381

ii) Registration Date: 18-12-1981

iii) Name of the Company: SUJALA TRADING AND HOLDINGS LIMITED

iv) Category / Sub-Category of the Company: Company Limited by Shares

v) Address of the Registered office and contact details: 1A, Grant Lane, 2<sup>nd</sup> Floor, Room No. 202  
Kolkata – 700 012, West Bengal.

vi) Whether listed company: YES

vii) Name, Address and Contact details of Registrar and Transfer Agent:

ABS Consultant Private Limited.

99, Stephen House, 6<sup>th</sup> Floor, 4, B.B.D. Bagh (E), Kolkata – 700 001, West Bengal.

Phone: 033-243 0153/ 2201043

E-mail: absconsultant99@gmail.com

**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: -

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Financial Activities	64920	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

S. No	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
	Nil	Nil	Nil	Nil	Nil

**IV. SHARE HOLDING PATTERN:**
**(Equity Share Capital Breakup as percentage of Total Equity)**
**CATEGORY-WISE SHARE HOLDING**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>INDIAN</b>									
Individuals/ Hindu Undivided Family	-	-	-	-	-	-	-	-	-
Central Government / State Government	-	-	-	-	-	-	-	-	-
Bodies Corporate	8,91,000	-	8,91,000	15.57	8,91,000	-	8,91,000	15.57	
Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-
Any Other (Specify)	-	-	-	-	-	-	-	-	-
<b>SUB-TOTAL (A)(1)</b>	8,91,000	-	8,91,000	15.57	8,91,000	-	8,91,000	15.57	
<b>FOREIGN</b>									
NRIs – Individuals	-	-	-	-	-	-	-	-	-
Other – Individuals	-	-	-	-	-	-	-	-	-
Bodies Corporate	-	-	-	-	-	-	-	-	-
Institutions	-	-	-	-	-	-	-	-	-
Any Other (Specify)	-	-	-	-	-	-	-	-	-
<b>Sub-Total (A)(2)</b>	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter And Promoter Group (A)=(A)(1) + (A)(2)	8,91,000	-	8,91,000	15.57	8,91,000	-	8,91,000	15.57	

<b>B. Public Shareholding</b>									
<b>Institutions</b>									
Mutual Funds	-	-	-	-	-	-	-	-	-
Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-
Central Government / State Government	-	-	-	-	-	-	-	-	-
Venture Capital Funds	-	-	-	-	-	-	-	-	-
Insurance Companies	-	-	-	-	-	-	-	-	-
Foreign Institutional Investors	-	-	-	-	-	-	-	-	-
Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
Any Other (Specify)	-	-	-	-	-	-	-	-	-
Sub-Total (B)(1)	-	-	-	-	-	-	-	-	-
<b>Non-Institutions</b>									
Bodies Corporate	39,51,622	-	39,51,622	69.07	37,82,452	-	37,82,452	66.12	-
Individuals - I. Individual Shareholders holding Nominal Share Capital up to ₹ 2 Lakh.	1,37,519	25,451	1,62,970	2.84	1,75,756	25,451	2,01,207	3.51	-
II. Individual Shareholders Holding Nominal Share Capital in excess of ₹ 2 Lakh.	7,16,158	-	7,16,158	12.52	8,47,091	-	8,47,091	14.80	-
Any Other (Specify)	-	-	-	-	-	-	-	-	-
NRFS	-	-	-	-	-	-	-	-	-
<b>Sub-Total (B)(2)</b>	<b>48,05,299</b>	<b>25,451</b>	<b>48,30,750</b>	<b>84.43</b>	<b>48,05,299</b>	<b>25,451</b>	<b>48,30,750</b>	<b>84.43</b>	<b>-</b>

Total Public Shareholding (B) = (B)(1)+(B)(2)	48,05,299	25,451	48,30,750	84.43	48,05,299	25,451	48,30,750	84.43	-
<b>Total (A)+(B)</b>	56,96,299	25,451	57,21,750	100	56,96,299	25,451	57,21,750	100.00	-
C. Shares held by Custodians and against which Depository Receipts have been issued	-	-	-	-	-	-	-	-	-
<b>Grand Total (A)+(B)+(C)</b>	56,96,299	25,451	57,21,750	100	56,96,299	25,451	57,21,750	100.00	-

### (ii) SHAREHOLDING OF PROMOTERS

Sl. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of Company	% of Shares Pledged / encumbered to total shares	
1.	Square Trades and Holdings Private Limited.	8,91,000	15.57	-	8,91,000	15.57	-	-

### (iii) CHANGE IN PROMOTERS' SHAREHOLDING

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total No. of shares	No. of shares	% of total No. of shares
<b>1</b>	<b>At the beginning of the year</b>	<b>8,91,000</b>	<b>15.57</b>	-	-
<b>2</b>	Date wise Increase / Decrease in Promoters Share Holding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus/ sweat equity etc):	<b>No change</b>		<b>No change</b>	
<b>3</b>	<b>At the End of the year</b>	<b>8,91,000</b>	<b>15.57</b>	-	-

**(iv) Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total no. of shares	No. of shares	% of total no. of shares
1.	Krish Marketing Private Limited	5,27,499	9.22	94,800	1.66
2.	Fantastic Hirise Private Limited	5,25,474	9.18	2,69,988	4.72
3..	Shree Sudharshan Castings (P) Ltd.	4,34,470	7.59	301993	5.28
4..	Kalimata Investment Consultancy Pvt. Ltd.	4,26,885	7.46	3,40,067	5.94
5.	Ascent Dealmark Private Limited	3,84,994	6.73	3,91,810	6.85
6.	Shah Telecom Ltd	3,40,067	5.94	4,26,885	7.46
7.	Picadally Trade And Holdings Pvt. Ltd.	3,01,993	5.28	4,34,470	7.59
8.	Patangi Trade And Holdings Private Limited	2,32,489	4.06	4,69,445	8.20
9.	Midnight Agencies Pvt Ltd	2,69,988	4.72	5,25,474	9.18
10.	Motorex Finance Pvt. Ltd.	2,36,461	4.13	5,27,499	9.22

**Note:** There was change taken place in the shareholding of the above shareholders. Further the Company has not issued any securities during the year under review.

**(v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total No. of shares	No. of shares	% of total No. of shares
	<b>At the beginning of the year</b>	-	-	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus/ sweat equity etc)	-	-	-	-
	<b>At the End of the year</b>	-	-	-	-

**V. INDEBTEDNESS (₹ In Lakhs)**

As on 31<sup>st</sup> March 2023, indebtedness of the Company including interest outstanding/accrued but not due for payment is Nil

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**
**A. Remuneration to Managing Director, Whole-time Directors and/or Manager: ₹ In Lakhs**

Sl. No.	Particulars of Remuneration	Subhadeep Mukherjee Managing Director	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3.12	3.12
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-

	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission - as % of profit - others, specify	-	-
5	Others, please specify	-	-
	Total (A)	3.12	3.12
	<b>Ceiling as per the Act</b>	The remuneration is well within the limits prescribed under section 197 of the Companies Act, 2013.	

**B. REMUNERATION TO OTHER DIRECTORS: (in ₹)–0.82 Lakhs**
**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD (₹ In Lakhs)**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Ashok Kumar Agrawal	Prerna Mall	
		Chief Financial Officer	Company Secretary	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0.84	1.14	1.98
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-		-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-		-
2	Stock Option	-		-
3	Sweat Equity	-		-
4	Commission - as % of profit - others, specify	-		-
5	Others, please specify	-		-
	Total (C)	0.84	1.14	1.98

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

During the year 2022-2023, there were no penalties/punishment/compounding of offences under the Companies Act, 2013.



## INDEPENDENT AUDITORS' REPORT

To,  
**The Members,**  
**SUJALA TRADING & HOLDINGS LIMITED**

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

#### **Opinion**

We have audited the financial statements of **SUJALA TRADING & HOLDINGS LIMITED** ('the Company'), which comprise the Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss, Statement of changes in equity and statement of cash flow for the year then ended, and a summary of the 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 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 accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023 and *profit* for the year ended on that date.

#### **Basis for Opinion**

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

#### **Information Other than the Financial Statements and Auditor's Report thereon**

The Company's Board of Directors is responsible for the preparation of other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

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

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

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

#### **Responsibility of Management for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India including the accounting standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

### **Auditor's Responsibility for the Audit of the Financial Statements**

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

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

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

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

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

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

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

1. As required by the Companies (Auditor's Report) Order, 2020 ('the Order'), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure-A** a statement on the matters specified in the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c. The Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account;
- d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e. On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the other matters to be included in the Auditor's report in accordance with the requirements of Sec 197(16) of the Act as amended,
- g. In Our Opinion and to best of our information and according to the explanation given to us, the remuneration paid by the Company to its directors during the year in accordance with the provisions of section 197 of the Act.
- h. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls refer to our separate report in Annexure-B
- i. 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, in our opinion and to the best of our information and according to the explanations given to us
  - i. The Company does not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Thanking You

Yours faithfully

**For N.C.Mitra & Co.**  
**Chartered Accountant**  
**FRN: 306027E**

**CA Debdip Chakraborty**  
**Partner**  
**Membership No: 065926**  
Date: The 30<sup>th</sup> day of May, 2023.  
Place : Kolkata

UDIN :23065926BGYJUT9337

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

The Annexure referred to in paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date to the members of the **SUJALA TRADING & HOLDINGS LIMITED** (The Company) for the year ended 31<sup>st</sup> March 2023.

1.
  - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant, and Equipment.
  - b) The Company has a regular programme of physical verification of its Property, Plant, and Equipment. In accordance with this programme, Property, Plant, and Equipment were physically verified by the management at reasonable intervals during the year and no material discrepancies were noticed on such verification.
  - c) According to the information and explanations given to us and on the basis of our examination of records of the Company, the title deeds of immovable properties are held in the name of the Company.
  - d) Company not revalued its Property, Plant, and Equipment or intangible assets or both during the year.
  - e) No proceedings initiated or pending against the Company under Benami Transactions (Prohibition) Act 1988
2.
  - a) The Company not have any inventory other then Equity Share so this clause not applicable.
  - b) During any point of time of the year the company has not been sanctioned any working capital Limit, hence this clause is not applicable.
3. The Company has not granted any loans, secured or unsecured, granted by to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.  
Clause b,c,d,e,f are not applicable as company has not made investment in , provided any guarantee or security or granted any loans or advances in the nature of loan secured or unsecured , to companies ,firms, and Limited Liability partnership or other parties.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to the loans and investment made.
5. The Company has not accepted any deposits from Public under the provisions of Section 73 or 76 of the Act.
6. Company has maintained cost records as specified by the Central Government under sub-section(1) of section 148 of the companies Act, 2013- to the extent applicable & relevant, if at all.
7.
  - a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues of Goods and Services Tax, income-tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities, to the extent applicable/leviable if at all.. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.  
  
According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31<sup>st</sup> March 2023 for a period of more than six months from the date they became payable.
  - b) According to information and explanations given to us, there are no dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax.
8. The Company not have any transactions not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act 1961(43 of 1961).
9.
  - a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institutions or banks.
  - b) The Company not declared willful defaulter by any bank or financial institution or other lender. Clause c, d, e, f is not applicable to the company.
10.
  - a) The Company did not raise any money by way of initial public offer or further public offer (including debt instrument) and term loans during the year.
  - b) The Company had not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.

11. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of audit.  
Clause 11 (b) and (c) are not applicable as there is no fraud.
12. In our opinion and according to the information and explanations given to us, the Company is not Nidhi Company. Accordingly, paragraph a, b, c (12) of the Order is not applicable.
13. According to the information and explanations given to us and based on our examination of records of the Company, transaction with related parties are in compliance with Section 177 and 188 of the Act where applicable and details of such transaction have been disclosed in the financial statements as required by the applicable accounting standards.
14. a) As informed by the Management the Company has internal Audit System.  
b) The Company not produced Closer internal audit report.
15. According to the information and explanations given to us and based on our examination of records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him.
16. The Company is registered under section 45-IA of the Reserve Bank of India Act, 1934.
17. Cash Loss (outflow) during the year 31/03/2023- Rs (166,549) and for the previous year 31/03/2022 –Rs (1,09,65,228).
18. During FY 22-23, there is no resignation of statutory auditors; however the statutory auditor of FY 21-22 has resigned and appropriate ADT-3 have been filed as on the date of this report and ADT-1 filed by the Company to appoint the Auditors for FY 22-23.
19. In our opinion and according to the information and explanation given to us in normal business circumstances, there is no material uncertainty exist as on date of the audit report the company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year.
20. The company has not undertaken any project, hence clause 20 is not applicable.
21. The company is not having any subsidiary company / companies, hence this clause not applicable.

**For N.C.Mitra & Co.**  
**Chartered Accountant**  
**FRN: 306027E**

**CA Debdip Chakraborty**  
**Partner**  
**Membership No: 065926**  
Date: The 30<sup>th</sup> day of May, 2023.  
Place : Kolkata

UDIN :23065926BGYJUT9337

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

### **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 **Sujala Trading & Holdings Ltd** ("the Company") as of 31<sup>st</sup> March 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

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

#### **AUDITORS' RESPONSIBILITY**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India.

Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

#### **MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

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

#### **OPINION**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India, *subject to the following recommendations/disclaimer which does not render the above Unqualified Opinion modified to any degree:-*

- a) *The applicability of Audit Trail from 1<sup>st</sup> April 2023 is out-scoped in this report and should be evaluated in the coming accounting years.*
- b) *The RCM (Risk Control Matrix) and corresponding control design needs to be evaluated on an annual basis and the same should be captured through appropriate Board Resolutions.*

**For N.C.Mitra & Co.**  
**Chartered Accountant**  
**FRN: 306027E**

**CA Debdip Chakraborty**  
**Partner**  
**Membership No: 065926**  
Date: The 30<sup>th</sup> day of May, 2023.

Place : Kolkata

UDIN :23065926BGYJUT9337

**SUJALA TRADING & HOLDINGS LIMITED**
***BALANCE SHEET*** AS AT MARCH 31, 2023

Particulars	Note No	Reporting Currency-₹(In Hundred)	
		As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>Assets</b>			
<b>Non-Current Assets</b>			
(a) Property, Plant and Equipment	4	215.07	501.63
(b) Financial Assets			
(i) Loans	5	22,15,603.65	24,59,541.88
(c) Deferred Tax Assets (Net)	6	180.70	67.39
		<b>22,15,999.42</b>	<b>24,60,110.90</b>
<b>Current Assets</b>			
(a) Inventories	7	24,204	24,204
(b) Financial Assets			
(i) Cash and cash equivalents	8	2133.99	3799.48
(c) Other Current Assets	9	18052.63	27635.88
		44,390.62	55,639.36
<b>Total Assets</b>		<b>22,60,390.04</b>	<b>25,15,750.27</b>
<b>Equity and Liabilities</b>			
<b>Equity</b>			
(a) Equity Share Capital	10	5,72,175.00	5,72,175.00
(b) Other Equity	11	10,39,993.38	10,29,061.35
		<b>16,12,168.38</b>	<b>16,01,236.35</b>
<b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
(a) Provisions	12	9,300.00	9,300.00
		<b>9,300.00</b>	<b>9,300.00</b>
<b>Current Liabilities</b>			
(a) Financial Liabilities	13	6,29,000.00	8,95,000.00
(b) Other Current Liabilities	14	1,816.39	1676.39
(c) Provisions	15	8105.27	8537.53
		<b>6,38,921.66</b>	<b>9,05,213.92</b>
<b>Total Equity and Liabilities</b>		<b>22,60,390.04</b>	<b>25,15,750.27</b>

Significant accounting policies and other accompanying notes form an integral part of the financial statements  
As per our report of even date

**For N C Mitra & Co**

Chartered Accountants

FRN: 306027E

D.Chakraborty Managing

Partner

Membership No-065926

**For and in behalf of the Board of Directors**

Subhadeep Mukherjee

Director

DIN: 03060827

Gourav Goel

Director

DIN: 06850998

Kolkata

May 30, 2023

Ashok Kumar Agarwal

Chief Financial Officer

Prerna Mall

Company Secretary



**SUJALA TRADING & HOLDINGS LIMITED**
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2023**

Reporting Currency-₹(In Hundred)

Particulars	Note No	For the year ended March 31, 2023	For the year ended March 31, 2022
I. Revenue from Operations	16	2,34,249.62	3,13,947.89
II. Other Income	17	445.08	290.78
<b>III. Total Income</b>		<b>2,34,694.70</b>	<b>3,14,238.67</b>
<b>IV. Expenses</b>			
Purchases of stock-in-trade	18	1,10,000.00	1,50,000.00
Change in inventories of finished goods, stock-in-trade and work-in-progress	19	-	-
Employee benefit expenses	20	22,604.01	22,301.85
Depreciation and amortisation expenses	21	286.56	564.44
Other expenses	22	87,280.57	1,23,290.33
<b>Total Expenses</b>		<b>2,20,171.14</b>	<b>2,96,156.62</b>
<b>V. Profit before exceptional items and tax (III-IV)</b>		<b>14,523.56</b>	<b>18,082.05</b>
Exceptional Items		-	-
<b>VI. Profit before Tax</b>		<b>14,523.56</b>	<b>18,082.05</b>
<b>Tax expenses</b>	23		
Current tax		3704.84	4,730.26
Deferred tax		-113.31	-28.93
<b>VII. Profit for the year (VII-VIII)</b>		<b>10,932.03</b>	<b>13,380.72</b>
<b>VIII. Other Comprehensive Income</b>			
A. (i) Item that will not be reclassified to profit or loss		-	-
(ii) Income Tax relating to items that will not be reclassified to profit or loss		-	(946.89)
B. (i) Item that will be reclassified to profit or loss		-	-
(ii) Income Tax relating to items that will be reclassified to profit or loss		-	-
<b>IX. Other Comprehensive Income (net of Tax)</b>		<b>-</b>	<b>(946.89)</b>
<b>X. Total Comprehensive Income for the year</b>		<b>10,932.03</b>	<b>12,433.83</b>
<b>XI. Earnings per Equity Share</b>	24		
(1) Basic		0.1911	0.2173
(2) Diluted		0.1911	0.2173

Significant accounting policies and other accompanying notes form an integral part of the financial statements.

As per our report of even date

**For N C Mitra & Co**

Chartered Accountants

FRN: 306027E

D.Chakraborty

Partner

Membership No-065926

Kolkata

May 30, 2023

**For and in behalf of the Board of Directors**

Subhadeep Mukherjee

Managing Director

DIN: 03060827

Gourav Goel

Director

DIN: 06850998

Ashok Kumar Agarwal

Chief Financial Officer

Purna Mall

Company Secretary

**SUJALA TRADING & HOLDINGS LIMITED**
**STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2023**

Reporting Currency-₹(In Hundred)

Particulars	For the year ended March 31, 2023		For the year ended March 31, 2022	
<b>1 Cash Flow from Operating Activities</b>				
Net Profit / (Loss) before Tax		14,523.56		18,082.05
Add:				
Loss On Sale Fixed Assets				
Depreciation	286.56	286.56	564.44	564.44
<b>Operating Profit before Working Capital Changes</b>		<b>14,810.12</b>		<b>18,646.49</b>
Adjustments:				
(Decrease) / Increase in Current Liabilities	(266292.26)		(7,47,145.36)	
Decrease / (Increase) in Inventories	-		-	
Decrease / (Increase) in Current Assets	9583.25		(6,913.57)	
Decrease / (Increase) in Loans & Advances	2,43,938.23	<b>(12770.78)</b>	6,32,147.30	<b>(1,21,911.63)</b>
<b>Cash Generated from Operating Activities</b>		<b>2039.34</b>		<b>(1,03,265.14)</b>
Less:				
Income Tax paid / adjusted		<b>(3,704.83)</b>		<b>(5,677.14)</b>
<b>Net Cash from Operating Activities A</b>		<b>(1665.49)</b>		<b>(1,08,942.28)</b>
<b>2 Cash Flow from Investing Activities</b>				
(Increase) / Decrease in Investments	-		-	
Fixed Assets Purchased	-	-	(710.00)	<b>(710.00)</b>
Fixed Assets Sales			-	
<b>Net Cash from Investing Activities B</b>		<b>-</b>		<b>(710.00)</b>
<b>3 Cash Flow from Financing Activities</b>				
Dividend Paid			-	
Dividend Distribution Tax			-	
<b>Net Cash from Financing Activities C</b>				<b>-</b>
Net Increase in Cash & Cash Equivalent		<b>(1665.49)</b>		<b>(1,09,652.28)</b>
Cash & Cash Equivalent (Opening)		<b>3,799.48</b>		<b>1,13,451.78</b>
Cash & Cash Equivalent (Closing)		<b>2,133.99</b>		<b>3,799.48</b>

**Notes:**

- i. The Cash Flow Statement has been prepared under the "Indirect Method" as set out in IND AS 7- 'Statement of Cash Flows' as notified under Companies Act, 2013 Significant accounting policies and other accompanying notes form an integral part of the financial statements.

	For the year ended March 31, 2023	For the year ended March 31, 2022
Cash & Cash Equivalents Comprises of:		
Cash on Hand	1,319.49	903.76
Balance with Banks in Current Account	814.50	2895.72
	<b>2,133.99</b>	<b>3,799.48</b>

Significant accounting policies and other accompanying notes form an integral part of the financial statements.

As per our report of even date

**For N C Mitra & Co**

Chartered Accountants

FRN: 306027E

D.Chakraborty

Partner

Membership No-065926

Kolkata

May 30, 2023

**For and in behalf of the Board of Directors**

Subhadeep Mukherjee

Managing Director

DIN: 03060827

Ashok Kumar Agarwal

Chief Financial Officer

Gourav Goel

Director

DIN: 06850998

Purna Mall

Company Secretary

**SUJALA TRADING & HOLDINGS LIMITED**
**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2023**
**A. Equity Share Capital:**

Particulars	Amount ₹ in hundred
Balance as at April 1, 2021	572,17,5.00
Changes during the year	-
<b>Balance as at March 31, 2022</b>	<b>572,17,5.00</b>
Changes during the year	-
<b>Balance as at March 31, 2023</b>	<b>572,17,5.00</b>

**B. Other Equity:**

As at March 31, 2023:

Amount ₹ in hundred

Particulars	Reserve and Surplus					Items of Other Comprehensive Income	Total
	Capital Reserve	Securities Premium Reserve	General Reserve	Debtur e Redemption Reserve	Retained earnings		
<b>Balance as at April 01, 2022</b>	-	-	<b>10,08,558.57</b>	-	<b>20,502.78</b>	-	<b>10,29,061.35</b>
Changes in Accounting Policy or Prior Period Errors	-	-	-	-	-	-	-
Other comprehensive income for the year, net of income tax	-	-	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	-	10,932.03	-	10,932.03
Re-measurement of defined benefit plans	-	-	-	-	-	-	-
Dividends including dividend distribution tax	-	-	-	-	-	-	-
Transfer to Debenture Redemption Reserve from Retained Earnings	-	-	-	-	-	-	-
Transfer from Debenture Redemption Reserve to Retained Earnings	-	-	-	-	-	-	-
Transfer from Retained Earning to General Reserve / Special Reserve	-	-	2,490.00	-	(2,490.00)	-	-
Any other changes to be specified	-	-	-	-	-	-	-
Transfer from Retained Earning to Contingency Provision for Standard Assets	-	-	-	-	-	-	-
<b>Balance at March 31, 2023</b>	-	-	<b>10,11,048.57</b>	-	<b>28,944.82</b>	-	<b>10,39,993.38</b>

As at March 31, 2022:

Particulars	Reserve and Surplus					Items of Other Comprehensive Income	Total
	Capital Reserve	Securities Premium Reserve	General Reserve	Debtur e Redemption Reserve	Retained earnings		
<b>Balance as at April 01, 2021</b>	-	-	<b>10,06,068.57</b>	-	<b>10,558.96</b>	-	<b>10,16,627.52</b>
Changes in Accounting Policy or Prior Period Errors	-	-	-	-	-	-	-
Other comprehensive income for the year, net of income tax	-	-	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	-	12,433.83	-	12,433.83
Re-measurement of defined benefit plans	-	-	-	-	-	-	-
Dividends including dividend distribution tax	-	-	-	-	-	-	-
Transfer to Debenture Redemption Reserve from Retained Earnings	-	-	-	-	-	-	-
Transfer from Debenture Redemption Reserve to Retained Earnings	-	-	-	-	-	-	-
Transfer from Retained Earning to General Reserve / Special Reserve	-	-	2,490.00	-	(2,490.00)	-	-
Any other changes to be specified (Tax Related to Earlier Year)	-	-	-	-	-	-	-
<b>Balance at March 31, 2022</b>	-	-	<b>10,08,558.57</b>	-	<b>20,502.78</b>	-	<b>10,29,061.35</b>

## **NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

### **Note-1**

#### **Corporate Information:**

Sujala Trading and Holdings Limited is a Company limited by shares, incorporated and domiciled in India. The Company is primarily engaged in the business of investment in Share & Securities and registered with the RBI as Non-Banking Financial Company and offers loans and other credit facilities and private funding etc. Equity shares of the Company are listed on BSE Limited and The Calcutta Stock Exchange Limited. The registered office of the Company is located at 1A, Grant Lane, 2<sup>nd</sup> Floor, Room No: 202, Kolkata 700 012, West Bengal, India.

### **Note-2**

#### **Statement of Compliance and Recent Pronouncements:**

##### **Basis of Preparation and Compliance with Ind AS**

The Company has adopted Indian Accounting Standards (referred to as “Ind AS”) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) read with Section 133 of the Companies Act, 2013 (“the Act”) with effect from April 1, 2017 and therefore Ind ASs issued, notified and made effective till the financial statements are authorized have been considered for the purpose of preparation of these financial statements.

The Company has followed the provisions of **Ind AS 101**(Ind AS 101)in preparing its Ind AS Balance Sheet. In accordance with Ind AS 101

##### **Recent Pronouncements**

In March 2017, Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2017, notifying amendments to the Ind AS 7 ‘Statement of Cash flows’ and Ind AS 102, ‘Share - Based Payment’ which are applicable w.e.f. 1st April, 2017.

The amendment to Ind AS 7 “Statement of Cash Flows” requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes. The effect of this amendment on the financial statements of the Company is being evaluated.

### **Note-3**

#### **Singnificant Accounting Policy:**

##### **1. Basis of Accounting**

The Financial Statements have been prepared under the historical cost convention excepting certain financial instruments which are measured in terms of relevant Ind AS. The accounts have been prepared on the concept of going concern. All Assets and Liabilities have been classified as current or non-current as per the operating cycle and other criteria set out in **Ind AS 1 ‘Presentation of Financial Statements’** and Schedule III to the Companies Act, 2013.

Further, the Company follows prudential norms for Income Recognition, assets classification and provisioning for Non-performing assets as well as contingency provision for Standard Assets as prescribed by the Reserve Bank of India (RBI) for Non-Banking Financial Companies.

##### **2. Inventories:**

Inventories of shares and other trading goods are valued at cost computed on FIFO Basis or net realisable value, whichever is lower.

### **3. Recognition of Income and Expenditure:**

Income and expenditure are accounted for on accrual basis. Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable. Dividend income is recognized when the shareholder's right to receive payment is established by the balance sheet date.

### **4. Depreciation on Fixed Assets:**

Depreciation on Fixed Assets has been provided based on useful life assigned to each asset prescribed in accordance with Part - "C" of Schedule-II of the Companies Act, 2013.

### **5. Fixed Assets:**

Fixed Assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

### **6. Impairment of Assets:**

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing the value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

### **7. Financial Assets and Financial Liabilities:**

Financial Assets and Financial Liabilities (financial instruments) are recognised when the 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) 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 the Statement of Profit and Loss.

The financial assets and financial liabilities are classified as current if they are expected to be realised or settled within operating cycle of the company or otherwise these are classified as non-current.

The classification of financial instruments whether to be measured at Amortized Cost, at Fair Value through Profit and Loss (FVTPL) or at Fair Value through Other Comprehensive Income (FVTOCI) depends on the objective and contractual terms to which they relate. Classification of financial instruments are determined on initial recognition.

#### **i. Cash and cash equivalents**

All highly liquid financial instruments, which are readily convertible into determinable amounts of cash and which are subject to an insignificant risk of change in value and are having original maturities of three months or less from the date of purchase, are considered as cash equivalents. Cash and cash equivalents includes balances with banks which are unrestricted for withdrawal and usage.

#### **ii. Financial Assets and Financial Liabilities measured at amortised cost**

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

#### **iii. Financial Asset at Fair Value through Other Comprehensive Income (FVTOCI)**

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal

and interest on the principal amount outstanding. Subsequent to initial recognition, they are measured at fair value and changes therein are recognised directly in other comprehensive income.

**iv. Investment in Subsidiaries, Joint Ventures and Associates are being carried at deemed cost/at cost.**

**v. Impairment of financial assets**

A financial asset is assessed for impairment at each balance sheet date. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

**vi. Provisions, Contingent Liabilities and Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognized when there is a legal or constructive obligation as a result of past events and it is probable that there will be an outflow of resources and a reliable estimate can be made of the amount of obligation. Provisions are not recognised for future operating losses. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

The Reserve Bank of India vide Notification No. DNBR (PD) CC.No.002/03.10.001/2014-15 Dated NOVEMBER 10, 2014 has issued direction to all NBFCs to make provision of 0.30% on STANDARD ASSETS with immediate effect. Accordingly the Company has made provision @ 0.30% on Standard Assets in accordance therewith

Contingent liabilities are not recognized and are disclosed by way of notes to the financial statements when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or when there is a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the same or a reliable estimate of the amount in this respect cannot be made.

Contingent assets are not recognised but disclosed in the Financial Statements by way of notes to accounts when an inflow of economic benefits is probable.

**vii. Taxes on Income:**

Tax expenses comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961. This liability is calculated at the applicable tax rate or minimum alternate tax rate u/s 115JB of the Income Tax Act, 1961 as the case may be for current taxes on Income. Deferred income tax reflects the impact of timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax laws enacted or substantively enacted at the balance sheet date.

Deferred Tax resulting from “timing difference” between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantially enacted as on the Balance Sheet date. Deferred tax assets are recognized only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets are recognized on carry forward of unabsorbed depreciation and tax losses only if there is virtual certainty that such deferred tax assets can be realized against future taxable profit.

MAT credit is recognized as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which the Minimum Alternative Tax (MAT) credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in guidance note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the profit and loss account and shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal income tax during the specified period.

**viii. Earnings per share:**

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

**Note No: 4**
**Property, Plant and Equipment:**
**As at March 31, 2023**
**Amount (Rs. in Hundred)**

Particulars	Plant and Equipment	Furniture and Fixtures	Computer Equipments	Total
<b>Gross Block</b>				
As at April 1, 2022	59.99	10.61	3,665.65	3,736.25
Additions	-	-	-	-
Disposal	-	-	-	-
<b>As at March 31, 2023</b>	<b>59.99</b>	<b>10.61</b>	<b>3,665.65</b>	<b>3,736.25</b>
<b>Accumulated Depreciation</b>				
As at April 1, 2022	59.99	10.61	3,164.02	3,234.62
Charge for the period	-	-	286.56	286.56
Disposal	-	-	-	-
<b>As at March 31, 2023</b>	<b>59.99</b>	<b>10.61</b>	<b>3,450.58</b>	<b>3,521.18</b>
<b>As at March 31, 2023</b>	<b>-</b>	<b>-</b>	<b>215.07</b>	<b>215.07</b>

**As at March 31, 2022**
**Amount (Rs. in Hundred)**

Particulars	Plant and Equipment	Furniture and Fixtures	Computer Equipments	Total
<b>Gross Block</b>				
As at April 1, 2021	59.99	10.61	2955.65	3026.25
Additions	-	-	710.00	710.00
Disposal	-	-	-	-
<b>As at March 31, 2022</b>	<b>59.99</b>	<b>10.61</b>	<b>3,665.65</b>	<b>3,736.25</b>
<b>Accumulated Depreciation</b>				
As at April 1, 2021	59.99	10.61	2,599.58	2,670
Charge for the period	-	-	564.44	564
Disposal	-	-	-	-
<b>As at March 31, 2022</b>	<b>59.99</b>	<b>10.61</b>	<b>3,164.02</b>	<b>3,234.62</b>
<b>Net Carrying Amount</b>				
<b>As at March 31, 2022</b>	<b>-</b>	<b>-</b>	<b>501.63</b>	<b>501.63</b>

**Note No: 5 :**
**Loans:**
**Amount (Rs. in Hundred)**

Particulars	As at March 31, 2023	As at March 31, 2022
Loans and Advances - Unsecured, Considered Good	22,15,603.65	24,59,541.88
<b>TOTAL</b>	<b>22,15,603.65</b>	<b>24,59,541.88</b>

**Note No: 6:**
**Timing Difference**
**Deferred Tax Assets**
**Amount (Rs. in Hundred)**

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Opening Balance</b>	67.39	38.46
<b>Add: Generated during the Year</b>	113.31	28.93
<b>Less: Reversed during the year</b>	-	-
<b>Closing balance</b>	<b>180.70</b>	<b>67.39</b>

**Note No: 7**
**Inventories:**
**Amount (Rs. in Hundred)**

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Shares</b>	24,204.00	24,204.00
	<b>24,204.00</b>	<b>24,204.00</b>

**Note No: 8**
**Cash and Cash Equivalents: Amount (Rs. in Hundred)**

Particulars	As at March 31, 2023	As at March 31, 2022
Balance with Banks		
In Current account	814.50	2895.72
Cash on Hand	1319.49	903.76
	<b>2,133.99</b>	<b>3,799.48</b>

**Note No: 9**
**Other Current Assets: Amount (Rs. in Hundred)**

Particulars	As at March 31, 2023	As at March 31, 2022
Balance with Government Authorities	17,052.63	26,635.88
Security Deposit (Outstanding for a period of more than 3 years)	1,000.00	1,000.00
	<b>18,052.63</b>	<b>27,635.88</b>

**Note No: 11**
**Other Equity: Amount (Rs. in Hundred)**

Particulars	As at March 31, 2023	As at March 31, 2022
Capital Reserve	-	-
Securities Premium Account	-	-
General Reserve	<b>10,11,048.57</b>	10,08,558.57
Debenture Redemption Reserve	-	-
Retained earnings	<b>28,944.81</b>	<b>20,502.78</b>
Other Comprehensive Income		
Equity Instrument through other Comprehensive Income	-	-
Foreign currency translation Reserve	-	-
	<b>10,39,993.38</b>	<b>10,29,061.35</b>

Refer Statement of Changes in Equity for movement in balance of Reserves.

**Note No: 12**
**Provisions (Non-Current Liabilities): Amount (Rs. in Hundred)**

Particulars	As at March 31, 2023	As at March 31, 2022
Contingency Provision for Standard Assets	9,300.00	9,300.00
	<b>9,300.00</b>	<b>9,300.00</b>

**Note No: 13**
**Financial Liabilities Amount (Rs. in Hundred)**

Particulars	As at March 31, 2023	As at March 31, 2022
Borrowings	6,29,000.00	8,95,000.00
	<b>6,29,000.00</b>	<b>8,95,000.00</b>

**Note No: 14**
**Other Current Liabilities: Amount (Rs. in Hundred)**

Particulars	As at March 31, 2023	As at March 31, 2022
Liabilities for expenses	1755.97	1615.97
Dividend Payable	60.42	60.42
	<b>1,816.39</b>	<b>1,676.39</b>



## SUJALA TRADING & HOLDINGS LIMITED

Amount in Rs (In Hundred)

	as at 31st March ,2023	as at 31st March ,2022
	₹	₹
<b>NOTE -10(1)</b>		
<b><u>SHARE CAPITAL</u></b>		
<b><u>Authorised</u></b>		
58,00,000 Equity Shares of Rs.10/- each	<b>5,80,000.00</b>	<b>5,80,000.00</b>
<b><u>Issued, Subscribed &amp; Paid up</u></b>		
57,21,750 Equity Share of Rs.10/- each	5,72,175.00	5,72,175.00
	<b>5,72,175.00</b>	<b>5,72,175.00</b>

### 10(2). Terms/Right attached to Equity Shares:

The Company has only one class of equity shares having a par value ₹ 10/-. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the equity shareholders are eligible to receive the remaining assets of the company, after distribution of all preferential amounts, in proportion of their shareholding.

### 10(3). Reconciliation of number of equity shares outstanding:

	as at 31st March ,2023		as at 31st March ,2022	
	Nos	Amount ₹	Nos	Amount ₹
Shares outstanding at the beginning of the year	57,21,750	5,72,175.00	57,21,750	5,72,175.00
Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	57,21,750	5,72,175.00	57,21,750	5,72,175.00

### 10(4). Details of Shareholders holding more than 5% equity shares of the Company:

NAME OF THE SHAREHOLDER (EQUITY SHARES OF RS 10 EACH FULLY PAID UP)	as at 31st March ,2023		as at 31st March ,2022	
	Nos	%	Nos	%
1. SQUARE TRADES AND HOLDINGS PVT LTD	891000	15.57	891000	15.57
2. MOTOREX FINANCE PVT LTD	527499	9.22	527499	9.22
3. MIDNIGHT AGENCIES PVT LTD	525474	9.18	525474	9.18
4. PATANGI TRADE AND HOLDINGS PVT LTD	469445	8.20	232489	4.06
5. PICADALLY TRADE AND HOLDINGS PVT. LTD.	434470	7.59	434470	7.59
6. SHAH TELECOM LTD	426885	7.46	426885	7.46
7. ASCENT DEALMARK PRIVATE LIMITED	391810	6.85	6,816	0.11
8. KALIMATA INVESTMENT CONSULTANCY PVT. LTD.	340067	5.94	340067	5.94
9. SHREE SUDHARSHAN CASTINGS (P) LTD.	301993	5.28	301993	5.28

As per the records of the Company, including its Register of Members and other declarations received from the shareholders regarding beneficial interest , the above shareholders represents legal ownership of shares.

<b>10(5). Shareholding of promoters:</b>				
	<b>as at 31st March ,2023</b>		<b>as at 31st March ,2022</b>	
	Nos	%	Nos	%
1. SQUARE TRADES AND HOLDINGS PVT LTD	8,91,000	15.57	8,91,000	15.57
Total	8,91,000	15.57	8,91,000	15.57

**Note No: 15**

**Provisions (Current Liability):**

**Amount (Rs. in Hundred)**

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for Tax	8,105.27	8,537.53
	<b>8,105.27</b>	<b>8,537.53</b>

**Note No: 16**

**Revenue from Operations:**

**Amount (Rs. in Hundred)**

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Sale of Mutual Fund	1,13,046.85	1,50,511.19
Interest received on Loan	1,21,202.77	1,63,436.70
	<b>2,34,249.62</b>	<b>3,13,947.89</b>

**Note No: 17**

**Other Income:**

**Amount (Rs. in Hundred)**

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Other Income	-	-
Interest on I. T. Refund	445.08	290.78
	<b>445.08</b>	<b>290.78</b>

**Note No: 18**

**PURCHASE**

**Amount (Rs. in Hundred)**

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Purchase Mutual Fund	1,10,000.00	1,50,000.00
	<b>1,10,000.00</b>	<b>1,50,000.00</b>

**Note No: 19**

**Change in Inventories:**

**Amount (Rs. in Hundred)**

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Opening Stock	24,204.00	24,204.00
Less: Closing Stock	(24,204.00)	(24,204.00)
	-	-

**Note No: 20**

**Employee Benefit expenses:**

**Amount (Rs. in Hundred)**

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Directors Remuneration	3,945.00	3,545.30
Salary & Allowances	16,440.00	16,440.00
Staff Welfare	2,219.1	2,316.55
	<b>22,604.01</b>	<b>22,301.85</b>

**Note No: 21**
**Depreciation & Amortisation:**
**Amount (Rs. in Hundred)**

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Depreciation	286.56	564.44
	<b>286.56</b>	<b>564.44</b>

**Note No: 22**
**Other Expenses:**
**Amount (Rs. in Hundred)**

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Accounting Charges	600.00	600.00
Annual Custody Fees-NSDL	265.50	265.50
Audit Fees	236.00	236.00
Advertisement	122.48	147.48
Bad Debts	70,000.00	1,07,742.11
Bank Charges	27.21	11.14
CIBIL Registration Expenses	531.00	-
CIBIL Annual Fees	59.00	-
Complaints Maintenance Charges	70.80	70.80
Computer Expenses	39.35	38.50
Depository Participant Charges	265.50	265.50
Electric Charges	133.50	314.50
E-Voting Charges	306.80	306.80
Filing Fees	54.00	90.00
General Expenses	1484.62	1335.89
Folio Maintenance Charges	141.60	141.60
Internal Audit fees	60.00	60.00
Listing Fees	3,835.00	3,746.50
Miscellaneous Expenses	-	129.80
Membership fees	29.50	-
Postage & Stamp	331.54	374.19
Professional and Consultancy Fees	1252.25	203.24
Professional Tax	25.00	25.00
Printing & Stationary	311.12	457.60
Rent	5407.98	5400.00
Repairs & Maintenance Charges	100.65	30.66
Secretarial Audit Fees	85.00	85.00
Secretarial Compliance Fees	35.00	35.00
Software Expenses	127.44	-
Scrutinizer Fees	70.00	70.00
Tax Audit Fees	80.00	80.00
Telephone Charges	70.90	66.05
Travelling & Conveyance	1062.83	902.47
Website Charge	59.00	59.00
	<b>87,280.57</b>	<b>1,23,290.33</b>

**Note No: 23**
**Tax Expenses:**
**Amount (Rs. in Hundred)**

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Current Tax	3,704.84	4,730.26
Deferred Tax	(113.31)	(28.93)
	<b>3,591.53</b>	<b>4,701.33</b>

**Note No: 24**
**Earning per Share**
**Amount (Rs. in Hundred)**

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Net Profit after tax as per Statement of Profit and Loss (A)	10,932.03	12,433.83
Weighted Average number of equity shares outstanding (B)	57,21,750	57,21,750
Face value per equity share	10	10
Basic and Diluted Earnings per share[A/B]	0.1911	0.2173

**Note No: 25**
**OTHER NOTES ON ACCOUNTS:**

- i. Based on the information / documents available with the Company, no creditor is covered under Micro, Small and Medium Enterprise Development Act, 2006. As a result, no interest provision/payments have been made by the Company to such creditors for the year ended March 31, 2023.
- ii. Loans & advances balances are subject to confirmation by the respective parties.
- iii. **Segment Reporting:**  
The Company is engaged in one business segment viz Non-Banking Financial Services and hence, there are no separate reportable segments. However going forward the Board is contemplating to evaluate respective differential Risks & Rewards applicable to the revenue generating functions of Investment in mutual funds vis-a-vis interest income from unsecured loans and recognise the segment information on the same. The incomes and assets engaged in these two sub-activities are mentioned with appropriate description & nomenclature in the schedules to financial statements.
- iv. **Related party disclosure as identified by the management in accordance with the Indian Accounting Standard (Ind AS) 24 on "Related Party Disclosures" are as follows:**

**Name of Related Parties along with the relationship with the Company:**

- |   |  |
|---|--|
| a. Wholly Owned Subsidiary Company                    | Nil  |
| b. Associate Company                                  | Nil  |
| c. Joint Venture                                      | Nil  |
| d. Key Managerial personnel (KMP) and their relatives | <ol style="list-style-type: none"> <li>1. Subhadeep Mukherjee- Managing Director</li> <li>2. Gourav Goel-Director</li> <li>3. Tapshi Naha Roy-Director</li> <li>4. Dhiraj Ram-Director (Date of Resignation: 20.06.2022)</li> <li>5. Priyankar Basu Mallick (Date of Appointment: 20.06.2022)</li> <li>6. Ashok Kumar Agarwal- Chief Financial Officer</li> <li>7. Purna Mall - Company Secretary</li> </ol> |

**Relatives of Key Management Personnel:**

- 1) Mr. Tapan Mukherjee Father of

**Mr. Subhadeep Mukherjee**  
**2) Mrs. Sonali Mukherjee Wife of Mr.**  
**Subhadeep Mukherjee**

**a. Enterprise in which KMP and their relatives has substantial interest**

- **Subhadeep Mukherjee (MD)**
- **Tapashi Naha Roy (Director)**
  - Ambika Vincom Private Limited (NIL)
  - Risero Business Pvt. Ltd. (NIL)
  - Vicky Sales Private Limited (NIL)
  - Moondhara Agency Private Limited (NIL)
  - Liberty Commosale Private Limited (NIL)
  - Milestone Dealcomm Private Limited (NIL)
  - Signature Vintrade Private Limited (NIL)
  - Samundar Commercial Private Limited (NIL)
  - Skyview Dealmark Private Limited (NIL)
- **Gourav Goel (Director)**
  - Shree Sudharshan Castings Pvt Ltd (Rs. 40,00,000/- as advance received & Paid Rs. 8,35,00,000/-)
  - Midnight Agencies Pvt Ltd (Rs. 9,03,00,000/- as advance received & Paid Rs. 7,69,00,000/-)
  - Motorex Finance Private Limited (NIL)
  - Amritlaxmi Suppliers Private Limited (NIL)
  - Jackster Trade Private Limited (NIL)
  - Saharana Trade Private Limited (NIL)
  - Bhusarg Mercantile Private Limited (NIL)
  - Fragrose Trade Private Limited (NIL)
  - Vodhi Trade Private Limited (NIL)
- **Priyankar Basu Mallick (Director)**
  - Shree Sudharshan Castings Pvt Ltd (Rs. 40,00,000/- as advance received & Paid Rs. 8,35,00,000/-)
  - Midnight Agencies Pvt Ltd (Rs. 9,03,00,000/- as advance received & Paid Rs. 7,69,00,000/-)
  - Motorex Finance Private Limited (NIL)
  - Amritlaxmi Suppliers Private Limited (NIL)
  - Jackster Trade Private Limited (NIL)
  - Saharana Trade Private Limited (NIL)
  - Bhusarg Mercantile Private Limited (NIL)
  - Fragrose Trade Private Limited (NIL)
  - Vodhi Trade Private Limited (NIL)

**Related Party Transaction**

Amount in ₹

SI No	Nature of Transaction	Relation with the company	During the Financial Year	Previous Financial Year
<b>Director's Remuneration paid</b>				
1	Subhadeep Mukherjee	Managing Director	3,12,000	3,12,000
2	Gourav Goel	Director	82,500	36,000
3	Tapshi Naha Roy	Director	-	6,530
<b>Professional Fees</b>				
	Priyankar Basu Mallick	Non Executive Director	60,000	-
<b>Salary paid</b>				
2	Ashok Kumar Agarwal	Chief Financial Officer	84,000	84,000
3	Prerna Mall	Company secretary	1,14,000	1,08,000

- v. The Company has Complied this information based on the current information in its possession. As at 31.03.2023, no supplier has intimated the Company about its status as a Micro or Small enterprise or its Registration with the appropriate authority under Micro, Small and Medium Enterprise Development Act, 2006.  
Amount due to Micro Small and Medium Enterprises as on 31.03.2023 is. NIL. *(based on disclosure made by the vendors, or absence of the same).*
- vi. The Financial Statements and Notes on Accounts has been prepared as per the Companies Act, 2013 with their Schedule as the same is effective from 1st April, 2014.
- vii. Effective from April 1, 2014, the Company has been charging depreciation based on the useful life of the assets as per the requirement of Schedule II of the Companies Act, 2013. It has recomputed the depreciation on various fixed assets in accordance with and in the manner prescribed with Part C of Schedule II of the Companies Act, 2013.
- viii. Provision for taxation on Income for the year has been made under the tax calculated on income under normal computation as per income tax act being higher than the tax computed under section 115JB of the income tax act.
- ix. The management has assessed that there is no impairment of Fixed assets requiring provisions in the accounts. Accordingly, there is no debit to the Profit & Loss Account for the impairment of Assets.
- x. Deferred Taxation:  
The company recognises the deferred tax liabilities/assets on the timing differences for the period in which there is virtual certainty of future income by way of prudence in accordance with Ind AS-12 "Income Taxes "  
Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences.
- xi. No Provision has been made on account of gratuity as none of the employees have put in completed years of Service as required by the payment of Gratuity Act.
- xii. No provision has been made on account of leave salary as there are no leave to the credit of employees as at the end of the year.
- xiii. Previous Year figures have been regrouped, rearranged or re-casted wherever considered necessary.

- xiv. Information required to be furnished under paragraph 9BB of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998 is given in separate Annexure.
- xv. The bad debts associated with Loans & Advances is reported on the as Bad Debts Expense supported by Board Resolution passed by the Board of Directors in its meeting.
- xvi. Additional regulatory information pursuant to Ministry of Company Affairs Notification dated March 24, 2021:
- Compliance with approved Scheme(s) of Arrangements - There are no Scheme of Arrangements approved by the Competent Authority in terms of section 230 to 237 of the Act.
  - Utilisation of borrowed funds and share premium- Utilisation of borrowed funds and share premium
  - No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”) with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - Undisclosed income - There are no transactions not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961.
  - Corporate Social Responsibility (CSR) – Not applicable to the Entity
  - Details of Crypto Currency or Virtual Currency - The Company has not traded or invested in Crypto Currency or Virtual Currency during the financial year.

**xvii. Impact of CORONAVIRUS (COVID-19) on Financial Reporting- Accounting year ended 31st March, 2023**

COVID-19, a global pandemic had affected the world economy including India, leading to significant decline and volatility in financial markets and decline in economic activities during FY 20-21 & 21-22. The lockdown affected activities of organizations across the economic ecosystem, impacting earning prospects and valuations of companies and creating huge volatility in the stock markets. As a result, the Company’s business had been impacted by lower lending opportunities and decline in carrying value of investments, thereby impacting profitability. The impact of COVID-19 on Company’s business is visible on the bad debts written off during FY 21-22 & 22-23( Note-22 Other expenses forming part of PL statement)

Based on the current assessment of the potential impact of the COVID-19 on the Company, management is of the view that the Company is well capitalized with low leverage, widely diversified in terms of its lending and investment activities and has adequate liquidity to service its obligations, sustain its operations and also look at any appropriate investment/lending opportunities.

The Company has maintained adequate provisions on loan assets based on the information available at this point of time including economic forecasts. The extent to which the current pandemic will impact the carrying value of investments and loan receivables is dependent on the future developments. The impact assessment of COVID 19 is a continuing process given its nature and duration. The Company will continue to closely monitor for any material changes to future economic conditions.

**xvii. Relationship with Struck off Companies:-**

NAME OF STRUCK OFF COMPANY	NATURE OF TRANSACTION WITH STRUCK OFF COMPANY	BALANCE OUTSTANDING	RELATIONSHIP WITH THE STRUCK OFF COMPANY
PHLP COMPUTER TECHNOLOGIES PRIVATE LIMITED	SHARE HELD BY STRUCK OFF COMPANY	10/- (1 share)	NA

KRISH MARKETING PRIVATE LIMITED	SHARE HELD BY STRUCK OFF COMPANY	9,84,000 /- (94800 Shares)	NA
---------------------------------	--	-------------------------------	----

The above entities are shareholders of our Company and no impact on the financials this Entity.

**Xviii Investment in Units of Mutual Funds:**

Name of Fund	MV/NAV	Purchase Units	Sale Units	Closing
Aditya Birla Sun Life Floating Rate Growth – Regular Plan (Pr. Yr – NIL)	278.5627	39544.058	39544.058	NIL
<b>TOTAL</b>				NIL

**Xix**

**Financial ratios: -**

NO	Ratio	31-Mar-23	31-Mar-22
1	Current Ratio	6.95	6.15
2	Debt Equity Ratio	0.40	0.56
3	Debt Service Coverage Ratio	0.12	0.18
4	Return on Equity	0.01	0.01
5	Inventory Turnover Ratio	4.54	6.20
6	Trade Receivable Turnover Ratio	NA	NA
7	Trade Payable Turnover Ratio	NA	NA
8	Net Capital Turnover Ratio	-1.84	-0.37
9	Net Profit Ratio	4.67	3.96
10	Return on Capital Employed	0.67	0.01
11	Return on Investment	NA	NA
12	Capital to risk-weighted assets ratio (CRAR)	NA	NA
13	Tier I CRAR	NA	NA
14	Tier II CRAR	NA	NA
15	Liquidity Coverage Ratio	NA	NA

As per our report of even date

**For N C Mitra & Co**

Chartered Accountants

FRN:306027E

D.Chakraborty

Partner

Membership No - 065926

**For and in behalf of the Board of Directors**

Subhadeep Mukherjee

Managing Director

DIN: 03060827

Gourav Goel

Director

DIN: 06850998

Place: Kolkata

Date: May 30, 2023

Ashok Kumar Agarwal

Chief Financial Officer

Purna Mall

Company Secretary



## Sujala Trading and Holdings Limited

Annexure Referred to In Note No. 25(Xiv) of Notes on Financial Statements  
Annexed as Per Reserve Bank of India Prudential Norms

Annexure to the Balance Sheet of a Non-Banking Financial Company as on 31.03.2023

As required in terms of paragraph 13 of the Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007

### Particulars:

₹ in Lacs

<b><u>Liability side:</u></b>		
1	Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid	Amount (Outstanding)
	a) Debentures:	Amount (Overdue)
	Secured	Nil
	Unsecured (Other than falling within them eaning of Public Deposits)	Nil
	b) Deferred Credit	Nil
	c) Term Loans	Nil
	d) Inter-Corporate Loan and Borrowings	Nil
	e) Commercial Paper	Nil
	f) Public Deposits	Nil
	g) Other Loans(specify nature) Please see Note 1 below	6.29
 <b><u>Asset Side:</u></b>		
2	Break-up of Loans and Advances including bills receivables other than those included in (4) below:	Amount (Outstanding)
	a) Secured	Nil
	b) Unsecured	22.16
3	<b><u>Break-up of Leased Assets and stock on hire and hypothecation loans counting towards EL/HP activities</u></b>	
	i. Lease Assets including lease rentals under sundry debtors	
	(a) Financial Lease	Nil
	(b) Operating Lease	Nil
	ii. Stock on hire including hire charges under sundry debtors	
	(a) Assets on hire	Nil
	(b) Repossessed Assets	Nil
	iii. Hypothecation loans counting towards EL/HP activities	
	(a) Loans where assets have been repossessed	Nil
	(b) Loans other than (a) above	Nil
4	<b><u>Break-up of Investments:</u></b>	
	Current Investments (Stock-in-trade)	
	1. Quoted:	
	i. Shares	
	a) Equity	Nil
	b) Preference	Nil
	ii. Debentures and Bonds	Nil
	iii. Units of Mutual funds	Nil
	iv. Governments Securities	Nil
	v. Other	Nil
	2. Unquoted:	

i. Shares	a) Equity	0.24
	b) Preference	Nil
ii. Debentures and Bonds		Nil
iii. Units of Mutual funds		Nil
iv. Governments Securities		Nil
v. Other		Nil

**Long Term Investments**
**Quoted:**

i. Shares	a) Equity	Nil
	b) Preference	Nil
ii. Debentures and Bonds		Nil
iii. Units of Mutual funds		Nil
iv. Governments Securities		Nil
v. Other		Nil

**Unquoted:**

i. Shares	a) Equity	Nil
	b) Preference	Nil
ii. Debentures and Bonds		Nil
iii. Units of Mutual funds		Nil
iv. Governments Securities		Nil
v. Other		Nil

**5 Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances**
**Category**

1. Related Parties**	Secured	Unsecured	Total
a) Subsidiaries	Nil	Nil	Nil
b) Companies in the same Group	Nil	Nil	Nil
c) Other related Parties	Nil	Nil	Nil
2. Other than Related Parties	Nil	22.16	22.16
Total	Nil	22.16	22.16

**6 Investor group wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted)**
**Category**

1. Related Parties	Market Value/ Break-up of Fair Value/ NAV	Book Value (Net of Provisions)
Subsidiaries	Nil	Nil
Companies in the same Group	Nil	Nil
Other related Parties	Nil	Nil
2. Other than Related Parties	24.20	24.20
Total	24.20	24.20

\*\* As per Accounting Standard of ICAI (Please see Note 3)

**7 Other Information:**
**Particulars**

	Amount
i. Gross Non-Performing Assets	
a) Related Parties	Nil
b) Other than Related Parties	Nil
ii. Net Non-Performing Assets	
a) Related Parties	Nil
b) Other than Related Parties	Nil
iii. Assets acquired in satisfaction of debt	Nil

**Notes:**

1. As defined in paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposit (Reserve Bank) Directions, 1998.
2. Provisioning norms shall be applicable as prescribed in Non - Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.
3. All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of Investments and other assets as also assets acquired in satisfaction of debt. However, Market value in respect of quoted Investment and break-up/ fair value/ NAV in respect on unquoted investments should be disclosed irrespective of whether they are classified as long term or current in (4) above.

As per our report of even date

**For N C Mitra & Co**

Chartered Accountants  
FRN : 306027E

**For and in behalf of the Board of Directors**

Subhadeep Mukherjee

Gourav Goel

D.Chakraborty  
Partner  
Membership No - 065926

Managing Director  
DIN: 03060827

Director  
DIN: 0685099

Place:Kolkata  
Date: May30, 2023

Ashok Kumar Agarwal  
Chief Financial Officer

Perna Mall  
Company Secretary

**ATTENDANCE SLIP**

<b>Regd. Folio / DP ID &amp; Client ID</b>
<b>Name and Address of the Shareholder</b>

1. I hereby record my presence at the **42<sup>nd</sup> ANNUAL GENERAL MEETING** of the Company being held on **21<sup>st</sup> August, 2023** at 11.30 A.M. at the Registered Office of the Company at **1A, Grant Lane, 2<sup>nd</sup> Floor, Kolkata- 700 012, West Bengal**

2. **Signature of the Shareholder/Proxy Present**

3. Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover the same at the entrance duly signed.

4. Shareholder / Proxy holder desiring to attend the meeting may bring his / her copy of the Annual Report for reference at the meeting.

**Note:** -PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.

**ELECTRONIC VOTING PARTICULARS**

(1) EVSN (E-Voting Sequence No.)	(2) USER ID.	(3) PAN or Relevant No.as under	(4) Bank Account No.
			(See Note No.1)

Notes:

(1) Where Bank Account Number is not registered with the Depositories or Company please enter your User Id. as mentioned in column (2) above.

(2) Please read the Instructions printed under the Note No. 7 to the Notice dated **30<sup>th</sup>May, 2023** of the **42<sup>nd</sup> Annual General Meeting**. The e-Voting period starts from 9.00 A.M. on 18.08.2023 and ends at 5.00 P.M. on 20.08.2023, the e-voting module shall be disabled by CDSL for voting thereafter.

## SUJALA TRADING & HOLDINGS LTD.

Regd. Off. : 1A, GRANT LANE, 2ND FLOOR. ROOM NO-202, KOLKATA-700 012 (West Bengal)  
 Phone: (91-033) 2236-4330, E-mail: [sujala\\_trading@yahoo.com](mailto:sujala_trading@yahoo.com)/enquiry @sujalagroup.com,  
 CIN-L51109WB1981PLC034381 Website-www.sujalagroup.com

### Form No. MGT-11 PROXY FORM

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

Name of the member (s) :
Registered Address:
E-Mail Id:
Folio No/ DP ID –Client ID No:

I/We, being the member(s) of.....shares of the above named Company, hereby appoint

1. Name -----Address:-----

E-mail ID: -----Signature:----- or failing him:

2. Name :-----Address:-----

-  
E-mail ID.----- Signature:----- or failing him:

3. Name :-----Address:-----or failing him:

E-mail ID:-----Signature:-----as my/our

Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 42<sup>nd</sup> Annual General Meeting of the Company, to be held on the 21<sup>st</sup> August, 2023 at 11.30 A.M at **1A, Grant Lane, 2<sup>nd</sup> Floor, Kolkata-700 012** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Resolutions	Vote	
		For	Against
	<b>Ordinary Business</b>		
1	<b>To Adoption of Financial Statements for the F.Y. Year ended 31<sup>st</sup> March, 2023</b>		
2	<b>To appoint a Director, in place of Mrs. Tapashi Naha Roy (DIN- 08195094), who retires by rotation and being eligible, offers himself for reappointment</b>		
3	<b>To Approve, Confirm And Ratify The Appointment Of Statutory Auditors Of The Company To Fill The Casual Vacancy Caused Due To The Resignation</b>		
4	<b>Appointment of Statutory Auditor</b>		

Signed this.....day of .....2023

Signature of shareholder

Affix Revenue Stamp
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Signature of Proxy holder(s)

**Note:** This form duly filled up, stamped and signed by the appointer or his attorney duly authorized in writing or if the appointer is a Body Corporate, under the seal or signed by an attorney duly authorized by it shall be deposited at the Registered Office of the Company along with the power of Attorney, if any under which the Proxy Form is signed, not less than 48 hours before the time for holding the meeting.

## SUJALA TRADING & HOLDINGS LTD.

Regd. Off. 1A, GRANT LANE, 2ND FLOOR.ROOM NO-202, KOLKATA-700 012 (West Bengal)

Phone: (91-033) 2236-4330, E-mail: sujala\_trading@yahoo.com/enquiry @sujalagroup.com,

CIN-L51109WB1981PLC034381Website-www.sujalagroup.com

### Form No. MGT-12

#### Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company:	<b>SUJALA TRADING &amp; HOLDINGS LIMITED</b>
Registered office :	1A, Grant Lane, 2 <sup>nd</sup> Floor, Room No. 202, Kolkata – 700 012, West Bengal

### BALLOT PAPER (41<sup>st</sup> Annual General Meeting)

S. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Share

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

S. No.	Resolutions	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	To Adoption of Financial Statements for the F.Y. Year ended on 31 <sup>st</sup> March, 2023			
2.	To appoint a Director, in place of Mrs. Tapashi Naha Roy (DIN- 08195094), who retires by rotation and being eligible, offers himself for reappointment			
3.	To Approve, Confirm And Ratify The Appointment Of Statutory Auditors Of The Company To Fill The Casual Vacancy Caused Due To The Resignation			
4.	Appointment of Statutory Auditor			

Place:

Date:

(Signature of the shareholder)

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 Phone: (91-033) 2236-4330, E-mail: sujala\_trading@yahoo.com/enquiry @sujalagroup.com,  
 CIN-L51109WB1981PLC034381Website-www.sujalagroup.com

### Form No. SH-13

#### Nomination Form

**[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]**

To  
**Sujala Trading & Holdings Limited**  
 1A, Grant Lane, Room No: 202  
 2<sup>nd</sup> Floor, Kolkata- 700 012, West Bengal

I/We ..... the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.	
				From	To

(2) PARTICULARS OF NOMINEE/S —

Name		Date of Birth	DD/MM/YYYY
Father's/Mother's/ Spouse's name		Occupation	
Address		Nationality	
PIN Code			
Relationship with the security holder		Phone No.	
E-mail id		Mobile No.	
Signature of Nominee		IT PAN /Others	

(3) IN CASE NOMINEE IS A MINOR—

Name		Date of Birth	DD/MM/YYYY
		Date of attaining majority	DD/MM/YYYY
Name of guardian:		Relationship with Minor	
Address of guardian			

Name of Security Holder(s)	Signature
1.	
2.	

3.		
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Witness	Signature	
Name:		
Address:		

Place:

Date:

**Please fill this Nomination form in Duplicate after carefully reading the instructions given below:**

1. The Nomination can be made by individuals only holding shares singly or jointly. Non-individuals including Society, Trust, Body Corporate, Partnership firm, Karta of Hindu Undivided Family and Power of Attorney holder cannot nominate.
2. The nominee shall not be a Trust, Society, Body Corporate, Partnership firm, Karta of Hindu Undivided Family and power of attorney holder.
3. The shareholder [s] can nominate a minor as a nominee and in that event the name and address of the guardian shall be provided.
4. As per section 72 of Companies Act 2013, if the shares are held by more than one person jointly, then the joint holders may together nominate a person to whom all the rights in the shares of the Company shall vest, in the event of death of all the joint holders.
5. If the shares are held jointly, subsequent to the death of anyone of the holders, the shares would not be registered in favour of the nominee but would be transferred in the name of the surviving shareholders.
6. The nomination form filled in “duplicate” should be lodged with the Registrar and Share transfer Agent of the Company i.e.M/s. ABS Consultant Private Limited4, B.B.D Bag (East), Stephen House, Room No: 99, 6th Floor, Kolkata- 700 001, West Bengal. The Registrar will return one copy of the nomination form to the shareholder after registering the nomination. The registration number allotted will be furnished in the said form.
7. The shareholder[s] can Cancellation or change an earlier nomination by executing Form No. SH-14 (Cancellation or Variation of Nomination form).
8. Nomination stands cancelled whenever the shares in the given folio are transferred /dematerialized. Also in case of change in folio due to consolidation/ transmission a new nomination has to be filed.
9. The nomination made through Form No. SH-13 will be considered valid if the nomination made by the holder[s] of the shares is registered with the company before the death of the registered holder[s] of the shares.
10. Kindly note that the nomination being a legal document should be dated by the nominator and the witness should certify that the nominator has signed the form in their presence. Furthermore, the date of execution on the Nomination Form should match with the date of witness, witnessing the document.
11. A copy of photo identity proof (like PAN/Passport) of nominee is required.

**FOR OFFICE USE ONLY**

Nomination Registration No.	Date of Registration	Signature of Employee with Code No.