

MORGAN VENTURES LIMITED

(CIN: L70109DL1986PLC025841)

Registered Office: 37, Ring Road, Lajpat Nagar-IV, New Delhi-110024

Phone: 011-26432601/02/03, website: www.morganventures.in

Dated: 23/06/2021

To,

The Corporate Listing Department,
Bombay Stock Exchange Limited,
Department of Corporate Services,
P.J Towers, Dalal Street, Mumbai 400001

Script Code: 526237

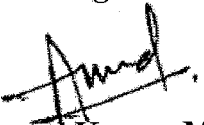
Sub: Annual Report under Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended

Dear Sir,

This is to inform you that the 35th Annual General Meeting of the Company is to be held on Monday, 18th July, 2022, in this regards, we are submitting the Annual Report of the Company for the year ended 31.03.2022 in terms of Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

This is for your information and records,

For Morgan Ventures Limited


Anand Kumar Mishra
Company Secretary



Registered Office: 37, Ring Road, Lajpat Nagar-IV, New Delhi-110024



MORGAN VENTURES LIMITED

35TH ANNUAL REPORT
2021 - 2022

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Kuldeep Kumar Dhar
Managing Director

Mr. Krishan Kumar Gupta
Independent Director

Mr. Sanjiv Bansal
Independent Director

Mrs. Madhu
Woman Director

BOARD OF COMMITTEES AUDIT COMMITTEE

Mr. Krishan Kumar Gupta
Chairman

Mr. Kuldeep Kumar Dhar
Member

Mr. Sanjiv Bansal
Member

NOMINATION AND REMUNERATION COMMITTEE

Mr. Krishan Kumar Gupta
Chairman

Mr. Sanjiv Bansal
Member

Mrs. Madhu
Member

STAKEHOLDER RELATIONSHIP COMMITTEE

Mr. Sanjiv Bansal
Chairman

Kuldeep Kumar Dhar
Member

Mrs. Madhu
Member

CHIEF FINANCIAL OFFICER
Mr. Dharam Kumar

COMPANY SECRETARY AND COMPLIANCE OFFICER

Mr. Anand Kumar Mishra

REGISTRAR & SHARE TRANSFER AGENT

Skyline Financial Services Private Limited
D-153A, 1st Floor, Okhla Industrial Area,
Phase – 1, New Delhi – 110020

REGISTERED OFFICE

37, Ring Road, Lajpat Nagar - IV,
New Delhi – 110024

E MAIL ADDRESS

morgan@morganventures.in
Secretarial@goyalgroup.com

WEBSITE

www.morganventures.in

AUDITORS

Statutory Auditors

V.K. Sehgal & Associates
Chartered Accountants
201, Harsh Bhawan, 64-65,
Nehru Place, New Delhi-110019

Internal Auditors

Pawan Sachdeva & Company,
Practicing Chartered Accountants,
18, Second Floor,
Mukherjee Nagar,
Delhi – 110009

Secretarial Auditors

Anuj Gupta & Associates,
Practicing Company Secretaries,
187, H/5, 2nd Floor, Kilokari,
Opp. Maharani Bagh, Above Easy Day
Fair Price, Back Door Entry,
New Delhi – 110014

BANKERS

HDFC Bank Ltd. K.G. Marg, New Delhi

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE 35th ANNUAL GENERAL MEETING ('AGM') OF MORGAN VENTURES LIMITED will be held on Monday, the 18th July, 2022 at 10.00 A.M. at the office of the Company at 53, Friends Colony (East), New Delhi 110065 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended at 31st March 2022 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Madhu (DIN No. 09065199), who retires by rotation and being eligible, offers herself for reappointment be and is hereby re-appointed as a Director of the Company.
3. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s. V.K. Sehgal , Chartered Accountants (ICAI Firm Registration No. 011519 N) be and are hereby appointed as the Statutory Auditors of the Company for a term of five years commencing from the conclusion of the 35th Annual General Meeting of the Company till the conclusion of the 40th Annual General Meeting at such remuneration plus reimbursement of out-of pocket, travelling and living expenses etc., as recommended by the Audit Committee and approved by the Board of Directors."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

**By order of the Board
For Morgan Ventures Limited**

**Place: New Delhi
Date: 23rd June, 2022**

**Sd/-
Anand Kumar Mishra
Company Secretary**

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NOTES

1. The Register of Members and the Share Transfer books of the Company will remain closed from 12th July, 2022 till 18th July, 2022 , both days inclusive.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument of Proxy in order to be effective should be deposited at the Registered Office of the Company, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of AGM. A Proxy Form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolutions/ authority, as applicable.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

3. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
4. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities. Details as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meeting (SS-2) of ICSI in respect of the Directors seeking appointment/re-appointment at the AGM, forms integral part of the Notice of the AGM. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment.
5. Electronic copy of the Annual Report for 2022 is being sent to all the members whose email addresses are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2022 are being sent in the permitted mode.

Electronic copy of the Notice of the 35th AGM of the Company, inter alia, along with Attendance Slip, Proxy Form and Route Map is being sent to all the members whose email addresses are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same.

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For members who have not registered their email address, physical copies of the Notice of the 35th AGM of the Company, inter alia, along with Attendance Slip, Proxy Form and Route Map is being sent in the permitted mode.

6. Members may also note that the Notice of the 35th AGM, Attendance Slip, Proxy Form, Route Map, Ballot Paper and the Annual Report for 2022 will also be available on the Company's website www.morganventures.in for their download.
7. No gift/ coupon will be distributed at Annual General Meeting.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.morganventures.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 14th July, 2022 at 09:00 A.M. and ends on 17th July, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, 12th July, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday 12th July, 2022.

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

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

Step 1: Access to NSDL e-Voting system

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





In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

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Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>

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Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43.

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Pradeep_may1988@yahoo.co.in

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with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request Ms. Pallavi Mhate, Manager at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to secretarial@goyalgroup.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to secretarial@goyalgroup.com.
3. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
4. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
5. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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ANNEXURE TO ITEM – 2 OF THE NOTICE

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36 (3) of the SEBI (Listing Obligation and Disclosure Requirement)] Regulations, 2015 and Secretarial Standard 2 on General Meetings

Sl. No.	Nature of Information	Item No. 2
1.	Mrs. Madhu	Woman Director
2.	Director Identification Number	09065199
3.	Date of Birth	14.12.1970
4.	Date of Appointment	12/02/2021
5.	Director of Company since	12/02/2021
6.	Qualifications	Graduate
7.	Expertise in specific Functional areas	Administration
8.	Relationships between directors inter-se	N.A.
9.	Directorships held in other companies	N.A.
10.	Memberships/ Chairmanships of committees of other companies	N.A.
11.	Resignation details in the listed entities during the last three years.	NIL
12.	Number of Board Meetings attended during the year 2021-2022	6
13.	Remuneration details (Including Sitting Fees & Commission)	Refer Corporate Governance Report
14.	Chairman/ member of the mandatory committees of the board of the companies on which he is a director as on 31 March, 2022	Member - Nomination and Remuneration Committee Member - Shareholder Relationship Committee
15.	Number of shares held in the Company	0

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DIRECTORS' REPORT

To,

**The Members of
Morgan Ventures Limited**

Your Directors are pleased to present the 35th Annual Report on the business and operations together with Audited Balance Sheet as at 31st March, 2022 and Profit & Loss Account & Cash Flow Statement of the Company for the period ended on 31st March, 2022.

FINANCIAL RESULTS:

Your Company's performance during the year as compared with the previous year is summarized as below:

(Amount in Rs. Thousands)

Particulars	For the Current Year ended 31.03.2022	For the Previous Year ended 31.03.2021
Total Revenue	1,66,871.45	58,097.67
Total Expenses	56,103.04	29,273.71
Profit before Tax	1,10,768.41	28,823.96
Tax Expenses:		
- Current Tax	2,881.11	-
- Adjustment of tax relating to earlier periods		-
- MAT Credit Entitlement utilised/ (Claimed)	-	-
- Deferred Tax	24,433.04	14,267.26
Net Profit	83,454.26	14,556.70
Gearing Ratio	69.61%	48.43%

BUSINESS PERFORMANCE:

During the year under review, the total income of the company for the said period was Rs. 1,66,871.45 (in Rs.'000) against Rs. 58,097.67 (in Rs.'000) in the last year. The net profit / (loss) after tax and adjustment relating to earlier years for the period under review was Rs. 83,454.26 (in Rs.'000) as against Rs. 14,556.70 (in Rs.'000) in the last year. The company received new investment opportunities and invested significant amount of money in alternate Investment funds (AIFs) expecting good results in future for overall development of the company.

STATEMENT OF COMPANY'S AFFAIRS:

During the year under review, the overall financial market under stress for liquidity as covid-19 era and distress market conditions, the company explored and made investment in new investment opportunities from which the company is expecting good return in future. The company used own resources and loan funds for investment in Equity Instrument, unit of AIF category II and Non-convertible debenture of the private company.

DIVIDEND:

With a view to conserve the resources to meet the fund requirements of the Company, your directors express their inability to recommend dividend for the year under report.

TRANSFER TO RESERVE:

The Board of Directors of your company, has decided not to transfer any amount to the Reserves for the year under review.

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MATERIAL CHANGES & COMMITMENTS:

There have been no material changes and commitment which affect the financial position of the company which have occurred between the end of the financial year to which the financial statements relate and the date of this Report

CHANGE IN THE NATURE OF BUSINESS, IF ANY:

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

SHARE CAPITAL:

The paid up Equity Share Capital as on 31st March, 2022 was Rs.9,89,87,000 comprising of 98,98,700 Equity Shares of 10 each. During the year under review, the Company has not issued any further shares to the members or general public

DIRECTORS & KEY MANAGERIAL PERSONNEL:

Change in composition of Board of Directors

Mr. Shahzeb Khan (DIN No. 05102379) Director of the Company has resigned from the post of Managing Director of the company on 14th August, 2021. He has also resigned from the Directorship w.e.f. 28/09/2021

Mr. Kuldeep Kumar Dhar (DIN No. 00299386) was appointed as Additional Director designated as Managing Director of the company vide resolution passed by the Board of Directors at meeting held on 14th August, 2021. Further he had been appointed as director of the company at previous Annual General Meeting held on 14th September, 2022.

Mr. Mahendra Doogar Kumar, Independent Director had vacated his office with effect from 4th May, 2021 due to his sad and sudden demise due to COVID 19.

Mr. Sanjiv Bansal was appointed as Additional Director in Independent Director category with effect from 17th June, 2021, confirmed by Shareholders in Annual General Meeting held on 14th September, 2021.

Mrs. Madhu (DIN No. 09065199), Woman Director of the company, retires by rotation at ensuing annual general meeting and being eligible, offers herself for reappointment.

Brief profile of the Director being re-appointed as required under Regulations 36 (3) of Listing Regulations, 2015 and Secretarial Standard on General Meetings are provided in the notice for the forthcoming Annual General Meeting of the Company

Declaration given by Independent Directors

Mr Krishan Kumar Gupta (DIN No. 00062385) and Mr Sanjiv Bansal (DIN No. 00417480) appointed as Non-Executive and Independent Directors, have given the necessary declaration under Section 149, Section 164 and Section 184 of the Companies Act, 2013. These declarations have been placed before the Board and were duly taken on record.

Independent Directors (IDs)

All IDs hold office for a fixed term of five years and are not liable to retire by rotation. Mr Krishan Kumar Gupta (DIN No. 00062385) was reappointed for the second term of 5 consecutive years and same was approved at AGM 28th September, 2019 and Mr Sanjiv Bansal (DIN No. 00417480), was appointed as Additional and Independent Directors for a term of 5 years by the board at its meeting held on 17th June, 2021 and the same were approved by the shareholders at the AGM held on 14th September, 2021. The terms of appointment of IDs include the remuneration payable to them by way of fees.

The terms of IDs cover, inter-alia, duties, rights of access to information, disclosure of their interest / concern, dealing in Company's shares, remuneration and expenses, insurance and indemnity. The

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IDs are provided with copies of the Company's policies and charters of various committees of the Board

In accordance with Section 149 (7) of the Act, 2013, all IDs have declared that they meet the criteria of independence as provided under Section 149 (6) of the Act, 2013 and Regulation 25 of the Listing Regulations and the Board confirms that they are independent of the management.

All the IDs are registered with the databank of Independent Directors developed by the Indian Institute of Corporate Affairs

in accordance with the provisions of Section 150 of the Companies Act, 2013 and obtained ID registration certificate and renewed the same for five years / life time, as the case may be.

Separate meeting of Independent Directors During the year under review, a separate meeting of IDs was held on 31.03.2022.

FAMILIARIZATION POLICY:

Pursuant to Regulation 25 (7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has framed a policy to familiarize the Independent Directors about the Company. The Policy is available on the website of the Company "www.morganventures.in".

COMMITTEES:

Board delegates specific mandates to its Committees, to optimize Directors' skills and talents besides complying with key regulatory aspects.

- Audit Committee for overseeing financial Reporting;
- Nomination and Remuneration Committee for selecting and compensating Directors / Employees;
- Stakeholders' Relationship Committee for redressing investors' grievances;

The performance of each Committee was evaluated by the Board after seeking inputs from its Members on the basis of specific terms of reference, its charter, time spent by the Committees in considering key issues, quality of information received, major recommendations / action plans and work of each Committee.

The Board is satisfied with overall effectiveness and decision making of all Committees. The Board reviewed each Committee's terms of reference to ensure that the Company's existing practices remain appropriate.

Recommendations from each Committee were considered and accepted by the Board prior to its implementation during the financial year under review.

Details of Committees, its charter and functions are provided in the Corporate Governance Report

CORPORATE SOCIAL RESPONSIBILITY:

As per Section 135 of Companies Act, 2013 Every Company having net worth of Rs. five hundred crores or more or turnover of rupees one thousand crores or more or a net profit of Rs. five crores or more during any financial year shall constitute a Corporate Social Responsibility Committee of the Board consisting of three or more directors. As the net profit of the company during year under review was more than Rs. Five crore, so the provisions of aforesaid section applicable to your company. Further, the company constituted CSR Committee formulated and recommended a CSR Policy in terms of Section 135 of the Act, 2013 along with a list of projects / programs to be undertaken for CSR spending in accordance with the Companies (Corporate Social Responsibility Policy) Rules, 2014. The company undertaken projects / programs, which are falling within the CSR activities as specified under Schedule VII to the Act, 2013.

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The CSR Committee consist the following members:

Mr. Kuldeep Kumar Dhar (Chairperson)
Mr. Krishan Kumar Gupta
Mrs. Madhu

The Committee shall be responsible to formulate and recommend to the Board a CSR policy (Corporate Social Responsibility Policy) for the activities prescribed under the Companies Act, 2013 and recommend the amount of expenditure to be incurred on the activities prescribed under CSR Policy and monitor the CSR Policy of the Company from time to time. The Company has carried out its obligations under CSR applicable provisions as provided under the Companies Act.

PUBLIC DEPOSITS:

The Company has not accepted, invited or renewed any public deposits during the period Financial Year 2021-2022. The Company has no pending deposits, which are due or unclaimed at the end of the year.

INDUSTRIAL RELATIONS:

The industrial relations with staff and workers during the year under review continue to be cordial.

RBI GUIDELINES:

The company has complied with and continues to comply with all the applicable regulations and directions of the RBI.

AUDITORS & AUDITORS' REPORT:

During the Year under review, the firm of M/s R. Tayal & Associates, Practicing Chartered Accountants (FRN 006969N) Statutory Auditors of the Company dissolved and merged with M/s GMT & Associates, Practicing Chartered Accountants (FRN 039267N). Further, the newly constituted statutory Auditors Firm i.e. GMT & Associates, Practicing Chartered Accountants (FRN 039267N) informed to company that the said firm also dissolved i.e. M/s GMT & Associates, Practicing Chartered Accountants (FRN 039267N).

As Casual Vacancy was created due to dissolution of the statutory auditors firm i.e. M/s GMT & Associates, Practicing Chartered Accountants (FRN 039267N), the Board at its meeting held on 13th November, 2021 appointed M/s V. K. Sehgal & Associates, Practicing Chartered Accountants (FRN 011519N) as Statutory Auditors of the Company as per provisions of section 139(8) of the Companies Act, 2013 up-to ensuing Annual General Meeting. The company made an offer for reappointment to the retiring statutory auditors firm M/s V. K. Sehgal & Associates, Practicing Chartered Accountants (FRN 011519N) as the statutory auditors for five years commencing from the conclusion of the 35th Annual General Meeting of the Company till the conclusion of the 40th Annual General Meeting at such remuneration plus reimbursement of out-of pocket, travelling and living expenses etc., as recommended by the Audit Committee.

M/s V. K. Sehgal & Associates, Practicing Chartered Accountants (FRN 011519N) accepted the offer and submitted Consent & Eligibility Certificate Pursuant to the provisions of Section 139 of the Chapter X of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014. The Board recommended their appointment as statutory auditors of the company.

The observations and comments given by the Auditors in their report read together with notes on Financial Statements are self-explanatory and hence do not call for any further comments under Section 134 of the Companies Act, 2013

DETAILS OF FRAUD REPORTED BY AUDITOR:

As per Auditors' report, no fraud under Section 143 (12) of the Companies Act, 2013 and Rule 13 (3) of the Companies (Audit and Auditors) Rules, 2014 is reported by the Auditor

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BOARD'S COMMENT ON THE AUDITORS' REPORT:

The observations of the Statutory Auditors when read together with the relevant notes to the accounts and accounting policies are self-explanatory and do not call for any further comments.

PARTICULARS OF LOANS AND INVESTMENT:

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the Notes to the Financial Statements provided in this Annual Report.

SECRETARIAL AUDITORS & SECRETARIAL AUDIT REPORT:

Pursuant to the provisions of Section 204 (1) of the Companies Act 2013 read along with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules 2020 and other applicable provisions, if any, of the Companies Act 2013

The Secretarial Audit Report for the financial year 2021-22, given by M/s Anuj Gupta and Associates, (CP.No.13025), Delhi is attached to this Report. The Secretarial Audit Report does not contain any qualification, reservation or other remarks.

The Board at its meeting held on 23rd May, 2022, re-appointed M/s Anuj Gupta and Associates, (CP.No.13025), Delhi as Secretarial Auditors for the financial year 2022-23.

COMPLIANCE WITH THE INDIAN ACCOUNTING STANDARDS & IND AS APPLICABILITY:

In compliance with Rules as applicable by Ministry of Corporate Affairs under Companies (Indian Accounting Standards) Rules, 2015, The Company has to prepare its annual accounts and other financial statements as per Indian Accounting Standards with effect from 1st April, 2019.

Therefore, the Company start preparing its accounts and other financial statements in accordance with the relevant accounting principles and complies with the relevant Indian accounting standards.

COMPLIANCE WITH THE SECRETARIAL STANDARDS:

The Company has made compliances in accordance with the Secretarial Standards as issued by the Institute of Company Secretaries of India.
Company has conducted all of its meetings of Board and relevant committee meetings and drafted its minutes in accordance with the SS-1 and SS-2 standards issued by the Institute of Company Secretaries of India.

INTERNAL AUDITOR AND REPORT:

The Board of Directors of your company appointed M/s Pawan Sachdeva & Company, Practicing Chartered Accountants (M. No.099670) as Internal Auditor of the Company for the financial year 2022-2023 at meeting held on 23rd May, 2022.

The Internal Auditor conducts the internal audit as per internal audit standards and places before the board the internal audit report from time to time.

MATERIAL CHANGES AND COMMITMENTS:

There are no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

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VIGIL MECHANISM/WHISTLE BLOWER POLICY:

The vigil mechanism of the Company incorporates a policy under Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rule 7 of the Companies (Meeting of the Board and its Power) Rules 2014, provide the mechanism for Employees and Directors of the Company to approach the Executive Director and the Chairman of the Audit Committee of the Board. Protected disclosures can be made by a Whistle Blower by means of e-mail or telephone or letter to the Executive Director or to the Chairman of the Audit Committee. The policy on Vigil Mechanism may be accessed on the Company's website.

BUSINESS RISKS MANAGEMENT:

Pursuant to Regulation 17 (9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has laid down a framework to inform the Board about the particulars of Risks Assessment and Minimization Procedures (Risks Management) Plan. The Risks Management Plan is available on the website of the Company

JOINT VENTURE/ ASSOCIATE OR SUBSIDIARY COMPANIES:

During the period under review, the Company has no subsidiaries Further, the disclosure of about Subsidiaries/ Joint venture and Associate Companies for the year, as per Indian Accounting Standards mentioned in the related party disclosures is given in Note No. 30 to the Balance Sheet as on 31st March, 2022.

STOCK EXCHANGE LISTING & COMPLIANCES:

The Equity Shares of your Company are continued to be listed on Bombay Stock Exchange Limited, Mumbai. The Company confirms that the Annual Listing fee to Bombay Stock Exchange Limited has been paid and is up to date.

PARTICULARS OF EMPLOYEES:

The information required under Section 197 (12) of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as Annexure - I.

DIRECTORS RESPONSIBILITY STATEMENT:

As per provisions of Section 134 (3) (c) & 134 (5) of the Companies Act, 2013, Your Directors confirms as under:-

- a) That in the preparation of annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- b) That the Directors 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 at the end of the Financial Year 31.03.2022 and profit and loss of the Company for the period ended 31.03.2022.
- c) That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) That the Directors had prepared the annual accounts on a going concern basis.
- e) That the Directors had laid down internal financial controls to be followed by the Company and that such internal financial control are adequate and were operating effectively.
- f) That the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

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BOARD MEETINGS DURING THE YEAR:

The Board of Directors met Six times in the Financial Year 2021-2022 i.e. 17th June, 2021; 23rd June, 2021; 14th August, 2021; 25th October 2021; 13th November, 2021 and 25th January, 2022. The details of the Board Meetings and the attendance of the Directors are provided in the Corporate Governance Report.

PERFORMANCE EVALUATION OF BOARD, COMMITTEE AND DIRECTORS:

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board has carried out an annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Board Committees. The manner of evaluation has been explained in the Corporate Governance Report.

During the year the Board with the assistance of Nomination and Remuneration Committee has completed the Evaluation exercise, which includes the evaluation of Board as whole, committees and Directors, as per the internally designed evaluation process approved by the Board.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES:

All related party transactions that were entered into during the financial year ended 31st March, 2022 were on an arm's length basis and were in the ordinary course of business. Therefore, the provisions of Section 188 of the Companies Act, 2013 were not attracted. Further, there are no materially significant related party transactions during the year under review made by the Company with Promoters, Directors, or other designated persons which may have a potential conflict with the interest of the Company at large. Thus, disclosure in Form AOC-2 is not required. However, the disclosure of transactions with related party for the year, as per Indian Accounting Standards Related Party Disclosures is given in Note No. 30 to the Balance Sheet as on 31st March, 2022.

MANAGEMENT DISCUSSION & ANALYSIS REPORT:

Pursuant to the provisions of Regulation 34 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, Management Discussion & Analysis Report is attached to Annual Report.

EXTRACT OF ANNUAL RETURN:

In accordance with Section 134 (3) (a) of the Companies Act, 2013, an extract of the Annual Return in the prescribed format is appended as Annexure II

CORPORATE GOVERNANCE:

The Company has been practicing the principles of good corporate governance over the years and lays strong emphasis on transparency, accountability and integrity.

A separate report on Corporate Governance is given in the Annual Report are annexed hereto as part of Annual Report along with Auditors' Certificate on its due compliance.

The Managing Director, Director and the Chief Financial Officer (CFO) of the Company have certified to the Board on financial statements and other matters in accordance with the Regulation 17 (8) of the Listing Regulations pertaining to Managing Director / CFO certification for the financial year ended 31st March 2022.

Corporate Governance report is attached to Annual Report as Annexure III.

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CORPORATE GOVERNANCE CERTIFICATE:

The Compliance certificate from the Statutory Auditor regarding compliance of corporate governance is annexed with the report.

INTERNAL FINANCIAL CONTROL:

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the 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 disclosures.

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

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

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

- a. **Conservation of Energy & Technology Absorption:** Since the Company is engaged in NBFC activities, information relating to conservation of energy and technology absorption are not applicable under Section 134 (3) (m) of the Companies Act, 2013 read with rules made thereunder.
- b. **Foreign Exchange Earnings and Outgo:** There was no Foreign Exchange earnings and outgo during the year under review.

EMPLOYEES RELATIONSHIP

The employees at all ranks of the Company have extended their whole-hearted cooperation to the Company for the smooth conduct of the affairs of the Company and the employee relations of the Company have been Cordial. Directors wish to place on record their deep sense of appreciation for all the employees whose commitment, co-operation, active participation, dedication and professionalism has made the organization's significant growth possible.

APPRECIATION & ACKNOWLEDGEMENT

Your Directors appreciate the valuable co-operation extended by the Company's Bankers, Monitoring Agencies, Regulators (SEBI and RBI), other Central and State Government departments and Clients for their continued support. Your Directors also express its deep gratitude for wholehearted and continuous support extended by the members who have always been a source of strength of the Company.

For and on Behalf of the Board of Directors

Place: New Delhi
Date: 23/06/2022

Sd/-
Mr. Kuldeep Kumar Dhar
Managing Director
(DIN No. 00299386)

Sd/-
Mrs. Madhu
Director
(DIN 09065199)

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Annexure – I

Statement of Disclosure pursuant to Section 197 of the Companies Act, 2013

[Read with Rule 5 (2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

1. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year:

[(Explanation: (i) the expression "median" means the numerical value separating the higher half of a population from the lower half and the median of a finite list of numbers may be found by arranging all the observations from lowest value to highest value and picking the middle one; (ii) if there is an even number of observations, the median shall be the average of the two middle values].

2. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary, or Manager, if any, in the financial year:

The ratio of remuneration of each director to the median remuneration of all employees who were on the payroll of the Company and the percentage increase in remuneration of the Directors, Chief Financial Officer and Company Secretary during the financial year 2021-22 are given below:

	Ratio to median remuneration	% increase in remuneration in the financial year
Non-Executive Directors		
Independent Directors		
Mr Krishan Kumar Gupta	NA	NA
Mr Sanjiv Bansal	NA	NA
Non-Independent Directors		
Executive Director (Managing Director)		
Mr. Kuldeep Kumar Dhar	NA	NA
Key Managerial Personnel		
Mr. Dharma Kumar, CFO	NA	NA
Mr. Anand Kumar Mishra - Company Secretary	NA	NA

The above mentioned Executive & Non-Executive Non-Independent Directors are not drawing any remuneration from the Company

3. The percentage increase in the median remuneration of employees in the financial year: 0 %
4. The number of permanent employees on the rolls of the Company: 3
5. Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The percentage increase in the salaries of employees other than the managerial personnel in the last financial year was 0% on a cost to Company basis, as against an increase of 0% in the salary of the Managing Director (Managerial Personnel as defined under the Act).

The increment given to each individual employee is based on the employees' potential, experience as also their performance and contribution to the Company's progress over a

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period of time and also benchmarked against a comparable basket of relevant companies in India.

Affirmation that the remuneration is as per the remuneration policy of the Company: It is affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees, adopted by the Company.

6. Affirmation that the remuneration is as per the remuneration policy of the Company:

It is affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees, adopted by the Company.

- 7 The statement containing particulars of the employees as required under Section 197 (12) of the Act read with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016:-

- 1) Mr. Dharam Kumar having designation of CFO of the company having experience of above 20 years, date of joining 14th February, 2017. Gross salary Paid Rs. 62,690/- annually and he is previously employed with Goyal MG Gases Pvt. Ltd.
- 2) Mr. Anand Kumar Mishra having designation of Company Secretary of the company having experience of above 20 years, date of joining 01st February, 2020, Gross salary Paid Rs. 6,37,290/- annually.
 - (i) If employed throughout the financial year was in receipt of remuneration not less than Rs. 102 lacs: None.
 - (ii) If employed for part of the year with an average salary not less than Rs. 8.50 lacs per month: None.
 - (iii) If employed throughout or part of the financial year was in receipt of remuneration in excess of Managing Director and holds 2% of the equity shares of the Company: None.

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ANNEXURE - II

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

as on financial year ended on 31.03.2022

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	L70109DL1986PLC025841
ii	Registration Date	23-10-1986
iii	Name of the Company	MORGAN VENTURES LIMITED
iv	Category/Sub-category of the Company	COMPANY LIMITED BY SHARES; INDIAN NON GOVT. COMPANY
v	Address of the Registered office & contact details	37, RING ROAD, LAJPAT NAGAR - IV, NEW DELHI 110024
vi	Whether listed company	YES
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any	SKYLINE FINANCIAL SERVICES PVT. LTD. D-153A, 1ST FLOOR, OKHLA INDUSTRIAL AREA, PHASE-I, NEW DELHI

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
i	Non Banking Financial Company engaged in Investment Activities	6430	100

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

NONE

SI No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
	NIL				

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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									
a	Individuals - HUF	-	-	-	-	-	-	-	-	0.00
b	Central Govt	-	-	-	-	-	-	-	-	0.00
c	State Govt (s)	-	-	-	-	-	-	-	-	0.00
d	Bodies Corporate	74,04,700	-	74,04,700	74.80	74,04,700	-	74,04,700	74.80	0.00
e	Banks, FI	-	-	-	-	-	-	-	-	0.00
f	Any other (specify)	-	-	-	-	-	-	-	-	0.00
g	Trusts	-	-	-	-	-	-	-	-	0.00
Sub-Total (A) (1)		74,04,700	-	74,04,700	74.80	74,04,700	-	74,04,700	74.80	0.00
2)	Foreign									
a	NRI Individuals	-	-	-	-	-	-	-	-	0.00
b	Other Individuals	-	-	-	-	-	-	-	-	0.00
c	Bodies Corporate	-	-	-	-	-	-	-	-	0.00
d	Banks, FI	-	-	-	-	-	-	-	-	0.00
e	Any other (specify)	-	-	-	-	-	-	-	-	0.00
Sub-Total (A) (2)		-	-	-	-	-	-	-	-	0.00
Total Shareholding of Promoter (A)=(A)(1)+(A)(2)		74,04,700	-	74,04,700	74.80	74,04,700	-	74,04,700	74.80	0.00
B	Public Shareholding									
1)	Institutions									
a	Mutual Funds/UTI	-	-	-	-	-	-	-	-	0.00
b	Banks, FI	-	-	-	-	-	-	-	-	0.00
c	Central Govt	-	-	-	-	-	-	-	-	0.00
d	State Govt (s)	-	-	-	-	-	-	-	-	0.00
e	Venture Capital Funds	-	-	-	-	-	-	-	-	0.00
f	Insurance Companies	-	-	-	-	-	-	-	-	0.00
g	FII's	-	-	-	-	-	-	-	-	0.00
h	Foreign Venture Capital	-	-	-	-	-	-	-	-	0.00
i	Others (specify)	-	-	-	-	-	-	-	-	0.00
Sub-Total (B) (1)		-	-	-	-	-	-	-	-	0.00
2)	Non-Institutions									
a	Bodies Corporates									
i	Indian	54966	558300	613266	6.20	54570	558300	612870	6.19	-0.01
ii	Overseas	-	-	-	-	-	-	-	-	0.00
b	Individuals									
i	Individual Shareholders holding nominal share capital upto Rs. 1 lakh	545320	488928	1044248	10.55	691556	497228	1188784	12.01	1.46
ii	Individual Shareholders holding nominal share capital in excess of Rs. 1 lakh	713986	18900	732886	7.40	567380	18900	586280	5.92	-1.48
c	Others (specify)	-	-	-	-	-	-	-	-	0.00
i	Non-Resident Indian	20264	17800	38064	0.39	24877	17800	42677	0.43	0.05
ii	NBFC	-	-	-	0.00	-	-	-	-	0.00
iii	Overseas corporate Bodies	-	-	-	-	-	-	-	-	0.00
iv	Clearing Member/House	5400	0	5400	0.05	2021	0	2021	0.02	-0.03
v	Hindu Undivided Family	50736	0	50736	0.51	51968	0	51968	0.52	0.01
vi	Trust	-	-	-	-	-	-	-	-	0.00
vii	Foreign National	0	9400	9400	0.09	0	9400	9400	0.09	0.00
Sub-Total (B) (2)		13,90,672	11,03,328	24,94,000	25.20	13,92,372	11,01,628	24,94,000	25.20	0.00
Total Public Shareholding (B) = (B)(1) + (B)(2)		13,90,672	11,03,328	24,94,000	25.20	13,92,372	11,01,628	24,94,000	25.20	0.00
C	Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)		87,95,372	11,03,328	98,98,700	100	87,97,072	11,01,628	98,98,700	100	0.00

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(ii) SHARE HOLDING OF PROMOTERS

Sl. 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 to total shares	No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Poysha Oxygen Pvt. Ltd.	20,36,600	20.57	NIL	20,36,600	20.57	NIL	No Change
2	Gas Supply Company Pvt. Ltd.	14,90,000	15.05	NIL	14,90,000	15.05	NIL	No Change
3	Goyal Udyog (India) Pvt. Ltd.	14,75,000	14.9	NIL	14,75,000	14.9	NIL	No Change
4	Poysha Fincorp Pvt. Ltd.	10,00,000	10.1	NIL	10,00,000	10.1	NIL	No Change
5	Yield Securities & Credits Pvt. Ltd.	9,60,000	9.7	NIL	9,60,000	9.7	NIL	No Change
6	Virgin Securities & Credits Pvt. Ltd.	4,43,100	4.48	NIL	4,43,100	4.48	NIL	No Change
Total		74,04,700	74.8	NIL	74,04,700	74.8	NIL	No Change

(iii) CHANGE IN PROMOTERS' SHAREHOLDING

Sl. No.		Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
	There is no Change in Promoters Holding during the year	No Change		No Change	

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

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	CRB CAPITAL MARKETS LIMITED				
	At the Beginning of the year	1,98,500	2.01	1,98,500	2.01
	Bought during the year	0	0	0	0
	Sold during the year	0	0	0	0
	At the end of the year	1,98,500	2.01	1,98,500	2.01
2	SURESHBHAI POPATBHAI BHANDERI				
	At the Beginning of the year	1,98,468	2.00	1,98,468	2.00
	Bought during the year	0	0	0	0
	Sold during the year	0	0	0	0
	At the end of the year	1,98,468	2.00	1,98,468	2.00
3	CRB CORPORATION LIMITED				
	At the Beginning of the year	1,82,100	1.84	1,82,100	1.84
	Bought during the year	0	0	0	0
	Sold during the year	0	0	0	0
	At the end of the year	1,82,100	1.84	1,82,100	1.84

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4	PRAVEEN ELECTRONICS PRIVATE LIMITED				
	At the Beginning of the year	1 38 443	1 4	1 38 443	1 4
	Bought during the year	0	0	0	0
	Sold during the year	0	0	0	0
	At the end of the year	1 38 443	1 4	1 38 443	1 4
5	SANGEETHA S				
	At the Beginning of the year	81 250	0 82	81 250	0 82
	Bought during the year	0	0	0	0 00
	Sold during the year	0	0	0	0
	At the end of the year	81 250	0 82	81 250	0 82
5	ANITA KANWAR				
	At the Beginning of the year	-	0 00	-	0 00
	Bought during the year	48 180	0 49	48 180	0 49
	Sold during the year	0	0	0	0
	At the end of the year	48 180	0 49	48 180	0 49
6	ANMOL CHOUDHARY				
	At the Beginning of the year	44 684	0	44 684	0 45
	Bought during the year	-	0	-	0 00
	Sold during the year	-	0	-	0 00
	At the end of the year	44 684	0	44 684	0 45
7	KISHOR BHAI CHANDBHAI PATEL				
	At the Beginning of the year	8 565	0 09	8 565	0 09
	Bought during the year	25 033	0 25	30 000	0 25
	Sold during the year	3 598	0 04	3 598	0 04
	At the end of the year	30 000	0 30	30 000	0 30
8	AJANTA MERCANTILE LTD				
	At the Beginning of the year	28 500	0 29	28 500	0 29
	Bought during the year	0	0	0	0 00
	Sold during the year	0	0	0	0
	At the end of the year	28 500	0 29	28 500	0 29
9	ADMIRABLE FINANCIAL SERVICES LTD.				
	At the Beginning of the year	13 900	0 14	13 900	0 14
	Bought during the year	0	0	0	0
	Sold during the year	0	0	0	0
	At the end of the year	13 900	0 14	13 900	0 14
10	SANTOSH MUKIM				
	At the Beginning of the year	43 474	0 44	43 474	0 44
	Bought during the year	1 500	0 01	1 500	0 01
	Sold during the year	33 620	0 34	33 620	0 34
	At the end of the year	11 354	0 11	11 354	0 11

Sl. No	For Each of the Directors & KMP	Shareholding at the end		Cumulative Shareholding	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
1	MR. DHARAM KUMAR (CFO)				
	At the beginning of the year	2	Nominal	2	Nominal
	Date wise increase/decrease in Promoters Share holding during the year	0	0	0	0
	At the end of the year	2	Nominal	2	Nominal
2	MR. Krishan Kumar Gupta (Independent Director)				
	At the beginning of the year	100	Nominal	100	Nominal
	Date wise increase/decrease in Promoters Share holding during the year	0	0	0	0
	At the end of the year	100	Nominal	100	Nominal

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V. INDEBTEDNESS

Amount In (Rs.)

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal Amount	35,98,81,440	-	-	35,98,81,440
(ii) Interest due but not paid	41,48,587	-	-	41,48,587
(iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	36,40,30,027	-	-	36,40,30,027
Change in Indebtedness during the financial year				
Additions	76,52,59,000	20,00,00,000	-	96,52,59,000
Reduction	80,81,68,152	20,00,00,000	-	1,00,81,68,152
Net Change	-4,29,09,152	-	-	-4,29,09,152
Indebtedness at the end of the financial year				
(i) Principal Amount	31,69,72,288	-	-	31,69,72,288
(ii) Interest due but not paid	86,57,663	8,39,500	-	94,97,163
(iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	32,56,29,951	-	-	32,56,29,951

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

NONE

Sl.No	Particulars of Remuneration	Name of the MD/WTD/Manager	Total Amount
1	Gross salary		
	(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 (A)	-	-
	Ceiling as per the Act	-	-

B. Remuneration to other directors:

Sl.No	Particulars of Remuneration	Name of the Directors		Total Amount
1	Independent Directors	MR. SANJIV BANSAL	MR. K.K. GUPTA	
	(a) Fee for attending board committee meetings	42,500	42,500	85,000
	(b) Commission	0	0	-
	(c) Others, please specify	0	0	-
	Total (1)	42,500	42,500	85,000
2	Other Non Executive Directors	0	0	-
	(a) Fee for attending board committee meetings	0	0	-
	(b) Commission	0	0	-
	(c) Others, please specify	0	0	-
	Total (2)	0	0	-
	Total (B)=(1+2)	42,500	42,500	85,000
	Total Managerial Remuneration	42,500	42,500	85,000
	Overall Ceiling as per the Act.	N/A	N/A	N/A

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	Company Secretary		
		Dharam Kumar	Anand Kumar Mishra		
1	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	62 690	6 37 290		6 99 980
	(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	62,690	6,37,290		6,99,980

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

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	N.A.				
Punishment	N.A.				
Compounding	N.A.				
B. DIRECTORS					
Penalty	N.A.				
Punishment	N.A.				
Compounding	N.A.				
C. OTHER OFFICERS IN DEFAULT					
Penalty	N.A.				
Punishment	N.A.				
Compounding	N.A.				

For and on Behalf of the Board of Directors

Place: New Delhi
Date: 23/06/2022

Sd/-
Mr. Kuldeep Kumar Dhar
Managing Director
(DIN No. 00299386)

Sd/-
Mrs. Madhu
Director
(DIN 09065199)

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Annexure III REPORT ON CORPORATE GOVERNANCE

The Securities and Exchange Board of India (SEBI) regulates Corporate Governance Practices of Companies listed on the stock exchanges. The Corporate Governance framework has been referred to in Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. These Regulations specifies the standards that Indian Companies have to comply and the disclosures that they have to make with regards to Corporate Governance. Your Company has established systems and procedures to comply with the amended provisions of the Corporate Governance and is complying with the same in its letter and spirit.

The Securities and Exchange Board of India (SEBI) has notified SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as Listing Regulations) on September 2, 2015 replacing the earlier listing agreement and is aimed to consolidate and streamline the provisions of earlier listing agreements for different segments of capital market.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

The philosophy of the Company on Corporate Governance envisages; inter-alia, attainment of the highest levels of accountability and equity in all its actions and enhancement of shareholder's value keeping in view the needs and interests of the stakeholders.

Your Company believes that the Corporate Governance Code will enhance the growth of benefits to all the stakeholders. Your Company has complied with the requirements of the Code of Corporate Governance as implemented by the regulatory authorities. The broad disclosures as required by the stock exchange and regulatory authorities are given below:

BOARD OF DIRECTORS:

The composition of Board of Directors of the Company is as follows:

The Board of Directors, along with its Committees, provides leadership and guidance to the management and directs and supervises the performance of the Company, thereby enhancing stakeholder value. The Board has a fiduciary relationship in ensuring that the rights of all stakeholders are protected. The Board of Directors, as on 31 March 2022, comprised 4 directors, out of which 3 were Non-Executive Directors. The Company Board includes Managing Director, Non-Executive women director and 2 other Independent Directors. All directors possess relevant qualifications and experience in general corporate management, finance, banking and other allied fields which enable them to effectively contribute to the Company in their capacity as directors. All independent directors of the Company have been appointed as per the provisions of the Companies Act, 2013 and the governance guidelines for board effectiveness adopted by the Company.

Names of Directors	Designation	Category
Mr. Kuldeep Kumar Dhar (DIN 00062385)	Chairman and Managing Director	Executive Director – Managing Director
Mr. Krishan Kumar Gupta (DIN 00062385)	Director	Independent and Non-Executive Director
Mr. Sanjiv Bansal (DIN 00417480)	Director	Independent and Non-Executive Director
Mrs. Madhu (DIN 09065199)	Director	Woman Director and Non-Executive Director

Mr. Shahzeb Khan (DIN No. 05102379), Chairman and Managing Director has resigned from the Designation of Managing Director of the company and his resignation with effect from 14th August, 2021 and resigned from Director ship on 28th September, 2021.

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The name of Mr. Kuldeep Kumar Dhar (DIN No. 00299386) is to be proposed for appointment as additional Director with designation of Managing Director of the company at the meeting of Board of Directors, which is scheduled for 14th August, 2021 and he was appointed as director of the company on 14th September, 2021.

None of the Directors on the Board is a member of more than 10 Committees and Chairman of more than 5 Committees [Committees being Audit Committee and Stakeholders' Relationship Committee, as per Regulation 26 (1) of the Listing Regulations], across all the Companies in which he/ she is a director. The necessary disclosures regarding committee positions have been made by all the directors. None of the Directors holds office in more than 20 companies and in more than 10 public companies. All Directors are also in compliance of the limit on independent directorships of listed companies as prescribed in Regulation 25 (1) of the Listing Regulations.

As required under Regulation 16 of the Listing Regulations, it is also ensured that Independent Directors do not hold non-independent directorship position in another company, where any non-independent director of the Company is an independent director.

A. None of the Non-Executive Directors of the Company was paid any remuneration other than sitting fees for attending the Board/ Committee meetings.

B. BOARD MEETINGS:

The Board shall meet at least once in every calendar quarter, with a maximum interval of one hundred and twenty days between any two consecutive meetings of the Board, such that at least four meetings are held in each calendar year. The meetings are generally held at the registered office of the Company. The notice and agenda for all meetings are delivered in advance to the Board members as a corporate practice.

C. BOARD COMMITTEES:

Currently, the Board has three Committees viz. the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. The Board, from time to time, decides the terms of reference of the Committees. The Committee Meetings are held at regular intervals.

D. NUMBER OF BOARD MEETINGS, ATTENDANCE OF BOARD MEETINGS AND PREVIOUS ANNUAL GENERAL MEETING:

The Attendance of Directors in the Board Meeting / AGM is given below

Name of Directors	Category	No. of Board Meeting entitled to attend	No. of Board Meeting attended	Attended Last AGM held on 14.09.2021	No. of Other Directorship (Including Private Limited Company)
Mr. Kuldeep Kumar Dhar (DIN 00062385)	ED	6	6	Yes	15
Mr. Krishan Kumar Gupta (DIN 00062385)	ID	6	6	Yes	2
Mr. Sanjiv Bansal (DIN 00417480)	ID	6	6	Yes	6
Mrs. Madhu (DIN 09065199)	NED	6	6	Yes	NIL

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NED: Non-Executive Director ED: Executive Director ID: Independent Director

During the financial year ended 31st March, 2022, Six Meetings of the Board of Directors are held during the year

1. 17th June, 2021
2. 23rd June, 2021
3. 14th August, 2021
4. 25th October, 2021
5. 13th November, 2021
6. 25th January, 2022

None of the non-executive directors holds directorships in more than seven listed entities and serves as an Independent director. As far as, Managing Director / Whole-Time Director in the Company are concerned, they do not serve as an Independent Director in more than three listed entities.

Access to information and updation to Directors

The Board reviews all the information provided periodically for discussion and consideration at its meetings in terms of the Listing Regulation. Functional heads are present whenever necessary and also make presentations to the Board and Audit Committee of Directors.

Apart from this, the observations on the audit carried out by the internal auditors and the compliance report on payment of statutory liabilities submitted by the Statutory Auditors of the Company are placed and discussed with functional heads, by the Committee / Board. The Board also reviews the declarations made by the Director, CFO and the Company Secretary regarding compliance of all applicable laws on quarterly basis. Decisions taken at the meetings of the Board / Committee are communicated to the functional heads. Action taken report on decisions of previous meetings was placed at every succeeding meeting of the Board / Committee for reporting the compliance.

BOARD COMMITTEES:

I. AUDIT COMMITTEE

The Company has Audit Committee comprising of three Directors majority of them are Independent Directors. The terms of reference stipulated by the Board of Audit Committee covers area mentioned under Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013 besides other terms as may be referred to by the Board of Directors.

The Audit Committee met four times during the year. The representative of the statutory auditors is invited to the Audit Committee meetings. The details of attendance of the Members at the meetings are as under:

During the financial year ended 31st March, 2022 Six Meetings of the Board of Directors are held during the year

1. 17th June, 2021
2. 23rd June, 2021
3. 14th August, 2021
4. 25th October, 2021
5. 13th November, 2021
6. 25th January, 2022

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Sl. No.	Name of the member	Position	Category	Attendance at Audit Committee Meetings
1	Mr. Krishan Kumar Gupta (DIN 00062385)	Chairman	Non-Executive and Independent	6
2	Mr Kuldeep Kumar Dhar (DIN 00062385)	Member	Executive	6
3	Mr. Sanjiv Bansal (DIN 00417480)	Member	Non-Executive and Independent	6
***Mr. Anand Kumar Mishra (Member Secretary)				

*Due to sudden demise of Mr. M.K. Doogar he vacated his office with effect from 04th May, 2021.

II. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The board has delegated the powers of redressal of Investor's Grievances and complaints and share transfersto the stakeholders relationship committee consisting of the following members.

During the financial year ended 31st March, 2022, Five Meetings of the Stakeholders Relationship Committee Members are held during the year:

During the financial year ended 31st March, 2022, Five Meetings of the Board of Directors are held during the year:

1. 17th June, 2021
2. 23rd June, 2021
3. 14th August, 2021
4. 13th November, 2021.
5. 25th January, 2022

Name of Member	Position	Attendance at Stakeholder Relationship Committee
Mr Sanjiv Bansal (DIN 00417480)	Non-Executive-Independent-Chairman	5
Mr.Kuldeep Kumar Dhar (DIN 00062385)	Executive	5
Mrs. Madhu (DIN 09065199)	Non-Executive-Non Independent Director	5
Mr. Anand Kumar Mishra (Member Secretary)		

Due to sudden demise of Mr. M.K. Doogar he vacated his office with effect from 04th May, 2021.

III. NOMINATION AND REMUNERATION COMMITTEE:

The Company has Nomination and Remuneration Committee comprising of three Directors majority of them are Independent Directors. The terms of reference stipulated by the Board of the Nomination and Remuneration Committee covers area mentioned under Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013 besides other terms as may be referred by the Board of Directors.

The Nomination and Remuneration Committee met Six times during the year. The details of attendance of the Members at the meetings are as under:

During the financial year ended 31st March, 2022, Six Meetings of the Nomination and Remuneration Committee Members are held during the year:

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1. 17th June, 2021
2. 23rd June, 2021
3. 14th August, 2021
4. 25th October, 2021
5. 13th November, 2021
6. 25th January, 2022

Sl. No.	Name of the member	Position	Category	Attendance at Nomination and Remuneration Committee
1.	Mr. Krishan Kumar Gupta (DIN 00062385)	Chairman	Non-Executive-Independent	6
2.	Mrs. Madhu (DIN 09065199)	Member	Non-Executive-Non-Independent	6
3.	Mr. Sanjiv Bansal (DIN No. 00417480)	Member	Non-Executive-Independent	6
***Mr. Anand Kumar Mishra (Member Secretary)				

SEPARATE MEETING OF INDEPENDENT DIRECTORS:

A separate meeting of Independent Directors of the Company without the attendance of Non-Independent Directors and members of management, was held on, as required under Schedule IV to the Companies Act, 2013 (Code for Independent Directors) and Regulation 25 (3) of the Listing Regulations. At the meeting, the independent directors.

- Reviewed the performance of Non-Independent Directors and the Board as a whole.
- Reviewed the performance of the Chairman of the Company, taking into account the views of the Managing Director, CEO and Non-Executive Directors and
- Assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors of the Company attended the meeting of Independent Directors Chaired the meeting.

FAMILIARIZATION PROGRAMME FOR DIRECTORS INCLUDING INDEPENDENT DIRECTORS:

The Board members, including Independent Directors are provided with necessary documents/brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices. Periodic presentations are made at the Board and Board Committee meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved. Quarterly updates on relevant statutory changes and landmark judicial pronouncements encompassing important laws are regularly circulated to the directors. Site visits to the plant location are organized for the Directors to enable them to understand the operations of the Company.

WHISTLE BLOWER POLICY/ VIGIL MECHANISM:

As part of our corporate governance practices and as per Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted the Whistle Blower Policy that covers our directors and employees. The Company provides free access to the Board of Directors for all the employees to print out/ report any variation/ or violation of laws, rules and regulations applicable to the Company.

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DISCLOSURES:

- 1 There was no materially significant related party transactions, which may have potential conflicts with the interest of your Company at large.
- 2 Your Company has complied with all the requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with stock exchange as well as regulations and guidelines of SEBI.
- 3 The Audit Committee is briefed with all related party transactions undertaken by the Company.
- 4 The senior employees have made disclosures to the Board that they did not have personal interest in any material financial and commercial transactions that could result in a conflict with the interest of the Company at large.
- 5 No penalty was imposed by SEBI, Stock Exchange or any other statutory authority on any matter related to capital market non-compliance during the year.
- 6 All accounting standards, mandatorily required were followed in preparation of the financial statements and no deviation was made in compliance of the same.
- 7 The Company has formulated a code of conduct for prevention of Insider Trading in the shares of the Company in accordance with the SEBI (Prevention of Insider Trading) Regulations, 2015.

INFORMATION SUPPLIED TO THE BOARD:

The Board has complete access to all information with the Company, inter-alia, the information as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the listing agreement is regularly provided to the Board as part of the agenda.

MEANS OF COMMUNICATION:

The Un-Audited Quarterly Financial Results were sent to the stock exchanges immediately after board approved them. The results of the Company are published in one English daily newspaper and one Regional local regional Hindi newspaper
The results were posted on the website of the Company at www.morganventures.in

COMPLIANCE:

A certificate dated 13th June, 2021 obtained from the M/s. V.K. Sehgal, Chartered Accountants (ICAI Firm Registration No. 011519 N), Statutory auditors of the company is annexed with the annual report and forms part of this report on corporate governance.

REMUNERATION PAID TO DIRECTORS:

Particulars	Directors
Gross salary	Nil
Outstanding	
Remuneration Payable	

None of the non-executive directors of the Company was paid any remuneration other than sitting fee for attending the Board/ Committee meetings.

GENERAL SHAREHOLDERS INFORMATION:

GENERAL MEETINGS (AGM'S, EGM'S & CLASS MEETINGS)

Details of last three Annual General Meeting held, are given below:-

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Financial Year	Date	Time	Venue
2020-2021	14.09.2021	10.00 A.M	53, Friends Colony (East), New Delhi – 110065
2019-2020	30.09.2020	10.00 A.M	53, Friends Colony (East), New Delhi – 110065
2018-2019	28.09.2019	10.00 A.M.	53, Friends Colony (East), New Delhi – 110065

- a) No Special Resolution passed in last year through postal ballot.
b) No Special Resolution requiring postal ballot was proposed at this Annual General Meeting.

Date of forthcoming Annual General Meeting	18 th July, 2022
Venue of the Meeting	53, Friends Colony (East), New Delhi 110065
Financial Year	1 st April, 2021 to 31 st March, 2022
Period under review	1 st April, 2021 to 31 st March, 2022
Date of book closure	12 th July, 2022 to 18 th July, 2022
Dividend payment date	Not Applicable
Scrp Code	526237 (BSE)*

*The Equity Shares of the Company are listed on Bombay Stock Exchange Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400023

Stock Market Data – Monthly High & Low values (in Rs.) at BSE of Company's shares are as follows:-

Month	BSE Share Price (in Rs.)		
	High	Low	No. of trades
Apr-21	10.78	8.34	229
May-21	14	11.31	235
Jun-21	14.63	11.45	653
Jul-21	16.35	11.5	351
Aug-21	18	17.15	401
Sep-21	14.6	11.35	328
Oct-21	14.39	14.39	396
Nov-21	17.77	13.82	769
Dec-21	31.5	17	2,049
Jan-22	39	27.95	1,551
Feb-22	44.25	31.85	1,450
Mar-22	34.35	33	979

- Source of Data : www.bseindia.com

Distribution Schedule of Shareholding as on 31st March, 2022
(On the basis of category)

Category	No. of Shares held	% age to total shares
<u>Promoters/Associates:</u>		
Bodies Corporate	7404700	74.80
<u>Public Shareholding:</u>		
Mutual Funds	0	0
Bodies Corporate	612870	6.20
Non- Resident Indians	42677	0.43
Director's Relatives	0	0
Individuals	1775064	17.94
HUF	51968	0.53
Clearing Members	2021	0
Firms	9400	0.1
NBFC's Registered with RBI	0	0
Total	9898700	100

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DISCLOSURES:

During the year 2021-22

- A. There are no materially significant related party transactions of the Company which have potential conflict with the interests of the Company at large. The Company has formulated a related party transactions policy and the same.
- B. There were no materially significant related party transactions, i.e. transactions of the Company of material nature with its promoters, their subsidiaries, the directors or the management or relatives, etc. that may have potential conflict with the interests of the Company at large. Declarations have been received from the senior management personnel to this effect.
- C. The Company has complied with the requirements of the Stock Exchanges/ SEBI and statutory authorities on all matters related to the capital markets during the last three years.
- D. The Managing Director & CEO and the Chief Financial Officer have certified to the Board in accordance with Part B of Schedule II to the Listing Regulations pertaining to Managing Director/ CEO & CFO certification for the financial year ended 31 March 2022.
- E. The Company has a well-defined risk management framework in place. The Company periodically places before the Risk Management Committee, Audit Committee and the Board, the key risks and the risk assessment and mitigation procedures followed by the Company.
- F. The Company has adopted a Whistle Blower Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company have been denied access to the Audit Committee.
- G. In preparation of financial statements, the Company has followed the accounting standards as prescribed under the Companies (Indian Accounting Standards) Rules, 2015, as applicable. The accounting policies followed by the Company to the extent relevant, are set out elsewhere in this Annual Report.
- H. The financial statements of the Company are with unmodified audit opinion.
- I. The Internal Auditor Reports to the Audit Committee.

DEMATERIALISATION OF SHARES AND SHARE TRANSFER SYSTEM:

**SEBI vide its gazette notification dated June, 2018 has mandated that transfer of securities would be carried out in dematerialized form only by making amendments under Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.

Time to Time information to various shareholders has been provided for Dematerialisation of Shares and on part of Share Transfer System. Further, regular disclosure is being made to exchange about dematerialisation in the form of Quarterly Report on Reconciliation of Share Capital Audit.

Outstanding GDRs/ADRs/Warrants or any convertible instruments conversion date and likely impact on Equity: The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments.

Address for Correspondence

37, Ring Road, Lajpat Nagar – IV, New Delhi-110024,
Phone No.: 011-26432601/02/03

Registrar & Share Transfer agent

M/s Skyline Financial Services (P) Ltd. D-153A, 1st Floor,
Okhla Industrial Area, Phase-1, New Delhi 110020

MORGAN VENTURES LIMITED
L70109DL1986PLC025841



V.K. Sehgal & Associates
Chartered Accountants

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
Morgan Ventures Limited,
37, Ring Road, Lajpat Nagar – IV,
New Delhi 110024

I have examined the Compliance of conditions of Corporate Governance by Morgan Ventures Limited ('the Company') for the year ended March 31, 2022, as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations, 2015") as referred to in Regulations 15(2) of the SEBI Listing Regulations, 2015 for the period from April 01, 2021 to March 31, 2022.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management and my examination was limited to procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015 and the Guidelines on Corporate Governance issued by the Reserve Bank of India.

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

This certificate is issued solely for the purposes of complying with the aforesaid Regulations and may not be suitable for any other purpose.

For V.K. Sehgal & Associates
Chartered Accountants
Firm Reg. No.: 011529N

Rakesh Kumar Vaval
Partner
Membership No.: 085816

Date: 13th June 2022
Place: New Delhi
UDIN No- 22085816AKVIVK1926

MORGAN VENTURES LIMITED

L70109DL1986PLC025841

SECRETARIAL AUDIT REPORT

For the Financial Year Ended on 31st March, 2022

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

TO

THE MEMBERS

M/S MORGAN VENTURES LIMITED

ADDRESS: 37, RING ROAD, LAJPAT NAGAR-IV, NEW DELHI

SOUTH DELHI DL 110024 IN

CIN: L70109DL1986PLC025841

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has during the audit period covering the financial year ended on 31st March, 2022 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:

I have examined the books, papers, minute books, forms and return filed and other records maintained by the Company for the financial year ended on 31st March, 2022, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made 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, 2011 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (issued of Capital and Disclosure Requirements) Regulations 2009/2018. **(Not Applicable as the Company has not issued any further capital under the regulations during the period under review);**
 - (d) The Securities and Exchange Board of India (Share based employee benefit) Regulations, 2014; **(Not applicable);**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not Applicable as the Company has not issued and listed any debt securities during the financial year under review)**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the financial year under review);**

MORGAN VENTURES LIMITED

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- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable as the Company has not delisted / proposed to delist its equity shares from Stock Exchange during the financial year under review);**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable as the Company has not bought back / proposed to buy-back any of its securities during the financial year under review).**
- (i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (j) Non-Banking Financial Companies Returns (Reserve Bank) Directions, 2016 and also comply all rules and regulations as applicable on NBFCs.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

The composition of board of directors of the company is in accordance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has constituted Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee is in accordance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The company has no Risk Management Committee during the Year 2021-22

The company has Vigil Mechanism Policy for their Directors and employees to report their genuine concerns or grievances.

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

- (I) Secretarial Standards with regard to Meeting of Board of Directors (SS-I) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India;
- (II) The Listing Agreements entered into by the Company with BSE Limited and company comply the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
- (III) Labour Laws are not applicable on the company.

To best of my understanding I am of the view that during the period under review the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc as mentioned above.

I 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 the 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 Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting;
- Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

MORGAN VENTURES LIMITED
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I further report that based on review of compliance mechanism established by the Company and on the basis of the Compliance Certificate(s) issued by the Company Secretary and taken on record by the Board of Directors at their meeting(s), we are of the opinion that there are adequate systems and processes in place in the Company which is commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

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

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

- (i) Public/Right/Preferential issue of shares / debentures/ sweat equity;
- (ii) Redemption / buy-back of securities;
- (iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013;
- (iv) Merger / amalgamation / reconstruction, etc.
- (v) Foreign technical collaborations;

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE 1' and forms an integral part of this report.

For Anuj Gupta and Associates

Sd/-
CS Anuj Gupta
Prop.

M.No.-31025
COP NO.: 13025

Peer Review Certificate No.: 1126/2021
UDIN: A031025D000497469

Date: 16/06/2022
Place: New Delhi

MORGAN VENTURES LIMITED
L70109DL1986PLC025841

ANNEXURE 1

To

The Members

M/s MORGAN VENTURES LIMITED

ADDRESS: 37, RING ROAD, LAJPAT NAGAR - IV, NEW DELHI

SOUTH DELHI DL 110024 IN

CIN: L70109DL1986PLC025841

Our Secretarial Audit Report for the Financial Year 31st March, 2022 is to be read along with this letter

- 1 It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- 3 We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained Management representations about the compliances of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
- 6 The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company

For Anuj Gupta and Associates

Sd/-

CS Anuj Gupta

(Prop.)

M.No.: 31025

COP No.: 13025

Peer Review Certificate No.: 1126/2021

UDIN: A031025D000497469

Date: 16/06/2022

Place: New Delhi

MORGAN VENTURES LIMITED
L70109DL1986PLC025841

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To

**The Members,
Morgan Ventures Limited
37, Ring Road, Lajpat Nagar - IV,
New Delhi - 110024**

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Morgan Ventures Limited having CIN L70109DL1986PLC025841 and having its Registered Office at 37, Ring Road, Lajpat Nagar - IV, New Delhi- 110024 (hereinafter referred to as "the Company"), produced before us by the Company for the purpose of issuing this certificate, in accordance with Regulation 34(3) read with Schedule V Para C Sub Clause 10(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Director Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors of the Company for the financial year ended on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1.	*Mr. Shahzeb Khan	05102379	14/08/2019
2.	Mr. Kuldeep Kumar Dhar	00299386	14/08/2021
3.	Mr. Krishan Kumar Gupta	00062385	28/07/2014
4.	**Mr. Mahendra Doogar Kumar	00319034	23/10/1986
5.	Mrs. Madhu	09065199	12/02/2021
6.	Mr. Sanjiv Bansal	00417480	17/06/2021

* Mr. Shahzeb Khan resigned from his office with effect from 28th September, 2021.

**Mr. Mahendra Doogar Kumar office is vacated due to his sad and sudden demise with effect from 04th May, 2021.

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

For Anuj Gupta & Associates
(Company Secretaries)

Sd/-
Anuj Gupta
(Proprietor)

M. No. ACS31025
COP-13025

Peer Review Certificate No.: 1126/2021
UDIN: A031025D000483092

Place: New Delhi
Date: 10/06/2022

MORGAN VENTURES LIMITED

L70109DL1986PLC025841

MANAGEMENT DISCUSSION & ANALYSIS REPORT

INDUSTRY OPERATIONS:

(a) Treasury Operations & Fund Based Activities

The Company in its treasury division is carrying activities relating to placement of funds with other Bodies Corporate by way of Inter Corporate Deposits/ Bill Discounting Facilities. During the year under review, Treasury operation of the Company remains non functional.

(b) Investment Activities

During the year under review, the company explored and made investment in new investment opportunities from which the company is expecting good return in future

(c) Non Banking Financial Companies (NBFC) Activities

Company is Non - Banking Financial Company.

INDUSTRY STRUCTURE – AN OUTLOOK:

Gross Domestic Product (GDP) as per the provisional estimates for FY 2021-22 released by National Statistical Office (NSO) is 8.7 per cent. The recoup of contact-intensive services and rising discretionary spending is leading private consumption to regain its momentum. Because of the monsoon forecast, the agricultural prospects are brighter too. Along with this, even the investment cycle show signs of revival. However, challenges in the form of geo political tensions, elevated commodity prices and slowing external demand may remain as a barrier towards sustained and inclusive growth of the economy.

Non – banking financial companies (NBFC's) form an integral part of the Indian financial system. The NBFC's sector is divided into equipment leasing / hire purchase finance, loan and investment. NBFC's always played an important role in promoting financial inclusion in India, these companies are deeply interconnected with entities in financial sector. They have been complementing and supplementing the banking sector in reaching out credit to the Un-banked segments of the society. The biggest contribution of NBFC's is their ability to cater to the needs of the MSME's which form the cradle of Entrepreneurship and innovation in India.

The Company would try to look for more opportunities in NBFC activities. With the formation of stable Government in India, Stock Market is showing bullish trend which may continue FY 2021-2022. In this scenario, it is strategically advantageous to identify prospective unlisted companies having good growth opportunities and intending to bring Public Issue in near future, the Company would make strategic investment in such companies to earn good return on investment in medium term.

Looking at growth opportunities in the financial sector, the management has proposed to shareholders to increase the borrowing power to expand our investment and loan portfolio's.

CHALLENGES FOR INDIAN FINANCE INDUSTRY POST COVID-19:

The financial year 2021-22 confronted many challenges like recurring and devastating COVID waves, supply chain disruptions and recently elevated inflationary pressures. The economy strived to expand but was time and again lashed by COVID induced lockdowns.

Opportunities

The NBFC is pivotal to the economic growth of India. The economy is at a crucial stage where it is recouping from the COVID shock and is gradually treading onto the growth path. NBFC have strong fundamentals and are well positioned to play the part.

DETAILS OF SIGNIFICANT CHANGES:

There is no significant change vis-a-vis the previous financial year

MORGAN VENTURES LIMITED

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INTERNAL CONTROL SYSTEMS AND ADEQUACY OF INTERNAL CONTROL:

The Company has instituted adequate internal control systems commensurate with the nature of its business and the size of its operations. This provides a high degree of assurance regarding the effectiveness and efficiency of operations, the adequacy of safeguards for assets, the reliability of financial controls and compliance with applicable laws and regulations.

Moreover, the Company continuously upgrades these systems in line with the best available practices. The Board has an Audit Committee with independent directors in majority to maintain the objectivity.

Proper and adequate internal control systems are in place to ensure that all the business dealings are performed on sound business ethics and all assets are protected against loss of unauthorized use or disposition and that the transactions are authorized, recorded and properly reported.

The internal control system is designed to ensure that financial and other records are reliable for all purposes.

Based on its evaluation, the Audit Committee has concluded that, as of March 31, 2022, our internal financial controls were adequate and operating effectively.

HUMAN RESOURCES:

The Company regards its human resource as a valuable assets. The Company has a team driven work process with completely flat organization system. This not only help us nurture leaders but also gives us capable and assured colleagues at all levels.

CORPORATE GOVERNANCE:

The Company follows principle of effective Corporate Governance. The endeavour of the Company is not only to comply with regulatory requirements but also to practice Corporate Governance principles that lay emphasis on integrity, transparency and overall accountability.

The Company adheres to most of the recommendations made by the SEBI and incorporated by the Stock Exchanges in the Standard Listing Agreement.

RISK AND CONCERNS:

Risk is integral part of the business operations. The Company is exposed to major risks namely credit risk, market risk, operational risk, liquidity risk and interest rate risk and has put in place measures, policies, systems, and procedures to manage and mitigate those risks.

Compliance

Our Compliance function monitors compliance with regulatory requirements laid down by the Securities and Exchange Board of India (SEBI) with respect to portfolio investments and alternative investment funds activities and other business activities. The Compliance function is an interface between us and various regulators and agencies, such as SEBI, the RBI, Companies Act, depositories, Registrar and stock exchanges.

Our compliance team keeps itself updated on new regulatory requirements and communicates the requirements to the relevant functions together with meaningful inputs for implementation. The Compliance team also reviews the implementation status by coordinating with the respective functions.

MORGAN VENTURES LIMITED
L70109DL1986PLC025841



V.K. Sehgal & Associates
Chartered Accountants

AUDITOR'S CERTIFICATE ON NBFC COMPLIANCES

To,
The Board of Directors,
MORGAN VENTURES LIMITED

As required by the Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 1998 issued by the Reserve Bank of India in terms of Section 45 MA (1A) of the Reserve Bank of India Act, 1934, we report below on the matters specified in paragraph 3 of the said order:

1. The Company has been granted a Certificate of Registration by the Reserve Bank of India in terms of Section 45-IA of the Reserve Bank of India Act, 1934.
2. We have verified the minutes of the meeting of Board of Directors of the Company wherein resolution for non-acceptance of any public deposit has been passed.
3. As informed to us, the Company has furnished all the statements, information or particulars called by the Reserve Bank of India.
4. In our opinion and to the best of our information and according to the explanations, given to us, the Company has complied with the prudential norms relating to income recognition, accounting standards, assets classification, and provisions for bad and doubtful debts as applicable to it.

For V.K. Sehgal & Associates
Chartered Accountants
Firm Regn. No.: 011519N



Rakesh Kumar Tayal
Partner
Membership No.: 085816

Date: 13th June 2022
Place: New Delhi
UDIN No- 22085816AKVJIY6196

MORGAN VENTURES LIMITED

L70109DL1986PLC025841

INDEPENDENT AUDITORS' REPORT

To
**The Members of
Morgan Ventures Limited**

Report on the Audit of the Ind AS Financial Statements

Opinion

We have audited the accompanying Standalone Ind AS Financial Statements of **M/s Morgan Ventures Limited** ("the Company"), which comprise the Balance Sheet as at 31st March 2022, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and statement of Cash Flows for the year ended on that date and a summary of significant accounting policies and other explanatory information (herein after referred to as the " Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards Prescribed Under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2022; and Profits and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

We have determined that there are no key audit matters to communicate in our report.

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

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

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

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

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

MORGAN VENTURES LIMITED

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Responsibility of Management for Standalone Financial Statements

The Company's Board of Directors is responsible for the matters in Section 134(5) of the Act with respect to the preparation of these Standalone financial statements that give a true and fair view of the financial position and financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

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

MORGAN VENTURES LIMITED

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Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable. That the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in:

- a) planning the scope of our audit work and in evaluating the results of our work; and
- b) To evaluate the effect of any identified misstatements in the standalone financial statements.

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

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

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

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure A statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Standalone Balance Sheet, the standalone Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid Standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 & Companies (Indian Accounting Standards) Rules, 2015, as amended.
 - e) On the basis of written representations received from the directors as on March 31, 2022, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022, 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" the report.
 - g) With Respect to other matters to be included in the Auditor's Report in accordance with the requirement of Section 197(16) of the Act as amended.

In Our opinion and to the best of our information and according to the explanations given to us, the no remuneration paid by the Company to its Directors. So, during the current year provision of section 197 of the Act not applicable to the company. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) which are required to be commented upon by us.

MORGAN VENTURES LIMITED
L70109DL1986PLC025841

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014, in our opinion and to the best of our information and according to the explanations given to us :

- i. The Company does not have any pending litigations which would impact its financial position;
- ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses;
- iii. There were no amounts which required to be transferred by the Company to the Investor Education and Protection Fund.

For V.K. Sehgal & Associates
Firm Reg. No. 011519N
Chartered Accountants

Sd/-
Rakesh Kumar Tayal
Partner
M. No. : 085816

Place: New Delhi
Date: 23rd May, 2022

UDIN: 22085816AJLESI3654

MORGAN VENTURES LIMITED

L70109DL1986PLC025841

Annexure - A to the Independent Auditor's Report

Annexure A referred to in Paragraph under the heading "Report on other legal and regulatory requirements" of our report of even date on the financial statements of Morgan Ventures Ltd.

In terms of the information and explanations sought by us and given by the company and the books of accounts and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- i. In respect of the company's Property, plant and Equipment and Intangible Assets.
 - (a) (A) The company has maintained proper records showing full particulars, including quantitative details and the situation of property, plant and equipment. No material discrepancies were noticed on such verification and the same has been properly dealt with in the books of account. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
 - (B) The company has maintained proper records showing full particulars of intangible assets.

The company has no intangible assets hence the clause is not applicable.

- (b) All property, plant and equipment have been physically verified by the management annually which in our opinion is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed in such verification.
 - (c) The title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company.
 - (d) The company has not revalued its property, plant and equipment (including right of use assets) or intangible assets during the year ended March 31, 2022.
 - (e) No proceedings have been initiated during the year or are pending against the company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and the rules made thereunder.
- ii.
 - (a) As informed to us the management has conducted the physical verification of inventory at reasonable intervals during the year. In our opinion the coverage and procedure of such verifications by the management is appropriate. No material discrepancies were noticed and they have been properly dealt with in the books of account.
 - (b) According to the information and explanations given to us and the records of the Company examined by us, the Company has been no sanctioned working capital limits in excess of Rs. five crores in aggregate from banks during the year on the basis of security of current assets of the Company. So no quarterly returns require to be filed by the Company with such banks are in agreement with the books of accounts of the Company. According to the information and explanations given to us, the Company has not granted any loan, secured or unsecured, to companies, firms, LLPs or other parties— Accordingly, the clause (iii) (a), (b) (c), (d) (e) and (f) of paragraph 3 of the Order are not applicable to the Company.
 - (c) According to the information and explanations given to us and the records of the Company examined by us, the investments made and guarantee provided are not prejudicial to the Company's interest.
 - iii. The company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantee or securities provided as applicable.
 - iv. The company has not accepted any deposit or amount, which is deemed a deposit. Hence, reporting under clause 3(v) of the Order is not applicable.
 - v. The company is not required to maintain cost records as the activities are not specified by the Central Government for the maintenance of cost records under Sub Section (1) of Section 148 of the Companies Act, 2013.
 - vi.
 - (a) According to the information and explanations given to us the company is generally regular except some instances, in depositing undisputed statutory dues including Income Tax, Goods &

MORGAN VENTURES LIMITED

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Services Tax and other statutory dues as applicable to the appropriate authorities. No undisputed statutory dues were outstanding, at the year-end, for a period of more than six months from the date they became payable.

- (b) According to the information and explanation are given to us, there were no disputed amounts payable in respect of statutory dues as applicable as at March 31, 2022.
- vii. The company has not surrendered or disclosed any –transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year. Hence clause 3(viii) of the Order is not applicable to the company.
- viii.
 - (a) The company has not defaulted in repayment of loans and borrowings or in the payment of interest thereon to any lender during the year.
 - (b) The company has not been is a declared wilful defaulter by any bank or financial institution or government or government authority.
 - (c) The Company has not taken any term loan during the year and there are no unutilised term loans at the beginning of the year hence the reporting under clause 3(ix) c) is not applicable to the company.
 - (d) According to the information and explanations given to us and the procedures performed by us, and on an overall examination of the financial statements of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the company.
 - (e) According to the information and explanation given to us and on overall examination of the financial statements of the Company, the Company has not taken funds from any entities and persons on account of or to meet the obligations of its subsidiaries or associates or joint ventures.
 - (f) According to the information and explanations given to us and based on the records of the Company examined by us, the Company has not raised loans during the year on the pledge of securities held in its subsidiaries or associate companies. Hence, the requirement to report on clause (ix) (f) of the Order is not applicable to the Company.
- ix. According to the information and explanations given to us and based on the records, the Company has not raised any money during the year by way of initial public offer or further public offer (including debt instruments) hence, the requirement to report on clause 3(x) (a) of the Order is not applicable to the Company.
- x. According to the information and explanations given to us and on the basis of our examination of the records of the company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year hence the clause 3(x)(b) of the Order is not applicable.
- xi.
 - (a) No fraud by the company or no fraud on the Company has been noticed or reported during the year.
 - (b) During the year, no report under sub-section (12) of section 143 of the Act has been filed by secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
 - (c) According to the information and explanations given to us and as represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- xii. The Company is not a Nidhi Company as per the provisions of the Act. Accordingly, the requirement to report on clause 3(xii) of the Order is not applicable to the Company.
- xiii. All transactions with the related parties comply with sections 177 and 188 of Companies Act where applicable and the details have been disclosed in the Standalone Financial Statements etc., as required by the applicable accounting standard.
- xiv.
 - (a) In our opinion and based on our examination, the Company has an internal audit system Commensurate with the size and nature of its business.
 - (b) The internal audit reports of the Company issued until the date of this audit report, for the period under audit have been considered by us.

MORGAN VENTURES LIMITED
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- xv. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company
- xvi. (a) The Company is required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and such registration has been obtained by the company.
(b) The Company is engaged in any Non-Banking Financial activities. Accordingly the requirement to report on clause 3 (xvi) (b) of the Order is applicable to the Company
(c) There is no group company /Core Investment Company. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company
(d) The company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934;
(e) The company is not Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, if so, whether it continues to fulfil the criteria of a CIC, and in case the company is an exempted or unregistered CIC, whether it continues to fulfil such criteria;
(f) The company is not Core Investment Company (CIC). The requirement to report on clause xvi (d) of the Order is not applicable to the Company.
- xvii. The Company has not incurred cash losses in the current year and preceding financial year
- xviii. There has been no resignation of the statutory auditors during the year and accordingly, requirement to report on Clause 3(xviii) of the Order is not applicable to the Company
- xix. Since the Company is engaged in Non-Banking Financial Activities the Clause related to financial ratio are not applicable.
- xx. The provisions of Section 135 of the Companies Act, 2013 with regard to corporate social responsibility are applicable to the company. (A) & (b) to the company.
- xxi. Based on review of Companies (Auditor's Report) Order (CARO) reports of the Companies included in the consolidated financial statement, where applicable, we report that there are no qualifications or adverse remarks by the respective auditors in their CARO reports of the Companies included in the consolidated financial statements

For V.K. Sehgal & Associates
Firm Reg. No. 011519N
Chartered Accountants

Sd/-
Rakesh Kumar Tayal
Partner
M. No. : 085816

Place: New Delhi
Date: 23rd May, 2022

UDIN: 22085816AJLES13654

MORGAN VENTURES LIMITED

L70109DL1986PLC025841

Annexure - B to the Independent Auditors' Report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Morgan Ventures Limited of even date).

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2022, we have audited the internal financial controls over financial reporting of **M/s Morgan Ventures Limited** ("the Company") as of March 31, 2022.

Management's Responsibility for Internal Financial Controls

The respective Boards of Directors of the Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective 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 Act

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") issued by ICAI and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

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- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. In addition, 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 and to the best of our information and according to the explanations given to us, the Company and its subsidiary companies, which are companies incorporated in India, have in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the criteria for internal financial control over financial reporting established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For V.K. Sehgal & Associates
Firm Reg. No. 011519N
Chartered Accountants

Sd/-
Rakesh Kumar Tayal
Partner
M. No. : 085816

Place: New Delhi
Date: 23 May, 2022

UDIN: 22085816AJLES13654

MORGAN VENTURES LIMITED

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MORGAN VENTURES LIMITED
BALANCE SHEET AS AT 31 MARCH 2022
(Amount in Rupees thousands, unless otherwise stated)

	Notes	As at 31 March 2022	As at 31 March 2021
ASSETS			
Financial Assets			
Cash and cash equivalents	3	411.60	372.24
Receivables	4		
Trade receivables		-	-
Other receivables		7,940.05	9,440.05
Loans		-	-
Investments	5	13,89,029.97	5,30,022.53
Other financial assets	6	35.83	35.83
		13,97,417.45	5,39,870.65
Non-financial Assets			
Inventories	7	1,83,896.97	1,83,896.97
Property, plant and equipment	8	2,775.80	3,015.51
Other non-financial assets	9	5,225.29	36,633.72
		1,91,898.06	2,23,546.20
Total assets		15,89,315.51	7,63,416.85
LIABILITIES AND EQUITY			
Liabilities			
Financial Liabilities			
Payables	10		
(i) Trade payables			
Total outstanding dues of micro and small enterprises		-	-
Total outstanding dues of creditors other than micro and small enterprises		-	-
(ii) Other payables			
Total outstanding dues of micro and small enterprises		-	-
Total outstanding dues of creditors other than micro and small enterprises		4,283.83	269.38
Borrowings (Other than Debt Securities)	11	10,75,366.74	3,64,030.03
		10,79,650.57	3,64,299.41
Non-financial liabilities			
Current Tax Liabilities (net)	12	1,942.44	-
Deferred tax liabilities (net)	13	34,967.57	10,534.53
Other non-financial liabilities	14	1,052.77	335.01
		37,962.78	10,869.54
Equity			
Equity share capital	15	99,493.50	99,493.50
Other equity	16	3,72,208.66	2,88,754.40
		4,71,702.16	3,88,247.90
Total liabilities and equity		15,89,315.51	7,63,416.85

Significant accounting policies

Note 2

The accompanying Notes 1 to 42 form an integral part of these financial statements

In terms of our report of even date annexed

For and on behalf of the Board

For V.K. Sehgal & Associates

Chartered Accountants

FRN No. 011519N

Sd/-
Rakesh Kumar Tayal
Partner
Membership No: 085816
UDIN: 22085816AJLES13654

Place : New Delhi
Dated : 23/05/2022

Sd/-
Kuldeep Kumar Dhar
Managing Director
DIN: 00299386

Sd/-
Dharam Kumar
Chief Financial Officer

Sd/-
K.K. Gupta
Director
DIN: 00062385

Sd/-
Anand Kumar Mishra
Company Secretary
M No: FCS 7207

MORGAN VENTURES LIMITED

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MORGAN VENTURES LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2022
(Amount in Rupees thousands, unless otherwise stated)

Particulars	Notes	31 March 2022	31 March 2021
Revenue From Operations	17		
Net gain on fair value change on financial instruments	17A	1,66,739.29	57,615.89
Total revenue from operations		1,66,739.29	57,615.89
Other Income	18	132.16	481.78
Total Income		1,66,871.45	58,097.67
EXPENSES			
Finance costs	19	40,815.19	26,244.43
Net loss on fair value change on financial instruments	20	-	676.97
Purchases of stock in trade	21	-	-
Changes in stock of finished goods, work-in-progress and stock-in-trade	22	-	-
Employee benefits expense	23	1,197.82	1,222.96
Depreciation and amortisation expense	24	239.71	61.96
Other expenses	25	13,850.32	1,067.39
Total Expenses (II)		56,103.04	29,273.71
Profit/ (loss) before tax from continuing operations (I-II)		1,10,768.41	28,823.96
Tax expense:	13		
Current Tax		2,881.11	-
MAT Credit Entitlement utilised/ (Claimed)		-	-
Deferred Tax		24,433.04	14,267.26
Profit/ (loss) for the year		83,454.26	14,556.70
Other Comprehensive Income	26		
Items that will not be reclassified to profit & loss in subsequent periods			
Re-measurement gains /(losses) on defined benefit plans		-	-
Income tax effect on such items		-	-
Total other comprehensive income for the year, net of tax		-	-
Total comprehensive income for the year, net of tax		83,454.26	14,556.70
Earnings per equity share (computed on the basis of profit for the year).			
(1) Basic	27	8.43	1.47
(2) Diluted	27	8.43	1.47

Significant accounting policies

Note 2

The accompanying Notes 1 to 42 form an integral part of these financial statements

In terms of our report of even date annexed

For and on behalf of the Board

For V.K. Sehgal & Associates

Chartered Accountants

FRN No. 011519N

Sd/-

Rakesh Kumar Tayal

Partner

Membership No. 085816

UDIN: 22085816AJLESI3654

Sd/-

Kuldeep Kumar Dhar

Managing Director

DIN: 00299386

Sd/-

K.K. Gupta

Director

DIN: 00062385

Place : New Delhi

Dated : 23/05/2022

Sd/-

Dharam Kumar

Chief Financial Officer

Sd/-

Anand Kumar Mishra

Company Secretary

M. No. FCS 7207

MORGAN VENTURES LIMITED

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MORGAN VENTURES LIMITED
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2022
(Amount in Rupees thousands, unless otherwise stated)

A. Equity share capital (refer note 15)

Equity shares of Rs. 10 each issued, subscribed and fully paid	No.	Amount *
At 1 April 2020	98,98,700	99,493.50
Issue of share capital	-	-
At 31 March 2021	98,98,700	99,493.50
Issue of share capital	-	-
At 31 March 2022	98,98,700	99,493.50

* **Note:** Includes Rs. 506.50 thousand received against 1,01,300 Forfeited Equity Shares.

B. Other equity

	Retained earnings	Items of OCI	Total equity (refer note 16)
		Re-measurement gains/ (losses) on defined benefit plans	
At 1 April 2020	2,74,197.70	-	2,74,197.70
Net income / (loss) for the year	14,556.70	-	14,556.70
Other comprehensive income (Note 25)	-	-	-
Total comprehensive income	14,556.70	-	14,556.70
Final Dividend	-	-	-
At 31 March 2021	2,88,754.40	-	2,88,754.40
Net income / (loss) for the year	93,454.26	-	93,454.26
Other comprehensive income (Note 25)	-	-	-
Total comprehensive income	93,454.26	-	93,454.26
Final Dividend	-	-	-
At 31 March 2022	3,72,208.66	-	3,72,208.66

Significant accounting policies

Note 2

The accompanying Notes 1 to 42 form an integral part of these financial statements

In terms of our report of even date annexed

For and on behalf of the Board

For V.K. Sehgal & Associates

Chartered Accountants

FRN No. 011519N

Sd/-

Rakesh Kumar Tayal

Partner

Membership No: 085816

UDIN: 22085816AJLES13654

Sd/-

Kuldeep Kumar Dhar

Managing Director

DIN: 00299386

Sd/-

K.K. Gupta

Director

DIN: 00062385

Sd/-

Dharam Kumar

Chief Financial Officer

Sd/-

Anand Kumar Mishra

Company Secretary

M. No : FCS 7207

Place : New Delhi

Dated : 23/05/2022

MORGAN VENTURES LIMITED

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MORGAN VENTURES LIMITED

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2022

(Amount in Rupees thousands, unless otherwise stated)

Particulars	Year ended	
	31 March 2022	31 March 2021
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax	1,10,768.41	28,823.96
<i>Adjusted for:</i>		
Depreciation and amortisation expense	239.71	61.96
Finance cost	40,815.19	26,244.43
Unrealised gain on financial instruments at fair value through profit or loss (FVTPL)	(1,55,241.33)	(57,615.89)
Unrealised loss on financial instruments at fair value through profit or loss (FVTPL)	-	676.97
Profit on sale of investments	(11,497.96)	-
	(1,25,684.39)	(30,632.53)
	(14,915.98)	(1,808.57)
Cash outflow towards finance cost	(40,815.19)	(26,244.43)
Operating Profit before Working Capital Changes	(55,731.17)	(28,053.00)
<i>Working capital adjustments:</i>		
Decrease/ (Increase) in trade and other receivables	1,500.00	1,857.62
Decrease/ (Increase) in other non-financial assets	31,408.43	3,059.58
(Decrease)/ Increase in trade and other payables	4,014.44	(94.79)
(Decrease)/ Increase in other non-financial liabilities	717.76	(677.52)
	37,640.63	4,144.89
Cash Generated from Operations	(18,090.54)	(23,908.11)
Direct Taxes Refunded/ (Paid)	(938.67)	-
Net Cash from operating activities	(19,029.21)	(23,908.11)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Investment designated at FVTPL	(9,76,558.95)	(2,74,000.00)
Proceeds from sale of investments designated at FVTPL	2,84,290.81	3,14,294.40
Net Cash used in Investing Activities	(6,92,268.14)	40,294.40

MORGAN VENTURES LIMITED

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MORGAN VENTURES LIMITED
STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2022 (Contd.)
 (Amount in Rupees thousands, unless otherwise stated)

C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from borrowings other than debt securities issued	7,11,336.71	(17,097.29)
Net Cash flow from in Financing Activities	7,11,336.71	(17,097.29)
Net increase in Cash and Cash Equivalents (A+B+C)	39.36	(711.00)
Cash and cash equivalents at the beginning of the year	372.24	1,083.24
Cash and cash equivalents at the end of the year	411.60	372.24
Components of cash and cash equivalents		
Cash on hand	222.39	222.39
Balance with banks:		
On current accounts	189.21	149.85
	411.60	372.24

Significant accounting policies

Note 2

The accompanying Notes 1 to 42 form an integral part of these financial statements

Note:

The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS) 7 'Statement of Cash Flows'

In terms of our report of even date annexed

For and on behalf of the Board

For V.K. Sehgal & Associates

Chartered Accountants

FRN No. 011519N

Sd/-

Rakesh Kumar Tayal

Partner

Membership No: 085816

UDIN: 22085816AJLES13654

Sd/-

Kuldeep Kumar Dhar

Managing Director

DIN: 00299386

Sd/-

K.K. Gupta

Director

DIN: 00062385

Sd/-

Dharam Kumar

Chief Financial Officer

Sd/-

Anand Kumar Mishra

Company Secretary

M. No.: FCS 7207

Place : New Delhi

Dated : 23/05/2022

MORGAN VENTURES LIMITED

L70109DL1986PLC025841

MORGAN VENTURES LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022 (Contd.)

(Amount in Rupees thousands, unless otherwise stated)

	As at 31 March 2022	As at 31 March 2021
3. Cash and cash equivalents :		
Balances with banks		
On current accounts	189.21	149.85
Deposits with maturity of less than 3 months	-	-
Cash on hand	222.39	222.39
	411.60	372.24

For the purpose of statement of cash flows, cash and cash equivalents comprises the following .

	As at 31 March 2022	As at 31 March 2021
Balance with banks :		
On current accounts	189.21	149.85
Deposits with maturity of less than 3 months	-	-
Cash on hand	222.39	222.39
Total	411.60	372.24

4. Receivables

	As at 31 March 2022	As at 31 March 2021
(i) Trade Receivables		
Unsecured, considered good	-	-
(ii) Other Receivables		
Unsecured, considered good	7,940.05	9,440.05
	7,940.05	9,440.05
Total	7,940.05	9,440.05

No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade receivable or other receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.

Impairment allowance recognised on trade and other receivables is ₹ Nil (Previous year: ₹ Nil)

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MORGAN VENTURES LIMITED

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MORGAN VENTURES LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022 (Contd.)

(Amount in Rupees thousands, unless otherwise stated)

5. Investments

	As at 31 March 2022	As at 31 March 2021
(a) Investment in Equity Instruments (At fair value through profit or loss)		
Quoted		
Blue Coast Hotels & Resort Limited 2,87,561 (March 31, 2021 : 2,87,561) Equity shares of ₹10 each fully paid up	2,113.57	1,578.71
U-Flex Limited 67 (March 31, 2021 : 67) Equity shares of ₹10 each fully paid up	40.80	25.30
	2,154.37	1,604.01
Unquoted		
Bhagwati Gases Limited 3,300 (March 31, 2021 : 3,300) Equity shares of ₹10 each fully paid up	-	-
Lumax Automotive Systems Limited 100 (March 31, 2021 : 100) Equity shares of ₹10 each fully paid up	-	-
Fresenius Kabi Oncology Limited 100 (March 31, 2021 : 100) Equity shares of ₹10 each fully paid up	-	-
	-	-
(b) Investment in Mutual funds (At fair value through profit or loss)		
2,38,22,811.214 (March 31, 2021 : 1,24,99,375.031) units of IIFL Equity Opportunities Fund - Class C (AIF Category III) *	2,76,696.17	1,25,522.47
52,982,935.917 (March 31, 2021: Nil) units IIFL Equity Special Opportunities Fund - Series 8 - Class A6 (AIF Category II) *	6,55,436.01	-
87,49,562.522 (March 31, 2021 : Nil) units of IIFL Equity Special Opportunities Fund - Series 9 - Class A3 (AIF Category II)	87,312.76	-
5,000 (March 31, 2021: Nil) units of Edelweiss ISAF III Onshore Fund	50,000.00	-
	10,69,444.94	1,25,522.47
(c) Investment in Debt Instruments (At fair value through profit or loss)		
Quoted		
Reddy Veeranna Investments Private Limited Series A NCD 504 (March 31, 2021 : 504) Non-convertible Debentures of ₹10,00,000 each face value	-	2,53,896.05
Reddy Veeranna Investments Private Limited Series 2 NCD 299 (March 31, 2021 : 149) Non-convertible Debentures of ₹10,00,000 each face value	3,17,430.66	1,49,000.00
	3,17,430.66	4,02,896.05
Total	13,89,029.97	5,30,022.53
Particulars	As at 31 March 2022	As at 31 March 2021
Out of above		
In India	13,89,029.97	5,30,022.53
Outside India	-	-
Total	13,89,029.97	5,30,022.53

* Note: Investments in all units of IIFL Equity Opportunities Fund - Class C (AIF Category III) and IIFL Equity Special Opportunities Fund - Series 8 - Class A6 (AIF Category II) are pledged against Overdraft facility availed by the Company which is disclosed under Borrowings.

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022 (Contd.)

(Amount in Rupees thousands, unless otherwise stated)

6. Other financial assets

(Unsecured considered good)

	As at 31 March 2022	As at 31 March 2021
At amortised cost		
Security Deposits	35.83	35.83
Total	35.83	35.83

Impairment loss allowance recognised on other financial assets is ₹ Nil (Previous year: ₹ Nil).

7. Inventories

	As at 31 March 2022	As at 31 March 2021
Plot of land	1,83,896.97	1,83,896.97
Total	1,83,896.97	1,83,896.97

Note:

For mode of valuation refer Accounting policy number 2.2.6

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022 (Contd.)
 (Amount in Rupees thousands, unless otherwise stated)

8. Property, plant and equipment

	Land	Building	Furniture & fixtures	Capacitor Pannel	Total
Cost					
As at April 1, 2020	2,694.58	42.45	377.02	87.34	3,201.39
Additions	-	-	-	-	-
Disposals	-	-	-	-	-
As at March 31, 2021	2,694.58	42.45	377.02	87.34	3,201.39
Additions	-	-	-	-	-
Disposals	-	-	-	-	-
As at March 31, 2022	2,694.58	42.45	377.02	87.34	3,201.39
Depreciation					
As at April 1, 2020	-	5.10	103.30	15.52	123.92
Depreciation charge for the year 2020-21	-	2.55	51.65	7.76	61.96
Disposals	-	-	-	-	-
As at March 31, 2021	-	7.65	154.95	23.28	185.88
Depreciation charge for the year 2021-22	-	2.55	181.27	55.89	239.71
Disposals	-	-	-	-	-
As at March 31, 2022	-	10.20	336.22	79.17	425.59
Net book value :					
As at March 31, 2022	2,694.58	32.25	40.80	8.17	2,775.80
As at March 31, 2021	2,694.58	34.80	222.07	64.06	3,015.51

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022 (Contd.)

(Amount in Rupees thousands, unless otherwise stated)

9. Other non-financial assets

(Unsecured, considered good)

	As at 31 March 2022	As at 31 March 2021
Capital advances	5,000.00	36,506.21
Balances with government authorities	225.29	127.51
	5,225.29	36,633.72

10. Payables

	As at 31 March 2022	As at 31 March 2021
(i) Trade payables		
- total outstanding dues of micro and small enterprises [¶]	-	-
- total outstanding dues of creditors other than micro and small enterprises	-	-
	-	-
(ii) Other payables		
- total outstanding dues of micro and small enterprises [¶]	-	-
- total outstanding dues of creditors other than micro and small enterprises	4,283.83	269.38
	4,283.83	269.38
Total	4,283.83	269.38

[¶] Based on and to the extent of information received by the Company from the suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) and relied upon by the auditors, the relevant particulars as at the year-end are furnished below

Particulars	As at 31 March 2022	As at 31 March 2021
(I) The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year:		
Principal amount due to micro and small enterprises	-	-
Interest due on above	-	-
(II) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
(III) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006	-	-
(IV) The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
(V) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006	-	-

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022 (Contd.)

(Amount in Rupees thousands, unless otherwise stated)

11. Borrowings (Other than Debt Securities)

	As at 31 March 2022	As at 31 March 2021
At amortised cost:		
In India		
Overdraft facility from NBFC, secured	3,26,469.45	3,64,030.03
Demand loan from related party, unsecured (refer note 3(i))	7,48,897.29	-
	10,75,366.74	3,64,030.03
Outside India	-	-

Terms of Borrowings:

Type of loan	Loan outstanding		Rate of interest	Security Guarantee	Repayment terms
	As at 31 March 2022	As at 31 March 2021			
Overdraft facility from NBFC	3,26,469.45	3,64,030.03	IIFL W PLR (minus) 25 bps	Refer note i	Bullet repayment at the end of 12 months
Demand loan from related party	7,48,897.29	-	Interest free	Unsecured	Repayable on demand

Note i:

Secured loan from NBFC is secured by the way of specific *pari passu* charge on investments in units of IIFL equity opportunity fund (refer

12. Current Tax Liabilities (Net)

	As at 31 March 2022	As at 31 March 2021
Provision for tax (net of taxes paid) of 31 March 2022: Rs. 938.67 thousand; 31 March 2021: Nil	1,942.44	-
	1,942.44	-

13. Income Taxes

The major components of income tax expense for the year ended 31 March 2022 and 31 March 2021 are

A. Statement of profit and loss:

(i) Profit & loss section

	31 March 2022	31 March 2021
Current income tax charge	2,821.11	-
Adjustment of tax relating to earlier periods	-	-
MAT Credit Entitlement utilised: (Claimed)	-	-
Deferred tax:		
Relating to origination and reversal of temporary differences	24,433.04	14,267.26
Income tax expense reported in the statement of Profit & loss	27,314.15	14,267.26

(ii) OCI Section

Deferred tax related to items recognised in OCI during the year

	31 March 2022	31 March 2021
Net loss/(gain) on Remeasurements of defined benefit plans	-	-
Income tax charged to OCI	-	-

B. Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for FY ended 31 March 2021 and 31 March 2022.

	31 March 2022	31 March 2021
Accounting profit before income tax	1,10,768.41	28,823.96
At India's statutory income tax rate of 25.168% (31 March 2021: 25.168%)	27,878.19	7,254.41
Adjustments in respect of current income tax due to:		
Effect of income chargeable to differential tax rate	(564.04)	-
Deferred tax asset on losses not recognised	-	7,075.97
Other adjustments	-	(63.13)
Income tax expense reported in the statement of profit and loss	27,314.15	14,267.26

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022 (Contd.)
(Amount in Rupees thousands, unless otherwise stated)

13. Income Taxes (contd.)

C. Deferred tax

Deferred tax relates to the following:

	Balance sheet		Statement of profit and loss/ OCI	
	As at 31 March 2022	As at 31 March 2021	31 March 2022	31 March 2021
Accelerated depreciation for tax purposes	(1,669.10)	(1,713.21)	(44.11)	(3.39)
Fair valuation of investments	(33,366.78)	(8,889.63)	24,477.15	923.67
MAT credit entitlement	68.31	68.31	-	81.03
Deferred tax expense/ (income)			24,433.04	1,001.31
Net deferred tax assets/ (liabilities)	(34,967.57)	(10,534.53)		

Reflected in the balance sheet as follows

	31 March 2022	31 March 2021
Deferred tax assets	-	-
Deferred tax liabilities	(35,035.88)	(10,602.84)
MAT credit entitlement	68.31	68.31
Deferred tax liabilities, net	(34,967.57)	(10,534.53)

Reconciliation of deferred tax liabilities (net):

	31 March 2022	31 March 2021
Opening balance as of 1 April	(10,534.53)	3,732.73
Tax (income)/ expense during the period recognised in Profit & loss	24,433.04	14,267.26
MAT Credit entitlement	-	-
Tax (income)/ expense during the period recognised in OCI	-	-
Closing balance as at 31 March	(34,967.57)	(10,534.53)

14. Other non-financial liabilities

	As at 31 March 2022	As at 31 March 2021
Advance from customers	1,052.77	335.01
Statutory dues payable	-	-
Total	1,052.77	335.01

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022 (Contd.)

(Amount in Rupees thousands, unless otherwise stated)

15. Equity share capital

	As at 31 March 2022	As at 31 March 2021
Authorised:		
4,00,00,000 equity shares of Rs. 10 each (31 March 2021: 4,00,00,000)	4,00,000.00	4,00,000.00
Issued:		
1,00,00,000 equity shares of Rs. 10 each (31 March 2021: 1,00,00,000)	1,00,000.00	1,00,000.00
Subscribed and fully paid up:		
98,98,700 equity shares of Rs. 10 each (31 March 2021: 98,98,700)	98,987.00	98,987.00
Add: 1,01,300 Forfeited Equity Shares (31 March 2021: 1,01,300)	506.50	506.50
Total	99,493.50	99,493.50

A. Reconciliation of the shares outstanding at the beginning and at the end of the year

	As at 31 March 2022		As at 31 March 2021	
	No of shares	Amount	No of shares	Amount
At the beginning of the year	98,98,700.00	98,987.00	98,98,700.00	98,987.00
Issued during the year	-	-	-	-
Outstanding at the end of the year	98,98,700.00	98,987.00	98,98,700.00	98,987.00
Forfeited shares				
Equity Shares - Amount originally paid up	1,01,300	506.50	1,01,300	506.50

B. Terms/Rights attached to equity shares

The company has only one class of equity share having face value of Rs. 10/- per share. The holder of the equity shares is entitled to receive dividend as declared from time to time. The dividend proposed by the Board of Directors is subject to approval of the shareholders in ensuing annual general meeting. The holder of share is entitled to voting rights proportionate to their share holding.

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

C. Following shareholders hold equity shares more than 5% of the total equity shares of the Company:

Name of Shareholder	As at 31 March 2022		As at 31 March 2021	
	Number of shares held	% of holding in class	Number of shares held	% of holding in class
Poysha Oxygen Pvt. Ltd.	20,36,600	20.57%	20,36,600	20.57%
Gas supply Co. Pvt. Ltd.	14,90,000	15.05%	14,90,000	15.05%
Goyal Udyog (India) Pvt. Ltd.	14,75,000	14.90%	14,75,000	14.90%
Poysha Fincorp Pvt. Ltd.	10,00,000	10.10%	10,00,000	10.10%
Yield Securities & Credits Pvt. Ltd.	9,60,000	9.70%	9,60,000	9.70%

D. Aggregate number and class of shares for a period of 5 years immediately preceding pursuant to contract(s) without payment being received in cash

	As at 31 March 2022	As at 31 March 2021
Aggregate number and class of shares for a period of 5 years immediately preceding pursuant to contract(s) without payment being received in cash	Nil	Nil

E. Disclosure of shareholding of promoters

Name of Shareholder	As at 31 March 2022			As at 31 March 2021		
	Number of shares held	% of Holding in class	% change during the	Number of shares held	% of Holding in class	% change during the period
Name of Promoter Group						
Poysha Oxygen Pvt. Ltd.	20,36,600	20.57%	0.00%	20,36,600	20.57%	0.00%
Gas supply Co. Pvt. Ltd.	14,90,000	15.05%	0.00%	14,90,000	15.05%	0.00%
Goyal Udyog (India) Pvt. Ltd.	14,75,000	14.90%	0.00%	14,75,000	14.90%	0.00%
Poysha Fincorp Pvt. Ltd.	10,00,000	10.10%	0.00%	10,00,000	10.10%	0.00%
Yield Securities & Credits Pvt. Ltd.	9,60,000	9.70%	0.00%	9,60,000	9.70%	0.00%
Virgin Securities And Credits Private Limited	4,43,100	4.48%	0.00%	4,43,100	4.48%	0.00%

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022 (Contd.)

(Amount in Rupees thousands, unless otherwise stated)

16. Other Equity

	Amount
a) Retained Earnings	
As at 1 April 2020	2,74,197.70
Profit for the year 2020-21	14,556.70
Less: Final Dividend paid	-
Less: Distribution tax paid on final dividend	-
Less: Interim Dividend Paid	-
Less: Distribution tax paid on Interim dividend	-
As At 31 March 2021	2,88,754.40
Profit for the year 2021-22	83,454.26
Less: Final Dividend paid	-
Less: Distribution tax paid on final dividend	-
Less: Interim Dividend Paid	-
Less: Distribution tax paid on Interim dividend	-
As At 31 March 2022	3,72,208.66
Total other equity	
As At 31 March 2022	3,72,208.66
As At 31 March 2021	2,88,754.40

Retained Earnings

The amount that can be distributed by the Company as dividends to its equity shareholders is determined based on the financial position of the Company and also considering the requirements of the Companies Act, 2013. Thus, the amounts reported above are not distributable in entirety

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022 (Contd.)

(Amount in Rupees thousands, unless otherwise stated)

17. Revenue From Operations

17A. Net gain on fair value change on financial instruments

	For the year ended	
	31 March 2022	31 March 2021
Net gain on financial instruments measured at fair value through profit or loss		
On trading portfolio:		
Unrealised gain on equity instruments at FVTPL	550.36	-
Unrealised gain on equity fund at FVTPL	1,18,922.46	522.47
Realised gain on debt instruments at FVTPL	11,497.96	-
Unrealised gain on debt instruments at FVTPL	35,768.51	57,093.42
Total	1,66,739.29	57,615.89

18. Other income

	For the year ended	
	31 March 2022	31 March 2021
Interest income	132.06	481.78
Miscellaneous income	0.10	-
Total	132.16	481.78

19. Finance Costs

	For the year ended	
	31 March 2022	31 March 2021
Interest expense	40,813.37	26,239.59
Other borrowing costs	1.82	4.84
Total	40,815.19	26,244.43

20. Net loss on fair value change on financial instruments

	For the year ended	
	31 March 2022	31 March 2021
On trading portfolio:		
Unrealised loss on equity instruments at FVTPL	-	676.97
	-	676.97

21. Purchases of stock in trade

	For the year ended	
	31 March 2022	31 March 2021
Expenses incurred on inventory	-	-
	-	-

22. Changes in inventories of finished goods, stock in trade and work-in-progress

	For the year ended	
	31 March 2022	31 March 2021
Inventories at the beginning of the year		
Plot of land	1,83,896.97	1,83,896.97
Total Inventories at the beginning of the year	1,83,896.97	1,83,896.97
Inventories at the end of the year		
Plot of land	1,83,896.97	1,83,896.97
Total Inventories at the end of the year	1,83,896.97	1,83,896.97
Total	-	-

23. Employee benefits expense

	For the year ended	
	31 March 2022	31 March 2021
Salaries and wages	1,197.82	1,222.96
Contribution to provident and other funds	-	-
Staff welfare expenses	-	-
Total	1,197.82	1,222.96

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022 (Contd.)

(Amount in Rupees thousands, unless otherwise stated)

24. Depreciation and amortisation expense

	For the year ended	
	31 March 2022	31 March 2021
Depreciation of property, plant and equipment (refer note 8)	239.71	61.96
	239.71	61.96

25. Other expenses

	For the year ended	
	31 March 2022	31 March 2021
Administrative and other expenses		
Rates & Taxes	418.59	32.78
Communication expenses	16.47	6.61
Postage & telephone expenses	-	20.80
Printing & stationery	-	-
Legal & Professional Charges	155.30	155.30
Fees & subscription	435.60	392.28
Management and other fees	12,570.33	-
Miscellaneous Expenses	26.33	385.96
Auditors' Remuneration :		
- As Audit Fees	20.00	20.00
Selling & Distribution Expenses		
Advertisement, Publicity & Sales Promotion	122.40	53.66
	13,850.32	1,067.39

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022 (Contd.)

(Amount in Rupees thousands, unless otherwise stated)

26. Components of other comprehensive income (OCI)

The disaggregation of changes to OCI by each type of reserve in equity is shown below

During the year ended 31 March 2022

	Actuarial gains/ losses on defined benefit employee obligations	Total
(i) Remeasurement gains (losses) on defined benefit plans	-	-
Income tax effect	-	-
	-	-

During the year ended 31 March 2021

	Actuarial gains/ losses on defined benefit employee obligations	Total
(i) Remeasurement gains (losses) on defined benefit plans	-	-
Income tax effect	-	-
	-	-

27. Earnings Per Share (EPS)

Basic and Diluted EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the company by the weighted average number of Equity shares outstanding during the year. Diluted EPS are calculated by dividing the profit for the year attributable to the equity holders of the company by weighted average number of Equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares

The following reflects the income and share data used in the basic and diluted EPS computations.

Particulars	31 March 2022	31 March 2021
Profit for the year as per Statement of Profit & Loss	83,454.26	14,556.70
Profit attributable to equity holders of the Company for basic earnings	83,454.26	14,556.70
	No.	No.
Weighted average number of equity shares in calculating basic EPS	98,98,700	98,98,700
Effect of dilution:	-	-
Weighted average number of equity shares in calculating diluted EPS	98,98,700.00	98,98,700.00
Earnings per equity share in Rs.		
Basic	8.43	1.47
Diluted	8.43	1.47
Face Value of each equity share (in Rs.)	10	10

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022 (Contd.)
(Amount in Rupees thousands, unless otherwise stated)

28. Commitments

There are Nil (31 March 2021 Nil) capital and other commitments

29. Contingent Liabilities

There are Nil (31 March 2021 Nil) contingent liabilities

30. Related party disclosures

A. List of related parties

(a) Key Management Personnel (KMP) & their relatives

Mr. S.C. Goyal person having significance influence over the company
Mrs. Meera Goyal spouse Mr. S.C Goyal
Mr. K.K. Dhar Managing Director (w.e.f 14th August 2021)
Mr Shahzeb Khan, Managing Director (till 14th August 2021)
Mr. M.K. Doogar, Director (till 4th May 2021)
Mr. K.K. Gupta, Director
Mr. Sanjiv Bansal, Director (w.e.f. 17th June 2021)
Ms. Madhu Seth, Director
Mr. Dharam Kumar, CFO
Mr. Anand Kumar Mishra, Company Secretary

(b) Enterprise in which KMP exercises significant

Goyal MG Gases Private Limited
Morgan Securities & Credits Pvt. Ltd.
Virgin Securities & Credits Pvt. Ltd.

B. The following transactions were carried out with related parties in the ordinary course of business:-

Related Party Transactions	Period	Enterprise in which KMP exercises significant influence
Capital advance given		
Goyal MG Gases Private Limited	31 March 2022	-
	31 March 2021	31,506.21
Capital advance received back		
Goyal MG Gases Private Limited	31 March 2022	31,506.21
	31 March 2021	-
Business advance taken		
Goyal MG Gases Private Limited	31 March 2022	9,31,169.29
	31 March 2021	-
Morgan Securities & Credits Pvt. Ltd.	31 March 2022	50,000.00
	31 March 2021	-
Virgin Securities & Credits Pvt. Ltd.	31 March 2022	1,24,244.00
	31 March 2021	-
Business advance refunded		
Goyal MG Gases Private Limited	31 March 2022	1,82,272.00
	31 March 2021	-
Morgan Securities & Credits Pvt. Ltd.	31 March 2022	50,000.00
	31 March 2021	-
Virgin Securities & Credits Pvt. Ltd.	31 March 2022	1,24,244.00
	31 March 2021	-

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022 (Contd.)
(Amount in Rupees thousands, unless otherwise stated)

30. Related party disclosures (Contd.)

C. Net Outstanding Balance :-

Related Party	Period	Enterprise in which KMP exercises significant influence
Capital advance given		
Goyal MG Gases Private Limited	31 March 2022	-
	31 March 2021	31,506.21
Business Advances taken		
Goyal MG Gases Private Limited	31 March 2022	7,48,897.29
	31 March 2021	-

D. Details relating to remuneration of Key Managerial Personnel

Name of KMP	31 March 2022		31 March 2021	
	Short-term employee benefits	Sitting fees	Short-term employee benefits	Sitting fees
Mr. M.K. Doogar	-	-	-	22.50
Mr. Sanjiv Bansal	-	42.50	-	-
Mr. K.K. Gupta	-	42.50	-	22.50
Mr. Dharam Kumar	62.69	-	46.92	-
Mr. Anand Kumar Mishra	637.29	-	685.71	-

31. Events after reporting date

There have been no events after the reporting date that require disclosure in the financial statements.

32. Segment information

According to Ind AS 108, identification of operating segments is based on Chief Operating Decision Maker (CODM) approach for making decisions about allocating resources to the segment and assessing its performance. Based on the consideration of dominant sources and nature of risk & returns, the company is in business of investment in securities, trading of capital equipment, fee based activities and fund based activities. Most of the activities are revolving around these businesses. The geographical location of its main operations is domestic.

Particulars	For the year ended	
	31 March 2022	31 March 2021
Segment Revenue		
Trading of capital Equipment	-	-
Fee Based Activities	-	-
Fund Based Activities	-	-
Investments	1,66,871.45	58,097.67
Total Segment Revenue	1,66,871.45	58,097.67
Less : Inter Segment Revenue	-	-
Net Sales/Income from Operations	1,66,871.45	58,097.67

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022 (Contd.)
(Amount in Rupees thousands, unless otherwise stated)

32. Segment information (Contd.)

Particulars	For the year ended	
	31 March 2022	31 March 2021
Segment Results		
Trading of capital Equipment	-	-
Fee Based Activities	-	-
Fund Based Activities	(15,048.17)	(2,290.35)
Investments	1,66,871.48	57,420.70
Total Segment Results	1,51,823.31	55,130.35
Less : Interest Expense	40,815.19	26,244.43
Less : Unallocable Expenditure	239.71	61.96
Total Profit Before Tax	1,10,768.41	28,823.96

Particulars	As at	As at
	31 March 2022	31 March 2021
Capital Employed (Segment Assets less Segment Liabilities)		
Trading of capital Equipment	12,106.00	45,909.87
Fee Based Activities	-	-
Fund Based Activities	1,48,885.00	1,84,269.21
Investments	3,09,422.00	1,55,053.29
Total Capital Employed in Segments	4,70,413.00	3,85,232.37
Add : Unallocable Corporate Assets	1,289.16	3,015.53
Total Capital Employed in the Company	4,71,702.16	3,88,247.90

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MORGAN VENTURES LIMITED

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MORGAN VENTURES LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022 (Contd.)
(Amount in Rupees thousands, unless otherwise stated)

33. Fair values measurements

(i) Financial instruments by category

Particulars	As at 31 March 2022		As at 31 March 2021	
	FVTPL	Amortised cost	FVTPL	Amortised cost
Financial assets				
Cash and cash equivalents	-	411.60	-	372.24
Trade and other receivables	-	7,940.05	-	9,440.05
Investments	13,89,029.97	-	5,30,022.53	-
Other financial assets	-	35.83	-	35.83
Total financial assets	13,89,029.97	8,387.48	5,30,022.53	9,848.12
Financial liabilities				
Trade and other payables	-	4,283.83	-	269.38
Borrowings (Other than Debt Securities)	-	10,75,366.74	-	3,64,030.03
Total financial liabilities	-	10,79,650.57	-	3,64,299.41

(ii) Fair value hierarchy

All financial instruments for which fair value is recognised or disclosed are categorised within the fair value hierarchy described as follows, based on the lowest level input that is significant to the fair value measurements as a whole

Level 1 : quoted (unadjusted) prices in active markets for identical assets or liabilities

Level 2 : valuation techniques for which the lowest level inputs that has a significant effect on the fair value measurement are observable, either directly or indirectly

Level 3 : valuation techniques for which the lowest level input which has a significant effect on fair value measurement is not based on observable market data.

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities other than those whose fair values are close approximations of their carrying values.

Financial assets and liabilities measured at fair value - recurring fair value measurements for which fair values are disclosed At 31 March 2022:

	Date of valuation	Fair value measurement using			
		Total	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
			(Level 1)	(Level 2)	(Level 3)
Financial assets					
Investments	31-03-2022	13,89,029.97	13,89,029.97	-	-

There have been no transfers between Level 1 and Level 2 during the period.

Financial assets and liabilities measured at fair value - recurring fair value measurements for which fair values are disclosed At 31 March 2021:

	Date of valuation	Fair value measurement using			
		Total	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
			(Level 1)	(Level 2)	(Level 3)
Financial assets					
Investments	31-03-2021	5,30,022.53	5,30,022.53	-	-

There have been no transfers between Level 1 and Level 2 during the period.

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MORGAN VENTURES LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022 (Contd.)
 (Amount in Rupees thousands, unless otherwise stated)

33. Fair values measurements (Contd.)

Assets and liabilities which are measured at amortised cost for which fair values are disclosed At 31 March 2022:

	Date of valuation	Fair value measurement using			
		Total	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
			(Level 1)	(Level 2)	(Level 3)
Financial assets					
Security deposits paid	31-03-2022	35.83	-	-	35.83

There have been no transfers between Level 1 and Level 2 during the period

Assets and liabilities which are measured at amortised cost for which fair values are disclosed At 31 March 2021:

	Date of valuation	Fair value measurement using			
		Total	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
			(Level 1)	(Level 2)	(Level 3)
Financial assets					
Security deposits paid	31-03-2021	35.83	-	-	35.83

There have been no transfers between Level 1 and Level 2 during the period

Valuation technique used to determine fair value:

- (i) For cash and cash equivalents, trade receivables and other financial assets, borrowings, trade payables and other financial liabilities the management assessed that they approximate their carrying amounts largely due to the short-term maturities of these instruments
- (ii) The fair values of the company's investments in quoted equity and debt instruments has been determined by multiplying the number of shares/ debentures held at the year end to the closing market value on recognised stock exchange
- (iii) The fair value of security deposits is determined using discounted cash flow analysis.

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022 (Contd.)

(Amount in Rupees thousands, unless otherwise stated)

34. Financial risk management objectives and policies

The Company's principal financial liabilities, comprise borrowings, trade payables, and creditors for expenses. The Company's principal financial assets include investments, trade receivables, cash and short-term deposits that derive directly from its operations. The company also holds FVTPL investments in quoted equity and debt instruments.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management is supported by the Board of Directors that advises on financial risks and the appropriate financial risk governance framework for the Company. The board provides assurance to the Company's management that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The management reviews and agrees policies for managing each of these risks, which are summarised below.

I. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include, deposits and FVTPL investments.

The sensitivity analyses of the above mentioned risk in the following sections relate to the position as At 31 March 2022 and 31 March 2021.

The analyses exclude the impact of movements in market variables on the carrying values of gratuity and other post-retirement obligations, provisions and the non-financial assets and liabilities.

The following assumptions have been made in calculating the sensitivity analyses:

- The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held At 31 March 2022 and 31 March 2021.

A. Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates.

	Increase/ decrease in basis points	Effect on profit before tax Rs. Lakhs
31-03-2022		
INR	+50	(1,632.35)
INR	-50	1,632.35
31-03-2021		
INR	+50	(1,820.15)
INR	-50	1,820.15

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment showing a significantly higher volatility than in prior years.

B. Foreign currency sensitivity

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The company's exposure to the risk of changes in foreign exchange rates relates primarily to the company's operating activities (when revenue or expense is denominated in a foreign currency). Foreign currency risk sensitivity is the impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities. The company's exposure to foreign currency changes is not material.

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022 (Contd.)

(Amount in Rupees thousands, unless otherwise stated)

34. Financial risk management objectives and policies (Contd.)

II. Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions.

Credit risk from investments with banks and other financial institutions is managed by the Treasury functions in accordance with the management policies. Investments of surplus funds are only made with approved counterparties who meet the appropriate rating and/or other criteria, and are only made within approved limits. The management continually re-assess the Company's policy and update as required. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty failure.

The maximum credit risk exposure relating to financial assets is represented by the carrying value as at the

A. Trade and other receivables

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit review and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored.

At the year end the Company does not have any significant concentrations of bad debt risk other than disclosed in Note 4.

An impairment analysis is performed at each reporting date on an individual basis for major clients. The calculation is based on historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 33. The Company does not hold collateral as security. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and operate in largely independent markets.

B. Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties.

III. Liquidity risk

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

	Less than 3 months	3 to 12 months	1 to 5 years	> 5 years	Total
Year ended					
As at 31 March 2022					
Borrowings	-	10,75,366.74	-	-	10,75,366.74
Trade payables	4,283.83	-	-	-	4,283.83
	4,283.83	10,75,366.74	-	-	10,79,650.57
Year ended					
As at 31 March 2021					
Borrowings	-	3,81,127.32	-	-	3,81,127.32
Trade payables	364.17	-	-	-	364.17
	364.17	3,81,127.32	-	-	3,81,491.49

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022 (Contd.)

(Amount in Rupees thousands, unless otherwise stated)

34. Financial risk management objectives and policies (Contd.)

IV. Excessive risk concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Company's performance to developments affecting a particular industry. The company is an Investment Company i.e. a financial institution carrying on as its principal business the acquisition of securities and the management have assessed risk concentration as medium for the year 2021-22 due to 41% concentration of its assets in investment in IIFL Equity Special Opportunities Fund - Series 8 - Class A6 (AIF Category II).

35. Capital Management

The objective of the Company's capital management structure is to ensure that there remains sufficient liquidity within the Company to carry out committed work programme requirements. The Company monitors the long term cash flow requirements of the business in order to assess the requirement for changes to the capital structure to meet that objective and to maintain flexibility.

The Company manages its capital structure and makes adjustments to it, in light of changes to economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital, issue new shares for cash, repay debt, put in place new debt facilities or undertake other such restructuring activities as appropriate. No changes were made in the objectives, policies or processes during the year ended 31 March 2022.

	As at 31 March 2022	As at 31 March 2021
Borrowings	10,75,366.74	3,64,030.03
Trade and other payables	4,283.83	269.38
Total Debts	10,79,650.57	3,64,299.41
Less: Cash and cash equivalents	411.60	372.24
Net debts	10,79,238.97	3,63,927.17
Total equity	4,71,702.16	3,88,247.90
Total debt and equity	15,50,941.13	7,52,175.07
Gearing ratio (%)	69.61%	48.43%

36. Balance confirmation

Debit and credit balance of trade payables and trade receivables to the extent not confirmed are subject to confirmation and reconciliation with parties.

37. In the opinion of the Board of Directors and to the best of their knowledge and belief, the aggregate value of current assets on realisation in the ordinary course of business will not be less than the amount at which these are stated in the balance sheet.

38. Utilisation of Borrowed funds and share premium:

- (i) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or,
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (ii) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022 (Contd.)

(Amount in Rupees thousands, unless otherwise stated)

39. The Company does not have any transactions with companies struck off under section 248 of the Companies Act.
40. The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with
41. The Company does not have any undisclosed income which is not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such
42. The Company did not trade or invest in Crypto Currency or Virtual Currency during the year

In terms of our report of even date annexed

For and on behalf of the Board

For V.K. Sehgal & Associates

Chartered Accountants

FRN No. 011519N

Sd/-

Rakesh Kumar Tayal

Partner

Membership No: 085816

UDIN: 22085816AJLES13654

Sd/-

Kuldeep Kumar Dhar

Managing Director

DIN: 00299386

Sd/-

K.K. Gupta

Director

DIN: 00062385

Place : New Delhi

Dated : 23/05/2022

Sd/-

Dharam Kumar

Chief Financial Officer

Sd/-

Anand Kumar Mishra

Company Secretary

M No., FCS 7207

MORGAN VENTURES LIMITED
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CERTIFICATION

The Board of Directors
Morgan Ventures Limited
New Delhi

Compliance Certificate as required under Regulation 17 (8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015"

We hereby certify that:

- A. We have reviewed financial statements and the cash flow statement for the financial year 2021-2022 and that to the best of our knowledge and belief
- (1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
- (2) These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of their knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violate of the listed entity's code of conduct
- C. They accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and they have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies
- D. They have indicated to the auditors and the Audit committee
- (1) Significant changes in internal control over financial reporting during the year;
- (2) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- (3) Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Sd/-
Kuldeep Kumar Dhar
Managing Director
(DIN No. 00062385)

Sd/-
Dharam Kumar
Chief Financial Officer (CFO)

Certificate of compliance of code of conduct of Board of directors and senior management personnel

To,
The shareholders of Morgan Ventures Limited

On the basis of the written declarations received from members of the Board and Senior Management Personnel in terms of the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, it is hereby certified that both the Members of the Board and the Senior Management Personnel of the Company have affirmed compliance with the respective provisions of the Code of Business Conduct and Ethics of the Company as laid down by the Board for the year ended 31st March 2022

Sd/-
Kuldeep Kumar Dhar
Managing Director
(DIN No. 00062385)

MORGAN VENTURES LIMITED
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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 Member (s)	
Registered Address	
E- Mail ID	
Member's Folio/ DP ID-Client ID No.	

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

- 1 Name Address
E-mail ID Signature or falling him/ her
- 2 Name Address
E-mail ID Signature or falling him/ her.
- 3 Name Address
E-mail ID Signature or falling him/ her.

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the Company, to be held on Monday, the 18th July, 2022 at 10.00 A.M at 53, Friends Colony (East), New Delhi 110065 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions
	Ordinary Business
1.	To Adopt the Annual Financial Statements for the year ended 31 st March, 2022 and reports of the Board of Directors and the Auditors thereon.
2.	To appoint a Director in place of Mrs. Madhu (DIN No. 09065199), who retires by rotation and being eligible, offers herself for reappointment be and is hereby re-appointed as a Director of the Company
3.	To appoint M/s. V.K. Sehgal, Chartered Accountants (ICAI Firm Registration No. 011519 N), Statutory Auditors of the Company for a term of five years commencing from the conclusion of the 35 th Annual General Meeting of the Company till the conclusion of the 40 th Annual General Meeting

Signed this day of 2022

**Affix
Revenue
Stamp**

Signature of Shareholder: signature of proxy holder(s):.....

Notes: This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting

MORGAN VENTURES LIMITED

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MORGAN VENTURES LIMITED
CIN: L70109DL1986PLC025841
Regd. office: 53, Friends Colony (East), New Delhi- 110065
Phone: 011-26432601/02/03

E-COMMUNICATION REGISTRATION FORM

Dear Shareholders,

As you must be aware the majority of the provisions of the Companies Act, 2013 have been made effective from 1st April, 2014 therefore, pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant rules issued thereunder, Companies can serve Annual Report, Notice and other communication through electronic mode to those shareholders who have registered their Email address with the Company or RTA or with the Depository.

It is a welcome move that would benefit the society at large, as this will reduce paper consumption to great extent, and allow shareholders to contribute towards a greener environment. This provides a golden opportunity to every shareholders of Morgan Ventures Limited to contribute towards the cause of 'Green Initiative' by giving their consent to receive various communications from the Company through electronic mode.

We therefore, invite all such shareholders to contribute to the cause by filling up the form given below to receive communication from the Company in electronic mode. You can also download the appended registration form from the website of the Company www.morganventures.in [Please note that as a member of the Company, you shall be entitled to receive all communication in physical form, upon request].

Best Regards,

Sd/-
Kuldeep Kumar Dhar
Managing Director
DIN: 0299386

E-COMMUNICATION REGISTRATION FORM

Folio No. / DP ID & Client ID:

Name of the 1st Registered Holder:

Name of Joint Holders:

Registered Address

E-Mail ID (to be registered): Mob. / Tel. No.

I/We shareholder(s) of Morgan Ventures Limited hereby agree to receive communications from the Company in electronic mode. Please register my above E-Mail ID in your records for sending communication in electronic form.

Date: 23/06/2022

Place: New Delhi

Note: Shareholder(s) are requested to keep the Company informed as and when there is any change in email address.

MORGAN VENTURES LIMITED

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MORGAN VENTURES LIMITED

(CIN: L70109DL1986PLC025841)

Regd. Office: 37, Ring Road, Lajpat Nagar-IV, New Delhi-110 024

DPID No.		L.F. No.	
Client ID No.		No. of shares held	

ATTENDANCE SLIP

I/we hereby record my/our presence at the 35th Annual General Meeting to be held on 18th July, 2022.

NAME OF THE SHAREHOLDER (IN BLOCK LETTERS)	
SIGNATURE OF THE SHAREHOLDER	
NAME OF THE PROXY (IN BLOCK LETTERS)	
SIGNATURE OF THE PROXY	

Notes:

1. You are requested to sign and hand over this slip at the entrance of the Meeting venue.
2. This attendance is valid only in case shares are held on date of the meeting.

AGM ROUTE MAP

Address of Annual General Meeting



BOOK POST

If Undelivered, please return to:
MORGAN VENTURES LIMITED
Regd. Office: 37, Ring Road,
Lajpat Nagar - IV,
New Delhi - 110 024