



**30<sup>TH</sup>  
ANNUAL REPORT  
2020-21**



**SIEL Financial Services Limited**



## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

Mr. Parmeet Singh Sood (*appointed w.e.f 17.06.2021*)  
Mrs. Aveen Kaur Sood (*appointed w.e.f 17.06.2021*)  
Mr. Sudeep Saxena (*appointed w.e.f 17.06.2021*)  
Mr. Umesh Nivurttirao Chavan (*appointed w.e.f 17.06.2021*)  
Mr. Diljeet Singh Narang (*appointed w.e.f 17.06.2021*)

Mr. Santosh Kumar (*resigned w.e.f 18.06.2021*)  
Mr. Madhu Vrat Kaushik (*resigned w.e.f 18.06.2021*)  
Mr. Arun Kumar Mithal (*resigned w.e.f 18.06.2021*)  
Mrs. Anju Goel (*resigned w.e.f 18.06.2021*)

### **COMPANY SECRETARY**

Mrs. Jyoti

### **CHIEF FINANCIAL OFFICER**

Mr. Ramjeevan Chaudhary (*appointed w.e.f 11.08.2021*)  
Mr. Arun Kumar Sharma (*resigned w.e.f 18.06.2021*)

### **AUDITORS**

M/s S S Kothari Mehta & Co. Chartered Accountants  
(ICAI Firm Registration No: 000756N)  
Plot No.68, Okhla Industrial Area, Phase-III, New Delhi - 110020

### **BANKERS**

Punjab National Bank  
Allahabad Bank  
State Bank of India

### **REGISTERED OFFICE**

Soni Mansion, 12-B, Ratlam Kothi Indore - 452001 (M.P.)  
CIN: L65999MP1990PLC007674  
E-mail: [corporate@mawanasugars.com](mailto:corporate@mawanasugars.com)

### **REGISTRAR & SHARE TRANSFER AGENT**

Mas Services Limited T-34, Okhla Industrial Area, Phase-II, New Delhi - 110020 Phone No.:011-26387281-83, Fax: 011-26387384  
Website: [www.masserv.com](http://www.masserv.com)  
E-mail: [info@masserv.com](mailto:info@masserv.com)



## NOTICE

NOTICE is hereby given that 30<sup>th</sup> Annual General Meeting of the shareholders of Siel Financial Services Limited (the "Company" / "SFSL") will be held on Thursday, the 30th day of September, 2021 at 4:30 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

### **ORDINARY BUSINESS:**

1. To consider and adopt the audited financial Statements which comprises of Balance Sheet for the financial year ended 31st March, 2021 the statement of Profit and Loss Account and the Cash Flow Statement for the year ended on that date together with reports of the Board of Directors and Auditors thereon.

### **SPECIAL BUSINESS:**

#### **2 APPOINTMENT OF MR. PARMEET SINGH SOOD AS MANAGING DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass with or without modification(s), the following Resolution(s) as Ordinary Resolution(s):

"RESOLVED THAT pursuant to the provisions of sec 196, 197, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof), the approval of the shareholders of the Company be and is hereby accorded for appointment of Mr. Parmeet Singh Sood (DIN 00322864), as the Managing Director (Whole Time key Managerial Personnel) of the company for a term of 5 (five) years commencing from 28/08/2021 till 27/08/2026, as per the terms and conditions mutually agreed upon between the Company and Mr. Parmeet Singh Sood (DIN 00322864)."

"RESOLVED FURTHER THAT the following terms and conditions be and is hereby approved considering the limit specified under sec 197 and Schedule V of the Companies Act, 2013:

Salary: upto Rs. 3,00,000/- per month;

Dearness Allowance: NIL;

Bonus: NIL;

Benefits, Perquisites and Allowances: NIL

"RESOLVED FURTHER THAT in the event of no profit or the profit of the company is inadequate, during the currency of tenure of managerial personnel, the company may pay remuneration to the managerial remuneration not exceeding the limit under Section II of the Schedule V of the Companies Act, 2013 subject to the minimum remuneration as prescribed above including any statutory modifications or re-enactment thereof from time to time as prescribed by the Government."

"RESOLVED FURTHER THAT the consent in writing from Mr. Parmeet Singh Sood (DIN 00322864), in Form DIR-2 pursuant to the Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules 2014 and intimation in Form DIR-8 pursuant to the Rule 14 of the Companies (Appointment & Qualifications of Directors) Rules 2014 that he is not disqualified under section 164 sub-section (2) of the Companies Act, 2013 have been received by the company and considered by the members present."

RESOLVED FURTHER THAT any Director(s) of the Company be and are hereby authorized to digitally sign and submit all necessary e-Forms with the Registrar of Companies(ROC) and to do all such acts, deeds and things as may be necessary to give effect to the above resolution".

#### **3 REGULARISATION OF ADDITIONAL DIRECTOR, MS. AVEEN KAUR SOOD BY APPOINTING HER AS DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass with or without modification(s), the following Resolution(s) as Ordinary Resolution(s):

"RESOLVED THAT, Ms. Aveen Kaur Sood (DIN-02638453), who was appointed as an Additional Director with

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effect from 17th June, 2021 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Executive Director of the Company.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

**4. REGULARISATION OF ADDITIONAL DIRECTOR, MR. DILJEET SINGH NARANG BY APPOINTING HIM AS DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass with or without modification(s), the following Resolution(s) as Ordinary Resolution(s):

“RESOLVED THAT, Mr. Diljeet Singh Narang (DIN-07728191), who was appointed as an Additional Director with effect from 17th June, 2021 on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Non Executive Non Independent Director of the Company.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

**5. REGULARISATION OF ADDITIONAL DIRECTOR, MR. UMESH NIVURTTIRAO CHAVAN BY APPOINTING HIM AS INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass with or without modification(s), the following Resolution(s) as Ordinary Resolution(s):

“RESOLVED THAT, Mr. Umesh Nivurttirao Chavan (DIN-06908966), who was appointed as an Additional Director with effect from 17th June, 2021 on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

**6. REGULARISATION OF ADDITIONAL DIRECTOR, MR. SUDEEP SAXENA BY APPOINTING HIM AS INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass with or without modification(s), the following Resolution(s) as Ordinary Resolution(s):

“RESOLVED THAT, Mr. Sudeep Saxena (DIN-09199917), who was appointed as an Additional Director with effect from 17th June, 2021 on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

**7. Alteration in the Object Clause of the Company:**

To consider and if thought fit, to pass the following resolution as a Special Resolution.

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**“RESOLVED THAT** pursuant to provisions of Sections 4, 13, 15 read with the Companies (Management & Administration) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), including any statutory modification or re-enactment thereof for the time being in force, and subject to necessary approvals as may be required in this regard from appropriate authorities and subject to such terms and conditions as may be imposed by them, the consent of the members be and is hereby accorded for insertion of the below mentioned New Main objects and ancillary clauses in addition to existing clauses, by insertion of the objects pertaining to “new object”, in Clause III (A) 1,2,3 (Main Objects) and III(B) (Ancillary Objects) of the Memorandum of Association of the Company.

The following new Clauses III (A) & (B), be hereby added to the existing main clauses and existing ancillary clauses and the main object and the ancillary object clauses be renumbered accordingly. a) Insertion of main object clause (as provided in the resolution) to realign it with the proposed business activity of the Company to be undertaken by the new management.

**“MAIN OBJECTS III (A) Objects to be pursued by the Company on its incorporation**

. 1. Manufacture, trade, Import, Export of Components & Assemblies for Automotive, Agriculture Machinery, Off-Highway Vehicles, Material handling equipment & Allied Engineering Industries, Trade, Import, Export of engineering Commodities, Ferrous & Non-Ferrous Materials, components for Railways, Rolling Stock and allied industries, Components & Assemblies for Defence & Allied Industries, Assemblies for White Goods, Electronics, Appliances & other allied industries, components & Assemblies for all types of Engineering & allied industries.

2. To start an 100% export oriented unit and to carry on the business of manufacture, process, produce, fabricate, buy, sell, import, export, trade, consultants, commission agents and deal in all kinds of engineering auto components, spare parts made from all kinds of materials such as rubber, metal, polymers, carbon, graphite, asbestos, Teflon, cork and other ferrous and non-ferrous materials for automotive.”

III (B) “Matters which are necessary for furtherance of the Objects specified In Clause III(A)

1. Business & Management Consulting and to make Investments in related, non-related businesses either as a minority or a majority shareholder, invest in startups, acquire domestic & global businesses as well as invest/trade in stocks & shares of other listed / unlisted companies both in domestic & international stock exchanges

2. To carry on the business of manufacture, process, assemble, buy, sell, import, export, trade, commission agents, and deal in all kinds of automobile parts, spares, components, accessories, ancillaries for any kind of vehicle and agricultural machinery and to deal in all types of tools, plants, equipment, appliances and hardware of all kinds related to automobiles and to give consultancy on turnkey projects relating to these products.”

3. To subscribe for purchase or otherwise acquire, sell, pledge otherwise any other financial instruments and to invest the money in any other forms of the investments provided such investments is out of surplus funds of the company or if such investment is done for attaining the main objects of the company.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, any of the Directors be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any / or all questions / matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this Resolution, take such further incidental and ancillary steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company and its shareholders.”

**a Change of Name of the Company:**

To consider and if thought fit, to pass the following resolution as a Special Resolution.

**“RESOLVED THAT** pursuant to the provisions of Section 4,13, 14, 15 &110 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management & Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, any other applicable law(s),regulation(s), policy(ies) or guideline(s), the provisions of the Memorandum and Articles of Association of the Company and the listing agreement entered into by the Company with the BSE Limited and subject to the approval of the Registrar of Companies –Gwalior, Madhya Pradesh (the “ROC”) and other regulatory authorities, as may be applicable, consent of the Shareholders of the Company be and is hereby accorded to change the name

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of the Company from "SIEL FINANCIAL SERVICES LIMITED" to CMX Global Limited OR CMX Holdings Limited OR any other name as may be approved by the Registrar of Companies"

**"RESOLVED FURTHER THAT** upon issuance of the fresh certificate of incorporation by the Registrar of Companies consequent upon change of name, the Memorandum of Association and the Articles of Association, and other relevant documents shall stand altered as below: Clause I (Name clause) of Memorandum of Association of the Company and wherever appearing in the Articles of Association of the Company and other relevant documents, papers and places, as applicable.

The name 'SIEL FINANCIAL SERVICES LIMITED' will be substituted with "CMX Global Limited or CMX Holdings Limited or any other name as may be approved by the Registrar of Companies";

**RESOLVED FURTHER THAT** any of the Directors of the Company, be and are hereby authorized to make necessary application(s) and to sign, execute and file all such forms, papers and documents as may be considered necessary or expedient including appointing attorneys or authorized representatives under appropriate Letter(s) of Authority to appear before the office of the ROC and other regulatory authorities, as may be applicable, for making application to give effect to the above resolution and to file required documents and information to the Stock Exchanges and such other authority(s) as may be required from time to time and to do all such acts, deeds and things as may be required in this connection."

#### 9. To Authorize Change in Registered office address of the Company

To consider and if thought fit, to pass the following resolution as a Special Resolution.

**"RESOLVED THAT,** subject to the provisions of Section 12, 13, 110 and other applicable provisions of Companies Act, 2013, read with relevant rules applicable, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the approval of the Central Government and such other approvals, permissions and sanctions, as may be required, consent of the members be and is hereby accorded for shifting the registered office of the Company from the State of Madhya Pradesh to the State of Haryana and that the Clause II of the Memorandum of Association of the Company be substituted and replaced by a new clause which is as follows:

"II. The Registered office of the Company will be situated in the State of Haryana."

**"RESOLVED FURTHER THAT** upon the aforesaid resolution becoming effective, the registered office of the Company be shifted from 12-B, Soni Mansion, Ratlam Kothi, Indore, Madhya Pradesh, 452001 situated under the jurisdiction of the Registrar of Companies, Gwalior, Madhya Pradesh to "Plot No. 896, Udyog Vihar, Phase-1, Gurgaon, Haryana-122016".


**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter called the "Board", which term shall be deemed to include any person (s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) or any officer so authorised by the Board, be and is hereby authorised to agree to obtain requisite approvals and permissions and to accept modifications/alterations in the above resolution, if any, specified by the aforesaid Authorities while confirming Company's Application for change of Registered Office and to appoint counsels and advisors, file applications/ petitions, issue notice, advertisements, obtain orders of shifting of registered office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in connection therewith and incidental thereto."

#### 10. Alteration in the Articles of Association of the Company

To consider and if thought fit, to pass the following resolution as a Special Resolution.

**"RESOLVED THAT** pursuant to the provisions of section 14 of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and all other applicable provisions in this regard, the consent of the members be and is hereby accorded to approve and adopt new set of Articles of Association in accordance with provisions of the Companies Act, 2013 and all amendments thereto in substitution and to the entire exclusion of the existing

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Articles of Association of the Company as circulated and other necessary approvals, if any.'

**"RESOLVED FURTHER THAT** consent of the members be and is hereby also accorded to alter the reference of name of the Company appearing in the Articles of Association of the Company so adopted with new name i.e. any name from the names proposed as may be approved by the Registrar, subject to the other necessary approvals, if any.

**"RESOLVED FURTHER THAT** any Director or Company Secretary be and are hereby severally authorized to do all such acts, deeds and things as may be necessary for effective implementation of the above resolution including filing of necessary forms, returns, documents with the Registrar of Companies and all other Regulatory/Statutory Authorities."

**By Order of the Board  
For Siel Financial Services Limited**

**-sd**

**Mr. Parmeet Singh Sood**

**Director**

**DIN- 00322864**

**Date: August 28, 2021**

**Place: Delhi**

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**Notes:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. 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 EGM/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 EGM/AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at [sielfinancial.com](http://sielfinancial.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsd.com](http://www.evoting.nsd.com).

EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on 27<sup>th</sup> September, 2021 at 09:00 A.M. and ends on 29<sup>th</sup> September, 2021 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. 23<sup>rd</sup> September, 2021 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 23<sup>rd</sup> September, 2021.

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## **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. 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"> <li data-bbox="659 558 1453 1052">1. If you are already registered for NSDL <b>IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "<b>Beneficial Owner</b>" icon under "Login" which is available under "<b>IDeAS</b>" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li data-bbox="659 1052 1453 1188">2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a>. Select "<b>Register Online for IDeAS</b>" Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="659 1220 1453 1717">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 held 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 options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li data-bbox="659 1728 1453 1917">1. 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li data-bbox="659 1917 1453 1950">2. After successful login of Easi/Easiest the user will be also able</li> </ol>



	<p>to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login Method 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**

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](http://www.evoting.nsdl.com).
- b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.**

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 [amitrdadheech@gmail.com](mailto:amitrdadheech@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
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](http://www.evoting.nsdl.com) to reset the password.
3. 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto: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 send signed request with Folio No., Name of shareholder, scanned copy of any one share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [info@masserv.com](mailto:info@masserv.com).
2. In case shares are held in demat mode, please update your email id with your depository. 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.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. 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.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THEEGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and



have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
  2. Members are encouraged to join the Meeting through Laptops for better experience.
  3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (sielfinancialservices@gmail.com. The same will be replied by the company suitably.
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## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 2

#### APPOINTMENT OF MR. PARMEET SINGH SOOD AS MANAGING DIRECTOR OF THE COMPANY

Pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, read with Schedule V of the Companies Act, 2013 and the Rules made thereunder and subject to the approval of the members by way of Special Resolution at ensuing Extra General Meeting, the Board of Directors of the Company at its meeting held on 28/08/2021, recommended to appoint Parmeet Singh Sood DIN 00322864), Additional Director of the Company, as a Managing Director of the Company for the period of 5 years w.e.f. 28/08/2021 to 27/08/2026

The terms and conditions for appointment and the details of remuneration is as below:

I	Remuneration:
A	Monthly Fixed Salary upto Rs.3,00,000
B	Perquisites: - NIL
C	Medical Reimbursement: - NIL
D	Leave Travel Concession:- NIL
E	Earned Leave: As per rules of the Company.
F	Car for use on company's business and telephone at residence will not be considered as perquisites. Personal long distance calls and use of car for private purpose shall be billed by the Company.
II	The Company shall reimburse to the Managing Director entertainment, travelling and all other expenses incurred by him for the business of the Company.
III	In the event of absence or inadequacy of net profits in any financial year, the remuneration payable to the Managing Director shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013 or any statutory modification thereof and the same shall be treated as the Minimum Remuneration payable to the said Managing Director.
IV	The Managing Director shall not, so long as he functions as such, be paid any sitting fees for attending meetings of the Board of Directors.
V	During the tenure of his office as Managing Director, he shall not be liable to retire by rotation.
VI	The Appointment may be terminated at any time by either party thereto by giving to the other party six months notice of such termination and neither party will have any claim against other for damages or compensation by reason of such termination. In any event, the Managing Director shall not be entitled for any compensation in cases mentioned in Section 202(2) of the Companies Act, 2013.
VII	The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
VIII	Mr. Parmeet Singh Sood's (DIN 00322864]) satisfies all the conditions set out in Part-I of Schedule V of the Companies Act, 2013 and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Considering Mr. Parmeet Singh Sood's experience, seniority and the trend in the industry, the terms of his remuneration are considered to be fair, just and reasonable and we further contend that it is pertinent for any company to remunerate such kind of professionals and to retain them in order to increase the profitability & enhance the value of all the stakeholders in the Company and his appointment is on his pure calibre, experience and expertise.

The appointment and payment of remuneration to the Managing Director of the Company shall be in accordance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013. Accordingly, the Company proposes this Special Resolution for appointment and payment of remuneration as aforementioned, which is well within the permissible limit and terms and condition as specified under provisions of section 197 read with Schedule V of the Companies Act, 2013.

In view of the provision of sections 196, 197 and 198 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013, the Board recommends this Special Resolution set out at Item No.2 for the Approval of Members.

Except Parmeet Singh Sood(DIN 00322864) being the appointee and his relatives, none of the other Directors and Key Managerial Personnel and their relatives is in any way, concerned or interested, financially or otherwise in

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the Resolution set out at Item No.2 of the Notice.

**Item No. 3**

**REGULARISATION OF ADDITIONAL DIRECTOR, MS. AVEEN KAUR SOOD BY APPOINTING HER AS DIRECTOR OF THE COMPANY**

Ms. Aveen Kaur Sood(DIN-02638453), was appointed as Additional Director with effect from June 17, 2021, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuing Annual General Meeting of the Company.

Ms. Aveen Kaur Sood(DIN-02638453), is not disqualified from being appointed as a Director in terms of Section 164 of the Act, nor has been debarred from holding the office of a director by virtue of any order from Securities and Exchange Board of India (SEBI) or any such regulatory authority and has consented to act as Director of the Company. The Board is of the view that the appointment of Ms. Aveen Kaur Sood(DIN-02638453), as an Executive Director on the Company Board is desirable and would be beneficial to the Company and hence it recommends the said resolution No.3 for approval by the members of the Company.

Apart from Mr. Aveen Kaur Sood, none of the Directors / Key Managerial Personnel of the Company / their relatives, in any way concerned or interested, in the said resolution No. 3, except upto their shareholding in the Company. The board recommends the said resolution to be passed as an ordinary resolution.

**Item No. 4**

**REGULARISATION OF ADDITIONAL DIRECTOR, MR. DILJEET SINGH NARANG BY APPOINTING HIM AS DIRECTOR OF THE COMPANY**

Mr. Diljeet Singh Narang (DIN-07728191), was appointed as Additional Director with effect from June 17, 2021, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuing Annual General Meeting of the Company. Mr. Diljeet Singh Narang (DIN-07728191) is not disqualified from being appointed as a Director in terms of Section 164 of the Act, nor has been debarred from holding the office of a director by virtue of any order from Securities and Exchange Board of India (SEBI) or any such regulatory authority and has consented to act as Director of the Company. The Board is of the view that the appointment of Mr. Diljeet Singh Narang (DIN-07728191) as a Non-Executive Non -Independent Director on the Board is desirable and would be beneficial to the Company and hence it recommends the said resolution No 4 for approval by the members of the Company.

None of the Directors / Key Managerial Personnel of the Company/ their relatives, are in any way concerned or interested, in the said resolution No. 4. The board recommends the said resolution to be passed as an ordinary resolution.

**Item No. 5**

**REGULARISATION OF ADDITIONAL DIRECTOR, MR. UMESH NIVURTTIRAO CHAVAN BY APPOINTING HIM AS INDEPENDENT DIRECTOR OF THE COMPANY**

The Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee had appointed Mr. Umesh Nivurttirao Chavan (DIN: 06908966) as an Additional Director of the Company with effect from June 17, 2021 to hold office upto June 16, 2026.

In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Umesh Nivurttirao Chavan (DIN: 06908966) shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years.

Mr. Umesh Nivurttirao Chavan is not disqualified from being appointed as a Director in terms of Section 164 of the Act, nor has been debarred from holding the office of a director by virtue of any order from Securities and Exchange Board of India (SEBI) or any such regulatory authority and has consented to act as Director of the Company. A brief profile of Mr. Umesh Nivurttirao Chavan (DIN: 09079830), including nature of his expertise, is tabled before the members and attached to this Notice.

The Company has received a declaration of independence from Mr. Umesh Nivurttirao Chavan (DIN: 06908966). In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for appointment as Independent Director of the Company.

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None of the Directors or Key Managerial Personnel and their relatives, except Mr. Umesh Nivurttirao Chavan (DIN: 09079830), are concerned or interested (financially or otherwise) in this Resolution.

The Board recommends the Resolution No. 5 for approval of the Members by way of Ordinary resolution.

**Item No. 6**

**REGULARISATION OF ADDITIONAL DIRECTOR, MR. SUDEEP SAXENA BY APPOINTING HIM AS INDEPENDENT DIRECTOR OF THE COMPANY**

The Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee had appointed Mr. Sudeep Saxena (DIN-09199917) as an Additional Director of the Company with effect from June 17, 2021 to hold office upto June 16, 2026.

In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Sudeep Saxena (DIN-09199917) shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years.

Mr. Sudeep Saxena (is not disqualified from being appointed as a Director in terms of Section 164 of the Act, nor has been debarred from holding the office of a director by virtue of any order from Securities and Exchange Board of India (SEBI) or any such regulatory authority and has consented to act as Director of the Company. A brief profile of Mr. Sudeep Saxena (DIN: 09079830), including nature of his expertise, is tabled before the members and attached to this Notice.

The Company has received a declaration of independence from Mr. Sudeep Saxena (DIN-09199917). In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for appointment as Independent Director of the Company.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Sudeep Saxena (DIN: 09199917), are concerned or interested (financially or otherwise) in this Resolution.

The Board recommends the Resolution No. 6 for approval of the Members as an Ordinary resolution.

**ITEM NO. 7 & 8:**

The Members are hereby informed that pursuant to the terms of Share Purchase Agreement entered between M/s. Mawana Sugars Limited (the Erstwhile promoter of the Company) and Mr. Parmeet Singh Sood & Mrs. Aveen Kaur Sood (the 'Existing Promoters') dated February 25, 2021 duly executed in compliance with the provision of SEBI (Substantial Acquisition of Share and Takeover) Regulations, 2011, the Company is required to relinquish the name "SIEL FINANCIAL SERVICES LIMITED".

In view of the above and to provide the Company a new corporate identity under the guidance of the new management / promoters, the Board of Directors of the Company at its meeting held on August 28, 2021 had suggested following two names of the Company in order of preference, subject to the availability of the name with Ministry of Corporate Affairs, Govt. of India under the provisions of the Companies Act, 2013:

1. CMX Global Limited and
2. CMX Holdings limited

or any other name as may be approved by Registrar of Companies, Gwalior, Madhya Pradesh

The change of name of the Company requires the approval of the members by means of a Special Resolution pursuant to Section 13 of the Companies Act, 2013. Consequential change which is required to the name clause of the memorandum of association of the Company, which also requires the approval of the members by means of a Special Resolution pursuant to Section 13 of the Companies Act, 2013.

As it is perceived to be in the best interest of the Company to align the Object Clause of the Memorandum of Association of the Company as per the provisions of Table A of the Schedule I of the Companies Act, 2013 and make necessary changes to the CIN of the Company as may be required by the Registrar of Companies, the Board of Directors has approved in the same meeting (subject to the approval of members), the amendment in the Memorandum of Association of the Company with respect to the following:

- a) Insertion of main object clause (as provided in the resolution) to realign it with the proposed business activity
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of the Company to be undertaken by the new management.

- b) The heading of Clause III(A) "Main Objects of the Company to be pursued by the Company on its incorporation" be changed to "Objects to be pursued by the Company on its incorporation";
- c) The heading of Clause III(B) "Objects incidental or ancillary to the attachment of the main objects" be changed to "Matters which are necessary for furtherance of the Objects specified In Clause III(A)";
- d) All clauses under heading Clause III(C) "Other objects" are deleted;
- e) Other amendments required to align the existing memorandum of association with Table A of the Schedule I of the Companies Act, 2013.

The Members are requested to note that except the Name Clause, Objects Clause, no other change is proposed.

Further, it is hereby informed to the shareholder that, in terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 and amendment thereof, the approval of the members for resolution provided in Item No.7 and 8 above, needs to be taken through Postal Ballot instead of transacting such business at a general meeting.

Further proviso to Sec 110(b) states that any item of business required to be transacted by means of postal ballot under clause (a), may be transacted at a general meeting by a company which is required to provide the facility to members to vote by electronic means under section 108, in the manner provided in that section.

In view of the above Your Directors recommend the matters provided herein in Item No.7 and 8 of the notice for approval of the members and require it be passed as Special Resolutions.

None of the Director(s) and Key Managerial Personnel(s) of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution

#### **ITEM NO. 9:**

As provided in explanatory statement for the Item No. 1 and 2, since there has been a change in the control and management of the Company pursuant to Share Purchase Agreement entered between M/s. Mawana Sugars Limited (the Erstwhile promoter of the Company) and Mr. Parmeet Singh Sood and Mrs. Aveen Kaur Sood (the 'Promoters') dated February 25, 2021 duly executed in compliance with the provision of SEBI (Substantial Acquisition of Share and Takeover) Regulations, 2011, the Board of Directors of your Company are of the view that the shifting of the registered office is in the best interest of the Company, its shareholders and all concerned parties and shall in no manner adversely affect the existing client base, creditors or operations or employees of the Company.

The new management of the Company is situated in Delhi, hence in order to achieve greater administrative efficiency and significantly reduce the overhead cost, multiplicity of compliances and record keeping involved in maintenance of different offices, it is proposed to shift the Registered Office of the Company from the State of Madhya Pradesh to the State of Haryana.

As per provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, shifting of Registered Office requires approval of the Shareholders by way of special resolution subject to the approval of the Central Government. A copy of the Memorandum as on date and a copy indicating the proposed amendments is available for inspection at the registered office of the Company on any working day during office hours 1100 hours to 1300 hours (except Saturdays, Sundays and Government Holidays).

Further, it is hereby informed to the shareholder that, in terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 and amendment thereof, the approval of the members for resolution provided in Item No.9 above, needs to be taken through Postal Ballot instead of transacting such business at a general meeting.

Further proviso to Sec 110(b) states that any item of business required to be transacted by means of postal ballot under clause (a), may be transacted at a general meeting by a company which is required to provide the facility to members to vote by electronic means under section 108, in the manner provided in that section.

In view of the above Your Directors recommend the matters provided herein in Item No.9 of the notice for approval of the members and require it be passed as Special Resolutions.

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None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding, if any.

**ITEM NO. 10:**

The members may note that pursuant to the approval by the Board for change in the name of the Company, the name of the Company is also required to be changed in the Articles of Association of the Company.

The members may also note that existing Articles of Association of the Company are as per the erstwhile Companies Act, 1956 and contain reference to the provisions of erstwhile Companies Act, 1956 which have been amended in the Companies Act, 2013 under the new provisions.

It is therefore proposed to amend the Articles of Association of the Company to include the provisions of the Companies Act, 2013 and to bring them in line with the reference of the prevailing sections. Also the existing Articles of Association (AOA) are based on the then applicable provisions of the erstwhile Companies Act 1956, which are thus no longer in full conformity with the now applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (collectively 'the Act').

Accordingly, it is considered expedient to wholly substitute the existing set of Articles with a new set of Articles, based on Table "F" of the Companies Act, 2013 which sets out the model Articles of Association for a Company Limited by Shares.

In terms of Sections 4, 5, 13 and 14 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, the consent of the Members by way of Special Resolution is required for adoption of new set of Memorandum of Association and Articles of Association of the Company.

Further, it is hereby informed to the shareholder that, in terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 and amendment thereof, the approval of the members for resolution provided in Item No.10 above, needs to be taken through Postal Ballot instead of transacting such business at a general meeting.

Further proviso to Sec 110(b) states that any item of business required to be transacted by means of postal ballot under clause (a), may be transacted at a general meeting by a company which is required to provide the facility to members to vote by electronic means under section 108, in the manner provided in that section.

In view of the above Your Directors recommend the matters provided herein in Item No.10 of the notice for approval of the members and require it be passed as Special Resolutions.

**By Order of the Board**  
**For SIEL Financial Services Limited**  
-sd  
**Mr. Parmeet Singh Sood**  
Director  
DIN- 00322864  
Date: August 28, 2021  
Place: Delhi

**Brief Profile of Director/s seeking appointment/re-appointment at the forthcoming Annual General Meeting (In pursuance to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Name of the Director	Mr. Parmeet Singh Sood Managing Director	Mrs. Aveen Kaur Sood Executive Director	Mr. Sudeep Saxena Non-Executive Independent Director	Mr. Diljeet Singh Narang Non-Executive Director	Mr. Umesh Nivurttirao Chavan Non-Executive Independent Director
DIN	00322864	02638453	09199917	07728191	06908966
Date of Birth	07-12-1977	15-06-1981	17-10-1964	19-08-1973	10-03-1973
Date of appointment	17.06.2021	17.06.2021	17.06.2021	17.06.2021	17.06.2021
Expertise in the specific functional area	Mr. Parmeet Singh Sood has completed his Bachelors degree in Business Management with honours From University of Bradford. Mr. Parmeet Singh Sood is an Astute Entrepreneur having skills in Sales, Marketing, Production Operations & Negotiation.	Mrs. Aveen Kaur Sood is Graduate in Arts from Punjab University and Post Graduate Diploma in Tourism and Airline Management. Mrs. Aveen Kaur Sood is an astute Entrepreneur having skills in Sales, Marketing, Production Operations & Negotiation.	Mr. Sudeep Saxenahas done B.E. from Mechanical Engineering and M.B.A in Material and Logistic Management from Pune University. He has also completed Executive M.B.A from IIM, Ahmedabad. Mr. Sudeep Saxena is a dynamic and result oriented mechanical engineer and management professional serving as Executive Director and CEO - Engineering and large Auto ancillary, with multi location manufacturing.	Mr. Diljeet Singh Narang has Diploma in Instrument Technology from Indo-Swiss Training Centre and Diploma in Management of Small Business Industry from All India Management Association (AIMA) New Delhi. Mr. Narang is An Experienced Executive in Operations, Engineering, Program Management, Projects, Strategic Planning	Mr. Umesh Nivurttirao Chavan is Bachelor of Science (BSC) and Bachelor of Law (LLB) from Delhi University. Mr. Umesh Nivurttirao Chavan is a seasoned professional with over 30 years of experience within the banking sector, bringing an entrepreneur's innovative spirit into all assignments, achieving corporate objectives while upholding the ethos of organizational vision and values.
Qualifications					
Shareholding in the Company (including HUF)	56.25%	18.75%	NIL	NIL	NIL
Directorship held in Other public companies (excluding foreign companies)	NIL	NIL	NIL	NIL	NIL
Membership/ Chairmanship of Committees of other public companies (including only Audit Committee and Stakeholders Relationship Committee)	NIL	NIL	NIL	NIL	NIL
Disclosure of Relationship between Director inter-se	Spouse of Mrs. Aveen Kaur Sood	Spouse of Mr. Parmeet Singh Sood	NIL	NIL	NIL

**By Order of the Board**  
**For SIEL Financial Services Limited**  
 -sd  
**Mr. Parmeet Singh Sood**  
**Director**  
 DIN- 00322864  
 Date: August 28, 2021  
 Place: Delhi





## DIRECTORS' REPORT

Your Directors have pleasure in presenting the 30<sup>th</sup> Annual Report together with the Audited Accounts of the Company for the year ended 31st March 2021.

### HIGHLIGHTS OF FINANCIAL RESULTS

The Company's financial performance, for the year ended March 31, 2021 is summarised below:

Particulars	amounts in thousand (unless otherwise stated)	
	2020-2121 (Rs.)	2018-2020 (Rs.)
Net Revenue from Operations	-	-
Other Income	261.38	391.31
<b>Total Revenue</b>	261.38	391.31
Total Expenses	2,149.22	1,817.03
Profit before tax	<b>(1,941.74)</b>	<b>(1,425.72)</b>
Tax expense		(157.38)
<b>Profit after tax</b>	<b>(1,941.74)</b>	<b>(1,583.10)</b>

### OPERATIONS

The Company was lying dormant for more than Thirteen years. There is no other employee except the KMPs such as Whole Time Director, Chief Financial Officer and Company Secretary which are on the rolls of the Company. The Company is now in compliance of various provisions to be made under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. -The Board has in its meeting dated: 17 June, 2021 decided that the company is entering into the new business/project of Survey reports, Ratings, Financial products, Maintenance worker, etc.This project provides a platform/Medium for Manufacturer & Suppliers, our area partners and consumers for Business networking through many services and product which will be provided to the consumer online and backed by offline support. The total project cost is approximately Rs.90-95 Lacs.To start-up the project the Company has entered into a contract with DAIS world Endeavour Private Limited to develop a software and paid an advance of Rs 18 lacs.

The promoters of the company Mawana Sugars Limited (MSL) have entered into a Share Purchase Agreement (SPA) dated 25<sup>th</sup> February 2021 for sale and transfer of entire promoters shareholding held in SIEL Financial Services Limited (Target Company) in favour of Mr. Parmeet Singh Sood ("Acquirer 1") and Mrs. Aveen Kaur Sood ("Acquirer 2") (Collectively referred to as "Acquirers"). MSL holds 85,07,885 Equity Shares constituting 75% of the Voting Share Capital of the Target Company. Consequent to the entering of the said SPA, the Acquirer is entitled to: (i) directly exercise 75% of Voting Share Capital of the Target Company and (ii) exercise substantial control and management of the Target Company. The Open offer was made by Mr. Parmeet Singh Sood ("Acquirer 1") and Mrs. Aveen Kaur Sood ("Acquirer 2"), to acquire upto 28,35,938 Equity shares of Rs. 10/- each for cash at a price of Rs. 2.25 (Rupees Two and Twenty Five Paise only) per Equity Share aggregating upto Rs. 63,80,861/- (Rupees Sixty Three Lacs Eighty Thousand Eight Hundred Sixty One only), to the Public shareholders of Siel Financial Services Limited in accordance with the extant Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations") ("Open Offer").The offer was opened on April 22, 2021 and closed on May 05, 2021.

Pursuant to completion of open offer formalities Mr. Parmeet Singh Sood ("Acquirer 1") and Mrs. Aveen Kaur Sood ("Acquirer 2") collectively holding 85,07,885 (75%) Equity shares of the Company have become the new promoters of the Company. The Board of Directors of the Company has also been completely changed (details of which can be found under the head **DIRECTORS** in this report).The new promoter are working towards bringing the Company out of its hibernation and into new profitable avenues in the coming future.

### FINANCIAL RESULTS

The Company has incurred a net loss of Rs. 19.41 Lacs during the year under review.

### DIVIDEND

In view of the losses incurred during the year, your Directors expressed their inability to recommend any dividend.





## MATERIAL CHANGES AND COMMITMENTS

No material changes or commitments have occurred between the end of the financial period to which the financial statements relate and the date of this report, affecting the financial position of the company.

## SUBSIDIARY COMPANIES

The Company has no subsidiary company.

## DIRECTORS AND KEY MANAGERIAL PERSONNEL

### (a) APPOINTMENTS/RE-APPOINTMENTS

DIN/PAN	Name	Appointment Date	Cessation Date
00322864	Parmeet Singh Sood	17/06/2021	-
00994313	Santosh Kumar	25/08/2009	18/06/2021
02638453	Aveen Kaur Sood	17/06/2021	-
06908966	Umesh Nivurttirao Chavan	17/06/2021	-
06941447	Arun Kumar Mithal	13/08/2014	18/06/2021
07297518	Madhu Vrat Kaushik	09/11/2015	18/06/2021
07728191	Diljeet Singh Narang	17/06/2021	-
08286756	Anju Goel	27/11/2018	18/06/2021
09199917	Sudeep Saxena	17/06/2021	-
AMEPJ6846R	Jyoti	31/12/2019	-
AAMPS6092G	Arun Kumar Sharma	14/02/2020	18/06/2021

### b) KEY MANAGERIAL PERSONNEL (KMP)

During the financial year ended March 31, 2021, the following persons were Whole Time Key Managerial Personnel (KMP) of the

Company in terms of provisions of Section 203 of the Companies Act, 2013:

Sl. No.	Name	Designation	Date of Appointment as KMP
1.	*Mr. Madhu Vrat Kaushik	Whole Time Director	14.02.2021
2.	*Mr. Arun Kumar Sharma	Chief Financial Officer	14.02.2021
3.	Mrs. Jyoti	Company Secretary	31.12.2020

*\*Mr. Madhu Vrat Kaushik has resigned from the Board w.e.f 18 June, 2021*

*\*Mr. Arun Kumar Sharma has resigned from the Board w.e.f 18 June, 2021*

### c) DECLARATION FROM INDEPENDENT DIRECTORS

The Independent Directors (IDs) have given declarations u/s 149(6) of the Act and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, confirming that they meet the criteria of independence as laid down under the said Section/ Regulation.

The Directors of the Company have also confirmed that they were not disqualified to be appointed as Directors as per Section 164(2) of the Companies Act, 2013 and they have not been debarred by SEBI to hold an office of Director.

### d) BOARD/DIRECTORS' EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance, Board Committees and individual Directors pursuant to the provisions of the Act and the Corporate Governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("SEBI Listing Regulations").

The performance of the Board and Committees thereof was evaluated on the basis of the criteria such as the composition and structure, effectiveness of processes, information, involvement of the Members and functioning etc. The Board reviewed the performance of the individual Directors on the basis of the criteria such as the contribution of the individual Director to the Board and Committee meetings like preparedness on the issues to be



discussed, meaningful and constructive discussion and inputs in meetings, etc.

In a separate meeting of Independent Directors, the performance of Non-Independent Directors, the performance of the Board as a whole was evaluated. Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated.

The review concluded by affirming that the Board as a whole, the Committees of the Board as well as all of its Members, individually, continued to display commitment to good governance, ensuring a constant improvement of processes and procedures. It was further acknowledged that every individual Member of the Board and the Committee thereof contribute its best in the overall growth of the organization.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

As required under Section 134(3)(c) of the Companies Act, 2013, your Directors state that:

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) 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 and of the loss of the Company for that year;
- c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors had prepared the Annual Accounts on a going concern basis;
- e) the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) 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.

## **MEETINGS OF THE BOARD**

During the financial year ended March 31, 2021, four Board meetings were held.

Compliance reports of various laws applicable to the Company were reviewed by the Audit Committee and the Board of Directors. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and the SEBI (LODR), Regulations, 2015. The details of meetings held and attended by the Directors during the year are provided in the Corporate Governance Report.

All statutory and other important items/ information were placed before the Board for approval/review.

## **AUDITORS AND THEIR REPORT**

### **a) STATUTORY AUDITORS**

Pursuant to the Section 139 of the Companies Act, 2013, appointment of the Statutory Auditors M/s. S S Kothari Mehta & Co., Chartered Accountants (ICAI Firm Registration No: 000756N) was made by the members of the Company in its 28th Annual General Meeting (AGM) held on 27.09.2019 for a period of 5 years till the conclusion of 33rd Annual General Meeting of the Company on the recommendation of the Audit Committee and the Board of Directors.

The Report given by the Auditors on the financial statements of the Company is part of the Annual Report.

The observations of Auditors in their report with the relevant notes to accounts are self-explanatory and therefore do not require further explanation.

### **b) SECRETARIAL AUDITORS**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Nirbhay Kumar (CP No.7887), M/s Nirbhay Kumar & Associates, Company Secretaries to undertake the Secretarial Audit of the Company for the financial year 2020-21.

The Secretarial Audit Report for the financial year ended 31st March, 2021 is attached as Annexure - A of this

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Board's Report.

## **FIXED DEPOSITS**

The Company has neither accepted nor renewed any deposits falling within the provisions of Section 73 and 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 from its member and public during the Financial Year.

## **AUDIT COMMITTEE**

The Audit Committee for the year 2020-21 comprises of three Directors, two directors are independent directors and one is executive and non-independent director, viz., Mr. Santosh Kumar as Chairman, and Mr. Arun Kumar Mithal and Mr. Madhu Vrat Kaushik as its Members.

The Audit Committee of the Company has been re-constituted w.e.f June 17, 2021 with the following Directors;

<b>Sl. No.</b>	<b>Name of the Member</b>	<b>Status</b>
1.	Mr. Umesh Nivurttirao Chavan	Chairman
2.	Mr. Sudeep Saxena	Member
3.	Mr. Diljeet Singh Narang	Member

The details of terms of reference of the Audit Committee, number and dates of meeting held, attendance, among others are given separately in the attached Corporate Governance Report.

## **NOMINATION AND REMUNERATION COMMITTEE**

Pursuant to the provisions of Section 178 of the Companies Act, 2013 read with Rules made there under, the Board has constituted a Nomination & Remuneration Committee and the details of terms of reference, number & dates of meeting held, attendance and other details are given separately in the attached Corporate Governance Report.

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

The Company is under the business of investment and financing so the particulars of the Conservation of energy and Technology Absorption is : NOT APPLICABLE

Foreign Exchange Earnings and Out go: NIL

## **VIGIL MECHANISM**

Your Company has established a 'Whistle Blower Policy and Vigil Mechanism' for directors and employees to report to the appropriate authorities concerns about unethical behavior, actual or suspected, fraud or violation of the Company's code of conduct policy and provides safeguards against victimization of employees who avail the mechanism and also provide for direct access to the Chairman of the Audit Committee. The said policy has been uploaded on the website of the Company.

## **PARTICULARS OF EMPLOYEES**

There is no other employee except the KMPs such as Whole Time Director, Chief Financial Officer and Company Secretary which are on the rolls of the Company. The Company has not paid any managerial remuneration during the year.

## **RELATED PARTY TRANSACTIONS**

There is no related party transaction during the financial year except in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

## **EXTRACT OF ANNUAL RETURN**

The extracts of the Annual Return (MGT-9) as per the provisions of Section 92 of the Companies Act, 2013 read with Rule 12 of Companies (Management and Administration) Rules, 2014 is annexed herewith and marked as Annexure - B to this Report.

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## **CORPORATE GOVERNANCE**

In accordance with SEBI (LODR), Regulations, 2015, Corporate Governance Report along with Auditors' certificate thereon and Management Discussion and Analysis Report form part of this report are enclosed as Annexure - C.

## **COST AUDIT**

The provisions of Cost Audit pursuant to Section 148 of Companies Act, 2013 are not applicable to the Company

## **CORPORATE SOCIAL RESPONSIBILITY**

The provisions of Corporate Social Responsibility pursuant to Section 135 of Companies Act, 2013 are not applicable to the Company

## **SHARE CAPITAL**

The share capital of the Company is Rs. 11,34,37,520/- divided into 1,13,43,752 Equity shares of Rs. 10 each.

During the financial year ended 31.3.2021, the Company has not issued any share capital with different voting rights, sweat equity or ESOP nor provided any money to the employees or trusts for purchase of its own shares.

## **ACKNOWLEDGEMENTS**

Your Directors place on record their appreciation and gratitude for the unstinted support and assistance extended by shareholders, Central/ State Government and the Company Bankers. The Board also extends its heartfelt gratitude to the Creditors and Shareholders for the confidence reposed by them in the Company.

**For and on behalf of the Board of Directors of  
SIEL Financial Services Limited**

-sd

**Parmeet Singh Sood**

**Director**

**DIN: 00322864**

**Place : New Delhi**

**Date : 28/08/2021**

**Aveen Kaur Sood**

**Director**

**DIN: 02638453**





**Form No. MR - 3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED ON 31<sup>st</sup> MARCH, 2021**

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

To  
The Members,  
SIEL FINANCIAL SERVICES LIMITED  
CIN - L65999MP1990PLC007674  
Soni Mansion, 12 B, RatlamKothi  
Indore, Madhya Pradesh  
PIN - 452001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by SIEL FINANCIAL SERVICES LIMITED (CIN - L65999MP1990PLC007674), (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2021 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:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2021 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 there under;
  - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
  - iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment. Not Applicable for the period under review
  - 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;

*Pursuant to Open Offer by Mr. Parmeet Singh Sood ("Acquirer 1") and Mrs. Aveen Kaur Sood ("Acquirer 2") (Collectively referred to as "Acquirers") to acquire upto 28,35,938 Equity shares of Rs. 10/- each for cash at a price of ₹ 2.25 (Rupees Two and Twenty Five Paise only) per Equity Share aggregating upto ₹ 63,80,861/- (Rupees Sixty Three Lacs Eighty Thousand Eight Hundred Sixty One only), to the Public shareholders of Siel Financial Services Limited (Formerly Known as Shriram Agro-Tech Industries Limited) ("Target Company") in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations") ("Open Offer"). Pursuant to successful execution of Share Purchase Agreement dated 25th February, 2021 and closure of the scheme of Open Offer and acquisition of 75% of Equity shares of SIEL Financial Services there has been a change in ownership and promoters of the Company.*

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;



- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the Company during the audit period);
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not applicable to the Company during the audit period);
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period)
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the audit period); and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the audit period);

VI. Other laws that are applicable to the Company is Banking Regulation Act, 1949, Rules and Regulations and Guidelines issued by the Reserve Bank of India under Reserve Bank of India Act, 1934 those are applicable to Non-Banking Financial Companies.

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

- i. Listing Agreements entered into by the Company with Stock Exchange(s) and
- ii. Secretarial Standards issued by the Institute of Company Secretaries of India.

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

1. *As per Regulation 38 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the listed entity shall comply with the minimum public shareholding requirements specified in Rule 19 (2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957 in the manner as specified by the Board from time to time.*

The Company has reduced promoters' shareholding up to 75 % and increased public shareholding up to 25 % as on 20<sup>th</sup> January 2021.

2. *As per Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the listed entity shall maintain a functional website containing the basic information about the listed entity. Company is in non-compliance of the provisions of this SEBI LODR Regulation.*

Company has maintained the website and it was become operational from 20<sup>th</sup> December 2020.

3. *Objects of the Company mentioned in its Memorandum of Association established the fact that objects of the Company are of Non-Banking Financial Company. During the period under review and also before this period Company is inoperative almost dormant. As per explanation received from the management Company has applied for registration as NBFC Company but the Certificate for the same has never been issued by Reserve Bank of India. We have been informed that replying the query raised by Company, RBI intimated Company not to do the Compliances of NBFC Companies as Company is not doing any business and almost inoperative and dormant.*

We further report that

- \* The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-





Executive Directors and Independent Directors. The changes in 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.
- \* All the decisions at the Board Meetings and Committee Meetings have been carried out unanimously as recorded in the Minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that

- \* There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- \* We further report that during the audit period the company has not undertaken any major activities like;

(i) Public/Right/Preferential issue of shares/debentures/borrowing/sweat equity/ESOP etc.

(ii) Redemption/ buy-back of securities

(iii) Major decisions has not been taken by the members in pursuance to section 180 of the Companies Act, 2013

(iv) Merger / amalgamation / reconstruction, etc.

(v) Foreign technical collaborations/Joint Ventures etc.

**For Nirbhay Kumar & Associates**

-sd

**Nirbhay Kumar**

**M. No. : 21093**

**C.P. No.: 7887**

**Place: New Delhi**

**Date: 28.08.2021**

**UDIN number A021093C000849481**

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'Annexure A'

To  
The Members,  
SIEL FINANCIAL SERVICES LIMITED  
CIN - L65999MP1990PLC007674  
Soni Mansion, 12 B, Ratlam Kothi  
Indore, Madhya Pradesh  
PIN - 452001

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis of my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules, and regulations and happenings of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For Nirbhay Kumar & Associates**

-sd

**Nirbhay Kumar**

**M. No. : 21093**

**C. P. No.: 7887**

**Place: New Delhi**

**Date: 28.08.2021**

**UDIN number A021093C000849481**

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

as on the financial year ended 31.03.2021

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

**I. REGISTRATION AND OTHER DETAILS:**

1	CIN	L65999MP1990PLC007674
2	Registration Date	12.12.1990
3	Name of the Company	Siel Financial Services Limited
4	Category / Sub-Category of the Company	i. Company Limited by Shares ii. Indian Non-Government Company
5	Address of the Registered Office and contact details	Soni Mansion, 12-B, Ratlam Kothi, Indore-452001 Madhya Pradesh Contact Details: 011-25739103
6	Whether listed company Yes / No	Yes
7	Name, address and contact details of Registrar and Transfer Agent, if any	Mas Services Limited T-34, Okhala Industrial Area, Phase-II, New Delhi-110 020 Phone No. 011-26387281-83 Fax 011-26387384 Website www.masserv.com E-mail info@masserv.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

(All the business activities contributing 10% or more of the total turnover of the company shall be stated)

The Company was mainly engaged in the business leasing, advancing loan/ICD making investment, bill discounting and other financial activities. The Company is not doing any business activities and has been dormant for more than last 13 years

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
			Not Applicable

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

Sl. No.	*NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	*Mawana Sugars Ltd.	L74100DL1961PLC003413	Holding CO.	93.56	2 (46)
2	*Siel Industries Estate Ltd.	U45209DL1994PLC057359	Fellow Subsidiary	Nil	2 (76)
3	*Siel Infrastructure & Estate Developers Pvt. Ltd	U74899DL1985PTC021191	Fellow Subsidiary	Nil	2 (76)
4.	*Mawana Foods Private Limited	U74899DL2006PTC144412	Associate	Nil	2 (6)

\*As on date the Company does not have any holding, subsidiary and associate companies



**M. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

**i) Category-wise shareholding**

Category of shareholders	No. of Shares held at the beginning of the year (as on 01.04.2020)				No. of Shares held at the end of the year (as on 31.03.2021)				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>A. Promoter</b>									
<b>(1) Indian</b>									
a) Individual/HUF	0	10613382	10613382	93.56	8507614	0	8507614	75	18.56
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	-	-	-	-	-
e) Banks/ FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (1):-</b>	<b>0</b>	<b>10613382</b>	<b>10613382</b>	<b>93.56</b>	<b>8507614</b>	<b>0</b>	<b>8507614</b>	<b>75</b>	<b>18.56</b>
<b>(2) Foreign</b>									
a) NRIs-Individual	-	-	-	-	-	-	-	-	-
b) Other individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks/ FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total shareholding of promoter (A)=(A) (1)+(A)(2)</b>	<b>0</b>	<b>10613382</b>	<b>10613382</b>	<b>93.56</b>	<b>8507614</b>	<b>0</b>	<b>8507614</b>	<b>75</b>	<b>18.56</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds / UTI	-	-	-	-	-	-	-	-	-
b) Banks/FI	0	50	50	0.00	0	50	50	0.00	0
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s).	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Other (Specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B) (1):-</b>	<b>0</b>	<b>50</b>	<b>50</b>	<b>0.00</b>	<b>0</b>	<b>50</b>	<b>50</b>	<b>0.00</b>	<b>0</b>
<b>2. Non- Institutions</b>									
<b>a) Bodies Corporates</b>									
i. Indian	750	52700	53450	0.47	338682	21900	360582	3.44	2.97
ii. Overseas	-	-	-	-	-	-	-	-	-
<b>b) Individuals</b>									
i) Individual shareholders holding nominal share capital upto Rs. 1 Lakh	42775	573770	616545	5.44	460727	566775	1027502	9.06	3.62
ii) Individual shareholders	-	-	-	-	1328829	-	1328829	11.71	11.71



holding nominal share capital in excess of Rs. 1 Lakh										
<b>c) Other (Specify)</b>										
i) Shares held by Pakistani citizens vested with the Custodian of Enemy Property										
ii) Other Foreign Nationals	-	-	-	-	-	-	-	-	-	-
iii) Foreign Bodies	-	-	-	-	-	-	-	-	-	-
iv) NRI / OCBs	100	51750	51850	0.46	200	51725	51925	0.46		0
v) Clearing Members / Clearing House	8475	0	8475	0.07	37050	-	37050	0.33		0.26

Category of shareholders	No. of Shares held at the beginning of the year (as on 01.04.2020)				No. of Shares held at the end of the year (as on 31.03.2021)				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
Clearing House	-	-	-	-	-	-	-	-	-
vi) Trusts	-	-	-	-	-	-	-	-	-
vii) Limited Liability Partnership	-	-	-	-	-	-	-	-	-
viii) Foreign Portfolio Investor (Corporate)	-	-	-	-	-	-	-	-	-
ix) Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
<b>Sub-Total (B)(2):</b>	<b>52100</b>	<b>678220</b>	<b>730320</b>	<b>6.44</b>	<b>2165488</b>	<b>670400</b>	<b>2835888</b>	<b>25</b>	<b>18.56</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>52100</b>	<b>678270</b>	<b>730370</b>	<b>6.44</b>	<b>2165488</b>	<b>670450</b>	<b>2835938</b>	<b>25</b>	<b>18.56</b>
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>52100</b>	<b>11291652</b>	<b>11343752</b>	<b>100.00</b>	<b>10673102</b>	<b>670650</b>	<b>11343752</b>	<b>100.00</b>	

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	No. of Shares held at the beginning of the year (as on 01.04.2020)			No. of Shares held at the end of the year (as on 31.03.2021)			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of shares Pledged/emcumbered to total shares	No. of Shares	% of total Shares of the company	% of shares Pledged/emcumbered to total shares	
1	Mawana Sugars Limited	10613382	93.56	0	8507814	75	0	18.56



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

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (as on 01.04.2020)		Cumulative Shareholding during the year (as on 01.04.2021)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	10613382	93.56	#	
2	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Transfer			
3	At the End of the year	8507814	75	#	

Note : # There is no change in the promoters Shareholding during the year under review.

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

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year i.e. 01.04.2020		Date	Increase/ Decrease in Shareholding	Reason for Increase / Decrease	Cumulative Shareholding during the year		Shareholding at the end of the year i.e. 31.03.2021		
		No. of Shares	% of total Shares of the company				No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company	
1	BVM Management Enterprises (P) Limited	49500	0.44	01-04-2020							
				31-03-2021	49500	SOLD	0	0	0	0	
2	Nirmal Bang Securities Pvt Ltd.	7200	0.06	01-04-2020							
				31-03-2021	7200	SOLD	0	0	0	0	
3	S R Batra	5800	0.05	01-04-2020							
				No change in shareholding during the year							
				31-03-2021					5800	0.05	
4	Xcess Securities Private	0	0	01-04-2020							





	Limited#										
				31-03-2021					200033	0.70	
5	S R Batra	4125	0.04	01-04-2020							
				No change in shareholding during the year							
				31-03-2021					4125	0.04	
6	Santosh Mittal	2950	0.03	01-04-2020							
				No change in shareholding during the year							
				31-03-2021					2950	0.03	
7	D Batra	2475	0.02	01-04-2020							
				No change in shareholding during the year							
				31-03-2021					2475	0.02	
8	Satish Kumar Nangia	2450	0.02	01-04-2020							
				No change in shareholding during the year							
				31-03-2021					2450	0.02	
9	K Lall	2450	0.02	01-04-2020							
				No change in shareholding during the year							
				31-03-2021					2450	0.02	
10	Gulab Nihalchand Jain	7200	0.06	01-04-2020							
				No change in shareholding during the year							
				31-03-2021					7200	0.06	
11	Rahul Anantrai Mehta	Nil	Nil	01-04-2020							
				05-03-2021	100000	Market Purchase	100000	0.3			
				31-03-2021					100000	0.3	

Note : 1. \* Ceased to be part of top ten shareholders as on 31.03.2021

2. # Not been part of top ten shareholders as on 01.04.2020



(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Director's Name	Shareholding at the beginning of the year i.e. 01.04.2020		Date	Increase/ Decrease in Shareholding	Reason for Increase/ Decrease	Cumulative Shareholding during the year		Shareholding at the end of the year i.e. 31.03.2021	
		No. of Shares	% of total Shares of the company				No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	Mr. Santosh Kumar	50	0.00	01-04-2020						
					No change in shareholding during the year					
				31-03-2021					50	0.00
2	Mr. Arun Kumar Mithal	50	0.00	01-04-2020						
					No change in shareholding during the year					
				31-03-2021	50	sold			0	0.00
3	Mrs. Anju Goel	1	0.00	01-04-2020						
					No change in shareholding during the year					
				31-03-2021					1	0.00

v. INDEBTEDNESS

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

	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	Nil	36587610	Nil	36587610
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	Nil	Nil	Nil	Nil
• Reduction	Nil	Nil	Nil	Nil
<b>Net Change</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>Indebtedness at the end of the financial year</b>		36587610		36587610



year				
i) Principal Amount	Nil	36587610	Nil	36587610
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	<b>Nil</b>	<b>36587610</b>	<b>Nil</b>	<b>36587610</b>

**VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount (in Rs.)
		Mr. Madhu Vrat Kaushik		
1	Gross salary			
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0		0
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	0		0
(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0		0
2	Stock Option	0		0
3	Sweat Equity	0		0
4	Commission	0		0
	- as % of profit	0		0
	- other, specify	0		0
5	Others, please specify	0		0
	<b>Total (A)</b>	<b>0</b>		<b>0</b>
	<b>Ceiling as per the Act</b>	<b>0</b>		<b>0</b>

**B. Remuneration to other Directors:**

**No Remuneration /Sitting fee Paid to the Directors of the Company during the year.**

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



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

At present there are no Key Managerial Personnel other than MD/Manager/WTD in the Company.

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount (In Rupees)
		Ms.Jyoti Company Secretary	Mr. Arun Kumar Sharma CFO	Total Amount (In Rupees)
1.	<b>Gross salary</b>			
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2,40,000	0	2,40,000
(b)	Value of perquisites u/s 17(2) of the Income-tax Act, 1961		0	
(c)	Profits in lieu of salary under section 17(3) Income tax Act, 1961		0	
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- other, specify	-	-	-
5	Others, please specify	-	-	-
	<b>Total</b>	<b>2,40,000</b>	<b>0</b>	<b>2,40,000</b>



**VI. PENALTIES / PUNISHMENT / COMPUNDING OF OFFENCES**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding	Authority [RD/ NCLT/COURT]	Appeal made, if any (give details)
<b>A. COMPANY</b>					
	NIL				

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding	Authority [RD/ NCLT/COURT]	Appeal made, if any (give details)
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>B. DIRECTORS</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

For and on behalf of the Board of Directors of  
SIEL Financial Services Limited

-sd

**Parmeet Singh Sood**

**Aveen Kaur Sood**

Director

Director

DIN: 00322864

DIN: 02638453

Place : New Delhi

Date : 28/08/2021



## CORPORATE GOVERNANCE REPORT - 2020-21

**1. Company's Philosophy on Code of Corporate Governance**

Good Corporate Governance act as a catalyst for consistent growth of an organization. It is the adoption of best business practices which ensure that the Company operates not only within the regulatory framework, but is also guided by ethics. The adoption of such corporate practices ensures accountability of the persons in charge of the Company on one hand and brings benefits to investors, customers, creditors, employees and the society at large on the other. The Company firmly believes in practicing good Corporate Governance in true spirit and endeavour to improve on these aspects on ongoing basis.

**2. Board of Directors****(a) Composition**

The Board of Directors of the Company consisting of 4 Directors. It consists of One Executive Director, Two Directors are Non-Executive and Independent Directors and one director is Non- Executive and Non-Independent Director. The Board of the Company is duly constituted as per the requirements of the Companies Act, 2013 read with rule made there under and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board members possess the skills, experience and expertise necessary to guide the Company.

All the Directors have given necessary disclosures as required in the Companies Act, 2013 and rules made thereunder. There is no relationship between the Directors inter-se.

The composition of Board of Directors, their attendance at the Board Meetings held during the financial year ended March 31, 2021 (please change this as per below table) and at the last Annual General Meeting held on 25.09.2020 and also the other directorship and membership/ chairmanship of Board committees are as follows:

Name of Director	DIN	Category of Directorship	No. of Board meetings attended	Attended last AGM	No. of other Directorship*	Name of the listed Companies (holding position of Director and category of Directorship)	No. of other Committee Membership**	
							Member (including Chairmanship)	Chairman/ Chairperson
1	2	3	4	5	6	7	8	8
Mr. Santosh Kumar#	00994313	NE- I-D	7	YES	Nil	Nil	Nil	Nil
Mr. Arun Kumar Mithal#	06941447	NE- I-D	7	YES	Nil	Nil	Nil	Nil
Mrs. Anju Goel#	8286756	NE- NI-D	7	YES	Nil	Nil	Nil	Nil
Mr. Madhu Vrat Kaushik# (Whole Time Director)	07297518	ED	7	YES	Nil	Nil	Nil	Nil

ED-Executive Director, NE- I-D-Non-Executive Independent Director, NE-NI-D -Non-Executive Non-Independent Director

#Resigned from the Company w.e.f. 18.06.2021.

**Note:**





\*Other directorships exclude directorships in private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013

\*\*For this purpose only Audit and Stakeholders' Relationship Committees have been considered as defined under Regulation 26 of SEBI (LODR) Regulations, 2015.

**(b) Number of Board Meetings**

During the financial year ended March 31, 2021, 4 board meetings were held on :

25 Jun 2020	08 Aug 2020	23 Oct 2020	04 Feb 2021
-------------	-------------	-------------	-------------

A separate meeting of the Independent Directors of the Company was convened on 25.03.2021 to overlook and review their own performance and of the Board. All the Independent Directors of the Company were attended the meeting.

**(c) Details of the shareholding of Non-Executive Directors**

The shareholding of the Non-Executive Directors of the Company as on 31.3.2021 is as under:

Sl. No.	Name of the Director	No. of Equity Shares
1.	Mr. Santosh Kumar*	50
2.	Mr. Arun Kumar Mithal*	50
3.	Mrs. Anju Goel*	1

\*Resigned w.e.f 18.06.2021

**(d) Confirmation**

On the basis of declaration received from the Independent Directors, the Board confirms that in their opinion the Independent Directors of the Company fulfill the conditions specified in the SEBI Listing Regulations 2015 and are independent of the management.

**(e) Information supplied to the Board**

1. Quarterly/annual financial results of the Company.
2. Minutes of meetings of Board committees.
3. Compliance of any regulatory, statutory nature or listing requirements and shareholder services

The Board periodically reviews the compliance reports of all laws applicable to the Company, prepared by the Company. The Board is presented with detailed notes along with the agenda papers.

During the year, none of the Independent Director has resigned before the expiry of his/her tenure as Independent Director of the Company.

**3. Audit Committee**

**(a) Terms of Reference**

The role and terms of reference of Audit Committee shall cover areas mentioned under SEBI Listing Regulations/ and Section 177 of the Companies Act, 2013 and rules related thereto/other SEBI Laws/Regulations, as applicable from time to time besides other matters as may be delegated by the Board of Directors from time to time.

**(b) Composition**

Presently, the Audit Committee comprises of 3 Directors. One Director is Executive and Non-Independent and two directors are Non-Executive and Independent Directors. All the Committee members have sound knowledge of finance and accounting.

The Chairman of the Committee had attended the last Annual General Meeting.

The Company Secretary acts as the Secretary of the Committee. The statutory Auditors attend the meetings of the Committee on the invitation of the Company.

During the financial year ended 31.3.2021, the Audit Committee met 4 times on 25.6.2020, 08.08.2020, 23.10.2020 &



4.2.2021.

The composition of the Committee and their attendance at the Committee meetings held during the year are as under:

Sl. No.	Name of the Member	Status	No. of Meetings Attended (Total Meetings held 4)
1.	Mr. Santosh Kumar	Chairman	4
2.	Mr. Arun Kumar Mithal	Member	4
3.	Mr. Madhu Vrat Kaushik	Member	4

*\*Resigned w.e.f 18.06.2021*

The audit Committee has been reconstituted w.e.f June 17, 2021 with the following Directors:

Sl. No.	Name of the Member	Status	No. of Meetings Attended (Total Meetings held 4)
1.	Mr. Umesh Nivurttirao Chavan	Chairman	NA
2.	Mr. Sudeep Saxena	Member	NA
3.	Mr. Diljeet Singh Narang	Member	NA

#### 4. Nomination and Remuneration Committee

##### (a) Terms of Reference

The role and terms of reference of Nomination and Remuneration Committee shall cover areas mentioned under SEBI Listing Regulations/Section 178 of the Companies Act, 2013 and rules related thereto/other SEBI Laws/ Regulations, as applicable from time to time and other matters as may be delegated by the Board of Directors from time to time.

##### (b) Composition

Presently, the Committee comprises of 3 Directors. One Director is Executive and Non-Independent and two directors are Non-Executive and Independent Directors.

The Chairman of the Committee had attended the last Annual General Meeting.

During the financial year ended 31.3.2021, 3 meetings of the Committee were held on 23.5.2020, 31.12.2020 & 14.2.2021.

The Company Secretary acts as the Secretary of the Committee.

The composition of the Committee and their attendance at the Committee meetings held during the year are as under:

Sl. No.	Name of the Member	Status	No. of Meetings Attended (Total Meetings held 3)
1.	Mr. Santosh Kumar	Chairman	3
2.	Mr. Arun Kumar Mithal	Member	3
3.	Mr. Madhu Vrat Kaushik	Member	3

*\*Resigned w.e.f 18.06.2021*

The Nomination and Remuneration Committee has been reconstituted w.e.f June 17, 2021 with the following Directors:

Sl. No.	Name of the Member	Status	No. of Meetings Attended (Total Meetings held 4)
1.	Mr. Sudeep Saxena	Chairman	NA
2.	Mr. Umesh Nivurttirao Chavan	Member	NA
3.	Mr. Diljeet Singh Narang	Member	NA



**(c) Performance Evaluation criteria for Independent Directors**

The performance evaluation criteria for Independent Directors was such as qualification, experience, knowledge, competency, availability, attendance, commitment, contribution of the individual directors to the Board and Committee meetings and fulfillment of independence criteria by them and their independence from the management. The performance evaluation of Independent Directors was done by the entire Board of Directors and in the evaluation the directors who are subject to evaluation had not participated

**(d) Remuneration to Directors**

The Company does not pay any remuneration to its Executive Directors and the Non-Executive Directors.

**5. Stakeholders Relationship Committee**

**a) Terms of Reference**

The Company has a Board Committee namely 'Stakeholders Relationship Committee', as required under the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (LODR) Regulations, 2015 to look into various issues relating to shareholders including the redressal of shareholders complaints, share transfers/transmission/issue of duplicate shares etc. The meeting of this Committee is held frequently to ensure completion of share transfer work within the stipulated period.

**b) Composition**

The Stakeholder Relationship Committee comprises of 3 Directors. One Director is Executive and Non-Independent and two directors are Non-Executive and Independent Directors.

During the financial year ended 31.3.2021, 1 meeting of the Committee was held on 4.2.2021.

The Company Secretary acts as the Secretary of the Committee.

The composition of the Committee and their attendance at the Committee meeting/s held during the year are as under:

Sl. No.	Name of the Member	Status	No. of Meetings Attended (Total Meetings held 1)
1.	Mr. Santosh Kumar	Chairman	1
2.	Mr. Arun Kumar Mithal	Member	1
3.	Mr. Madhu Vrat Kaushik	Member	1

*\*Resigned w.e.f 18.06.2021*

The Stakeholder Relationship Committee has been reconstituted w.e.f June 17, 2021 with the following Directors:

Sl. No.	Name of the Member	Status	No. of Meetings Attended (Total Meetings held 4)
1.	Mr. Umesh Nivurttirao Chavan	Chairman	NA
2.	Mr. Sudeep Saxena	Member	NA
3.	Mr. Diljeet Singh Narang	Member	NA

Mrs. Jyoti, Company Secretary is the Compliance Officer for complying with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the financial year ended March 31, 2021, 0 complaint was received from the shareholder. The complaint was replied/ resolved to the satisfaction of the shareholder. No complaint is pending as at the end of the financial year..

**6. General Body Meetings**

(i) Details of last three Annual General Meetings were held as under:





(ii)

Financial Year	Location	Date	Special Resolution Passed
2019-20	Video Conferencing "VC" / Other Audio Visual Means ("OAVM")	25.09.2020	1. Appointment of Mr. Madhu Vrat Kaushik (DIN-07297518) as Whole Time Director of the Company without any remuneration for a period of 5 years w.e.f. 14.02.2020 to 13.02.2025
2018-2019	Soni Mansion, 12-B, Ratlam Kothi, Indore - 452001 (M.P.)	27.09.2019	1. Appointment of Mr. Santosh Kumar (DIN: 00994313) as an Independent Director of the Company for a period of 5 years w.e.f. 29.09.2020 (2nd term). 2. Appointment of Mr. Arun Kumar Mithal (DIN: 06941447) as an Independent Director of the Company for a period of 5 years w.e.f. 29.09.2020 (2nd term).
2017-2018	Soni Mansion, 12-B, Ratlam Kothi, Indore - 452001 (M.P.)	29.09.2018	No Special resolution was passed.

(iii) During the financial year ended March 31, 2021, no special resolution was passed through Postal Ballot process.

(iv) There following items are proposed to be passed through Postal Ballot:

Item No. 1: Alteration in the Object Clause of the Company:

Item No. 2: Change of Name of the Company:

Item No. 3: To Authorise Change in Address of Registered Office

Item No. 4: Alteration In The Articles Of Association Of The Company

## 7. Means of Communication

### (a) Financial Results

The Quarterly/Annual Audited Results are published in The Pioneer (English) and Indore Samachar (Hindi). The results are sent to the BSE Limited on which the Company is listed in the prescribed format so as to enable the stock exchange to put the same on their own Web-site.

### (b) Stock Exchange

The Company makes timely disclosures of necessary information to BSE Limited (BSE) in terms of the Listing Agreement(s) and other rules and regulations issued by SEBI.

### (c) BSE Corporate Compliance and Listing Centre

BSE Listing is a web-based application designed by BSE for corporates. All periodical compliance filings, inter- alia, Shareholding Pattern, Corporate Governance Report, Corporate announcements, amongst others are filed electronically on the Listing Centre.

### (d) SEBI Complaints Redress System (SCORES)

The investor complaints are processed in a centralized web based complaints redress system.

### (e) Management Discussion and Analysis report, which forms a part of the Annual Report, is given by means of a separate Annexure and is attached to the Directors' Report.

## 8. General Shareholders' Information

(i) Annual General Meeting is proposed to be held on Thursday, the 30<sup>th</sup> day of September, 2021 at 11.00 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

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(ii) **Financial Year:** April to March

(iii) **Date of Book Closure:** 24.9.2021 to 30.9.2021 (Both days inclusive)

(iv) **Listing on Stock Exchanges:**

The equity shares of the Company are listed on BSE Limited (Stock Code: 532217) Mumbai.

Listing fee for the financial year 2021-2021 has been paid to BSE Ltd.

(v) **Stock Market Data for the financial year ended March 31, 2021**

Month	April 2020	May	June	July	Aug.	Sept.	Oct.	Nov.	Dec.	Jan. 2021	Feb.	March
High	1.86	-	1.95	1.9	1.71	1.96	2.15	2.05	1.87	2.38	3.53	4.25
Low	1.86	-	1.9	1.5	1.71	1.96	2.15	1.95	1.8	2.38	2.89	4.25
Volume	200	-	50	155	325	150	50	100	420	1570544	636425	752571

BSE Index 1st April, 2020 : 28265.31  
31<sup>st</sup> March, 2021 : 49509.15

(vi) **Registrar and Share Transfer Agent**

The Company has appointed M/s Mas Services Limited as the Registrar and Share Transfer Agent of the Company who handles share transfer work in Physical as well as in Electronic Form and other related activities may be addressed to Mas Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi-110020, Phone No.:011-26387281-83, Fax No.:011-26387384, Website: www.masserv.com, E-mail: info@masserv.com.

(vii) **Share Transfer System**

In terms of Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2020, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agent, M/s Mas Services Limited for assistance in this regard.

(viii) **Investors' Service**

The Company has a system of attending and redressing all investors' grievances/ correspondence within a period of 10 days from the date of receipt of the same.

No complaints/grievances are pending as on date.

(ix) **Distribution of shareholding as on March 31, 2021**

No. of Equity Shares held	Folios		Shares	
	Numbers	%	Numbers	%
1 TO 5000	20021	99.247	644606	5.682
5001 TO 10000	39	0.193	32571	0.287
10001 TO 20000	23	0.114	38262	0.337
20001 TO 30000	16	0.079	40909	0.361
30001 TO 40000	5	0.025	19500	0.172
40001 TO 50000	16	0.079	77868	0.686
50001 TO 100000	13	0.064	106864	0.942
100001 AND ABOVE	40	0.198	10383172	91.532
TOTAL	20173	100.00	11343752	100.00

(x) **Categories of shareholders as on March 31, 2021**



Sl. No.	Category	No. of Shares held	% of shareholding
1.	Promoters' Shareholding	85,07,814	75
2.	Non-Promoter shareholding		
(a)	Banks	50	0.00
(b)	Bodies Corporate	390582	3.44
(c)	Individuals	2356331	20.77
(d)	NRIs	51925	0.46
(e)	Clearing Members	37050	0.33
	<b>Total</b>	<b>11343752</b>	<b>100.00</b>

(xii) **Dematerialization of shares and liquidity**

The shares of the Company are compulsorily traded in dematerialized form and are available for trading on both the Depository Systems in India – Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL).

As on 31st March, 2021, a total of 1,06,73,102 equity shares of the Company, which form 94.12% of the Equity Share Capital, stand dematerialised. Under the depository system, the ISIN allotted to the Company's equity shares is INE027F01014.

(xiii) **Plant Locations**

The Company is a financial Company.

(xiv) **Investors' correspondence may be address to:**

Mr. N.K. Rastogi, M/s Mas Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi -110020, Phone No.: 011- 26387281-83, Fax No. : 011-26387384, Website:www.masserv.com, E-mail:info@masserv.com

The address of Delhi Office is 5th Floor, Kirti Mahal, 19, Rajendra Place, New Delhi – 110125, Phone: 011-25739103, Fax : 011-25743659

Members holding shares in electronic mode should address all their correspondence to their respective Depository Participants.

**9. Other Disclosures**

- (a) There is no materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the Directors or the management, their subsidiaries or relatives etc., that may have potential conflict with the interests of Company at large.
- (b) The Company had paid a consolidated fines amounting to Rs.9,24,955 (Rupees Nine Lacs Twenty Five Thousand Nine Fifty Five only ) for non-Compliance of various clauses of SEBI LODR for the previous years 2014, 2015, 2016 and 2018.
- There were no other instances of penalties, strictures imposed on the Company by stock exchange or SEBI or any statutory authority on any matter related to the capital markets, during the last three years.
- (c) The Company has adopted Code of Conduct for Directors and Senior Management and Code of Internal Procedures and Conduct framed under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended to, inter alia, prevent insider trading in the shares of the Company.
- (d) The Company is not engaged in commodity trading on the Commodity Exchange/s.
- (e) The Company has not raised any funds through preferential allotment / qualified institutions placement as specified under Regulation 32(7A) of the SEBI (LODR) Regulations, during the year 2020-21.
- (f) The Company has obtained a certificate from Mr. Nirbhay Kumar (CP No.7887) of M/s Nirbhay Kumar



Associates, Practicing Company Secretaries, certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any other statutory authority.

- (g) There has been no case where the Board did not accept any recommendation of any of the Committees of the Board.
- (h) During the year ended 31.3.2021, the Company has paid total fees of Rs.1,00,000 to the Statutory Auditors for all services provided by him.

#### **10. Code of Conduct**

The Company has adopted a Code of Conduct for all Board Members and Senior Management Personnel of the Company in accordance with the requirements of Regulation 17(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All the Board Members and the Senior Management Personnel have given affirmation of compliance with the said Code of Conduct for the financial year ended 31st March, 2021.

#### **11. CEO/CFO Certification**

Mr. Parmeet Singh Sood, Director and Mr. Ramjeevan Chaudhary, Chief Financial Officer, have furnished a certificate relating to financial statements and internal control systems as per the format prescribed under SEBI (LODR), Regulations, 2015 and the Board took the same on record.

#### **12. Directors with materially pecuniary or business relationship with the Company**

There has been no materially relevant pecuniary transaction or relationship between the Company and its non-executive and/or independent Directors for the period under report.

**For and on behalf of the Board of Directors of  
SIEL Financial Services Limited**

**Parmeet Singh Sood**  
-sd  
**Director**  
**DIN: 00322864**  
**Place : New Delhi**  
**Date : 28/08/2021**

**Aveen Kaur Sood**  
-sd  
**Director**  
**DIN: 02638453**







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## DECLARATION

I, Parmeet Singh Sood, Director hereby declare that the Code of Conduct adopted by Siel Financial Services Limited for its Board Members and Senior Management Personnel has been duly complied by all Board Members and Senior Management Personnel of the Company.

**For and on behalf of the Board of Directors of  
SIEL Financial Services Limited**

**Parmeet Singh Sood**

**Director**

**DIN: 00322864**

**Place : New Delhi**

**Date : 28/08/2021**

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## Auditors' Certificate on Corporate Governance

To the Members of  
SIEL Financial Services Limited

1. We have examined the compliance of conditions of Corporate Governance by SIEL Financial Services Limited ("the Company") for the year ended March 31, 2021, as stipulated in Regulations 17 to 27, clause (b) to (i) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') pursuant to the Listing Agreement entered into by the Company with Stock exchanges.

### Management's Responsibility for compliance with the conditions of Listing Regulations

2. The compliance of conditions of Corporate Governance is the responsibility of the Management of the Company. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance stipulated in the Listing Regulations.

### Auditors' Responsibility

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
5. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

### Opinion

7. In our opinion, and to the best of our information and according to explanations given to us, we certify that, during the year under review, the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations except that:
    - a. Presently the Company is maintaining a website (it has become operational since 20.12.2020). However, the Company has not posted information like terms of appointment of independent directors, Code of Conduct and whistle blower policy on the website of the Company. This is not in compliance of LODR.
    - b. One of the directors in Nomination and Remuneration Committee is an executive director which is not in compliance of Listing Regulations.
    - c. The Company does not have a formal whistle blower policy or a vigil mechanism for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy, safeguards against victimization of director(s) / employee(s).
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8. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Restriction on use

9. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

**For S. S. KOTHARI MEHTA &COMPANY**  
**Chartered Accountants**  
**FRN - 000756N**  
**Amit Goel**  
**Partner**  
**Membership No. 500607**  
**Place: Delhi**  
**Date: June 17, 2021**  
**UDIN: 21500607AAAAGQ4145**

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## CERTIFICATE

To,  
The Members of SIEL Financial Services Limited  
04th Floor, Soni Mansion,  
12-B-Ratlam Kothi  
Indore,  
Madhya Pradesh,  
PIN - 452 001

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of SIEL Financial Services Limited having CIN L65999MP1990PLC007674 and having registered office at 04th Floor, Soni Mansion, 12-B-Ratlam Kothi, Indore, Madhya Pradesh, PIN - 452 001 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34 (3) read with Schedule V Para-C Sub clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2021 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 the Director	DIN
1	Mr. Santosh Kumar	00994313
2	Mr. Arun Kumar Mithal	06941447
3	Mr. Madhu Vrat Kaushik	07297518
4	Mrs. Anju Goel	08286756

Ensuring the eligibility of 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 Nirbhay Kumar & Associates**

-sd

**Nirbhay Kumar**

**M. No. : 21093**

**C. P. No.: 7887**

**Place: New Delhi**

**Date: 05.07.2021**

**UDIN -A021093CC000574877**



## MANAGEMENT DISCUSSION & ANALYSIS REPORT

Siel Financial Services Limited was mainly engaged in the business of leasing, advancing loan/ICDs, making investments, bill discounting and other financial activities. The Company is not doing any business activities and had been lying dormant for the last more than thirteen years.

The Company has submitted its reply to exchange that as the Company is dormant since more than ten (10) years. There are no other employees except KMPs i.e. Company Secretary, Whole Time Director and Chief Financial Officer in the Company. Minimum number of Directors appointed for compliance purpose and the Company has very limited cash which is placed in Fixed Deposits. The interest earned on FD is being used by the Company to meet expenses relating to various filing and other fees for statutory compliances.

The Securities and Exchange Board of India (SEBI) passed an order dated 26.8.2014 under Section 11(1), 11(2)(j), 11(4) and 11B of the SEBI Act, 1992 read with Section 12A of the Securities Contracts (Regulation) Act, 1956 in the matter of non-compliance with the requirement of Minimum Public Shareholding (MPS) under clause 40A of the Listing Agreement and restrained the Company, its promoters and directors from trading in company scrip.

The Company has submitted various letters, submissions explaining the reasons for non-compliance with MPS till date and requested to SEBI for approval to reduce promoter's shareholding below 75% by way of sale of 20% promoters stake at a negotiated price to some unconnected person in an off market trade due to current financial position of the Company.

The Company has reduced promoters' shareholding up to 75 % and increased public shareholding up to 25 % as on 20th January 2021.

The financial performance of the Company is covered in the Directors' Report.

As there is no other employee except the KMPs on the rolls of the Company, there is nothing to report on the development of human resources.





**Independent Auditor's Report  
To the Members of SIEL Financial Services Limited**

**Report on the Ind AS Financial Statements**

**Qualified Opinion**

We have audited the accompanying Ind AS financial statements of **SIEL Financial Services Limited** ("the Company"), which comprise the balance sheet as at March 31, 2021, the statement of profit and loss (including other comprehensive income), cash flow statement and the statement of changes in equity for the year then ended, and notes to the Ind AS financial statements, including summary of significant accounting policies and other explanatory information. (collectively referred as "Ind AS Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matter described in the Basis for Qualified Opinion Paragraph, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March, 2021, and its loss (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

**Basis for Qualified Opinion**

- (a) The Company is not allowed to carry Non-Banking Financial Business due rejection of its application by the Reserve Bank. However, presently the operations of the Company are restricted to realization of debtors and advances and interest income on investments.
- (b) The Company has incurred a net loss of Rs 1,941.74 thousand for the year ended March 31, 2021 resulting in accumulated loss of 1,61,378.17 thousand as on that date which has completely eroded the net worth of the Company. Further, As on March 31, 2021, the Company's current liabilities exceeded its current assets by Rs 13,417.14 thousand. The Company had been reporting negative operating cash flows for few years which have also contributed to constraints of working capital. These conditions have resulted into acute working capital deficit and have casted material uncertainty on functioning of the Company.

As stated by the management, the accounts of the Company have been prepared on a "going concern" basis as the management is hopeful that adequate finance and opportunities would be available in the foreseeable future to enable the Company to start operating on a profitable basis. In view of the above, the accounts of the Company have been prepared on a going concern basis and do not include any adjustments relating to the recoverability and classification of recorded assets amounts or to amounts or classification of liabilities that may be necessary if the Company is unable to continue as going concern. (Refer note 22 to the Ind AS financial statements).

We conducted our audit of the Ind AS 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 Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

**Key Audit Matters**

We have determined that there are no key audit matters to communicate in our report except as reported under Basis for Qualified opinion paragraph above.

**Emphasis of Matter**

We draw attention to:

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- i. Note 38 to the Ind AS financial statements, which describes the uncertainties and the impact of Covid-19 pandemic on the Company's operations and results as assessed by the management. The impact of these uncertainties on the Company's operations is significantly dependent on future developments.
- ii. Note 35 to the Ind AS financial statements, wherein it is stated that internal audit as required under section 138 of the Act is not conducted during the year ended March 31, 2021 as the Company does not have any operations.
- iii. Note 32 to the Ind AS financial statements, wherein it is stated that as on December 31, 2020, the public shareholding in the Company was 6.44%. However, as per Securities and Contracts Regulation Rules 1957 (SCRR), Minimum Public Shareholding (MPS) must be 25%. Accordingly, the Holding Company has sold 18.56% of its shareholding through "Offer For Sale" dated January 18, 2021.
- iv. Note 37 to the Ind AS financial statements, wherein it is stated that the Company has given an advance of Rs. 1,800 thousands during the year for the reasons mentioned in the said note.

Our report is not modified in respect of above matters.

#### **Information Other than the Ind AS Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report but does not include the Ind AS financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this Auditors' Report. Our opinion on the Ind AS 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 Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

#### **Management's Responsibility for the Ind AS Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cashflows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with relevant Rules issued thereunder.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

#### **Auditor's Responsibilities for the audit of the Ind AS Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from

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

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

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

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

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

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

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the Order.
  2. As required by Section 143(3) of the Act, we report that:
    - a) We have sought, except for the possible effects of the matters described in the Basis for Qualified Opinion paragraph above, 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, except for the possible effects of the matters described in the Basis for Qualified Opinion paragraph above, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
    - c) The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of cash
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flows and the statement of changes in equity dealt with by this Report are in agreement with the books of account.

- d) In our opinion, except for the possible effects of the matters described in the Basis for Qualified Opinion paragraph above, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant Rules issued thereunder;
- e) The matter described in the Basis for Qualified Opinion paragraph above, in our opinion, may have an adverse effect on the functioning of the Company;
- f) On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act;
- g) 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";
- h) In our opinion, and according to the information and explanations given to, the company has not paid any managerial remuneration during the year ended March 31, 2021. Hence, provisions of section 197 read with Schedule V to the Act are not applicable to the Company and has not commented upon; and
- i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. Except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph above, the Company does not have any pending litigations which would impact its financial position;
  - ii. Except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph above, the Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
  - iii. There is no amount required to be transferred to the Investor Education and Protection Fund by the Company.

**For S.S.KOTHARI MEHTA & COMPANY**

Chartered Accountants

Firm's Registration No. 000756N

-sd

**AMIT GOEL**

Partner

Membership No. 500607

Place: Gurugram

Date: June 17, 2021

UDIN:21500607AAAAGP2035



#### 1.(A). Summary of significant accounting policies

##### Corporate overview

SIEL Financial Services Limited ("the company") was incorporated on December 12, 1990 and is registered under the Companies Act 1956.

These financial statements were approved and adopted by board of directors of the Company in their meeting held on June 17, 2021.

##### (i)Basis of preparation

These financial statements have been prepared complying in all material respects with the Indian Accounting Standards notified under Section 133 of the Companies Act 2013, read together with the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) (Amendment) Rules, 2016 as amended from time to time. The financial statements comply with IND AS notified by Ministry of Company Affairs ("MCA"). The Company has consistently applied the accounting policies used in the preparation of financial statements of all the periods presented.

The financial statements have been prepared on an accrual basis under the historical cost convention, except for the certain financial assets and financial liabilities which have been measured at fair value as per the requirements of the Ind AS. The accounting policies, as set out below, have been consistently applied, by the Company, to all the years presented in the financial statements.

The preparation of financial statements requires the use of certain significant accounting estimates and judgements. It also requires the management to exercise judgement in applying the Company's accounting policies. The areas where estimates are significant to the financial statements, or areas involving a higher degree of judgement or complexity, are disclosed in note. 1(B)

All the amounts included in the financial statements are reported in Indian Rupees ('Rupees' or 'Rs.') which is the functional currency of the Company, except per share data and unless stated otherwise and rounded off to nearest Thousands Rupees.

##### (ii)Statement of Compliance

The financial statements have been prepared in accordance with Ind ASs notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) (Amendment) Rules, 2016 as amended from time to time.

##### (iii)Basis of classification of Current and non-current

The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is classified as current when it is:

- i) Expected to be realised or intended to be sold or consumed in normal operating cycle
- ii) Held primarily for the purpose of trading
- iii) Expected to be realised within twelve months after the reporting period, or
- iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is classified as current when:

- i) It is expected to be settled in normal operating cycle
- ii) It is held primarily for the purpose of trading
- iii) It is due to be settled within twelve months after the reporting period, or
- iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of

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classification of its assets and liabilities as current and non-current.

(iv) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company measures financial instruments such as investment in unquoted equity and preference shares, quoted mutual funds, security deposits paid to landlords for properties on rent and financial guarantees at fair value at each balance sheet date.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the following fair value hierarchy based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

v) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

(a) Interest income is recognized on a time proportion basis considering the amount outstanding and the rate applicable. For all debt instruments measured at amortized cost, interest income is recorded using the effective interest rate (EIR) method. EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset. Interest income is included in other income in the statement of profit or loss.

(b) Dividend income is recognised when the right to receive the payment is established (generally on shareholder's approval by the reporting date).

(vi) Income taxes

Tax expense comprises of current income tax and deferred tax. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the Income Tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit and loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred tax is recognised using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred tax liabilities are recognized for all taxable temporary differences

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses, if any. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized.

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The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities.

(vii) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost

(viii) Employee benefits

No provision for Short term employee benefit and Post employment benefits such as provident fund, gratuity, superannuation schemes and leave encashment has been made during the reporting period. Upon commencement of operations and upon inductment of employees, the liability will be provided towards defined contribution plan and defined benefit plan in compliance with "*Indian Accounting Standard-19 on Employees Benefits*", issued as per Companies (Indian Accounting Standards) Rules, 2015.

The aforesaid staff benefit scheme will be provided according to respective laws as and when these will be applicable on the company.

(ix) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(a) Financial assets

Initial recognition

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All the financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date

Subsequent measurement

Non-derivative financial instruments

i) Financial assets carried at amortized cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding.

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ii) Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates that are solely payments of principal and interest on principal amount outstanding. Further in cases where the Company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments the subsequent changes in fair value are recognized in other comprehensive income

iii) Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair value through profit or loss

(b) Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit or loss. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate the fair value due to the short maturity of these instruments

i) Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortization

ii) Borrowings

On initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

(c) Derecognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under IND AS 109. A financial liability (or a part of the financial liability) is derecognized when the obligation specified in the contract is discharged or cancelled or expires.

(d) Fair value of financial instruments

In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

For all other financial instruments the carrying amounts approximate fair value due to the short maturity of those instruments

(e) Impairment of financial assets

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized as an impairment gain or

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loss in statement of profit or loss

(f) Reclassification

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

(g) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the standalone balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

(x) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits and liquid fund investments with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

1.(B). Significant accounting judgements, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

a) Contingencies

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Company, including legal, contractor, land access and other claims. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgments and the use of estimates regarding the outcome of future events.

b) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.

Changes in assumptions about these factors could affect the reported fair value of financial instruments.

New and amended disclosures, not yet effective

Amendments to the Schedule III of the Companies Act, 2013

On March 24, 2021, the Ministry of Corporate Affairs ("MCA") through a notification, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from 1 April 2021. Key amendments relating to Division II which relate to companies whose financial statements are required to comply

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with Companies (Indian Accounting Standards) Rules 2015 are:

Balance Sheet:

- Lease liabilities should be separately disclosed under the head 'financial liabilities', duly distinguished as current or non-current.
- Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period.
- Specified format for disclosure of shareholding of promoters.
- Specified format for ageing schedule of trade receivables, trade payables, capital work-in-progress and intangible asset under development.
- If a company has not used funds for the specific purpose for which it was borrowed from banks and financial institutions, then disclosure of details of where it has been used.
- Specific disclosure under 'additional regulatory requirement' such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of company, loans and advances to promoters, directors, key managerial personnel (KMP) and related parties, details of benami property held etc.

Statement of profit and loss:

Additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and crypto or virtual currency specified under the head 'additional information' in the notes forming part of standalone financial statements. The amendments are extensive and the Company will evaluate the same to give effect to them as required by law.

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**Annexure A to the Independent Auditor's Report to the members of SIEL Financial Services Limited dated June 17, 2021.**

**Report on the matters specified in paragraph 3 of the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Companies Act, 2013 ("the Act") as referred to in paragraph 1 of 'Report on Other Legal and Regulatory Requirements' section**

- (i) There are no fixed assets in the Company during the financial year ending March 31, 2021. Accordingly, provisions of clause 3 (i) of the Order are not applicable to the Company.
  - (ii) The Company's operations does not give rise to inventories. However, the Company hold shares as stock in trade. Some of those shares are held in physical form which has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. No material discrepancies were noticed on such verification.
  - (iii) According to the information and explanations given to us, the Company has not granted loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Act. Accordingly, provisions of clause 3 (iii) of the Order are not applicable to the Company.
  - (iv) As per the information and explanation given to us and on the basis of our examination of the records, the Company has not granted any loan and advances or made any guarantees, investments or security as per the provisions of section 185 and 186 of the Act. Hence, provisions of clause 3 (iii) of the Order are not applicable to the Company.
  - (v) The company has not accepted deposits, the directives issued by the Reserve Bank of India and provisions of sections 73 to 76 or any other provisions of the Act and Rules framed there under, are not applicable.
  - (vi) According to the information and explanation given to us, the Central Government has not prescribed maintenance of cost records under section 148 of the Act for the activities undertaken by the Company. Hence, the provisions of clause 3(vi) of the Order are not applicable to the Company.
  - (vii) (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of provident fund, employees' state insurance, income tax, goods & services tax, customs duty, cess and other material statutory dues, as applicable, with the appropriate authorities. Further there were no undisputed amounts 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 explanations given to us and as per the books and records examined by us, there are no dues in respect of income tax, goods & services tax, duty of custom and cess which have not been deposited on account of any dispute.
  - (viii) According to the information and explanations given to us and as per the books and records examined by us, the Company has not taken any loan from any financial institution or Government. The Company does not have any outstanding debentures. Hence, provisions of clause 3 (viii) of the Order are not applicable to the Company.
  - (ix) According to the information and explanations given by the management, the Company has not raised any monies by way of initial public offer or further public offer during the financial year, and the Company has not raised any term loans. Accordingly, the provisions of clause 3(ix) of the Order are not applicable to the Company.
  - (x) In our opinion and on the basis of information and explanations given to us, we report that no fraud by the company or on the company by the officers and employees of the Company has been noticed or reported during the year.
  - (xi) According to the information and explanations given to us, the Company has not paid any managerial remuneration during the year, hence the provisions of section 197 of the Act and reporting requirements of the Order are not applicable to the Company.
  - (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company, therefore the provision of clause (xii) of the Order is not applicable to the Company and hence not
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commented upon.

- (xiii) In our opinion and according to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of the Act, where applicable and the details have been disclosed in the notes to the Ind AS financial statements, as required by the applicable Indian Accounting Standards.
- (xiv) As the Company has not made any preferential allotment and private placement of shares or fully & partly convertible debentures during the year under review, the reporting requirement of section 42 of the Act are not applicable to the Company.
- (xv) In our opinion and on the basis of information and explanations given to us, the Company has not entered into non-cash transactions with directors and persons connected with him. Hence, the provisions of section 192 of Act are not applicable.
- (xvi) In our opinion and on the basis of information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For S.S.KOTHARI MEHTA & COMPANY**

Chartered Accountants

Firm's Registration No. 000756N

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**AMIT GOEL**

Partner

Membership No. 500607

Place: Gurugram

Date: June 17, 2021

UDIN:21500607AAAAGP2035





**Annexure B to the Independent Auditor's Report to the members of SIEL Financial Services Limited dated June 17, 2021**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") as referred to in paragraph 2(f) of 'Report on Other Legal and Regulatory Requirements' section**

We have audited the internal financial controls over financial reporting of **SIEL Financial Services Limited** (the "Company") as of March 31, 2021 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the "Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India" (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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 information, as required under the Act.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit.

We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, as specified under section 143(10) of the Act, 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 ICAI. 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.

An 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:

- a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
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- b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- c) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India"

### **For S.S.KOTHARI MEHTA & COMPANY**

Chartered Accountants

Firm's Registration No. 000756N

**AMIT GOEL**

Partner

Membership No. 500607

-sd

Place: Gurugram

Date: June 17, 2021

UDIN:21500607AAAAGP2035



**Balance Sheet as at March 31, 2021***All amounts in thousand (unless otherwise stated)*

	Note No.	As at March 31, 2021	As at March 31, 2020
<b>Assets</b>			
<b>Non-current assets</b>			
Financial assets			
-Investments	2	-	-
-Loans	3	-	-
Income tax assets (net)	4	56.47	38.96
Other non current assets	5	1,800.00	-
<b>Total non-current assets</b>		<b>1,856.47</b>	<b>38.96</b>
<b>Current assets</b>			
Inventories	6	98.02	69.54
Financial assets			
- Cash and cash equivalents	7	1,196.25	1,267.11
- Bank balances other than above	8	1,277.75	4,809.06
- Other financial assets	9	21.56	179.91
Other current assets	10	-	48.68
<b>Total current assets</b>		<b>2,593.57</b>	<b>6,374.30</b>
<b>Total assets</b>		<b>4,450.04</b>	<b>6,413.26</b>
<b>Equity and liabilities</b>			
<b>Equity</b>			
Equity share capital	11	113,229.89	113,229.89
Other equity	12	(161,378.17)	(159,436.44)
<b>Total equity</b>		<b>(48,148.28)</b>	<b>(46,206.55)</b>
<b>Liabilities</b>			
<b>Non- current liabilities</b>			
Financial liabilities			
-Borrowings	13	36,587.61	36,587.61
<b>Total non- current liabilities</b>		<b>36,587.61</b>	<b>36,587.61</b>
<b>Current liabilities</b>			
Financial liabilities			
- Borrowings	14	15,700.00	15,700.00
- Other financial liabilities	15	166.86	315.21
Other current liabilities	16	143.85	16.99
<b>Total current liabilities</b>		<b>16,010.71</b>	<b>16,032.20</b>
<b>Total equity and liabilities</b>		<b>4,450.04</b>	<b>6,413.26</b>
<b>Significant accounting policy</b>	1		

The accompanying notes form an integral part of these financial statements

As per our report on even date

For **S.S. Kothari Mehta & Company**

Chartered Accountants

Firm Registration No.: 000756N

**Amit Goel**

Partner

Membership No. : 500607

Place: New Delhi

Date June 17, 2021

For and on behalf of the Board of Directors of

**Siel Financial Services Limited**

-sd

**MV Kaushik**

Whole Time Director

DIN: 07297518

**Jyoti**

Company Secretary

**Santosh Kumar**

Director

DIN: 00994313

**Arun Kumar Sharma**

Chief Financial Officer



Statement of profit and loss for year ended March 31, 2021  
All amounts in thousand (unless otherwise stated)

	Note No.	For the year ended March 31, 2021	For the year ended March 31, 2020
Revenue from operations		-	-
Other Income	17	261.38	391.31
<b>Total income</b>		<b>261.38</b>	<b>391.31</b>
<b>Expenses</b>			
Employee Benefit Expenses	18	240.00	60.67
Other expenses	19.1	1,909.22	1,756.36
<b>Total expenses</b>		<b>2,149.22</b>	<b>1,817.03</b>
<b>Prior period expenses</b>	19.2	53.90	-
<b>Loss before tax</b>		<b>(1,941.74)</b>	<b>(1,425.72)</b>
<b>Tax expense:</b>			
<b>Current tax</b>			
Current tax		-	-
Earlier year tax adjustments		-	157.38
<b>Total tax expense</b>		<b>-</b>	<b>157.38</b>
<b>Loss for the year</b>		<b>(1,941.74)</b>	<b>(1,583.10)</b>
<b>Other comprehensive income</b>			
<b>Items that will not to be reclassified to statement of profit or loss</b>			
Re-measurement gains/ (losses) on defined benefit plans		-	-
Income tax relating to items that will not be reclassified to profit or loss		-	-
<b>Other comprehensive income for the year, net of tax</b>		<b>-</b>	<b>-</b>
<b>Total comprehensive income of the year, net of tax</b>		<b>(1,941.74)</b>	<b>(1,583.10)</b>
<b>Earnings per share:</b>	25		
1) Basic in Rs		(0.17)	(0.14)
2) Dilluted in Rs		(0.17)	(0.14)
<b>Significant accounting policy</b>	1		
The accompanying notes form an integral part of these financial statements			
As per our report on even date			
<b>For S.S. Kothari Mehta &amp; Company</b>		For and on behalf of the Board of Directors of	
Chartered Accountants		<b>Siel Financial Services Limited</b>	
Firm Registration No.: 000756N		-sd	
<b>Amit Goel</b>		<b>MV Kaushik</b>	<b>Santosh Kumar</b>
Partner		Whole Time	
Membership No. : 500607		Director	Director
			DIN:
		DIN: 07297518	00994313
Place: New Delhi		<b>Jyoti</b>	<b>Arun Kumar Sharma</b>
Date: June 17, 2021		Company	
		Secretary	Chief Financial Officer





## Cash flow statement for the year ended March 31, 2021

All amounts in thousand (unless otherwise stated)

	Year ended March 31, 2021	Year ended March 31, 2020
<b>Cash flow from operating activities :</b>		
Profit/(Loss) before tax	(1,941.74)	(1,425.72)
Interest income	(232.91)	(389.61)
Loss/(Gain) on fair value of stock in trade	(28.48)	39.77
<b>Operating profit/(loss) before working capital changes</b>	<b>(2,203.12)</b>	<b>(1,775.56)</b>
<b>Adjustments for increase / (decrease) in current liabilities and assets:</b>		
Other current/non current assets	(1,751.32)	(48.68)
Other payables	126.86	0.06
Other financial liabilities	(148.35)	156.72
<b>Cash generated from operations</b>	<b>(3,975.92)</b>	<b>(1,667.46)</b>
Direct taxes (paid)/refund received	(17.51)	28.93
<b>Net cash flow from/(used in) operating activities</b>	<b>(3,993.43)</b>	<b>(1,638.53)</b>
<b>Cash flow from investing activities :</b>		
Interest received	391.26	419.71
Proceeds from/(Investment in) fixed deposits	3,531.31	857.67
<b>Net cash flow from / (used in) investing activities</b>	<b>3,922.57</b>	<b>1,277.38</b>
<b>Cash flow from financing activities :</b>		
<b>Net cash flow from / (used in) financing activities</b>	<b>-</b>	<b>-</b>
<b>Net increase / (decrease) in Cash and cash equivalents</b>	<b>(70.86)</b>	<b>(361.15)</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>1,267.11</b>	<b>1,628.26</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>1,196.25</b>	<b>1,267.11</b>
<b>Components of cash and cash equivalents</b>		
Cash on hand	4.40	4.60
Balance in current account	1,191.85	1,262.51
	<b>1,196.25</b>	<b>1,267.11</b>

### Notes :

- The above cash flow have been prepared under the indirect method as set out in the applicable Accounting Standard (Accounting Standard 3 "Cash Flow Statement") specified under section 133 of Companies Act, 2013 (" the Act") read with rule 7 of the companies Amendment Rule, 2014)
- Figures in brackets indicate cash outflow.

The accompanying notes form an integral part of these financial statements

As per our report on even date

For **S.S. Kothari Mehta & Company**

Chartered Accountants

Firm Registration No.: 000756N

**Amit Goel**

Partner

Membership No. : 500607

Place: New Delhi

Date: June 17, 2021

For and on behalf of the Board of Directors of

**Siel Financial Services Limited**

-sd

**MV Kaushik**

Whole Time Director

DIN: 7297518

**Jyoti**

Company Secretary

**Santosh Kumar**

Director

DIN: 00994313

**Arun Kumar Sharma**

Chief Financial Officer



**Statement of changes in equity for the year ended March 31, 2021**

All amounts in thousand (unless otherwise stated)

**A. Equity share capital**

	As at March 31, 2019	Changes during the year	As at March 31, 2020	Changes during the year	As at March 31, 2021
Equity shares	113,229.89	-	113,229.89	-	113,229.89

**B. Other equity**

Particulars	Equity component of compound financial instrument	Attributable to equity shreholders			
		Reserves and surplus			Total other equity
		General reserve	Capital reserve*	Retained earnings	
As at March 31, 2019	40,020.16	5,053.99	62,050.00	(264,977.49)	#####
Add: Loss for the year	-	-	-	(1,583.10)	(1,583.10)
Add: Transfer to retained earnings	(40,020.16)	-	-	40,020.16	-
As at March 31, 2020	-	5,053.99	62,050.00	(226,540.43)	#####
Add: Loss for the year	-	-	-	(1,941.74)	(1,941.74)
As at March 31, 2021	-	5,053.99	62,050.00	(228,482.16)	#####

\*The 5% Cumulative Redeemable Preference Shares amounting to Rs. 73,000 thousands consisting of 7,30,000 shares of Rs 100 each, were due for redemption in the month of January, 2007. Based on the offer given to preference shareholders regarding variation in terms of preference shares and irredemption letter, the Preference Shareholders unanimously approved the offer in their meeting and accordingly, out of Rs 73,000 thousands waiver has been given for Rs 85 per share amounting to Rs 62,050 thousands and the remaining amount of Rs 15 per share amounting to Rs 10,950 thousands has been redeemed by way of payment to preference shareholders. Accordingly, Capital Reserve of Rs. 62,050 thousands is created on waiver of Rs. 85 per share.

As per our report on even date

For **S.S. Kothari Mehta & Company**

Firm Registration No.: 000756N

**Amit Goel**

Partner

Membership No. : 500607

Place: New Delhi

Date: June 17, 2021

For and on behalf of the Board of Directors of

-sd

**MV**

**Kaushik**

Whole Time Director

DIN: 07297518

**Jyoti**

Company Secretary

**Santosh**

**Kumar**

Director

DIN: 00994313

**Arun Kumar**

**Sharma**

Chief Financial

Officer



Notes to financial statements for the year ended March 31, 2021

All amounts in thousand (unless otherwise stated)

2 Investments- non current		Changes during the year	
	As at March 31, 2021 Amount	As at March 31, 2020 Amount	
<b>Investments at fair value</b>			
<b>Unquoted equity instruments - non trade</b>			
MSD Industrial Enterprises Ltd (2,95,700 shares of face value of Rs. 10/- each)	10,822.62	10,822.62	
SFSL Investments Ltd (54 shares of face value of Rs. 10/- each)	0.54	0.54	
	10,823.16	10,823.16	
Less: Provision for diminution in value of investment	(10,823.16)	(10,823.16)	
<b>Total</b>	-	-	
<b>3 Loans-non current</b>			
	As at March 31, 2021 Amount	As at March 31, 2020 Amount	
(Unsecured, considered doubtful)			
Inter corporate deposits	9,250.15	9,250.15	
<b>4 Income tax assets</b>			
	As at March 31, 2021 Amount	As at March 31, 2020 Amount	
Advance income tax	56.47	38.96	



<b>Total</b>	<u>56.47</u>	<u>38.96</u>
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**5 Other Non Current Assets**

Capital Advance (Refer note 41)	1,800.00	
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<b>Total</b>	<u>1,800.00</u>	
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**6 Inventories**

	<b>As at March 31, 2021 Amount</b>	<b>As at March 31, 2020 Amount</b>
--	--	--

Stock in trade-Shares	98.02	69.54
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<b>Total</b>	<u>98.02</u>	<u>69.54</u>
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	<b>As at March 31, 2021 Amount</b>	<b>As at March 31, 2020 Amount</b>
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Cash on hand	4.40	4.60
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	<b>As at March 31, 2021 Amount</b>	<b>As at March 31, 2020 Amount</b>
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Deposits with original maturity of more than 3 months but less than 12 months	1,277.75	4,809.06
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<b>Total</b>	<u>1,277.75</u>	<u>4,809.06</u>
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**9 Other - financial assets**

	<b>As at March 31, 2021 Amount</b>	<b>As at March 31, 2020 Amount</b>
--	--	--

Interest accrued on deposits	21.56	179.91
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<b>Total</b>	<u>21.56</u>	<u>179.91</u>
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10 Other current assets

	As at March 31, 2021 Amount	As at March 31, 2020 Amount
Advance paid to vendor	-	48.68
<b>Total</b>	<b>-</b>	<b>48.68</b>

11 Share capital

	Changes during the year	
	As at March 31, 2021 Amount	As at March 31, 2020 Amount
<b>Authorised share capital</b>		
- 2,00,00,000 Equity Shares of Rs. 10 each	200,000.00	200,000.00
- 10,00,000 5% Redeemable Cumulative Preference shares of Rs. 100 each	100,000.00	100,000.00
	<b>300,000.00</b>	<b>300,000.00</b>
<b>Issued, subscribed and paid up</b>		
- 11,343,752 Equity Shares of Rs. 10 each	113,437.52	113,437.52
- Less Calls In Arrear	207.63	207.63
	<b>113,229.89</b>	<b>113,229.89</b>

i. Reconciliation of issued and subscribed share capital as at year end :

	No. of shares	Amount in thousands
<b>Equity shares of INR 10 each issued, subscribed and fully paid</b>		
At March 31, 2019	11,343,752.00	113,229.90
Issued during the year	-	-
At March 31, 2020	11,343,752.00	113,229.90
Issued during the year	-	-
At March 31, 2021	<b>11,343,752.00</b>	<b>113,229.90</b>

c) Terms/ rights attached to equity shares:

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

The Company declares and pays dividends in Indian Rupees. The Dividend proposed by the Board of directors is subject to the approval of shareholders in the ensuing Annual general meeting.



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

d) **Details of shareholders holding more than 5% shares in the company**

Name of the shareholder	As at March 31, 2021		As at March 31, 2020	
	No. of shares	% holding in the equity shares	No. of shares	% holding in the equity shares
Mawana Sugars Limited	8,507,814	75.00	10,613,382	93.56

e) There are no bonus issue or buy back of equity shares during the period of five years immediately preceding the reporting date.

12 **Other equity**

	As at March 31, 2021	As at March 31, 2020
Capital reserve	62,050.00	62,050.00
General reserve	5,053.99	5,053.99
Retained earnings	(228,482.16)	(226,540.43)
	<u>(161,378.17)</u>	<u>(159,436.44)</u>

13 **Borrowings (non current)**

	As at March 30, 2021 Amount	As at March 31, 2020 Amount
<b>Unsecured Liability component of compound financial instrument</b>		
Loans and advances from related parties	<u>36,587.61</u>	<u>36,587.61</u>
	<u>36,587.61</u>	<u>36,587.61</u>

Note: The Company has obtained interest free corporate deposit of Rs 12,000 thousands & unsecured advance on current account of Rs 24,587.61 thousands from its Holding Company, Mawana Sugars Limited (formerly known as SIEL Limited). The same shall be adjusted or paid as per mutually agreed terms. The same is not payable within 12 months from date of balance sheet i.e. March 31, 2021

14 **Short term borrowings**

	As at March 30, 2021 Amount	As at March 31, 2020 Amount
<b>Unsecured</b>		
Other loans and advances (short term)	15,700.00	15,700.00



15,700.00

15,700.00

The Company had obtained interest bearing Inter Corporate Deposit of Rs 15,700 thousands from SFSL Investments Limited which was step down subsidiary of its holding company. SFSL Investments Limited had been disposed off by holding company on January 31, 2011 and is no longer a step down subsidiary of its holding company from January 31, 2011. The Company is not paying interest from last few years and had taken letter for waiver of interest amount from SFSL Investments Limited vide letter dated April 10, 2016 for previous periods as well as for future periods till company the net worth of the Company remains negative. Hence no provision / liability has been provided for interest amount. Since the said amount is payable on demand, the same in the absence of any confirmation, categorized as short term borrowings.

**15 Other financial liabilities**

	As at March 30, 2021 Amount	As at March 31, 2020 Amount
Other payables	166.86	315.21
	<b>166.86</b>	<b>315.21</b>

**16 Other current liabilities**

	As at March 30, 2021 Amount	As at March 31, 2020 Amount
Statutory dues	143.85	16.99
	<b>143.85</b>	<b>16.99</b>

**Notes to financial statements for the year ended March 31, 2021****All amounts in thousand (unless otherwise stated)****17 Other income**

	For the year ended March 31, 2021 Amount	For the year ended March 31, 2020 Amount
Interest on fixed deposits with bank	232.91	389.61
Misc Income	-	1.70
Gain on fair value of stock in trade	28.48	-
<b>Total</b>	<b>261.38</b>	<b>391.31</b>

**18 Employee benefit expenses**

	For the year ended March 31, 2021 Amount	For the year ended March 31, 2020 Amount
Salaries and wages	240.00	60.67
	<b>240.00</b>	<b>60.67</b>

**19.1 Other expenses**





	For the year ended March 31, 2021 Amount	For the year ended March 31, 2020 Amount
Advertisement	76.70	41.83
Audit fee	118.00	120.36
Bank charges	1.45	1.12
Fine & Penalty	928.71	757.56
Listing fee	354.00	354.00
Loss on fair value of stock in trade	-	39.77
Postage	-	65.82
Amount written off	4.42	-
Printing and stationery	14.00	62.17
Professional fee	367.38	275.45
Registration and filing fee	20.56	14.28
Rent	24.00	24.00
<b>Total</b>	<b>1,909.22</b>	<b>1,756.36</b>
<b>19.2</b> `		
Professional fee	53.90	-
<b>20 Tax expenses</b>		
Current tax expenses	-	-
Earlier year tax adjustments	-	157.38
	<u>-</u>	<u>157.38</u>
Tax reconcilation		
(Loss)/Profit before tax	(1,941.74)	(1,425.72)
Enacted tax rate	25.17%	25.17%
Tax as per applicable rate	-	-
Reconciliaton		
Earlier year tax adjustments		157.38
Deferred tax asset not created on losses due to uncertainty of profit	-	-
	<u>-</u>	<u>157.38</u>
<b>21 Contingent liability and commitments</b>		
	As at March 31, 2021	As at March 31, 2020
	<u>Amount</u>	<u>Amount</u>
<b>i) contingent liability not acknowledge as debt</b>		
Contingent liability	Nil	Nil
<b>ii) Commitments</b>		
Capital commitment	Nil	Nil
Other commitment	Nil	Nil



- 22 The Company has severely curtailed its operations due to meagreness of funds and adverse market conditions. The operations of the Company are restricted to realization of debtors or advances. The management is negotiating with certain parties for realizing some of the assets and is hopeful of generating funds for this business. The accounts of the company have been prepared on a “going concern” basis on an assumption & promises made by the management that adequate finances and opportunities would be available in the foreseeable future to enable the company to start operating on a profitable basis. In view of the above, the accounts of the Company have been prepared on a going concern basis.
- 23 During the year ended March 31, 2021, there are no MSMED parties accordingly information as required under Micro, Small & Medium Enterprises Development Act, 2006, has not been provided.
- 24 No Employee Benefits Schemes such as Gratuity, Provident Fund & other staff welfare schemes are applicable on the Company during the reporting year. Accordingly no provision has been made during the reporting period as mandated by “Ind AS 19 on Employees Benefits”.
- 25 The Company estimates the deferred tax (charge) / credit using the applicable rate of taxation based on the impact of timing differences between financial statements and estimated taxable income for the current year. Since there is no reasonable certainty in timing of realization of profits hence deferred tax asset (Net) has not been recognized.

**26 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.

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

	Year ended March 31, 2021	Year ended March 31, 2020
Profit after tax and exceptional item as per the statement of Profit and Loss (Rs. In 000)	(1,941.74)	(1,583.10)
Weighted average number of equity shares for basic and diluted EPS	11,322,989	11,322,989
<b>Basic and diluted earnings per share (in Rs.)</b>	(0.17)	(0.14)
<b>Face Value per share (in Rs.)</b>	(0.17)	(0.14)

**27 Related party transactions**

**List of related parties**

**A. Holding company**

Mawana Sugars Limited

**B Fellow Subsidiaries**

Siel Industrial Estate Limited

Siel Infrastructure & Estate Developers Private Limited

**II) Transactions with related parties**

	Year ended March 31, 2021	Year ended March 31, 2020
TDS Deposited by Mawana Sugars Ltd on behalf of Siel Financial Services Limited	75.86	70.77
Expenses Paid by Mawana Sugars Limited on Behalf of Siel Financial Services Limited	1,529.86	
Reimbursement to Mawana Sugars Limited	1,605.72	70.77
<b>Balance outstanding</b>		
Unsecured Loan Payable to Mawana Sugars Limited	36,587.61	36,587.61

- 28 The lease expenses debited to Statement of Profit and Loss is Rs 24 thousand (Previous year Rs. 24 thousand). There are no non-cancellable operating leases.



## 29. Fair values

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values.

	Carrying value		Fair value	
	As at March 31, 2021	As at March 31, 2020	As at March 31, 2021	As at March 31, 2020
<b>Financial assets</b>				
<b><u>Fair Valuation through profit and loss</u></b>				
Inventories	98.02	69.54	98.02	69.54
<b><u>Fair Value at amortized cost</u></b>				
Investments	-	-	-	-
Loans and advances	-	-	-	-
Cash and cash equivalents	1,196.25	1,267.11	1,196.25	1,267.11
Other bank balances	1,277.75	4,809.06	1,277.75	4,809.06
Other financial assets	21.56	179.91	21.56	179.91
<b>Total</b>	<b>2,593.57</b>	<b>6,325.62</b>	<b>2,593.57</b>	<b>6,325.62</b>
<b>Financial liabilities</b>				
<b><u>Fair Value at amortized cost</u></b>				
Borrowings	52,287.61	52,287.61	52,287.61	52,287.61
Other payables	166.86	315.21	166.86	315.21
<b>Total</b>	<b>52,454.47</b>	<b>52,602.82</b>	<b>52,454.47</b>	<b>52,602.82</b>

The management assessed that cash and cash equivalents, other bank balances, trade receivables, trade payables and other current financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

### 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 insignificant 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.

**Quantitative disclosures fair value measurement hierarchy for assets as at March 31, 2021:**



Date of valuation	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
	(Level 1)	(Level 2)	(Level 3)

**I. Assets measured at fair value :**

**Fair Valuation through Statement of Profit and Loss**

Investment in equity shares	31-Mar-21	98.02	-	-
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**Quantitative disclosures fair value measurement hierarchy for assets as at March 31, 2020:**

	Date of valuation	Total	Fair value measurement using		
			Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
<b>I. Assets measured at fair value (Note 6): <u>Fair Valuation through Statement of Profit and Loss</u></b>					
Investment in equity shares	31-Mar-20	69.54	69.54	-	-

There have been no transfers between Level 1 and Level 2 during the year ended March 31, 2021

**Valuation technique used to determine fair value**

Type	Valuation technique	Significant observable input
Financial liabilities (Borrowings)	Discounted Cash Flow method: The valuation model considers the present value of expected payment, discounted using a risk adjusted discount rates.	Not applicable

**30. Financial risk management objectives and policies**

The Company's principal financial liabilities comprise of borrowings, other payables and provisions. The Company's principal financial assets include receivables and cash and cash equivalent.

**A. Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of change in market price. Market risk comprise of interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk.

**i) 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. However, as the Company does not have any outstanding floating rate interest bearing long term and short term debts at the balance sheet date. Therefore, a change in interest rates on the reporting date would



neither affect profit or loss nor affect equity.

#### **Fair value sensitivity analysis for fixed rate instruments**

The Company does not have any fixed rate financial assets and liabilities at fair value through profit and loss as on date. Therefore, a change in interest rates at the reporting date would neither affect profit or loss nor affect equity.

#### **B. 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 financing activities, including deposits with banks. Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Credit evaluations are performed on all customers requiring credit over a certain amount.

An impairment analysis is performed at each reporting date on an individual basis. The calculation is based on exchange losses historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed below. The Company does not hold collateral as security. The Company evaluates the concentration of risk with respect to financing activities as low on the basis of past default rates of its customers.

Based on the historical data, loss on collection of receivable is not material hence no additional provision considered.

	Loans	Investments
<b>Movement in provisions of doubtful debts</b>		
<b>Provision as at March 31, 2019</b>	9,250.15	10,823.16
Provision charged during the year 2019-20	-	-
Provision written back during the year 2019-20	-	-
<b>Provision as at March 31, 2020</b>	9,250.15	10,823.16
Provision charged during the year 2020-21	-	-
Provision written back during the year 2020-21	-	-
<b>Provision as at March 31, 2021</b>	9,250.15	10,823.16

#### **C. Liquidity risk**

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of long term and short term borrowings and cash credit facilities. The table below summarises the maturity profile of the Company's financial liabilities based on contracted undiscounted payments.

	Less than 1 year	1-3 years	>3 years	Total
<b>As at March 31, 2021</b>				
Borrowings	15,700.00	-	36,587.61	52,287.61
<b>As at March 31, 2020</b>				
Borrowings	15,700.00	-	36,587.61	52,287.61

#### **31. Capital management**

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.



The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants.

	As at March 31, 2021	As at March 31, 2020
Borrowings	52,287.61	52,287.61
Cash and Cash Equivalents	(1,196.25)	(1,267.11)
<b>Net Debts</b>	51,091.36	51,020.50
Total Equity	(48,148.28)	(46,206.55)
<b>Net debt/Equity</b>	(1.06)	(1.10)

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2021 and March 31, 2020.

32. In the current year, pursuant to Clause 5(b) of the SEBI Circular No. CIR/MRD/DP/18/2012 dated July 18, 2012, as amended by circulars from time to time issued by Securities Exchange Board of India (SEBI) pertaining to comprehensive guidelines on offer for sale through stock exchange mechanism and Section 21 of chapter 1 of the "Master Circular for Stock Exchange and Clearing Corporation" issued by SEBI, Mawana Sugars Limited (the Parent Company) being the sole promoter of SIEL Financial Services Limited (SFSL) has sold 21,05,568 shares of face value of Rs. 10/- each representing 18.56% of total paid up equity share capital of SFSL on day of Offer for sale through sale on separate designated window of BSE Limited in accordance with the revised comprehensive modified guidelines for bidding in Offer for sale Segment issued by BSE. Subsequent to the offer for sale, the shareholding of the Parent Company in SFSL has gone down to 75% of the total paid up equity share capital of SFSL.

33. Mawana Sugars Limited ("The Parent Company") has also entered into a Share Purchase Agreement (SPA) dated February 25, 2021 jointly with Mr. Prameet Singh Sood and Ms. Aveen Kaur Sood to sell its entire shareholding i.e. 85,07,814 equity shares of face value of Rs. 10/- each representing 75% of total paid up equity share capital of the SIEL Financial Services Limited (SFSL), on a mutually agreed price of Rs 0.13 per shares for a total consideration of Rs 1,110 thousands, which has been received by the Parent Company on February 25, 2021. However, the necessary compliances as required in regulation 31A of the SEBI LODR Regulation has not been completed as at the balance sheet date.

34. In the meeting of Board of directors dated February 4, 2021, it was decided that the Company will make a request, in upcoming AGM, to Mawana Sugars Limited (MSL), the holding Company, for conversion of loan of Rs. 36,587.61 thousands, taken from MSL, into 3,65,876 0.01% Redeemable Cumulative Preference Shares with a maturity period of 10 year at a price of Rs.100/- (face value) each on preferential basis.

35. As there are no operations in the Company, no internal audit has been conducted during the year.

36. The Company has bank accounts with Punjab National Bank and State Bank of India with balance of Rs 25,296 and Rs 9,594 respectively as at March 31, 2021. Both these accounts are dormant in nature and are subject to confirmation.

37. The Company has investments in equity shares of several companies. However, some of the investments are held in physical form which are as under:

Name of investment	No. of equity shares held	Amount (in thousands)	Impairment	Net value in books of account
MSD Industrial Enterprises Ltd	295,700	10,822.62	10,822.62	-



SFSL Investments Ltd	54	0.54	0.54	-
Spice Mobility Ltd	700	35.42	-	35.42
Asian Hotels Ltd (North)	140	8.34	-	8.34
Asian Hotels Ltd(East)	140	21.98	-	21.98
Asian Hotels Ltd (West)	140	31.56	-	31.56

38. The Company has made assessment of impact of COVID 19 related lockdown on carrying value of receivables and other assets. The management assessment is that no material adjustments are required to be made in the carrying values of these assets as of the Balance sheet date. The management will continue to monitor material changes to future economic conditions.

39. No adjusting or significant non-adjusting events have occurred between the reporting date and the date of authorization.

40. There are no present obligations requiring provision in accordance with the guiding principles as enunciated in IND AS - 37, as it is not probable that an outflow of resources embodying economic benefits will be required.

41. During the current year, the company has planned to enter into the new business/project of Survey reports, Ratings, Financial products, Maintenance worker, etc. This project will provide a platform/Medium for Manufacturers & Suppliers, area partners and consumers for Business networking through many services and products which will be provided to the consumers online and backed by offline support. To start-up the project, the Company has entered into a contract with DAIS world Endeavour Private Limited to develop a software and paid an advance of Rs 18,00.00 thousands.

42. Previous year figures have been regrouped/reclassified to confirm to current year classifications.

As per our report on even date

For **S.S. Kothari Mehta & Company**

Chartered Accountants  
Firm Registration No.: 000756N

**Amit Goel**  
Partner

Membership No. : 500607  
Place: New  
Delhi

Date: June 17, 2021

For and on behalf of the Board of  
Directors of  
**Siel Financial Services  
Limited**

-sd

**MV Kaushik**  
Whole Time Director  
DIN:  
07297518

**Jyoti**  
Company Secretary

**Santosh Kumar**  
Director  
DIN:  
00994313

**Arun Kumar Sharma**  
Chief Financial  
Officer