

MAXWORTH INDUSTRIAL SERVICES LIMITED

CIN NO :L67120WB1982PLC035363

DIRECTORS' REPORT

Dear Members,

The Directors of your Company have pleasure in presenting their Fortieth Annual Report on the affairs of the company together with the Audited Accounts of the Company for the year ended 31st March, 2023

1. Financial Results and Appropriations:-

	Amount (Rupees in Hundreds)	
	<u>2022-2023</u>	<u>2021-2022</u>
	Rs.	Rs.
Gross Income during the year	5,95,481.72	5,95,481.72
Loss/(Profit) before depreciation	(4,77,187.94)	(5,94,427.33)
Add/(Less) : Depreciation	1,054.39	1,054.39
Net Loss/(Profit) during the year:	(4,01,352.44)	(4,76,133.55)
Add: Add brought forward	7,11,885.12	2,24,912.40
Profit: Available for Appropriation:	11,13,237.56	7,01,045.95
Appropriation		
Income Tax	(2530.00)	(7,850.00)
Income Tax Earlier Years	(528.97)	-----
Deferred Tax Asset	19,352.58	18,689.17
Balance Carried forward	11,29,531.17	<u>7,11,885.12</u>

DIVIDEND

In view of conserving resources , your Directors do not propose any dividend.

SHARE CAPITAL

The paid-up equity share capital as on 31 March 2023 was Rs.29,82,000/-. There was no public issue, right issue, bonus issue or preferential issue etc. during the year. The company has not issued shares with differential voting rights or sweet equity shares.

WORKING OF THE COMPANY; OPERATIONS

The performance of the Company improved significantly in comparison to previous years and is trying to make the best utilization of available resources and expects further improved performance in the coming year.

APPLICABILITY OF CLAUSE 49 OF THE LISTING AGREEMENT WITH STOCK EXCHANGE

As per recent circular of SEBI on clause 49 of the listing agreement, your Company is outside the purview of clause 49 of the listing agreement. So no comments are invited on this clause anywhere in this director's report.

PUBLIC DEPOSIT

The Company has not accepted any public deposit during the year under review.

WEB LINK OF ANNUAL RETURN, IF ANY

The company's balance sheet and other documents are available at its website.

DIRECTORS

Shri Gaurav Gupta retire by rotation and being eligible offers himself for re-appointment.

STATEMENT OF DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SECTION 149(6):

The Independent Director have submitted the declaration of independence, as required pursuant to Section 149(7) of the Companies Act, 2013, stating that he meet the criteria of independence as provided in Sub Section (6).

The Independent Director have confirmed and declared that he is not been disqualified to act as an Independent Director in compliance with the provisions of Section 149 of the Companies Act, 2013 and the Board is also of the opinion that the Independent directors fulfils all the conditions specified in the Companies Act, 2013 making them eligible to act as independent Director.

KEY MANAGERIAL PERSONNEL

Mr.Navin Kumar Bhiwaniwala ,Membership No.46314 is a company Secretary of the company.

ANNUAL EVALUATION

In compliance with the Companies Act, 2013, the performance evaluation of the Board and that of its committees and individual directors was carried out during the year under review.

COMPANY'S POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION INCLUDING POLICY-SECTION 178(10) AND 178(3).

The remuneration policy of the Company is directed towards rewarding performance, based on review of achievements on a periodical basis. The remuneration policy is in consonance with the existing Industry practice.

The nomination & remuneration committee is responsible for formulating framework and policy for remuneration, terms of employment and criteria for determining qualification, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the Executives.

The committee also reviews the ongoing appropriateness and relevance of the remuneration policy and ensures that all provisions regarding disclosure of remuneration are fulfilled.

The Committee, along with the Board, reviews on an annual basis, appropriate skills, characteristics and experience required of the Executives for the better management of the company.

In evaluating the suitability of individual Board members, the committee takes into account many factors, including general understanding of the company's business dynamics, global business and social perspective, educational and professional background and personal achievements.

The company has a credible and transparent framework in determining and accounting for the remuneration of the Managing director / Whole Time Directors (MD/WTDs), Key Managerial Personnel(s) (KMPs) and Senior Management Personnel(s) (SMPs). Their remuneration are governed by the external competitive environment, track record, potential, individual performance and performance of the company as well as industry standards.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under the Companies Act 2013, with respect to Directors' Responsibility Statement on the basis of the information made available to the Directors, it is hereby confirmed:

- (i) that in the preparation of the accounts for the financial year ended 31st March 2023, the applicable accounting standards have been followed and that there are no material departures;
- (ii) that the selected accounting policies were applied consistently and the directors 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 period and of the profit or loss of the company for the period under review;
- (iii) proper and sufficient care have been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (iv) the annual accounts have been prepared on a going concern basis;
- (v) the internal financial controls have been laid down and such internal financial controls are adequate and are operating effectively; and
- (vi) the Company has adequate internal systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

INTERNAL CONTROL SYSTEM

The company has a proper and adequate system of internal controls to ensure that all assets are safeguarded, and protected against loss from unauthorized use or disposition, and that transactions are authorized, recorded and reported correctly.

The Internal Audit of the Company is conducted by an Independent Chartered Accountant Firm. The findings of the Internal Audit and the Action Taken Report on the Internal Audit are placed before the Audit Committee which reviews the audit findings, steps taken and the adequacy of Internal Control System.

STATUTORY AUDITORS

Pursuant to the provisions of section 139 of the Companies Act, 2013, M/S N K S J & Associates, Chartered Accountants, (Membership No. : 063159) were appointed as statutory auditors of the Company at the 35th annual general meeting (AGM) of the Company for a period of 5 years subject to ratification of their appointment by the members at every AGM held thereafter.

A resolution for ratification of appointment of, M/S N K S J & Associates, Chartered Accountants, (Membership No. : 063159), are proposed to be re-appointed as the Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting of the Company to be held in the year 2023. In lieu of the same the Company has obtained a letter from the Auditors to the effect that re-appointment, if made, shall be in accordance with the provision of Section 139 and also satisfy the criteria provided in Section 141 of the Companies Act, 2013 and Rules made thereunder.

AUDITORS' REPORT

The Statutory Auditors of the Company have submitted Auditors' Report on the accounts of the Company for the accounting year ended March 31, 2023. The notes on financial statements referred to in the auditor's report are self-explanatory and do not call for any further comments. The auditor's report does not contain any qualification, reservation or adverse remark.

SECRETARIAL AUDIT REPORT

The Board of Directors of the Company has appointed Mr.Suresh Chandra Pal, Membership No.9724, Practicing company Secretary, as "Secretarial Auditor" of the Company to conduct Secretarial Audit for the financial year ended March 31, 2023, pursuant to the provisions of Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

DISCLOSURES UNDER THE COMPANIES ACT,2013

i) NUMBER OF BOARD MEETINGS

The Board of Directors met 7 times in the financial year ended 31st March, 2023. The details of the Board meeting and the attendance of the Directors are enclosed herewith as per annexure.

ii) RELATED PARTY TRANSACTIONS

All the related party transactions that were entered on arm's length basis and are in compliance with the applicable provisions of the Act.Further there are not materially significant related party transactions made by the Company with promoters, directors or other designated persons which may have potential conflict with the interest of the Company at large.Thus discloser in Form AOC-2 is not required.

iii) COMPOSITION OF AUDIT COMMITTEE

The Board has reconstituted the audit Committee which comprises of Mrs.Vijaylaxmi Tapuriah as the Chairman, Mr.Nikate Khaitan, Mr.Gaurav Gupta and Mr. Shayam Sunder Sharma , as the members. All the recommendations made by the Audit Committee were accepted by the Board.

Number of Meetings of the Board and committees thereof

(a) Details of the Meeting of Board of Directors and meetings attended by the directors held between April' 2022 to March'2023 are as under:

Seven Board Meeting were held during the year on 30th April 2022, 30th July 2022,31st August 2022,3rd September 2022 30th September 2022, 31st October 2022,and 31st January 2023.

Name of Member	Meetings held	Number of Meetings attend
Mrs.VijaylaxmiTapuriah	7	7
Mr. NikateKhaitan	7	7
Mr.Gaurav Gupta	7	7
Mr.Shyam Sunder Sharma	7	7

(b) Details of the Meeting of Audit Committee and meeting attended by the Committee Members between April'2022 to March'2023 are as under:

During the year the committee held two meetings on July 30, 2022 and January 31, 2023. The attendance of the members at these meetings are as under:

Name of Member	Position	Meetings Held	Number of Meetings attend.
Mrs.VijaylaxmiTapuriah	Chairman	2	2
Mr. Nikate Khaitan	Member	2	2
Mrs. Gaurav Gupta	Member	2	2
Mr. Shyam Sundar Sharma	Member	2	2

c) Details of the Meeting of Nomination & Remuneration Committee and meetings attended by the Committee Members between April'2022 to March'2023 as under:

During the year the Committee held two meetings on July 30,2022 and January 31, 2023. The attendance of the Members at these meetings are as under:

Name of Member	Position	Meetings held	Number of Meetings attend.
Mrs.VijaylaxmiTapuriah	Chairman	2	2
Mr. Nikate Khaitan	Member	2	2
Mr. Gaurav Gupta	Member	2	2
Mr.Shyam Sundar Sharma	Member	2	2

- iv) **VIGIL MECHANISM**
In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a vigil mechanism for directors and employees to report genuine concerns has been established. WTD is compliance officer for VIGIL MECHANISM.
- v) There were no material changes and commitments affecting the financial position of the Company occurring between 31st March, 2023 and the date of this Report.
- vi) There is no change in the business of the Company.
- vii) There were no significant and material orders passed by regulators or courts or tribunals impacting the growing concern status and Company's operation in future.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVE

The Company has not developed and implemented any corporate social responsibility initiative as the said provisions are not applicable.

SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

As required under the above mentioned Act, we report that in the year 2021-22 , no case of swxual harassment of women was filed under the said Act.

PARTICULARS OF EMPLOYEES

There was no employee during the year who was in receipt of remuneration exceeding the prescribed limit as mentioned in section 134 (3) (q) read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION

As the company is engaged in trading and investments and there is no manufacturing activities and outgo of foreign exchange, the disclosure required under Section 134 (3)(m) read with Rule 8(3) of the Companies (Account) Rules, 2014 is not applicable.

FOREIGN EXCHANGE EARNINGS AND OUTGO

During the period, the Company has not made any export; hence the export earning is Nil,

ACKNOWLEDGEMENT

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

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

S. S. Sharma

Director

Shyam Sunder Sharma

(DIN:02749039)

Vijaylaxmi Tapuria

Director

Vijaylaxmi Tapuria

(DIN:00395969)

J. K. Thakkar

Jayesh Kumar Thakkar
(CFO) DIN NO.00395973

Navin Kumar Bhiwaniwala

Navin Kumar Bhiwaniwala
Company Secretary M-NO.ACS-46314

Date: 31st day of August, 2023

Place: Kolkata