

27th

ANNUAL REPORT 2019-2020

MUKESH BABU SECURITIES LIMITED

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Board of Directors

Shri Mukesh Babu (Chairman)
Ms.Meena Mukesh (Managing Director)
Shri Vijay Vora

Company Secretary

Miss. Manasi Dalal

Main Bankers

Bank of India
HDFC Bank
ICICI Bank
Oriental Bank of Commerce

Statutory Auditors

Chaitanya C. Dalal & Co.

111, Maker Chambers III,
223, Nariman Point,
Mumbai - 400 021.

Registered Office

111, Maker Chambers III,
223, Nariman Point,
Mumbai - 400 021.

: NOTICE:

NOTICE is hereby given that the Twenty - seventh (27th) Annual General Meeting of the members of Mukesh Babu Securities Limited will be held on **Wednesday, September 30, 2020 at 10.00 a.m.** at 111, Maker Chambers III, 223, Nariman Point, Mumbai 400021 to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements and the Reports of Directors and Auditors thereon for the Financial Year ended March 31, 2020:

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon.

2. Appointment of a Director

To appoint a Director in place of Mr. Mukesh Babu (DIN:00224300) who retires by rotation and being eligible offers himself for re-appointment as a Director of the Company liable to retire by rotation.

By Order of the Board of Directors
For Mukesh Babu Securities Limited

Manasi Dalal
Company Secretary

Mumbai, 28th August 2020

Registered Office:

Mukesh Babu Securities Limited

111, Maker Chamber III,

223, Nariman Point,

Mumbai – 400021.

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The Proxy, in order to be effective, must be received by the Company at its registered office not less than 48 hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

2. Every member entitled to vote at a meeting of the company or on any resolution to be moved thereat, shall be entitled during the period beginning 24 (twenty-four) hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing of the intention so to inspect is given to the Company.
3. Members/ Proxies/ Authorised Representatives should bring the enclosed attendance slip duly filled in, for attending the Meeting. Members who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
4. All documents referred to in the Notice and Explanatory Statement is open for inspection at the Registered Office of the Company during business hours, on all working days except public holidays, between 10.00 am and 5.30 pm, up to the date of the Annual General Meeting.
5. Detailed profile of Director seeking re-appointment in the Annual General Meeting is as follows:

| | |
|---|---|
| Name of the Director | Mr. Mukesh Babu |
| Date of Birth | 17-11-1955 |
| Age | 65 |
| Qualifications | B. Com., C. A. |
| Expertise in specific functional areas | Finance, Investments and Capital Market |
| Experience | Over 3 decades |
| Directorship in Other Companies | 1. Mukesh Babu Financial Services Limited 2. Sagar Systech Limited 3. Mukesh Babu Stock Broking Private Limited 4. Mukesh Babu Management Consultants Private Limited 5. Rushil Industries Limited 6. Rushil Recycling Private Limited |
| Other Companies in which Committee membership/ chairmanship held | Member of Audit Committee and Stakeholders Relationship Committee of Sagar Systech Limited |
| No. of shares held in the Company as on 31st March 2020 | 22,18,990 shares |
| Relationship with other Directors and/or other KMPs | Husband of Mrs. Meena Mukesh Babu, Managing Director on the Board of the Company. He is also one of the Promoters of Mukesh Babu Securities Limited |

BOARD REPORT

To the Members,

Your Directors have pleasure in presenting their **Twenty - seventh Annual Report** on the business, operations and state of affairs of the Company together with the Audited Financial Statements for the financial year ended **31st March 2020**:

1. FINANCIAL HIGHLIGHTS

The Company's financial performance for the year under review along with previous year's figures are given hereunder:

| PARTICULARS | 2019-20 | 2018-19 |
|--|--------------------|-------------------|
| | Rs. | Rs. |
| Income from Operation | - | - |
| Other Income | 153,050,826 | 91,959,968 |
| | | |
| Total Income | 153,050,826 | 91,959,968 |
| Profit before Interest, Depreciation & Tax | 70,800,953 | 54,163,153 |
| Less : Interest | 10,535,138 | 42,673,725 |
| Profit Before Depreciation | 60,265,815 | 11,489,428 |
| Less: Depreciation | 1,092,431 | 763,255 |
| Profit After Depreciation and Interest | 59,173,383 | 10,726,173 |
| Less: Current Income Tax | 10,125,000 | 1,141,097 |
| Less: Deferred Tax | 121,406 | (84,250) |
| Net Profit after Tax | 48,926,977 | 9,669,326 |
| Balance carried to Balance Sheet | 48,926,977 | 9,669,326 |
| Earning Per Shares (Basic) | 9.79 | 1.93 |
| Earning Per Shares (Diluted) | 9.79 | 1.93 |

2. RESERVE & SURPLUS:

During the year under review the Company has not transferred any amount to the General Reserve.

3. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS:

a. Financial Review:

Your Company reported a net profit of Rs.489.27 Lacs for the financial year ended 31st March 2020 as compared to net profit of Rs.96.69 Lacs in the previous year. Depreciation during the year was Rs.10.92 Lacs as compared to Rs.7.63 Lacs in the previous year. Provision for taxation during the year is Rs.102.46 Lacs including Deferred Tax Provision as compared to Rs. 10.57 Lacs in previous year.

b. Internal Control Systems and their adequacy

The Company has an adequate control system, commensurate with the size of its operations and nature of its business activities. The scope of the same is regularly reviewed to make it more effective.

c. Human Resources

Human relations in the organisation continued to be cordial during the year. No employee of the Company was in receipt of remuneration for whole/part of the year exceeding the limits prescribed under the Companies Act, 2013.

3. INDIAN ACCOUNTING STANDARD (IND AS):

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

The financial statements of the Company are prepared in compliance with the Companies Act, 2013 and “Indian Accounting Standard (Ind AS). In accordance with the Companies (Indian Accounting Standards), Rules, 2015 of the Companies Act, 2013, the Company has been following the Indian Accounting Standards (Ind AS) for preparation of its financial statements from 01st April, 2019. Significant accounting policies used for the preparation of the financial statements are disclosed in the notes to the financial statements.

4. CHANGE IN THE NATURE OF BUSINESS:

There is no change in the nature of the business of the Company during the year.

5. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

No material changes and commitments affecting the financial position of the Company occurred between the end of the current financial year and the date of this report.

6. COVID

The outbreak of COVID-19 pandemic globally and in India is causing significant disturbance and slowdown of economic activity. India announced country-wide strict lockdown since the last week of March 2020 and such measures continue to be in force till date in gradually relaxed form. Measures taken by the Government of each country to contain the spread of the virus, including travel bans, quarantines, social distancing and closure of non-essential services have triggered significant disruptions to businesses worldwide, resulting in an economic slowdown including in India.

7. DIVIDEND:

To strengthen the financial position of the Company and to augment working capital your directors did not declare any dividend.

8. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid in past years.

9. BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW:

4 (four) meetings viz. 30/05/2019, 14/08/2019, 14/11/2019 & 14/02/2020 of the Board of Directors were held during the year under review.

10. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

(a) Board of Directors:

The Board of Directors of the Company has not undergone any change during the year under review; the Board consists of three Directors namely:

Mrs. Meena Mukesh Babu - Managing Director

She is one of the Promoters of the Company and the Managing Director of the Company since 1997 & has extensive expertise and experience over 3 decades in the field of Capital Markets, Investment Banking and Merchant Banking.

Mr. Mukesh C. Babu - Chairman

As a Chairman and Promoter Director, Mr. Mukesh C. Babu has always led from the front. He has extensive expertise and experience over 3 decades in the field of Capital Markets, Investment Banking and Merchant Banking. He has been serving the Company since its incorporation. He is the Promoter Director of the Company and is on the Board of several other companies.

Mr. Vijay Vora - Director

Mr. Vijay L. Vora is a business entrepreneur and an Independent Director on the Board of Directors of the Company. He has more than two decades of experience in the field of business.

(b) RETIREMENT BY ROTATION:

Mr. Mukesh Babu, Director (DIN:00224300) will retire at the ensuing (27th) Annual General Meeting and being eligible offers himself for re-appointment.

(c) KEY MANAGERIAL PERSONNEL:

During the year under review, there has been no change in the Key Managerial Personnel of the Company.

11. DECLARATION OF INDEPENDENT DIRECTORS:

The provisions of Section 149 pertaining to the appointment of Independent Directors do not apply to our Company.

12. DISCLOSURE ON COMPOSITION OF AUDIT COMMITTEE AND VIGIL MECHANISM:

The provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2014 is not applicable to the Company.

13. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES:

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company and hence the Company has not devised any policy relating to appointment of Directors, payment of Managerial remuneration, Directors qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013.

14. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:

The provisions of Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility are not applicable to the Company hence the Company has not developed and implemented any Corporate Social Responsibility initiatives.

15. STATEMENT CONCERNING DEVELOPMENT & IMPLEMENTATION OF RISK MANAGEMENT POLICY BY THE COMPANY:

Implementation of the Risk Management policy is not applicable to the Company.

16. SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANY:

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

17. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS:

During the year under review, no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

18. CHANGES IN SHARE CAPITAL:

The Company has not issued any Equity Shares and hence there are no changes in Equity Share Capital of the Company during the year under review.

19. STATUTORY AUDITORS:

At the 24th Annual General Meeting of the Company held on 29th September 2017, the members of the Company appointed M/s. Chaitanya C. Dalal & Co., Chartered Accountants (FRN.101632W) as the Statutory Auditors of the Company for a term of period of 5 (five) years up to the conclusion of 29th Annual General Meeting to be held in year 2022.

20. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS IN THEIR REPORTS:

The Auditors Report annexed to the Financial Statements does not contain any qualification, reservation or adverse remark or disclaimer.

21. SECRETARIAL AUDITORS:

As required under the Regulation 24A of SEBI (Listing Obligations and Disclosure & Requirements) Regulations, 2015, regarding submission of Secretarial Audit Report, the Secretarial Audit Report for the financial year ended 31st March 2020 is attached to this Report in Annexure - 1.

22. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE PRACTICING COMPANY SECRETARY IN THEIR REPORT:

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

23. EXTRACT OF ANNUAL RETURN:

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 as amended from time to time is furnished in **Annexure - 2** and is attached to this Report.

24. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

Particulars of loans are given in the Notes to the Financial Statements forming part of the Annual Report.

25. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All the related party transactions/ contracts / arrangements entered by the Company during the financial year were on an arms' length basis and were carried out in the ordinary course of business.

There were no materially significant related party transactions made by the Company during the year under consideration with the Promoters, Directors or Key Managerial Personnel which have a potential conflict with the interest of the Company at large.

The Company has made full disclosure of transactions with the related parties as set out in Notes to Financial Statements, forming part of the Annual Report.

The particulars as required under Section 188 of the Companies Act, 2013 are furnished in Form AOC-2 which is annexed as **Annexure – 3** to this report.

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

The Company has in place a policy for prevention of sexual harassment at work place in accordance with the requirements of the Sexual Harassment of women at workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The Company did not receive any complain during the year under review.

27. DEPOSITS:

During the year under review, the Company has neither accepted nor renewed any deposits within the meaning of Section 73 and 74 of the Companies Act, 2013 read together with The Companies (Acceptance of Deposits) Rules 2014. There are no outstanding deposits at the end of the year.

28. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

Since the Company is in service industry, the requirement of the information pertaining to conservation of energy, technology absorption, as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is not applicable to this Company.

Foreign Exchange Earning & Outgo:

During the year under review, there was no foreign exchange earnings and outgo.

29. DIRECTORS RESPONSIBILITY STATEMENT:

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submit that—

- a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. they had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company for the financial year ended 31st March 2020 and of the profit and loss of the Company for that period;
- c. they had 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. they had prepared the annual accounts on a going concern basis;
- e. they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f. they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

30. ACKNOWLEDGEMENTS:

Your Directors place on record their sincere thanks to bankers, business associates, consultants, its employees, its investors and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Mukesh Babu
Chairman
DIN:00224300

Meena Babu
Managing Director
DIN:00799732

Date: 28th August 2020.

Place : Mumbai

V. V. CHAKRADEO & CO.

COMPANY SECRETARIES.

B – 301. MATOSHREE RESIDENCY CHS., 65, PRARTHANA SAMAJ ROAD,
VILE PARLE EAST, MUMBAI 400 057.

TEL NO.:022-26116821

EMAIL: vvchakra@gmail.com

CELL NO.: 98200 48732

ANNEXURE - 1

**SECRETARIAL AUDIT REPORT
FORM NO. MR-3
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2020**

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

To,
The Members,
Mukesh Babu Securities Limited,
Mumbai.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to corporate practices by **Mukesh Babu Securities Limited** (hereinafter called 'the Company') for the audit period covering the **Financial Year ended 31st March 2020**. Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the 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, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion the Company has during the audit period covering the financial year ended on 31st March 2020 complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance mechanism in place to the extent in the manner and subject to the reporting made hereinafter:

We have examined the books papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2020 according to the provisions of:

- i) The Companies Act, 2013 ('the Act') and the rules thereunder;
- ii) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment;
- iii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2013;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

V. V. CHAKRADEO & CO.

COMPANY SECRETARIES.

**B – 301. MATOSHREE RESIDENCY CHS., 65, PRARTHANA SAMAJ ROAD,
VILE PARLE EAST, MUMBAI 400 057.**

TEL NO.:022-26116821

EMAIL: vvchakra@gmail.com

CELL NO.: 98200 48732

- c. The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- d. The Securities and Exchange Board of India (Depositories and Participants) Regulation, 2018.
- vi) All applicable Labour Laws;
- vii) Bombay Shop & Establishment Act, 1948;
- viii) Indian Contract Act, 1872;
- ix) Income Tax Act, 1961 and Indirect Tax Laws.

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

- i. Secretarial Standards issued by the Institute of Company Secretaries of India.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non - Executive Directors and Independent Directors. The changes in composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

Majority decision is carried through and as informed, there were no dissenting members' views and hence not recorded as part of the minutes.

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

Place: Mumbai

Date: 4th September 2020

**FOR V. V. CHAKRADEO & CO.
COMPANY SECRETARIES**

**V. V. CHAKRADEO
COP 1705 FCS 3382**

UDIN: F003382B000663338

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

V. V. CHAKRADEO & CO.

COMPANY SECRETARIES.

**B – 301. MATOSHREE RESIDENCY CHS., 65, PRARTHANA SAMAJ ROAD,
VILE PARLE EAST, MUMBAI 400 057.**

TEL NO.:022-26116821

EMAIL: vvchakra@gmail.com

CELL NO.: 98200 48732

ANNEXURE A

To,
The Members,
Mukesh Babu Securities Limited,
Mumbai.

My report of even date is to be read along with this letter:

1. Maintenance of secretarial record is responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about correctness of the contents of the secretarial record. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. I believe that the practices and processes, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, I obtained management representation about the compliance of laws, rules, regulations, norms and standards and happening of events.
5. The compliance of the provisions of the Corporate and other laws, rules, regulations, norms and standards is the responsibility of the management. My examination was limited to the verification of procedure on test basis.
6. The secretarial audit report 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.
7. I have reported in my audit report, only those non compliances, especially in respect of filing of applicable forms/ documents, which in my opinion are material and having major bearing on the financials of the Company.

Place: Mumbai

Date: 4th September 2020

**FOR V. V. CHAKRADEO & CO.
COMPANY SECRETARIES**

**V. V. CHAKRADEO
COP 1705 FCS 3382**

UDIN: F003382B000663338

ANNEXURE - 2

| |
|--|
| FORM NO. MGT 9 |
| EXTRACT OF ANNUAL RETURN |
| for the financial year ended 31st March 2020 |
| Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014. |

I REGISTRATION & OTHER DETAILS:

| | | |
|------|---|---|
| i | CIN | U67120MH1994PLC076455 |
| ii | Registration Date | 07/02/1994 |
| iii | Name of the Company | MUKESH BABU SECURITIES LIMITED |
| iv | Category of the Company | Company Limited by Shares |
| v | Sub-category of the Company | Non-Government Company |
| vi | Address of the Registered office & contact details | 111, Maker Chambers III, Nariman Point, Mumbai-400021 |
| vii | Whether listed company | Unlisted |
| viii | Name , Address & contact details of the Registrar & Transfer Agent, if any. | Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikroli (W), Mumbai-400 083. |

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 & Description of main products/services | NIC Code of the Product /service | % to total turnover of the company |
|-------|--|----------------------------------|------------------------------------|
| 1 | | -----NIL----- | |

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

| SI No | Name & Address of the Company | CIN/GLN | HOLDING/ SUBSIDIARY/ ASSOCIATE | % OF SHARES HELD | APPLICABLE SECTION |
|-------|-------------------------------------|-----------------------|--------------------------------|------------------|--------------------|
| 1 | MUKESH BABU FINANCIAL SERVICES LTD. | L65920MH1985PLC035504 | HOLDING | 51.62% | 2(87)(ii) |

IV

SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

| 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 | | |
| A. Promoters | | | | | | | | | | |
| (1) Indian | - | 2,419,000 | 2,419,000 | 48.38 | - | 2,419,000 | 2,419,000 | 48.38 | - | - |
| a) Individual/HUF | - | - | - | - | - | - | - | - | - | - |
| b) Central Govt.or State Govt. | - | - | - | - | - | - | - | - | - | - |
| c) Bodies Corporates | - | 2,580,996 | 2,580,996 | 51.62 | - | 2,580,996 | 2,580,996 | 51.62 | - | - |
| d) Bank/FI | - | - | - | - | - | - | - | - | - | - |
| e) Any Other (Specify) | - | - | - | - | - | - | - | - | - | - |
| SUB TOTAL (A)(1) | - | 4,999,996 | 4,999,996 | 100.00 | - | 4,999,996 | 4,999,996 | 100.00 | - | - |
| (2) Foreign | | | | | | | | | | |
| a) NRI- Individuals * | - | - | - | - | - | - | - | - | - | - |
| b) Other Individuals | - | - | - | - | - | - | - | - | - | - |
| c) Bodies Corp. | - | - | - | - | - | - | - | - | - | - |
| d) Banks/FI | - | - | - | - | - | - | - | - | - | - |
| e) Any Other (Specify) | - | - | - | - | - | - | - | - | - | - |
| SUB TOTAL (A)(2) | - | - | - | - | - | - | - | - | - | - |
| Total Shareholding of Promoter (A)= (A)(1)+(A)(2) | - | 4,999,996 | 4,999,996 | 100.00 | - | 4,999,996 | 4,999,996 | 100.00 | - | - |
| B. PUBLIC SHAREHOLDING | | | | | | | | | | |
| (1) Institutions | | | | | | | | | | |
| a) Mutual Funds | - | - | - | - | - | - | - | - | - | - |
| b) Banks/FI | - | - | - | - | - | - | - | - | - | - |
| C) Central govt | - | - | - | - | - | - | - | - | - | - |
| d) State Govt. | - | - | - | - | - | - | - | - | - | - |
| e) Venture Capital Fund | - | - | - | - | - | - | - | - | - | - |
| f) Insurance Companies | - | - | - | - | - | - | - | - | - | - |
| g) FIIS | - | - | - | - | - | - | - | - | - | - |
| h) Foreign Venture Capital Funds | - | - | - | - | - | - | - | - | - | - |
| i) Others (specify) | - | - | - | - | - | - | - | - | - | - |
| SUB TOTAL (B)(1) | - | - | - | - | - | - | - | - | - | - |
| (2) Non Institutions | | | | | | | | | | |
| a) Bodies corporates | - | - | - | - | - | - | - | - | - | - |
| i) Indian | - | - | - | - | - | - | - | - | - | - |
| ii) Overseas | - | - | - | - | - | - | - | - | - | - |
| b) Individuals | - | - | - | - | - | - | - | - | - | - |
| i) Individual shareholders holding nominal share capital upto Rs.1 lakhs | - | 4 | 4 | 0.00 | - | 4 | 4 | 0.00 | - | - |
| ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs | - | - | - | - | - | - | - | - | - | - |
| c) Others (specify) | - | - | - | - | - | - | - | - | - | - |
| SUB TOTAL (B)(2): | - | 4 | 4 | 0.00 | - | 4 | 4 | 0.00 | - | - |
| Total Public Shareholding (B)= (B)(1)+(B)(2) | - | 4 | 4 | 0.00 | - | 4 | 4 | 0.00 | - | - |
| C. Shares held by Custodian for GDRs & ADRs | - | - | - | - | - | - | - | - | - | - |
| Grand Total (A+B+C) | - | 5,000,000 | 5,000,000 | 100.00 | - | 5,000,000 | 5,000,000 | 100.00 | - | - |

(ii) SHAREHOLDING OF PROMOTERS:

| Sr. No. | Shareholders 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 the company | % of shares pledged / encumbered shares to total shares | No. of shares | % of total shares of the company | % of shares pledged / encumbered shares to total shares | |
| 1 | MUKESH C BABU | 2,218,990 | 44.38 | 0 | 2,218,990 | 44.38 | 0 | 0 |
| 2 | MEENA MUKESH BABU | 200,010 | 4.00 | 0 | 200,010 | 4.00 | 0 | 0 |
| 3 | MUKESH BABU FINANCIAL SERVICES LTD | 2,580,996 | 51.62 | 0 | 2,580,996 | 51.62 | 0 | 0 |
| | Total | 4,999,996 | 100.00 | 0 | 4,999,996 | 100.00 | 0 | 0 |

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE) - There is no change in PROMOTERS' SHAREHOLDING

| Sr. No. | Shareholding at the beginning of the Year | Cumulative Shareholding during the year | |
|---------|--|---|----------------------------------|
| | | No. of Shares | % of total shares of the company |
| | At the beginning of the year | | |
| | 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) | -----NO CHANGE----- | |
| | At the end of the year | | |

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

| Sr. No. | Shareholding at the end of the year | Cumulative Shareholding during the year | |
|---------|--|---|----------------------------------|
| | | No. of shares | % of total shares of the company |
| | For Each of the Top 10 Shareholders | | |
| | At the beginning of the year | 4 | 0 |
| | Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc) | -----NO CHANGE----- | |
| | At the end of the year (or on the date of separation, if separated during the year) | 4 | 0 |

(v) Shareholding of Directors & KMP

| Sl. No | Shareholding at the end of the year | Cumulative Shareholding during the year | |
|--------|--|---|----------------------------------|
| | | No.of shares | % of total shares of the company |
| | For Each of the Directors & KMP | | |
| 1 | MEENA MUKESH BABU (DIN:00799732) - MANAGING DIRECTOR | | |
| | At the beginning of the year | 200,010 | 4.00 |
| | 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) | -----NO CHANGE----- | |
| | At the end of the year | 200,010 | 4.00 |
| 2 | MUKESH BABU (DIN:00224300) - DIRECTOR | | |
| | At the beginning of the year | 2,218,990 | 44.38 |
| | 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) | -----NO CHANGE----- | |
| | At the end of the year | 2,218,990 | 44.38 |
| 3 | VIJAY VORA (DIN:00224394) - DIRECTOR | | |
| | At the beginning of the year | 0 | 0.00 |
| | 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) | -----NO CHANGE----- | |
| | At the end of the year | 0 | 0.00 |

V INDEBTEDNESS

| Indebtedness of the Company including interest outstanding/accrued but not due for payment | | | | |
|---|---|------------------------|-----------------|---------------------------|
| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
| Indebtness at the beginning of the financial year | | | | |
| i) Principal Amount | 50,086,070 | 97,239,189 | | 147,325,259 |
| ii) Interest due but not paid | - | - | | - |
| iii) Interest accrued but not due | - | - | | - |
| Total (i+ii+iii) | 50,086,070 | 97,239,189 | - | 147,325,259 |
| Change in Indebtedness during the financial year | | | | |
| Additions | 250,827,312 | 113,236,554 | | 364,063,866 |
| Reduction | 248,394,149 | 170,318,669 | | 418,712,818 |
| Net Change | 2,433,163 | (57,082,115) | - | (54,648,952) |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | 52,519,233 | 40,157,074 | - | 92,676,307 |
| ii) Interest due but not paid | - | - | | - |
| iii) Interest accrued but not due | - | - | | - |
| Total (i+ii+iii) | 52,519,233 | 40,157,074 | - | 92,676,307 |

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager:

| Sr. No. | Particulars of Remuneration | Name of the MD/WTD/Manager | | | Total Amount |
|----------------|--|-----------------------------------|----------|----------|---------------------|
| 1 | Gross salary | Managing Director | | | |
| | | MEENA BABU | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961. | 1,200,000 | - | - | 1,200,000 |
| | (b) Value of perquisites u/s 17(2) of the Income tax Act, 1961 | - | - | - | - |
| | (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961 | - | - | - | - |
| 2 | Stock option | - | - | - | - |
| 3 | Sweat Equity | - | - | - | - |
| 4 | Commission | - | - | - | - |
| | as % of profit | - | - | - | - |
| | others (specify) | - | - | - | - |
| 5 | Others, please specify | - | - | - | - |
| | Total (A) | 1,200,000 | - | - | 1,200,000 |
| | Ceiling as per the Act | | | | |

B. Remuneration to other Directors: NIL

| Sr. No. | Particulars of Remuneration | Name of the Directors | Total Amount |
|----------------|--|------------------------------|---------------------|
| 1 | Independent Directors | / | |
| | (a) Fee for attending board committee meetings | | |
| | (b) Commission | | |
| | (c) Others, please specify | | |
| | Total (1) | | |
| 2 | Other Non Executive Directors | | |
| | (a) Fee for attending board committee meetings | | |
| | (b) Commission | | |
| | (c) Others, please specify. | | |
| | Total (2) | | |
| | Total (B)=(1+2) | | |
| | Total Managerial Remuneration | | |
| | Overall Cieling as per the Act. | | |

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

| Sr. No. | Particulars of Remuneration | Key Managerial Personnel | Total |
|---------|--|--------------------------|-------|
| 1 | Gross Salary | Company Secretary | |
| | | Manasi Dalal | |
| | (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961. | - | - |
| | (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961 | - | - |
| | (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961 | - | - |
| 2 | Stock Option | - | - |
| 3 | Sweat Equity | - | - |
| 4 | Commission | - | - |
| | as % of profit | - | - |
| | others, specify | - | - |
| 5 | Others, please specify | - | - |
| | Total | - | - |

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES : NIL

| Type | Section of the Companies Act | Brief Description | Details of Penalty/Punishment/Compounding fees imposed | Authority (RD/NCLT/ Court) | Appeal made if any (give details) |
|-------------------------------------|------------------------------|-------------------|--|----------------------------|-----------------------------------|
| A. COMPANY | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compound | - | - | - | - | - |
| B. DIRECTORS | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compound | - | - | - | - | - |
| C. OTHER OFFICERS IN DEFAULT | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compound | - | - | - | - | - |

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis:

The Company has not entered into any transaction with related parties which were not on an arm's length basis.

2. Details of material contracts or arrangement or transactions at arm's length basis:

The Company has not entered into any material contracts or transactions during the financial year 2019-20.



Chaitanya C. Dalal & Co.
CHARTERED ACCOUNTANTS

2, Giri Chhaya, Loyalka Estate,
Chowpatty, Mumbai – 400006
e.mail: ccd2@rediffmail.com Web: caccd.com

INDEPENDENT AUDITORS' REPORT

**TO THE MEMBERS OF
MUKESH BABU SECURITIES LIMITED**

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of **MUKESH BABU SECURITIES LIMITED** (“the company”), having CIN: U67120MH1994PLC076455 which comprise the Balance Sheet as at 31 March 2020, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT’S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company’s Board of Directors are responsible for the matters in section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance 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, read with Rule 7 of the Companies (Accounts) Rules, 2014 and other accounting principles generally accepted in India. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 internal financial control, 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.

AUDITOR’S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act, the Rules made thereunder and the Order issued under section 143(11) of the Act.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

OPINION

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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2020;
- b) in the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") 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 paragraph 3 and 4 of the order.

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 appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of written representations received from the directors as on 31 March, 2020, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2020, from being appointed as a director in terms of Section 164(2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in **“Annexure B”**; and

(g) 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 has disclosed the impact of pending litigations on its financial position in its financial statements.

ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

iii. There has been no instance where the Company is required to transfer any amount to the Investor Education and Protection Fund.

UDIN no.20035809AAAAV7844

For Chaitanya C. Dalal & Co.
Chartered Accountants
Firm Reg. No. 101632W

Chaitanya C. Dalal
Partner
Membership No: 35809

Place: Mumbai
Date: 29th June, 2020

Annexure A to the Independent Auditors' Report

Re: Mukesh Babu Securities Limited

The Annexure referred to in our Independent Auditors' Report with reference to the Companies (Auditor's Report) Order, 2016 ("the Order") to the members of the Company on the Financial Statement for the year ended 31st March 2020, we report that:

- (i) (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) According to the information and explanations given to us, fixed assets of the company have been physically verified by the management at the reasonable intervals and no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us, the company has proper titles in case of the immoveable property it owns and is found to be in order.
- (ii) The Company does not have any physical inventories. Hence para 3(ii) of the Order is not applicable.
- (iii) In our opinion and according to information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act . Accordingly, paragraph 3(iii) of the Order is not applicable to the Company
- (iv) The Company has not granted any loans or provided any guarantees or security to the parties covered under Section 185 of the Companies Act 2013. The Company has complied with the provisions of Section 186 of the Act in respect of investments made or loans given or guarantee or security provided to the parties covered under Section 186.
- (v) The company has not accepted any deposits during the year ended 31st March 2020.
- (vi) The Central Government has not prescribed the maintenance of cost records u/s 148(1) of the Act.

- (vii) (a) According to the information and explanations given to us and on the basis of examination of the records of the company, amount deducted and accrued in the books of accounts in respect of undisputed statutory dues including of Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess, and any other statutory dues with the appropriate authorities have regularly deposited during the year by the company. Further as per the explanations given to us the company does not have any dues on account of Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Service Tax, Custom Duty, Excise Duty and Cess.

Further according to the information and explanations given to us, no undisputed amount payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Service Tax, Custom Duty, Excise Duty, Cess, and any other statutory dues were in arrears as on 31st March 2019 for a period of more than 6 months from the date of become payable.

- (viii) On the basis of the books and records produced before us and as per the information and explanations to us the Company has not defaulted in repayment of any dues to any financial institution, bank or debenture holders.
- (ix) During the year ended 31st March 2020, the company has not raised any money either through public deposit or through term loan therefore para 3(ix) of the order is not applicable.
- (x) According to the information and explanations given to us and on the basis of the audit conducted by us, no fraud on or by the company has been noticed or reported during the year.
- (xi) On the basis of the information and explanations given to us the company has paid Managerial Remuneration during the year ended which has been in accordance of the provisions of Section 197 read with Schedule V to the Companies Act.
- (xii) The company is not a Nidhi Company hence para 3(xii) of the order is not applicable.
- (xiii) Based on our audit procedures and according to the information and explanations given to us, the transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 wherever applicable, and details have been disclosed in the Financial statements as required by the applicable accounting standards.

- (xiv) According to the information and explanation given to us, the company has neither made any preferential allotment nor any private placement of shares or fully or partly convertible debentures during the year ended 31st March 2020.
- (xv) During the year ended 31st March 2020 the company has not entered into any non-cash transactions with the directors or persons connected with him.
- (xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 as it is not a Non-Banking Finance Company.

UDIN 20035809AAAAAV7844
For Chaitanya C. Dalal & Co.
Chartered Accountants
Firm Registration No.: 101632W

Chaitanya C. Dalal
Partner
Membership No.: 035809

Place: Mumbai
Date: 29th June, 2020.

Annexure B to the Independent Auditors' Report

Re: Mukesh Babu Securities Limited

The Annexure referred to in our Independent Auditors' Report with reference to the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") to the members of the Company on the Financial Statement for the year ended 31st March 2020.

We have audited the internal financial controls over financial reporting of **Mukesh Babu Securities Limited** ("the Company") as of March 31, 2020 in conjunction with our audit of the standalone 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 issued by the Institute of Chartered Accountants of India.

These responsibilities includes 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 The Institute of Chartered Accountants of India 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, the guidelines 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 depends on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls Over Financial Reporting

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

- (a) pertain to the maintenance of records that, in reasonable details accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (b) 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;
- (c) 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 on 31st March 2020, 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 issued by the Institute of Chartered Accountants of India.

For Chaitanya C Dalal & Co.

Chartered Accountants

Firm Registration No.: 101632W

Chaitanya C. Dalal

Partner

Membership No.: 035809

Place: Mumbai

Date: 29th June 2020.

BALANCE SHEET AS AT 31ST MARCH 2020

| PARTICULARS | Note No. | 31/03/2020 | 31/03/2019 | 31/03/2018 |
|--|----------|--------------------|--------------------|----------------------|
| | | ₹ | ₹ | ₹ |
| ASSET | | | | |
| 1 Non-Current Assets | | | | |
| Property, Plant and Equipment | 1 | 15,376,303 | 16,968,734 | 17,731,989 |
| Financial assets: | | | | |
| (i) Investments | 2 | 141,133,161 | 503,750,125 | 672,086,246 |
| (ii) Loans | | | | |
| Other Non-Current Assets | 3 | 18,308,217 | 18,308,217 | 18,290,217 |
| Deferred tax assets (net) | 4 | | | |
| Total Non-Current Assets | | 174,817,681 | 539,027,076 | 708,108,452 |
| 2 Current Assets | | | | |
| Inventories | | | | |
| Financial assets: | | | | |
| (i) Trade receivable | 5 | 7,325,167 | 7,325,167 | 7,325,167 |
| (ii) Cash and cash equivalents | 6 | 23,504,519 | 2,048,114 | 2,081,775 |
| (iii) Bank balance other than (ii) above | 7 | 96,630,222 | 96,430,557 | 97,642,907 |
| (iv) Loans | 8 | 141,089,835 | 154,766,675 | 199,580,291 |
| (v) Other Financial Assets | | | | |
| Other Current Assets | 9 | 25,082,272 | 26,257,803 | 3,795,466 |
| Total Current Assets | | 293,632,015 | 286,828,316 | 310,425,606 |
| Total Assets | | 468,449,696 | 825,855,392 | 1,018,534,058 |
| EQUITY AND LIABILITIES | | | | |
| 1 Equity | | | | |
| Equity share Capital | 10 | 50,000,000 | 50,000,000 | 50,000,000 |
| Other Equity | 11 | 309,655,619 | 578,138,725 | 717,815,004 |
| Total Equity | | 359,655,619 | 628,138,725 | 767,815,004 |
| Liabilities | | | | |
| 2 Non-Current liabilities | | | | |
| (i) Borrowings | | | | |
| (ii) Other Payables | | | | |
| (iii) Other Financial Liabilities | | | | |
| Deferred tax liabilities (net) | | 9,179,842 | 45,900,677 | 63,319,685 |
| Total Non-Current Liabilities | | 9,179,842 | 45,900,677 | 63,319,685 |
| 3 Current liabilities | | | | |
| Financial liabilities | | | | |
| (i) Borrowings | 12 | 92,676,307 | 147,325,259 | 36,765,793 |
| (ii) Trade Payables | 13 | 313,260 | 313,260 | 313,260 |
| (iii) Other Financial Liabilities | - | - | - | - |
| Provisions | 14 | 6,624,668 | 4,177,472 | 320,316 |
| Other Current liabilities | 15 | - | - | 150,000,000 |
| Total Current Liabilities | | 99,614,235 | 151,815,990 | 187,399,368 |
| Total Equity & Liabilities | | 468,449,696 | 825,855,392 | 1,018,534,058 |

The Accompanying Notes form an integral part of the financial statements

AS PER OUR REPORT OF EVEN DATE
For CHAITANYA C. DALAL & CO.
CHARTERED ACCOUNTANTS

FOR AND ON BEHALF OF THE BOARD OF
MUKESH BABU SECURITIES LIMITED

Chaitanya C. Dalal
Partner
FRN: 101632W
M. No.: 35809
Place : Mumbai
Date : 29/06/2020

Mukesh Babu
Director
DIN:00224300
Place : Mumbai
Date : 29/06/2020

Meena Babu
Managing Director
DIN:00799732

Manasi Dalal
Company Secretary
ACS: 54690

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2020

| Particulars | Note No. | 31/03/2020 | 31/03/2019 |
|--|----------|----------------------|----------------------|
| | | ₹ | ₹ |
| I INCOME: | | | |
| Brokerage Income | | - | - |
| Other income | 16 | 153,050,826 | 91,959,968 |
| II Total Revenue | | 153,050,826 | 91,959,968 |
| III EXPENSES: | | | |
| Employee benefits expense | 17 | 3,013,197 | 2,737,295 |
| Finance costs | 18 | 10,535,138 | 42,673,725 |
| Depreciation and amortization expense | 1 | 1,092,431 | 763,255 |
| Other expenses | 19 | 79,236,677 | 35,059,520 |
| IV Total expenses | | 93,877,443 | 81,233,795 |
| V Profit before exceptional & extraordinary items & tax (II-IV) | | 59,173,383 | 10,726,173 |
| VI Exceptional items | | - | - |
| VII Profit before extraordinary items and tax (V - VI) | | 59,173,383 | 10,726,173 |
| VIII Extraordinary Items | | - | - |
| IX Profit before tax (VII- VIII) | | 59,173,383 | 10,726,173 |
| X Tax expense: | | | |
| (1) Current tax | | 10,125,000 | 1,100,000 |
| (2) Taxation of earlier years | | - | 41,097 |
| (3) Deferred tax | | 121,406 | (84,250) |
| XII Profit for the period from continuing operations (VII-VIII) | | 48,926,977 | 9,669,326 |
| XIII Profit/(loss) from discontinued operations | | | |
| XIV NET PROFIT (LOSS) FOR THE YEAR (XII + XIII) | | 48,926,977 | 9,669,326 |
| XV Other Comprehensive Income | | | |
| Items that will not be reclassified to profit or loss | | (354,252,324) | (166,680,363) |
| Income Tax to Items that will not be reclassified to profit or loss | | 36,842,241 | 17,334,758 |
| Items that will be reclassified to profit or loss | | - | - |
| Income Tax to Items that will be reclassified to profit or loss | | - | - |
| XVI Other Comprehensive Income after Tax for the year | | (317,410,083) | (149,345,605) |
| XVII Total Comprehensive Income for the year | | (268,483,106) | (139,676,279) |
| XVIII Earnings per equity share: | | | |
| (1) Basic | | 9.79 | 1.93 |
| (2) Diluted | | 9.79 | 1.93 |

The Accompanying Notes form an integral part of the financial statements

AS PER OUR REPORT OF EVEN DATE
For CHAITANYA C. DALAL & CO.
CHARTERED ACCOUNTANTS

FOR AND ON BEHALF OF THE BOARD OF
MUKESH BABU SECURITIE LIMITED

Chaitanya C. Dalal
Partner
FRN: 101632W
M. No.: 35809
Place : Mumbai
Date : 29/06/2020

Mukesh Babu
Director
DIN:00224300
Place : Mumbai
Date : 29/06/2020

Meena Babu
Managing Director
DIN:00799732

Manasi Dalal
Company Secretary
ACS: 54690

MUKESH BABU SECURITIES LIMITED
CIN:U67120MH1994PLC076455

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2020

| | 31/03/2020 | 31/03/2019 |
|---|---------------|---------------|
| A. Cash Flow From Operating Activitis : | | |
| Net Profit Before Tax and Extraordinary Item | 59,173,383 | 10,726,173 |
| Adjustments for : | | |
| Depreciation & Misc. Exp. Written off | 1,092,431 | 763,255 |
| Foreign Exchange | - | - |
| Loss/(Profit) on Sale on Investments | (132,590,245) | (44,082,692) |
| Profit on Trading | - | - |
| Interest/Dividend (Received) | (20,460,581) | (47,877,276) |
| Interest paid | 10,535,138 | 42,673,725 |
| Excess Provision for Taxation | (141,423,257) | (48,522,988) |
| Operating Profit Before Working Capital Changes | (82,249,874) | (37,796,815) |
| Adjustments for: | | |
| Trade Receivable | - | - |
| Loans and Advances | 13,676,840 | 44,813,616 |
| Other Current Assets | 975,866 | (21,267,987) |
| Sundry Creditors | - | - |
| Other Liabilities | 2,447,196 | 17,099,902 |
| Cash Generated from Operations | (65,149,971) | (160,394,030) |
| Direct Taxes Paid | (10,125,000) | (1,141,096) |
| Cash Flow Before Extraordinary Items | (75,274,971) | (161,535,126) |
| Extraordinary Items | - | - |
| Net Cash from Operating Activities | (75,274,971) | (161,535,126) |
| B. Cash flow from Investing Activities : | | |
| Purchase of Fixed Assets | - | - |
| Sale of Fixed Assets | 500,000 | - |
| Purchase of Investments | - | - |
| Purchase of Stock -in -Trade | - | - |
| Sale of Investments | 140,954,885 | 45,738,449 |
| Sale of Stock - in -Trade | - | - |
| Interest & Dividend Received | 20,460,581 | 161,915,466 |
| Net Cash Used in Investing Activities | 161,915,466 | 93,615,725 |
| C. Cash from from Financing Activities : | | |
| Proceeds from Issue of Share Capital | - | - |
| Proceeds from Short Term Borrowings | - | 110,559,466 |
| Repayment of Short Term Borrowings | (54,648,952) | - |
| Repayment of Finance Lease Liabilities | - | - |
| Interest Paid | (10,535,138) | (42,673,725) |
| Dividends Paid | - | - |
| Increase in Misc. & Public Issue Expenses | (65,184,090) | 67,885,741 |
| Net Cash used in Financing Activities | (65,184,090) | 67,885,741 |
| Net Increase/ (Decrease) in Cash & Cash Equivalents | 21,456,405 | (33,660) |
| Cash & Cash Equivalents at the begenning of the year | 2,048,114 | 2,081,775 |
| Cash & Cash Equivalents at the Closing of the year | 23,504,519 | 2,048,114 |

For Chaitanya C. Dalal & Co.
Chartered Accountants

FOR AND ON BEHALF OF THE BOARD OF
MUKESH BABU SECURITIES LIMITED

(Chaitany C. Dalal)
Partner
Membership No. 35809
FRN No.: 101632W

Mukesh Babu
Director
DIN:00224300

Meena Babu
Managing Director
DIN:00799732

Manasi Dalal
Company Secretary
ACS: 54690

Place : Mumbai
Date : 29/06/2020

Place : Mumbai
Date : 29/06/2020

MUKESH BABU SECURITIES LIMITED
CIN:U67120MH1994PLC076455

CHANGE IN EQUITY DURING THE YEAR ENDED 31ST MARCH 2020

A. Equity Share Capital

| Balance as on 1st April 2018 | Change in Equity Share Capital during year 2018-19 | Balance of Equity Share Capital on 31st March 2019 | Change in Equity Share Capital during year 2019-20 | Balance of Equity Share Capital on 31st March 2020 |
|------------------------------|--|--|--|--|
| 50,000,000 | - | 50,000,000 | - | 50,000,000 |

B. Other Equity

| Particulars | Balance as on 1st April 2018 | Total Comprehensive Income | Transfer (to) /from Retained Earning | Balance as on 31st March 2019 |
|----------------------------|------------------------------|----------------------------|--------------------------------------|-------------------------------|
| Retained Earning | 170,757,072 | - | 9,669,326 | 180,426,398 |
| Other Comprehensive Income | 547,057,932 | -149,345,605 | - | 397,712,327 |
| Total | 717,815,004 | -149,345,605 | 9,669,326 | 578,138,725 |

| Particulars | Balance as on 1st April 2019 | Total Comprehensive Income | Transfer (to) /from Retained Earning | Balance as on 31st March 2020 |
|----------------------------|------------------------------|----------------------------|--------------------------------------|-------------------------------|
| Retained Earning | 180,426,398 | - | 48,926,976 | 229,353,375 |
| Other Comprehensive Income | 397,712,327 | -317,410,083 | - | 80,302,244 |
| Total | 578,138,725 | -317,410,083 | 48,926,976 | 309,655,619 |

For Chaitanya C. Dalal & Co.
Chartered Accountants

FOR AND ON BEHALF OF THE BOARD OF
MUKESH BABU SECURITIES LIMITED

(Chaitany C. Dalal)
Partner
Membership No. 35809
FRN No.: 101632W

Mukesh Babu **Meena Babu**
Director **Managing Director**
DIN:00224300 **DIN:00799732**

Manasi Dalal
Company Secretary
ACS: 54690

Place : Mumbai
Date : 29/06/2020

Place : Mumbai
Date : 29/06/2020

MUKESH BABU SECURITIES LIMITED
CIN:U67120MH1994PLC076455

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

Note 1 PROPERTY , PLANT AND EQUIPMENTS

| Particulars | Gross Block | | | Accumulated Depreciation | | | | Net Block | |
|---------------------------------|-------------------|---------------------------|-------------------|--------------------------|------------------|------------------|-------------------|-------------------|-------------------|
| | 01/04/2019 | Additions/ (Disposals) | 31/03/2020 | 01/04/2019 | for the year | On disposals | 31/03/2020 | 01/04/2019 | 31/03/2020 |
| | ₹ | ₹ | ₹ | ₹ | ₹ | ₹ | ₹ | ₹ | ₹ |
| a Tangible Assets | | | | | | | | | |
| Office Premises | 11,430,390 | | 11,430,390 | - | 556,660 | - | 556,660 | 11,430,390 | 10,873,730 |
| Premises | 3,529,720 | | 3,529,720 | - | - | - | - | 3,529,720 | 3,529,720 |
| Office equipment | 2,282,985 | | 2,282,985 | 2,229,450 | 24,128 | - | 2,253,578 | 53,535 | 29,407 |
| Vehicles | 4,796,735 | -2,500,000 | 2,296,735 | 3,881,650 | 232,467 | 2,000,000 | 2,114,117 | 915,085 | 182,618 |
| Computers | 6,670,513 | | 6,670,513 | 6,643,900 | 16,808 | - | 6,660,708 | 26,613 | 9,805 |
| Furniture & Fixtures | 2,726,596 | | 2,726,596 | 1,981,411 | 192,928 | - | 2,174,339 | 745,185 | 552,257 |
| Electrical Fittings & Equipment | 1,095,973 | | 1,095,973 | 827,767 | 69,440 | - | 897,207 | 268,206 | 198,766 |
| Total (Current Year) | 32,532,912 | -2,500,000 | 30,032,912 | 15,564,178 | 1,092,431 | 2,000,000 | 14,656,609 | 16,968,734 | 15,376,303 |
| Total (Previous Year) | 32,532,912 | - | 32,532,912 | 14,800,923 | 763,255 | - | 15,564,178 | 17,731,989 | 16,968,734 |

| Particulars | Gross Block | | | Accumulated Depreciation | | | | Net Block | |
|---------------------------------|-------------------|---------------------------|-------------------|--------------------------|----------------|--------------|-------------------|-------------------|-------------------|
| | 01/04/2018 | Additions/ (Disposals) | 31/03/2019 | 01/04/2018 | for the year | On disposals | 31/03/2019 | 01/04/2018 | 31/03/2019 |
| | ₹ | ₹ | ₹ | ₹ | ₹ | ₹ | ₹ | ₹ | ₹ |
| a Tangible Assets | | | | | | | | | |
| Office Premises | 11,430,390 | | 11,430,390 | - | - | - | - | 11,430,390 | 11,430,390 |
| Premises | 3,529,720 | | 3,529,720 | - | - | - | - | 3,529,720 | 3,529,720 |
| Office equipment | 2,282,985 | | 2,282,985 | 2,185,525 | 43,925 | - | 2,229,450 | 97,460 | 53,535 |
| Vehicles | 4,796,735 | | 4,796,735 | 3,561,969 | 319,681 | - | 3,881,650 | 1,234,766 | 915,085 |
| Computers | 6,670,513 | | 6,670,513 | 6,598,274 | 45,626 | - | 6,643,900 | 72,239 | 26,613 |
| Furniture & Fixtures | 2,726,596 | | 2,726,596 | 1,721,084 | 260,327 | - | 1,981,411 | 1,005,512 | 745,185 |
| Electrical Fittings & Equipment | 1,095,973 | | 1,095,973 | 734,071 | 93,696 | - | 827,767 | 361,902 | 268,206 |
| Total (Current Year) | 32,532,912 | - | 32,532,912 | 14,800,923 | 763,255 | - | 15,564,178 | 17,731,989 | 16,968,734 |
| Total (Previous Year) | 31,144,406 | 1,388,506 | 32,532,912 | 14,077,205 | 723,718 | - | 14,800,923 | 17,067,201 | 17,731,989 |

MUKESH BABU SECURITIES LIMITED
CIN:U67120MH1994PLC076455

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

Note 2 NON CURRENT INVESTMENTS

| Particulars | | 31/03/2020 | 31/03/2019 | 31/03/2018 |
|-------------|--|--------------------|--------------------|--------------------|
| | | ₹ | ₹ | ₹ |
| A | Other Investments (Refer B below) | | | |
| | (a) Investment in Equity instruments (At realisable Value) | 140,365,042 | 502,195,024 | 671,286,246 |
| | (b) Investments in Mutual Funds & Bonds | - | 800,000 | 800,000 |
| | (c) Investments in Preference Shares (At realisable Value) | 768,119 | 755,101 | - |
| | Total Other Investments (B) | 141,133,161 | 503,750,125 | 672,086,246 |

| Particulars | | 31/03/2020 | 31/03/2019 | 31/03/2018 |
|-------------|--|--------------------|--------------------|--------------------|
| | | ₹ | ₹ | ₹ |
| | Aggregate amount of quoted investments | 141,133,161 | 502,950,125 | 671,286,246 |
| | Aggregate amount of unquoted investments | - | 800,000 | 800,000 |
| | | 141,133,161 | 503,750,125 | 672,086,246 |

| A. Details of Other Investments | | | | | | | |
|--|--|-----------------------|------------|------------|------------|-------------|-------------|
| Sr. No. | Scrip /Company Name | No. of Shares / Units | | | Amount (₹) | | |
| | | 31/03/2020 | 31/03/2019 | 31/03/2018 | 31/03/2020 | 31/03/2019 | 31/03/2018 |
| a | Investment in Quoted Equity Instruments | | | | | | |
| | At fair value through other comprehensive income: | | | | | | |
| | ABB LTD. | | | 500 | | | 647,325 |
| | ACC LTD. | | | 500 | | | 753,750 |
| | Ateck Ltd. | 1,162 | 1,162 | 1,162 | 1,894 | - | 1,894 |
| | Ambalal Sarabhai Enterprises Ltd | 100 | 100 | 100 | 1,905 | 1,429 | 1,064 |
| | Ambuja Cements Ltd. | 20,000 | 25,000 | 30,000 | 3,114,000 | 5,876,250 | 6,988,500 |
| | Bajaj Auto Ltd. | 3,000 | 3,000 | 6,000 | 6,074,700 | 8,745,150 | 16,468,200 |
| | BSE Ltd | 35,347 | 35,347 | 35,347 | 10,468,014 | 21,701,291 | 26,729,401 |
| | Bajaj Financial Services Ltd. | 1,000 | 1,500 | 3,300 | 4,589,750 | 10,553,175 | 17,066,115 |
| | Bajaj Holdings & Investment Ltd. | 1,000 | 1,500 | 3,000 | 1,800,100 | 5,127,075 | 7,993,500 |
| | Ballarpur Industries Ltd. | 300 | 300 | 300 | 132 | 879 | 3,744 |
| | BF Investment Ltd. | 50,000 | 50,000 | 50,000 | 11,445,000 | 13,277,500 | 14,032,500 |
| | BF Utilities Ltd. | 50,000 | 50,000 | 50,000 | 700 | 700 | 700 |
| | Bharat Forge Ltd. | 175,000 | 400,000 | 430,000 | 40,967,500 | 204,640,000 | 300,049,500 |
| | Bharat Heavy Electricals Ltd. | 3,000 | 3,000 | 3,000 | 62,400 | 224,700 | 244,050 |
| | Biopac India Corporation Ltd. | 1,000 | 1,000 | 1,000 | 2,870 | 4,480 | 19,950 |
| | Cadbury India Ltd | 50 | 50 | 50 | - | - | - |
| | Dlligent Media Corporation Ltd | 3,432 | 3,432 | 3,432 | 22,788 | - | 27,284 |
| | Dish TV India Ltd. | - | 15,000 | 15,000 | - | 582,750 | 1,067,250 |
| | DSQ Software | 5,200 | 5,200 | 5,200 | - | - | 34,320 |
| | Dr.Reddy's Laboratories Ltd | 500 | 500 | 500 | 1,558,550 | 1,387,075 | 1,041,225 |
| | Garware Polyester & Plastics Ltd. | 1,400 | 1,400 | 1,400 | 231,560 | 304,780 | 214,760 |
| | Global Trust Bank Ltd | 5,000 | 5,000 | 5,000 | - | - | 458,000 |
| | Grasim Ltd | - | 5,000 | 5,000 | - | 4,291,000 | 5,254,500 |
| | HDFC Bank Ltd. | 25,000 | 50,000 | 50,000 | 21,550,000 | 115,069,898 | 94,305,000 |
| | Hindalco Industries Ltd. | - | 2,500 | 2,500 | - | 513,750 | 536,375 |
| | Hindustan Oil Exploration Ltd. | 100,000 | 125,000 | 125,000 | 3,425,000 | 16,212,500 | 13,806,250 |
| | Indian Telephone Industries Ltd. | 10,000 | 10,000 | 10,000 | 620,000 | 858,500 | 1,131,000 |
| | Indogulf Industries Ltd. | 520 | 520 | 520 | - | - | - |
| | ITC Ltd. | 2,500 | 4,500 | 4,500 | 439,500 | 1,337,625 | 1,149,750 |
| | Kesoram Industries Ltd. | 40 | 40 | 40 | 736 | 80 | 80 |
| | Kirlosker Pneumatics Co. Ltd. | 100,000 | 100,000 | 100,000 | 9,445,000 | 20,500,000 | 75,000,000 |
| | Larsen & Toubro Ltd. | 6,200 | 6,825 | 6,825 | 5,002,470 | 9,454,673 | 8,946,893 |
| | LML Ltd. | 19,550 | 19,550 | 19,550 | - | 71,749 | 116,127 |
| | MPL Plastic Ltd | 85,000 | 85,000 | 85,000 | 225,250 | 624,750 | 1,292,000 |
| | Nexus Software Ltd. | 44 | 44 | 44 | 444 | 11 | 11 |

MUKESH BABU SECURITIES LIMITED
CIN:U67120MH1994PLC076455

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

| Sr. No. | Name of the Body Corporate | No. of Shares / Units | | | Amount (₹) | | |
|----------|--|-----------------------|------------------|------------------|--------------------|--------------------|--------------------|
| | | 31/03/2020 | 31/03/2019 | 31/03/2018 | 31/03/2020 | 31/03/2019 | 31/03/2018 |
| | Número Uno Projects Ltd. | 2,030 | 2,030 | 2,030 | 2,030 | 2,071 | 2,071 |
| | P.M. Telelinks Ltd. | 100 | 100 | 100 | 157 | 332 | 206 |
| | Pooja Intertainment & Films Ltd. | 500 | 500 | 500 | 7,725 | 9,950 | 18,450 |
| | Reliance Communications Ltd. | 1,500 | 1,500 | 1,500 | 990 | 6,225 | 32,625 |
| | Reliance Industries Ltd. | - | 6,000 | 6,000 | - | 7,879,500 | 5,296,200 |
| | Sun Pharmaceutical Industries Ltd | 360 | 360 | 360 | 126,792 | 172,530 | 178,344 |
| | Sun Infoways Ltd. | 400 | 400 | 400 | 2,320 | 2,320 | 2,320 |
| | Tata Consultancy Services Ltd. | 350 | 650 | 650 | 638,068 | 1,301,073 | 1,851,948 |
| | Tata Motors Ltd. | 53,000 | 53,000 | 53,000 | 3,765,650 | 9,235,250 | 17,323,050 |
| | Ultratech Cement Ltd | 1,000 | 1,000 | 1,000 | 3,254,250 | 3,998,350 | 3,950,000 |
| | UPL Limited | 8,000 | 8,000 | 8,000 | 2,611,200 | 7,648,000 | 5,824,400 |
| | Vedanta Ltd | 20,000 | 20,000 | 20,000 | 1,295,000 | 3,689,000 | 5,557,000 |
| | Siti Cable Network Ltd | 35,181 | 35,181 | 35,181 | 19,350 | 174,146 | 522,438 |
| | Zee Entertainment Enterprises Ltd | 60,000 | 60,000 | 60,000 | 7,440,000 | 26,230,000 | 34,530,000 |
| | Zee Learn Ltd | 8,313 | 8,313 | 8,313 | 101,419 | 231,933 | 293,865 |
| | Zee Media Corporation Ltd | 13,727 | 13,727 | 13,727 | 49,829 | 252,577 | 522,312 |
| | | 909,806 | 1,222,231 | 1,264,531 | 140,365,042 | 502,195,024 | 671,286,246 |
| b | Investments in Mutual Funds / Bonds | | | | | | |
| | UTI Index Equity Fund | - | 50,000 | 50,000 | - | 500,000 | 500,000 |
| | SBI Mutual Fund | - | 30,000 | 30,000 | - | 300,000 | 300,000 |
| | | - | 80,000 | 80,000 | - | 800,000 | 800,000 |
| b | Investments in Preference Shares | | | | | | |
| | 6% Zee Entertainment Enterprises Ltd. | 139,658 | 139,658 | - | 768,119 | 755,101 | - |
| | | - | - | - | - | - | - |
| | | 139,658 | 139,658 | - | 768,119 | 755,101 | - |
| | | | | | | | |
| | Total | 909,806 | 1,302,231 | 1,344,531 | 141,133,161 | 503,750,125 | 672,086,246 |

Note:-

- 1 There is no investment in Joint Venture, Subsidiary, Associate or Controlled Company.
- 2 All the Investment are Fully paid up.
- 3 Extent of the Holding (%) in the Individual company is not known.
- 4 All the Investment are stated at Realisable Value.
- 5 Adjustment is accounted on Split of face value of shares and Bonus Shares received during the year.

MUKESH BABU SECURITIES LIMITED
CIN:U67120MH1994PLC076455

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

Note 3 OTHER NON CURRENT ASSETS

| Particulars | 31/03/2020 | 31/03/2019 | 31/03/2018 |
|---------------------------------------|-------------------|-------------------|-------------------|
| | ₹ | ₹ | ₹ |
| Security Deposits | | | |
| Interest Free Deposits with Exchanges | 18,308,217 | 18,308,217 | 18,290,217 |
| Total | 18,308,217 | 18,308,217 | 18,290,217 |

Note 4 DEFERRED TAX LIABILITIES (NET)

The Company has accounted for taxes on income in accordance with AS-22 – Accounting for Taxes on Income issued by the Institute of Chartered Accountants of India. Consequently, the net incremental deferred tax (liability) / asset is charged / credited to Profit and Loss Account. The year end position of taxes on income is as under:

| Particulars | 31/03/2020 | 31/03/2019 | 31/03/2018 |
|--|------------------|-------------------|-------------------|
| | ₹ | ₹ | ₹ |
| Deferred tax liability | | | |
| Fixed Assets : Impact of Difference between tax depreciation and depreciation / amortisation charged for financial reporting | | | |
| On the Comprehensive Income | | | |
| Income Tax relating to items that will not be reclassified to Profit & Loss | 9,320,797 | 46,163,038 | 63,497,796 |
| Deferred tax asset | | | |
| Fixed Assets : Impact of Difference between tax depreciation and depreciation / amortisation charged for financial reporting | 140,955 | 262,361 | 178,111 |
| Net deferred tax (liability) / asset | 9,179,842 | 45,900,677 | 63,319,685 |

Note 5 TRADE RECEIVABLES

| Particulars | 31/03/2020 | 31/03/2019 | 31/03/2018 |
|---|------------------|------------------|------------------|
| | ₹ | ₹ | ₹ |
| a. Trade receivables outstanding for a period exceeding six months from the date they are due for payment Unsecured, considered good | 7,325,167 | 7,325,167 | 7,325,167 |
| Total | 7,325,167 | 7,325,167 | 7,325,167 |

Note 6 CASH AND CASH EQUIVALENTS

| Particulars | 31/03/2020 | 31/03/2019 | 31/03/2018 |
|---|-------------------|------------------|------------------|
| | ₹ | ₹ | ₹ |
| Balances with Scheduled banks (In Current Accounts with Scheduled Banks) | 23,289,129 | 1,913,968 | 1,918,513 |
| Cash on Hand | 215,390 | 134,146 | 163,262 |
| Total | 23,504,519 | 2,048,114 | 2,081,775 |

MUKESH BABU SECURITIES LIMITED
CIN:U67120MH1994PLC076455

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

Note 7 OTHER BANK BALANCES

| Particulars | 31/03/2020 | 31/03/2019 | 31/03/2018 |
|--|-------------------|-------------------|-------------------|
| | ₹ | ₹ | ₹ |
| Term Deposits with Bank | 95,650,395 | 95,499,599 | 95,512,246 |
| Accrued Interest on Bank Term Deposits | 979,827 | 930,958 | 2,130,661 |
| Total | 96,630,222 | 96,430,557 | 97,642,907 |

Note 8 SHORT TERM LOANS AND ADVANCES

| Particulars | 31/03/2020 | 31/03/2019 | 31/03/2018 |
|---|--------------------|--------------------|--------------------|
| | ₹ | ₹ | ₹ |
| Loans and advances to related parties : | | - | - |
| Others: | | | |
| Unsecured, considered good | 135,578,843 | 152,758,839 | 150,074,455 |
| Loans to Related Parties | 5,231,156 | 1,800,000 | 49,253,500 |
| Advances for Expenses | 121,756 | 121,756 | 121,756 |
| Loans To Staff | 158,080 | 76,580 | 130,580 |
| Prepaid Expenses | - | 9,500 | |
| Total | 141,089,835 | 154,766,675 | 199,580,291 |

Note 9 OTHER CURRENT ASSETS

| Particulars | 31/03/2020 | 31/03/2019 | 31/03/2018 |
|---|-------------------|-------------------|------------------|
| | ₹ | ₹ | ₹ |
| Taxation | | | |
| Advance tax & TDS (Net of the Provisions) | - | 4,053,481 | 1,601,144 |
| Non-Taxation | | | |
| Other Current Assets | 25,082,272 | 22,204,322 | 2,194,322.19 |
| Total | 25,082,272 | 26,257,803 | 3,795,466 |

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

Note 10 SHARE CAPITAL

| Particulars | 31.03.2020 | 31.03.2019 | 31.03.2018 |
|--|-------------------|-------------------|-------------------|
| | ₹ | ₹ | ₹ |
| <u>Authorised</u> 5000000 (5000000) Equity Shares of ` 10 each. | 50,000,000 | 50,000,000 | 50,000,000 |
| <u>Issued</u> 5000000 (5000000) Equity Shares of ` 10 each. | 50,000,000 | 50,000,000 | 50,000,000 |
| <u>Subscribed and fully Paid up</u> 5000000 (5000000) Equity Shares of ` 10 each. | 50,000,000 | 50,000,000 | 50,000,000 |
| <u>Subscribed but not fully Paid up</u> Equity Shares of ` 10 each, not fully paid up | - | - | - |
| Total | 50,000,000 | 50,000,000 | 50,000,000 |

Details of Shares issued and Bought Back during the year

| Particulars - Equity Shares | 31/03/2020 | | 31/03/2019 | |
|---|------------|------------|------------|------------|
| | Number | ₹ | Number | ₹ |
| Shares outstanding at the beginning of the year | 5,000,000 | 50,000,000 | 5,000,000 | 50,000,000 |
| Shares Issued during the year | - | - | - | - |
| Shares bought back during the year | - | - | - | - |
| Shares outstanding at the end of the year | 5,000,000 | 50,000,000 | 5,000,000 | 50,000,000 |
| Particulars - Equity Shares | 31/03/2018 | | | |
| | Number | ₹ | Number | ₹ |
| Shares outstanding at the beginning of the year | | | 5,000,000 | 50,000,000 |
| Shares Issued during the year | | | - | - |
| Shares bought back during the year | | | - | - |
| Shares outstanding at the end of the year | | | 5,000,000 | 50,000,000 |

Note: 25,80,996 Equity Shares (25,80,996 Previous year) are held by None, the holding company.

Details of Shares holders holding More than 5% of the Share Capital

| Name of Shareholder | 31/03/2020 | | 31/03/2019 | |
|--|--------------------|--------------|--------------------|--------------|
| | No. of Shares held | % of Holding | No. of Shares held | % of Holding |
| Mukesh Babu Financial Services Limited | 2,580,996 | 51.62 | 2,580,996 | 51.62 |
| Mukesh Babu | 2,218,990 | 44.38 | 2,218,990 | 44.38 |
| Name of Shareholder | 31/03/2018 | | | |
| | No. of Shares held | % of Holding | No. of Shares held | % of Holding |
| Mukesh Babu Financial Services Limited | | | 2,580,996 | 51.62 |
| Mukesh Babu | | | 2,218,990 | 44.38 |

Rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital.

| Particulars | Description | 31.03.2020 | 31.03.2019 | 31.03.2018 |
|---|-------------------------------------|------------|------------|------------|
| | | ₹ | ₹ | ₹ |
| Equity Shares | Pari Pasu | 5,000,000 | 5,000,000 | 5,000,000 |
| Restrictions on the distribution of dividends | None | | | |
| voting rights or with differential voting rights as to dividend | All shares have equal Voting Rights | | | |

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

Note 11 OTHER EQUITY

| Particulars | 31.03.2020 | 31.03.2019 | 31.03.2018 |
|--|--------------------|--------------------|--------------------|
| | ₹ | ₹ | ₹ |
| Retained Earnings: | | | |
| Opening balance | 180,426,398 | 170,757,072 | 171,767,361 |
| (+) Net Profit/(Net Loss) For the current year | 48,926,976 | 9,669,326 | -1,010,289 |
| Closing Balance | 229,353,375 | 180,426,398 | 170,757,072 |
| Other Comprehensive Income: | | | |
| Opening Balance | 397,712,327 | 547,057,932 | 593,466,337 |
| Add: Movement in OCI during the year | -317,410,083 | -149,345,605 | -46,408,405 |
| | 80,302,244 | 397,712,327 | 547,057,932 |
| Total | 309,655,619 | 578,138,725 | 717,815,004 |

Note 12 SHORT-TERM BORROWINGS

| Particulars | 31/03/2020 | 31/03/2019 | 31/03/2018 |
|--|-------------------|--------------------|-------------------|
| | ₹ | ₹ | ₹ |
| Secured Loan: | | | |
| From Banks (Cash Credit from Banks) (Secured against Fixed Deposit Receipts of the Company) | 52,519,233 | 50,086,070 | 27,791,922 |
| Sub Total | 52,519,233 | 50,086,070 | 27,791,922 |
| Unsecured Loan: | | | |
| Loans repayable on demand from banks | - | - | - |
| From related parties | | | |
| Holding Company | 40,111,697 | 86,193,812 | 8,973,871 |
| From Directors | 45,377 | 11,045,377 | - |
| Sub Total | 40,157,074 | 97,239,189 | 8,973,871 |
| Total | 92,676,307 | 147,325,259 | 36,765,793 |

Note 13 TRADE PAYABLES

| Particulars | 31/03/2020 | 31/03/2019 | 31/03/2018 |
|----------------------------------|----------------|----------------|----------------|
| | ₹ | ₹ | ₹ |
| Trade Payables (others) | 313,260 | 313,260 | 313,260 |
| Trade Payables (Related Parties) | - | - | - |
| Total | 313,260 | 313,260 | 313,260 |

Note 14 SHORT TERM PROVISIONS

| Particulars | 31/03/2020 | 31/03/2019 | 31/03/2018 |
|---|------------------|------------------|----------------|
| | ₹ | ₹ | ₹ |
| Provision for Taxation (Net of Advance Tax and TDS) | 5,605,493 | - | - |
| Provision for Expenses | 389,410 | 143,493 | 195,010 |
| Others (Please specify) | - | - | - |
| TDS payable | 629,765 | 4,033,979 | 125,306 |
| Total | 6,624,668 | 4,177,472 | 320,316 |

Note 15 OTHER CURRENT LIABILITIES

| Particulars | 31/03/2020 | 31/03/2019 | 31/03/2018 |
|-----------------|------------|------------|--------------------|
| | ₹ | ₹ | ₹ |
| Deposits : | | | |
| Margin Accounts | - | - | 150,000,000 |
| Other payables | - | - | - |
| Total | - | - | 150,000,000 |

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

Note 16 OTHER INCOME

| Particulars | 31/03/2020 | 31/03/2019 |
|-------------------------------|--------------------|-------------------|
| | ₹ | ₹ |
| Interest on Term Deposits | 6,427,464 | 6,629,853 |
| Interest Income-Other | 8,736,819 | 35,720,548 |
| Interest on income Tax Refund | 64,998 | 47,805 |
| Dividend On Investment | 5,231,300 | 5,479,070 |
| Profit on sale of Investment | 132,590,245 | 44,082,692 |
| Miscellaneous Income | - | - |
| Total | 153,050,826 | 91,959,968 |

Note 17 EMPLOYEE BENEFIT EXPENSES

| Particulars | 31/03/2020 | 31/03/2019 |
|-----------------------------------|------------------|------------------|
| | ₹ | ₹ |
| Salaries | 907,000 | 843,925 |
| Bonus | 98,500 | 91,500 |
| Dearness Allowances | 124,800 | 111,475 |
| House Rent Allowances | 120,000 | 122,100 |
| Directors' Remuneration | 1,200,000 | 1,200,000 |
| Contributions to - Provident Fund | 207,581 | 198,409 |
| Staff welfare expenses | 355,316 | 169,886 |
| Total | 3,013,197 | 2,737,295 |

Note 18 FINANCE COST

| Particulars | 31/03/2020 | 31/03/2019 |
|-------------------------|-------------------|-------------------|
| | ₹ | ₹ |
| Interest expense: | | |
| Interest on bank limits | 4,237,488 | 2,378,928 |
| Interest on other Loans | 6,297,650 | 40,294,797 |
| Total | 10,535,138 | 42,673,725 |

Note 19 OTHER EXPENSES

| Particulars | 31/03/2020 | 31/03/2019 |
|---------------------------------|-------------------|-------------------|
| | ₹ | ₹ |
| Auditors Remuneration | 45,000 | 53,690 |
| Electricity Expenses | 360,767 | 349,891 |
| Conveyance Expenses | 264,368 | 309,820 |
| Motor Car Expenses | 98,527 | 383,920 |
| Office Expenses | 149,186 | 138,514 |
| Printing & Stationery Expenses | 110,161 | 182,814 |
| Professional & Legal Fees | 392,900 | 302,500 |
| Rent, Rates & Taxes | 455,373 | 586,978 |
| Repairs & Maintenance Expenses | 243,872 | 279,221 |
| Sundry Expenses | 238,134 | 320,581 |
| Stock Exchange Expenses | 255,572 | 461,961 |
| Telephone Expenses | 215,713 | 350,139 |
| Travelling Expenses | 1,407,103 | 1,339,491 |
| Conciliation Award Compensation | 75,000,000 | 30,000,000 |
| Total | 79,236,677 | 35,059,520 |

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

NOTE:- NOTES ON ACCOUNTS

1 SIGNIFICANT ACCOUNTING POLICIES

a **Statement of compliance and basis for preparation and presentation of financial statements**

These standalone or separate financial statements of the Company have been prepared in accordance with the Indian Accounting Standards as per the Companies (Indian Accounting Standards) Rules 2015 as amended and notified under Section 133 of the Companies Act, 2013 ("the Act"), in conformity with the accounting principles generally accepted in India and other relevant provisions of the Act. Any application guidance/ clarifications/ directions issued by RBI or other regulators are implemented as and when they are issued/ applicable.

The Company's financial statements upto and for the year ended 31 March 2019 were prepared in accordance with the Generally Accepted Accounting Principles in India (GAAP) under the historical cost convention as a going concern and on accrual basis, unless otherwise stated, and in accordance with the provisions of the Companies Act, 2013, the Accounting Standards specified under section 133 of the Companies Act, 2013 ("the Act") read with rule 7 of the Companies (Accounts) Rules 2014 (as amended), 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 NBFCs and the guidelines issued by Securities and Exchange Board of India (SEBI) to the extent applicable. collectively referred as "Previous GAAP".

b **Basis and Measurement of fair values**

The financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair values. A number of Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has established policies and procedures with respect to the measurement of fair values. Fair values are Quoted prices (unadjusted) in active markets for identical assets and liabilities

c **Revenue Recognition:**

Company follows Mercantile System of accounting and recognizes Income and Expenditure on accrual basis with necessary provisions for all known liabilities. Accounting Policies not referred to otherwise, are consistent with generally accepted accounting principles. Dividend Income on stock and Investment are accounted on Receipt basis.

d **Property, Plant and Equipments (PPE)**

PPE are stated at cost of acquisition (including incidental expenses), less accumulated depreciation and accumulated impairment loss, if any. Assets costing less than Rs.5000/- are fully depreciated in the period of purchase. PPE is derecognised on disposal or when no future economic benefits are expected from its use. Depreciation on PPE is provided on Written Down Method at the rates specified in Schedule II to the Companies Act, 2013 on a pro-rata basis.

An asset is treated as impaired when the carrying cost of the Asset exceeds its recoverable value. An impairment loss is charged to the Profit & Loss account in the year in which an asset is identified as impaired. The Impairment loss recognized in prior accounting periods is increased / reversed where there has been change in the estimate of recoverable amount. The recoverable value is the higher of the net selling price and value in use.

e **Intangible assets**

Intangible assets if any are stated at cost less accumulated amortization and accumulated impairment loss, if any.

f **Investments**

A long term investment is an investment other than a current investment intended to hold more than one year. All long term investments were stated at cost upto previous financial year. After adoption of adoption of the Indian Accounting Standards as per the Companies (Indian Accounting Standards) Rules 2015 as amended and notified under Section 133 of the Companies Act, 2013 ("the Act"), in Current Financial Year, quoted and long term investment were carried at fair realisable value and that of unquoted investments are stated at cost. Accordingly Quoted Investments to earlier years are valued at fair realisable value as on the date of respective year ending and corresponding effect is given in comprehensive income.

g **Employee Benefits**

The Company's contribution to ESIC is accounted on accrual basis and charged to Profit and Loss Account. Gratuity is accounted as payable to Employees on Retirement or Resignation of Employees; whereas there is no defined policy enabling the employees to avail encashment of leave.

h Finance costs

Finance costs include interest expense computed by applying the effective and agreed interest rate measured on the use of borrowed fund. Finance costs are charged to the Statement of profit and loss.

i Provisions

Provisions are recognised when there is a present obligation as a result of a past event, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

j Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash on hand, cheques and drafts on hand, balance with banks in current accounts and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of change in value.

k Earning Per Share

Basic earnings per share are computed by dividing the net profit or loss for the period by the weighted average number of Equity Shares outstanding during the period. Diluted earnings per share is computed by dividing the net profit or loss for the period by the weighted average number of Equity Shares outstanding during the period as adjusted for the effects of all dilutive potential equity shares.

l Provisions, Contingent Liabilities and Contingent Assets

Contingent liabilities as defined in Ind AS 37 "Provisions, Contingent Liabilities and Contingent Assets" are disclosed by way of notes to accounts. Provision is made if it becomes probable that an outflow of future economic benefits will be required for an item previously dealt with as a contingent liability.

m Statement of Cash flow

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

n Taxation

Current tax comprises amount of tax payable in respect of the taxable income or loss for the year determined in accordance with Income Tax Act, 1961 and any adjustment to the tax payable or receivable in respect of previous years. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequence that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

2 In the opinion of the Directors balances in Loans and Advances & Current Assets Debtors and Creditors have a value on realization of current assets in the ordinary course of business would not be less than the amount at which they are stated in the Balance sheet according to the management provision for all the loans and liabilities adequate. Balances in Debtors, Creditors, Loans, and advances and current assets are subject to confirmation & reconciliation.

3 Auditors' remuneration in accordance with paragraph 5A (j) of part II of Schedule III to the Companies Act 2013 is as under:

| Particulars | 31.03.2020 | 31.03.2019 |
|-----------------------------|-------------------|-------------------|
| | ₹ | ₹ |
| As Auditors | 45,000 | 45,000 |
| Other Professional Services | 45,000 | 8,690 |
| | 90,000 | 53,690 |

4 Earning per share is calculated as under:

| Particulars | 31.03.2020 | 31.03.2019 |
|---|------------|------------|
| Basic earning per share | ₹ | ₹ |
| Net profit after Taxation | 48,926,977 | 9,669,326 |
| Number of shares issued (Nominal Value RS.10) | 5,000,000 | 5,000,000 |
| Basic earning per share | 9.79 | 1.93 |
| Diluted earning per share | | |
| Net profit after Taxation | 48,926,977 | 9,669,326 |
| Number of shares issued (Nominal Value RS.10) | 5,000,000 | 5,000,000 |
| Diluted earning per share | 9.79 | 1.93 |

| Directors' Remuneration | 31.03.2020 | 31.03.2019 |
|--|------------|------------|
| | ₹ | ₹ |
| Within the limits of Schedule V to the Companies Act 2013. | 1,200,000 | 1,200,000 |

6 There is no separate reportable segment as per Ind AS 108 on 'Operating Segments' in respect of the Company. The Company operates in single segment only. There are no operations outside India and hence there is no external revenue or assets which require disclosure.

7 Loans and advances given to the employees and associates and for projects do not carry any stipulation as to repayment of principal or payment of interest; and are being repaid periodically. Accordingly, these are considered as good and not considered as part of non-performing assets.

8 The management has made full inquiries and is of the view that assets of the Company in form of fixed assets and Inventories are good in nature, and are stated at appropriate value of the respective assets; and there is no necessity as to impairment / write down provision in the accounts.

9 Disclosure of Provisions as required by IND-AS-37 is as under:

| Particulars | Opening Balance | Additional provisions during the year | Amount Used & Unused amount reversed during the year | Closing Balance |
|-------------|-----------------|---------------------------------------|--|-----------------|
| | ₹ | ₹ | ₹ | ₹ |
| Income-tax | 1,100,000 | 10,125,000 | 0 | 11,225,000 |

10 The year end position of Loans and advances given/(taken) to the following companies which are under the same management within the meaning of 186 of the Companies Act 2013.

| NAME OF THE COMPANY | 31.03.2020 | 31.03.2019 |
|---|--------------|--------------|
| Mukesh Babu Babu Financial Services Limited (Holding Company) | (40,111,697) | (86,193,812) |
| Istaa Fashions Private Limited | 5,029,959 | 0 |
| Sagar Systech Limited | 201,197 | 1,800,000 |

Maximum outstanding during the Year

| NAME OF THE COMPANY | 31.03.2020 | 31.03.2019 |
|---|---------------|--------------|
| Mukesh Babu Babu Financial Services Limited (Holding Company) | (119,847,167) | (93,050,108) |
| Istaa Fashions Private Limited | 5,029,959 | 0 |
| Sagar Systech Limited | 1,800,000 | 1,800,000 |

11 Disclosure in respect of related parties transaction as required by the Accounting Standard 18 "Related Party Disclosures":

A Relationship Name of Related Party
(i) List of related parties with whom no transaction has taken place during the year

| | |
|--|--|
| 1 Ashtavinayak Infra Tech Pvt. Ltd. | Entity controlled by KMP &/or their relative |
| 2 Istaa Securities Pvt. Ltd. | Entity controlled by relative of KMP |
| 3 Mukesh Babu Stock Broking Pvt. Ltd. | Entity controlled by KMP &/or their relative |
| 4 Mukesh Babu Mgt. Consultants Pvt. Ltd. | Entity controlled by KMP &/or their relative |
| 5 Istaa Infotech Pvt. Ltd. | Entity controlled by relative of KMP |
| 6 C. L. Babu Foundation | Entity managed by KMP &/or relative of KMP |
| 7 Nomad Communications LLP | Entity controlled by relative of KMP |
| 8 Tamarind Tree Trust | Entity managed by relative of KMP |

(ii) List of related parties with whom transactions have taken place during the year

| | |
|---------------------------------------|--|
| 1 Mukesh Babu Financial Services Ltd. | Holding Company |
| 2 Sagar Systech Ltd. | Entity controlled by KMP &/or their relative |
| 3 Ista Fashions Pvt. Ltd. | Entity controlled by KMP &/or their relative |

(iii) Key Managerial Personnel (KMP) with whom transactions have taken place during the year

| | |
|---------------------|-------------------------|
| 1 Meena Mukesh Babu | Managing Director (KMP) |
| 2 Mukesh Babu | Director (KMP) |

(iv) Key Managerial Personnel (KMP) with whom no transactions have taken place during the year

| | |
|----------------|-------------------------|
| 1 Manasi Dalal | Company Secretary (KMP) |
|----------------|-------------------------|

(v) Relatives of KMP who have controlled/managed the any of the entities mentioned above

| | |
|----------------------|-----------------------------|
| 1 Miloni Mukesh Babu | Daughter of Mukesh Babu-KMP |
| 2 Hemant Babu | Brother of Mukesh Babu- KMP |

B Transactions during the year with related parties:

| Nature of Transactions | Subsidiary | KMP | Entity controlled by KMP/ Relative of KMP | Entity managed by KMP/ Relative of KMP | Total |
|---|--------------|--------------|---|--|--------------|
| Net Loans & advances given/(returned) | - | - | 3,396,538 | - | 3,396,538 |
| Interest income | - | - | 34,618 | - | 34,618 |
| Net Loans & advances returned (taken) | 52,379,765 | 11,000,000 | - | - | 63,379,765 |
| Interest paid | (6,297,650) | - | - | - | (6,297,650) |
| CSR Expenditure | - | - | - | - | 0 |
| Closing Balance - Debit/(Credit) | - | - | - | - | 0 |
| Loans and Advances(31.3.2020) | (40,111,697) | (45,377) | 5,231,156 | - | (34,925,918) |
| Loans and Advances(31.3.2019) | (86,193,812) | (11,045,377) | 1,800,000 | - | (95,439,189) |
| Remuneration paid to KMP | - | 1,200,000 | - | - | 1,200,000 |

C Balance as at 31st March, 2020

| Particulars | Relationship | 31.03.2020 | 31.03.2019 |
|---|---|--------------|--------------|
| Loans and advances given/(taken) | | | |
| Mukesh Babu Financial Services Ltd | Holding Company | (40,111,697) | (86,193,812) |
| Sagar Systech Ltd. | Entity controlled by KMP and/or his relatives | 201,197 | 1,800,000 |
| Ista Fashions Pvt. Ltd. | | 5,029,959 | - |
| Meena Mukesh Babu | KMP | (45,377) | (11,045,377) |

12 Income and Expenses in Foreign Currency:

| 31.03.2020 | 31.03.2019 |
|------------|------------|
| NIL | NIL |

13 **CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)**

| Particulars | 31.03.2020 | 31.03.2019 |
|--|------------|------------|
| | ₹ | ₹ |
| A. Contingent Liabilities | | |
| (1) Claims against the company not acknowledged as debt | - | - |
| (2) Guarantees | - | - |
| (3) Other money for which the company is contingently liable | - | - |
| Sub Total (A) | - | - |
| B. Commitments | | |
| (1) Estimated amount of contracts remaining to be executed on capital account and not provided for | - | - |
| (2) Uncalled liability on shares/other investments partly paid | - | - |
| (3) Other commitments (specify nature) | - | - |
| Sub Total (B) | - | - |
| Total (A+B) | | |

14 **SPECIFIC DISCLOSURES**

1 **Disclosure pursuant to Note no. 6(U) of Part I of Schedule III to the Companies Act 2013.**

| Particlars | Total ₹ | Total ₹ per Share |
|---|---------|-------------------|
| Dividends proposed to be distributed to equity shareholders | Nil | Nil |

15 **CORPORATE SOCIAL RESPONSIBILITY (CSR)**

During the year 2019-20 company did not have any obligation to spend or invest under Corprate Social Responsibility.

2 **Disclosure pursuant to Note no. 6(V) of Part I of Schedule III to the Companies Act 2013.**

| |
|---|
| Where in respect of an issue of securities made for a specific purpose, the whole or part of the amount has not been used |
| Not Applicable |

3 **Disclosure pursuant to Note no. 6(W) of Part I of Schedule III to the Companies Act 2013.**

| If, in the opinion of the Board, any of the assets other than fixed assets and non-current investments do not have a value | | | |
|--|------------------|------------------------|------------------|
| Name of Assets | Realisable Value | Value in Balance Sheet | Opinion of Board |
| | | None | |

16 The Company has a process whereby periodically all long term contracts are assessed for material foreseeable losses. At the

17 The Company has reviewed its pending litigations and proceedings and has adequately provided for where Provisions are

18 The previous year's figures are regrouped / rearranged / reclassified wherever considered necessary to correspond with the

19 Other information pursuant to General Instructions for preparation of Balance Sheet and Profit & Loss Account of Schedule III to the Companies Act 2013 is not applicable.

AS PER OUR REPORT OF EVEN DATE
For CHAITANYA C. DALAL & CO.
CHARTERED ACCOUNTANTS

FOR AND ON BEHALF OF THE BOARD OF
MUKESH BABU SECURITIE LIMITED

Chaitanya C. Dalal
Partner
FRN: 101632W
M. No.: 35809
Place : Mumbai
Date : 29/06/2020

Mukesh Babu
Director
DIN:00224300

Place : Mumbai
Date : 29/06/2020

Meena Babu
Managing Director
DIN:00799732

Manasi Dalal
Company Secretary
ACS: 54690

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/ Client Id: |

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: _____
 E-mail Id: _____ Signature: _____,
 or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the company, to be held on the 30th day of September, 2020 at 10.00 a.m. at 111, Maker Chambers III, Nariman Point, Mumbai 400021 and at any adjournment thereof in respect of such resolutions as are indicated below:

| | Resolutions | For | Against |
|----------------------------------|---|-----|---------|
| <u>Ordinary Business:</u> | | | |
| 1 | Adoption of the audited financial statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon | | |
| 2 | Reappointment of Mr. Mukesh Babu (DIN: 00224300) as Director who retires by rotation | | |

Signed this _____ day of _____, 2020

Signature of shareholder _____

Signature of Proxy holder(s) _____