

Hybrid Financial Services Limited

FORM NO. CAA 2

IN THE MATTER OF SECTIONS 233 AND OTHER APPLICABLE PROVISIONS OF
THE
COMPANIES ACT, 2013

AND

IN THE MATTER OF

MAXIMUS SECURITIES LIMITED
(TRANSFEROR)

AND

HYBRID FINANCIAL SERVICES LIMITED
(TRANSFeree)

AND

THEIR RESPECTIVE EQUITY SHAREHOLDERS

Meeting Details

Day	Date	Time	Video Conference Facility
Friday	15 th September 2023	11:30 AM	Via Bigshare Evoting facility

Sr. No.	Contents	Page No.
1	Notice of the Meeting of the Equity Shareholders of Hybrid Financial Services Limited under the provisions of Sections 233 of the Companies Act, 2013 read with Rule 25 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.	2 - 4
2	Explanatory Statement under Sections 230(3) and 102 of the Companies Act, 2013 read with sub-rule(3) of rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016	5 - 15
3	E-Voting Procedure	16 - 21
4	Scheme of Amalgamation of Maximus Securities Limited (Wholly Owned Subsidiary) with Hybrid Financial Services Limited (Holding Company)	22 - 54
5	Declaration of Solvency in form CAA-10 in pursuance of clause (c) of sub-section (1) of section 233 along with the statement of Assets and Liabilities and the Independent Auditor's Report on the Statement of Assets and Liabilities as on March 31, 2023.	55 - 59
6	Pre and Post Amalgamation Shareholding Pattern of Transferor Company.	60 - 61
7	Pre and Post Amalgamation Shareholding Pattern of Transferee Company.	62 - 63
8	Copy of Audited Financial Statements of Hybrid Financial Services Limited for financial year ended 31st March 2023	64 - 80

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**NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING OF EQUITY
SHAREHOLDERS**

Notice is hereby given that the EXTRA ORDINARY GENERAL MEETING of the Members of HYBRID FINANCIAL SERVICES LIMITED will be held on Friday, 15th September, 2023 at 11:30 am using Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following business:

SPECIAL BUSINESS:

Item No: 1

Approval of the Scheme of Amalgamation of Maximus Securities Limited (Transferor Company & Wholly Owned Subsidiary of Transferee Company) with Hybrid Financial Services Limited (Transferee Company) through Fast Track Route of Amalgamation as provided under Section 233 of the Companies Act 2013

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

“RESOLVED THAT pursuant to the provisions of Sections 233 of Companies Act, 2013 read with Rule 25 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016, other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time the rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (SEBI LODR Regulations) and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Hon’ble Regional Director, Western Region, Ministry of Corporate Affairs, Mumbai if and as applicable, and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary for the approval of the proposed Scheme of Amalgamation of Maximus Securities Limited (Transferor Company) with Hybrid Financial Services Limited (Transferee Company) and their respective Shareholders and creditors.

FURTHER RESOLVED THAT approval be and is hereby granted to modify the scheme for any conditions and modifications as may be prescribed or imposed by the Registrar of Companies, Mumbai; the Official Liquidator, Mumbai; Hon'ble Regional Director, Western Region, Ministry of Corporate Affairs, Mumbai, or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the proposed Scheme of Amalgamation of Maximus Securities Limited (Transferor Company) with Hybrid Financial Services Limited (Transferee Company) and their respective Shareholders and creditors as placed before this meeting be and is hereby approved."

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Scheme of Amalgamation embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Registrar of Companies, Mumbai; the Official Liquidator, NCLT, Mumbai; Hon'ble Regional Director, Western Region, Ministry of Corporate Affairs, Mumbai put up before them while sanctioning the Scheme of Amalgamation."

For HYBRID FINANCIAL SERVICES LIMITED

K.CHANDRAMOULI
Whole Time Director and
Company Secretary

Place: Mumbai

Date : 16th August 2023

Notes:

1. In the light of MCA Circular no. 10/2022 dated 28th December 2022, the company is conducting EGM through Video Conference mode. The meeting shall be held via Bigshare i-Vote E-voting Systems. The link for joining the meeting will be shared separately.
2. The meeting room shall be opened 5 minutes before the scheduled time to ensure the conduct of the meeting smoothly.

3. In the light of MCA circulars and the meeting being held through video conference mode, the option to appoint Proxy is done away with.

4. In accordance with the provisions of Sections 233 of the Companies Act, 2013, the Scheme shall be acted upon only if majority of persons representing 90% in value of the equity share capital of the Applicant Company present and voting in the EGM.

6. The Notice, together with the documents accompanying the same, is being sent to the equity shareholders to their email id registered with the company as mandated by the aforementioned circulars. The Notice will also be displayed on the website of the Applicant Company at www.hybridfinance.co.in. The notice will also be sent to BSE / NSE for information where the Company's Shares are listed.

8. A copy of the Explanatory Statement, under Section 233 and Section 102 of the Companies Act, 2013 read with Rule 25 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016, the Scheme and the other enclosures as indicated in the Index are enclosed.

9. The Company has appointed Mr. Vijay S. Tiwari, Practicing Company Secretary (Certificate of Practice No. 12220) as the Scrutinizer for conducting the e-voting process in fair and transparent manner. The Scrutinizer shall within a period of not exceeding two working days from the conclusion of the Extraordinary General Meeting, unblock the votes in the presence of at least two witnesses not in employment of the Company and forward his report of the votes cast in favour or against, to the Chairman or to any Director or Officer who may be authorized by the Chairman for this purpose. The Result declared along with the Scrutinizer's Report shall be placed on the Company's website www.hybridfinance.co.in and shall be communicated to the Stock Exchanges accordingly.

10. Any document referred to in the accompanying Explanatory Statement shall be open for inspection by the equity shareholders at the registered office of the Applicant Company between 11.00 AM and 5.00 PM on all days (except Sundays and public holidays) upto one day prior to the date of the meeting.

For HYBRID FINANCIAL SERVICES LIMITED



K.CHANDRAMOULI
Whole Time Director and
Company Secretary

Place: Mumbai

Date : 16th August 2023

EXPLANATORY STATEMENT IN TERMS OF SECTION 233 AND SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH RULE 25 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016

Item No: 1

Approval of the Scheme of Amalgamation of Maximus Securities Limited (Transferor Company & Wholly Owned Subsidiary of Transferee Company) with Hybrid Financial Services Limited (Transferee Company) through Fast Track Route of Amalgamation as provided under Section 233 of the Companies Act 2013

Hybrid Financial Services Limited (hereinafter referred to as the “Transferee Company” as the context may admit) and Maximus Securities Limited (hereinafter referred to as the “Transferor Company” as the context may admit) intend to file an application with the Registrar of Companies, Mumbai; the Official Liquidator, NCLT, Mumbai; Hon’ble Regional Director, Western Region, Ministry of Corporate Affairs, Mumbai, seeking approval of the Scheme of Amalgamation (The Scheme) through Fast-track route in accordance with section 233 of the Companies Act, 2013.

The Scheme is beneficial to both the Companies, as it would significantly simplify the Group Structure and would avoid overlapping and duplication of work besides being cost effective.

The scheme was approved by the board of directors of the transferor and the transferee Companies on 30th June 2023.

The Board recommends the resolution for the approval of the Shareholders.

This statement is being furnished as required under section 233 and Section 102 of the Companies Act, 2013 (the “Act”) read with Rule 25 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (the “Rules”).

- 1. Details of the order of the tribunal directing the calling, convening and conducting of the meeting: NOT APPLICABLE**
- 2. Details of the Company:**

TRANSFEROR COMPANY : MAXIMUS SECURITIES LIMITED

Name	Maximus Securities Limited
CIN	U67120MH1994PLC076758
PAN number	AAACM7252M
Date of Incorporation	23 rd February 1994
Type of Company	Public Limited Company
Registered Office Address, Valid email id	1st Floor, Sterling Centre, Opp. Divine Child High School, Andheri-Kurla Road, Andheri East, Mumbai – 400093 office@hybridfinance.co.in
Summary of Main object as per memorandum of association	1. To carry on the business of Share and Stock brokers, Finance brokers, Dealer’s and Agents In Equity Shares, Preference Shares, Stocks, Bonds, Debentures, Debenture Stocks, Government Securities Including Government Bonds, Units of any Company, 'Company Deposits, Foreign Exchange, Money market, Instruments, obligation and securities, issued or, guaranteed by or Foreign Governments, States, Dominions, Sovereigns, Municipalities, Public Authorities, Bodies Sovereign Rulers, Commissioners or Trusts and other securities of all types and kinds.



2. To carry on the business of subscribing, acquiring, holding, underwriting, investing, buying selling trading, disposing and dealing In shares, stocks, debentures, debenture stocks, government securities, Including government bonds, units of any company, company deposits, foreign exchange, money market Instruments, obligation and securities Issued or guaranteed by Indian or foreign governments, States, Dominion, Sovereigns, Municipalities, Public Authorities, Bodies, Sovereign Rulers, Commissioners or Trusts and other securities of all types and kinds.
3. To carry on promotion business and in particular to form, constitute, float, lend money to control, negotiate loans and underwriting contracts, act as managing and issue brokers, registrar and transfer agents, registrars to the issue and underwriters, prepare project and feasibility reports for and on behalf of any companies, associations, or undertakings.
4. To undertake Depository Participant activities, functions and responsibilities and such other activities which are Incidental or ancillary to the same.

Main Business carried on by the company	BSE and NSE registered Stock Broker
Details of Change of name, registered office, and objects of the company during the last five years.	Not Applicable
Name of the stock exchange(s) where securities of the company are listed	Not Applicable
Authorized Capital	Rs. 10,00,00,000 (Rupees ten crores) divided into 100,00,000 (One Crore) Equity shares face value of Rs. 10 each
Issued, subscribed and Paid up capital	Rs. 10,00,00,000 (Rupees ten crores) divided into 100,00,000 (One Crore) Equity shares face value of Rs. 10 each



Names of the promoters and directors along with their addresses

Promoter:

Hybrid Financial Services Limited is the 100% Holding Company and Transferee Company incorporated under Companies Act 2013 having registered office at 104, 1st Floor, Sterling Centre, Opp. Divine Child High School, Andheri-Kurla Road, Andheri East, Mumbai – 400093

Directors:

**Mr. Nandakishore Raghunath Divate,
Director**

DIN:00304616

56, Avanti, Andheri-Ghatkopar Link Road,
J.B.Nagar, Andheri (East), Mumbai – 400059

**Mrs. Megha Jatendra Vazkar,
Whole Time Director**

DIN : 00179162

61, Walchand Terraces, 5th Floor, Tardeo,
Mumbai- 400034

**Mr. Suryanarayanan Kailasam,
Whole Time Director**

DIN : 00106199

Flat No – 22, Second Floor, Building No- 24B,
Brindaban Complex, Thane (West) – 400601

Mr. Sameer Suresh Pimpale, Director

DIN : 08813127

A/603, Vrindavan Society Building,
374/B19, Chiku Wadi,
Opp. Omkar High Court Society,
Borivali (West), Mumbai – 400092

TRANSFEREE COMPANY : HYBRID FINANCIAL SERVICES LIMITED

Name	Hybrid Financial Services Limited
CIN	L99999MH1986PLC041277
PAN number	AAACM2824M
Date of Incorporation	20 th October 1986
Type of Company	Listed Public Limited Company
Registered Office Address, Valid email id	104, 1st Floor, Sterling Centre, Opp. Divine Child High School, Andheri-Kurla Road, Andheri East, Mumbai – 400093 office@hybridfinance.co.in
Summary of Main object as per memorandum of association	1 . To act as Management Consultants and provide debt recovery advise, services, consultancy in various fields, general administrative, financial, commercial, legal, economic labour, insurance, broking, public relation, scientific, technical, direct and indirect taxation and other levies, statistical, accountancy, quality control and data processing. 2 . To employ experts to investigate and examine into the conditions, prospectus, values of any business, undertaking persons and generally of any assets including property or rights.
Main Business carried on by the company	Engaged in providing Financial Services and Management consultancy
Details of Change of name, registered office, and objects of the company during the last five years.	The Company changed the Registered Office from 35, A-Wing, Raj Industrial Complex Premises Co-Operative Society Limited, Military Road, Marol, Andheri (East), Mumbai – 400059 to 104, 1 st Floor, Sterling Centre, Opp. Divine Child High School, Andheri–Kurla Road, Andheri (East), Mumbai – 400093 with effect from 4 th November 2022
Name of the stock exchange(s) where securities of the company are listed	BSE NSE
Authorized Capital	Rs. 35,00,00,000 (Rupees Thirty Five Crores) divided into 7,00,00,000 (Seven Crores) Equity Shares Face Value of Rs. 5 each
Issued, subscribed and Paid up capital	Rs. 14,71,81,375 (Rupees Fourteen Crores Seventy One Lakhs Eighty One Thousand Three Hundred Seventy Five) divided into 2,94,36,275 fully paid-up equity shares of Rs. 5 each

Names of the promoters and directors along with their addresses

Promoters:

Mr. Nandakishore Raghunath Divate
56, Avanti, Andheri-Ghatkopar Link Road,
J.B.Nagar, Andheri (East), Mumbai – 400059

Mr. K Chandramouli
B-301, New Usha Nagar, Village Road, Bhandup
(West), Mumbai -400078

Directors:

Mr. Nandakishore Raghunath Divate,
Whole Time Director
DIN:00304616
56, Avanti, Andheri-Ghatkopar Link Road,
J.B.Nagar, Andheri (East), Mumbai – 400059

Mr. K Chandramouli,
Whole Time Director and Company Secretary,
DIN : 00036297
B-301, New Usha Nagar, Village Road,
Bhandup (West), Mumbai -400078

Mrs. Megha Jatendra Vazkar,
Director
DIN : 00179162
61, Walchand Terraces, 5th Floor,
Tardeo, Mumbai- 400034

Mr. Sameer Suresh Pimpale,
Independent Director
DIN : 08813127
A/603, Vrindavan Society Building,
374/B19, Chiku Wadi,
Opp. Omkar High Court Society,
Borivali (West), Mumbai – 400092

Mr. Mahesh Salamatrai Makhijani,
Independent Director
DIN : 00322226
B - 701 Ivy Towers, Vasant Valley,
Film City Road, Malad (East), Mumbai – 400 097

Mr. Nilay Shivnarayan Sharma,
Independent Director
DIN : 00231299
A 502, Safal Ganga Co-operative
Housing Society Limited, Plot 29 30, Sector 19,
Nerul, Navi Mumbai – 400 706

3. The fact and details of any relationship subsisting between such companies which are parties to such scheme of compromise or arrangement, including holding, subsidiary or of associate companies.

The scheme of amalgamation relates to the amalgamation of wholly owned subsidiary (the Transferor Company) with its holding company (Transferee Company).

Name of the Company	Relationship
Hybrid Financial Services Limited	Holding Company
Maximus Securities Limited	Wholly Owned Subsidiary Company

4. The date of the Board meeting at which the scheme was approved by the Board of directors including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote/ participate on such resolution;

The Board of Directors of the Transferor Company and the Transferee Company at their board meetings held on 30th June 2023 unanimously approved and adopted the proposed Scheme of Amalgamation respectively. The details of vote cast by the directors are as under:

Maximus Securities Limited (Transferor Company)

Sr. No.	Name of the Director	Voted in Favour / Against
1	Mr. Nandakishore Raghunath Divate	Favour
2	Mrs. Megha Jatendra Vazkar	Favour
3	Mr. Suryanarayanan Kailasam	Favour
4	Mr. Sameer Suresh Pimpale	Favour

Hybrid Financial Services Limited (Transferee Company)

Sr. No.	Name of the Director	Voted in Favour / Against
1	Mr. K Chandramouli	Favour
2	Mr. Nandakishore Raghunath Divate	Favour
3	Mrs. Megha Jatendra Vazkar	Favour
4	Mr. Sameer Suresh Pimpale	Favour
5	Mr. Nilay S Sharma	Favour

5. Disclosing details of the scheme of compromise or arrangement including:

a. Parties involved in such compromise or arrangement:

The Transferor Company is wholly owned subsidiary company of the Transferee Company. The parties involved in the scheme of amalgamation are the shareholders and creditors of both companies.

b. In case of amalgamation or merger, appointed date, effective date, share exchange ratio (if applicable) and other considerations, if any

- **Appointed Date**" means April 01, 2023 or such other date as may be approved by the Authority.
- **Effective Date**" means the date on which the last of the approvals/ events specified in Clause 20 of the Scheme are obtained or have occurred. Any references in this Scheme to the date of **"coming into effect of this Scheme"** or **"upon the Scheme being effective"** shall mean the Effective Date.
- **"Share Exchange Ratio"**. Not applicable, as no new shares are being issued.
- **"Considerations"**. Since, the Transferor Company is a wholly owned subsidiary company of the Transferee Company, the shares of the Transferor Company held by the Transferee Company will stand cancelled and there shall be no issuance of shares or payment of any consideration by Transferee Company to the shareholders of the Transferor Company.
- **Operation:** The Amalgamated Company will do the Business in the name of **Maximus Securities Limited**.

c. **Summary of valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any; and the declaration that the valuation reports is available for inspection at the registered office of the company:**

NOT APPLICABLE. The Company is not required to obtain valuation report as the amalgamation is pursuant to Section 233 of the Companies Act, 2020 involving amalgamation of Wholly owned subsidiary with the Holding Company.

d. **Details of capital/debt restructuring, if any;**

Pursuant to the Scheme, no shares of the Transferee Company will be allotted against the shares held by the Transferee Company in the Transferor Company. The investment in the shares of the Transferor Company appearing in the books of the Transferee Company shall, without any further act or deed, stand cancelled. All the Assets and Liabilities of the transferor Company will be transferred to the transferee Company and Maximus Securities Limited will be dissolved without the process of winding up as envisaged in the Scheme of Amalgamation.

e. **Rationale for the compromise or arrangement and benefits to the company;**

- i. simplification of group structure resulting in better clarity for external stakeholders, especially shareholders;
- ii. consolidation of like businesses of the group to enhance value to the shareholders;
- iii. avoidance of duplication of efforts and reduction in administrative and running costs, optimization of tax costs and efficient use of resources; and
- iv. greater integration and flexibility for the Transferee Company and the amalgamation would bring in synergies pursuant to consolidation of operations of Transferor and Transferee Company.

- v. The Transferor company is wholly owned subsidiary of Transferee Company and engaged in similar nature of business. In order to consolidate the similar nature of business at one place and effectively manage the Transferor company and Transferee company as a single entity, which will provide several benefits including streamlined group structure by reducing the number of legal entities, reducing the multiplicity of legal and regulatory compliances, rationalizing costs, it is intended that the Transferor company be amalgamated with Transferee company.
 - vi. The independent operations of the Transferor company and Transferee company leads to incurrance of significant costs and the amalgamation would enable economies of scale by attaining critical mass and achieving cost saving. The amalgamation will thus eliminates a multi layered structure and reduce managerial overlaps, which are necessarily involved in running multiple entities and also prevent cost duplication that can erode financial efficiencies of holding structure and the resultant operations would be substantially cost efficient . This scheme would result in simplified corporate structure of the Transferee company and its business, thereby leading to more efficient utilization of capital and creation of a consolidated base for future growth of the Transferee company.
 - vii. In view of the above , it is considered desirable and expedient to amalgamate the Transferor company with the Transferee company in accordance with this Scheme, pursuant to Section 233 of the Company Act,2013.
 - viii. The amalgamation of the Transferor Company with the Transferee Company, pursuant to and in accordance with this Scheme, under Sections 233 and other relevant provisions of the Company Act 2013, shall take place with effect from the Appointed Date and shall be in compliance with Section 2(1B) of the Income Tax, 1961.
- f.** Benefits of the compromise or arrangement as perceived by the Board of directors to the company, members, creditors and others (as applicable)

Same as mentioned in point (e) above

g. Amount due to unsecured creditors –

- (i) Hybrid Systems Limited, an Associate Company as on 31st March, 2023 is Rs. 39,93,554.00
- (ii) 21,00,000 Nos of 1% Redeemable Preference Shares of Rs. 10/- each due to the Promoters and Whole Time Directors Mr.Nanadakishore R. Divate and Mr.K.Chandramouli (10,50,000 shares each)

The Company will take 100% consent from the Creditors for this amalgamation and therefore the meeting of the Creditors of the Company is dispensed with.

6. Disclosure about the effect of the scheme of amalgamation on:

(a) key managerial personnel; (b) directors; (c) promoters; (d) non-promoter members; (e) depositors; (f) creditors; (g) debenture holders; (h) deposit trustee and debenture trustee; (i) employees of the company:

None of the aforesaid parties are impacted in any way post sanctioning of the Scheme and reference to the same has been made at the respective places in the Scheme of Amalgamation attached herewith.

7. Disclosure about the effect of the Scheme on the material interests of directors and key managerial personnel and debenture trustee:

The Scheme of amalgamation has no impact on the material interests of directors, Key Managerial Personnel of the Company and debenture trustee.

**8. Investigation or proceedings, if any, pending against the company under the Act-
NIL**

9. Details of the availability of the following documents for obtaining extract from or for making or obtaining copies of or for inspection by the unsecured creditors, namely:

The following documents will be open for obtaining extract or for making or obtaining copies of or for inspection at the Registered Office of the Applicant Companies between 10:00 A.M. to 05:00 P.M. on any working day of the Applicant Companies except Saturday and Sunday upto the date of the meeting:

- a) Latest audited financial statements of the company including consolidated financial statements;
- b) Copy of proposed Scheme of Amalgamation;
- c) contracts or agreements material to the compromise or arrangement, if any
- d) The certificate issued by Auditor for the Companies to the effect that the accounting treatment, if any, proposed in the scheme of Amalgamation is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.
- e) Such other information or documents as the Board or Management believes necessary and relevant for making decision for or against the scheme.

10. Details of approvals, sanctions or no-objection(s), if any, form regulatory or any other government authorities required, received or pending for the purpose scheme of compromise or arrangement.

The Copies of the Scheme of amalgamation has already submitted with the following regulatory and governmental authorities and the same is pending with them for submission of the approval of Shareholders & Creditors in Form CAA 11:

1. Registrar of Companies, Mumbai

2. Official Liquidator, NCLT, Mumbai

The scheme of Amalgamation after the approval of members is subject to approval of the Regional Director, Western Region, Mumbai, Ministry of Corporate Affairs (MCA).

For HYBRID FINANCIAL SERVICES LIMITED



K.CHANDRAMOULI
Whole Time Director and
Company Secretary

Place: Mumbai

Date : 16th August 2023

Bigshare i-Vote E-Voting System

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins at 9-00 am on Tuesday 12th September, 2023 and ends at 5-00 pm on Thursday 14th September, 2023. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 8th September, 2023 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once

	<p>the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<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. After Successful 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & 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. CDSL and NSDL

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

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

***Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.

- After Successful registration, message will be displayed with **“User id and password will be sent via email on your registered email id”**.
NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.
(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

 - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

4. Procedure for joining the AGM/EGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on “VC/OAVM” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM/EGM are as under:-

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/EGM 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 AGM/EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions (‘FAQs’) available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

SCHEME OF AMALGAMATION

UNDER SECTION 233 OF THE COMPANIES
ACT, 2013

AND OTHER APPLICABLE PROVISIONS OF THE
COMPANIES ACT, 2013 READ WITH RULE 25 OF
COMPANIES (COMPROMISES, ARRANGEMENTS AND
AMALGAMATIONS) RULES, 2016 UNDER THE FAST
TRACK SYSTEM

OF

MAXIMUS SECURITIES LIMITED (TRANSFEROR COMPANY)

WITH
HYBRID FINANCIAL
SERVICES LIMITED
(TRANSFeree¹
COMPANY)

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

(A) PREAMBLE

This Scheme of Amalgamation ("**Scheme**") is presented under Section 233 and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder, for the amalgamation of Maximus Securities Limited ("**Transferor Company** ") with Hybrid Financial Services Limited ("**Transferee Company**").

(B) PARTS OF THE SCHEME

This Scheme is divided into the following parts:

PART I – This part of Scheme contains definitions of the terms used in this Scheme, Share Capital & Objects of Transfer etc. ;

;

PART II - This part deals with the amalgamation of the Transferor Company with the Transferee Company

PART III -This part deals with the accounting treatment adopted for the Amalgamation;

PART IV -This part deals with the General Terms and Conditions applicable to this Scheme.

PART I - PRELIMINARY ASPECTS, DEFINITIONS.
SHARE CAPITAL AND OBJECTS

1. PRELIMINARY/PREABLE

- 1.1. **Maximus Securities Limited or Transferor Company** is a company incorporated under the Companies Act, 1956, having Corporate Identification Number U67120MH1994PLC076758 and having its registered office at Sterling Centre, 1st Floor, Opp. Divine Child High School, Andheri-Kurla Road, Andheri (East), Mumbai -400093. The company is engaged in the business of Stock Broking and member with BSE Ltd and NSE Ltd and Depository Participant with National Securities and Depositories Ltd. The company is also registered with Securities Exchange Board of India as Stock Broker.
- 1.2. As per the Memorandum of Association of the Transferor Company, the main objects of are:

(A) THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:

1. To carry on the business of Share and Stock brokers, Finance brokers, Dealer's and Agents In Equity Shares, Preference Shares, Stocks, Bonds, Debentures, Debenture Stocks, Government Securities Including Government Bonds, Units of any Company, 'Company Deposits, Foreign Exchange, Money market, Instruments, obligation and securities, issued or guaranteed by or Foreign Governments, States, Dominions, Sovereigns, Municipalities, Public Authorities, Bodies Sovereign Rulers, Commissioners or Trusts and other securities of all types and kinds.
2. To carry on the business of subscribing, acquiring, holding, underwriting, investing, buying selling trading, disposing and dealing In shares, stocks, debentures, debenture stocks, government securities, Including government bon6s, units of any company, company deposits, foreign exchange, money market Instruments, obligation and securities Issued or guaranteed by Indian or foreign governments, States, Dominion, Sovereigns, Municipalities, Public Authorities, Bodies, Sovereign Rulers, Commissioners or Trusts and other securities of all types and kinds.

3. To carry on promotion business and in particular to form, constitute, float, lend money to control, negotiate loans and underwriting contracts, act as managing and issue brokers, registrar and transfer agents, registrars to the issue and underwriters, prepare project and feasibility reports for and on behalf of any companies, associations, or undertakings.
- 4 To undertake Depository Participant activities, functions and responsibilities and such other activities which are Incidental or ancillary to the same.

- **Hybrid Financial Services Limited or Transferee Company (formerly known as Mafatlal Finance Company Limited)**
- is a company incorporated under the Companies Act, 1956, having Corporate Identification Number L99999MH1986PLC041277 and having its registered office at 104, 1st Floor, Sterling Centre, Opp Divine Child High School, Andheri-Kurla Road, Andheri (East), , Mumbai-400093 is engaged in providing Financial Services;
- As per the Memorandum of Association of the Transferee Company, the main objects of Transferee Company are:

2. The objects for which the Company is established are :

A. MAIN OBJECTS OF THE COMPANY (NEW OBJECT CLAUSES VIDE SPECIAL /' RESOLUTION PASSED ON 27TH NOVEMBER 2008):

1. To act as Management Consultants and provide debt recovery advise, services, consultancy in various fields, general administrative, financial, commercial, legal, economic labour, insurance, broking, public relation, scientific, technical, direct and indirect taxation and other levies, statistical, accountancy, quality control and data processing.
2. To employ experts to investigate and examine into the conditions, prospectus, values of any business, undertaking persons and generally of any assets including property or rights".

3 DEFINITIONS

In this Scheme, unless repugnant to the context, the following expressions shall have the meaning as set out hereunder:

- 3.1 "Act"** means the Companies Act, 2013 or the Companies Act, 1956 (to the extent applicable) and the rules and regulations made thereunder and shall include any statutory modifications, re-enactment or amendment thereof for the time being in force.

- 3.2 **"Appointed Date"** means April 01, 2023 or such other date as may be approved by the Authority.
- 3.3 **"Authority"** shall mean the Regional Director *vide* Notification No. S.O.4090(E) dated December 19, 2016, Ministry of Corporate Affairs and/ or such other person empowered by the Central Government to pass orders under section 233 of the Act, having jurisdiction in respect of the Transferor Company and the Transferee Company.
- 3.4 **"Board of Directors" or "Board"** means the Board of Directors of the Transferor Company or the Transferee Company, as the case may be, and, shall include a duly constituted committee thereof. The Board of the Transferor Company and the Transferee Company shall be collectively referred to as the **"Boards" or "Boards of Directors"**.
- 3.5 **"Effective Date"** means the date on which the last of the approvals/ events specified in Clause 20 of the Scheme are obtained or have occurred. Any references in this Scheme to the date of **"coming into effect of this Scheme" or "upon the Scheme being effective"** shall mean the Effective Date.
- 3.6 **"Encumbrance"** means any options, pledge, mortgage, lien, security, interest, claim, charge, pre-emptive right, easement, limitation, attachment, restraint or any other encumbrance of any kind or nature whatsoever, and the term "encumber" or "encumbered" shall be construed accordingly.
- 3.7 **"Governmental Authority"** means any applicable Central, State or local government, legislative body, regulatory or administrative authority, agency or commission or any court, tribunal, board, bureau or instrumentality thereof or arbitration or arbitral body having jurisdiction and shall include any other authority which supersedes the existing authority.
- 3.8 **"IT Act"** means the Income-tax Act, 1961 and any other statutory modifications, amendments, restatements or re-enactments thereof, from time to time and to the extent in force.

3.9 "Scheme" or "the Scheme" or "this Scheme" means this scheme of amalgamation, as may be amended or modified in accordance with terms hereof, submitted to the Authority for its approval and as may be approved or imposed or directed by the Authority.

3.10 The Scheme does not affect the rights of the creditors of any of the Transferor Company or the Transferee Company. There will not be any reduction in payable to the creditors of any of the Transferor Company or of the Transferee Company post sanctioning of the Scheme.

3.11 "Undertaking" means the whole of the undertaking and entire business of each of the Transferor Company as a going concern, including (without limitation):

3.11.1 all the assets and properties (whether movable or immovable, tangible or intangible, real or personal, corporeal or incorporeal, present, future or contingent) of the Transferor Company, including but not limited to, plant and machinery, equipment, buildings and structures, offices, residential and other premises, sundry debtors, furniture, fixtures, office equipment, appliances, accessories, depots, deposits, all stocks, assets, investments of all kinds (including shares, scrips, stocks, bonds, debenture stocks, units), and interests in its subsidiaries, cash balances or deposits with banks, loans, advances, disbursements, contingent rights or benefits, book debts, receivables, actionable claims, earnest moneys, advances or deposits paid by any of the Transferor Company, financial assets, leases (including lease rights), hire purchase contracts and assets, lending contracts, rights and benefits under any agreement, benefit of any security arrangements or under any guarantees, reversions, powers, municipal permissions, tenancies in relation to the office and/or residential properties for the employees or other persons, guest houses, godowns, warehouses, licenses, fixed and other assets, trade and service names and marks, patents, copyrights, and other intellectual property rights of any nature whatsoever, knowhow goodwill, rights to use and avail of telephones, telexes, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interest held in trust, registrations, contracts,

engagements, arrangements of all kind, privileges and all other rights including, title, interests, other benefits (including tax benefits / tax credits), easements, privileges, liberties, mortgages, hypothecations, pledges or other security interests created in favour of the Transferor Company and advantages of whatsoever nature and wherever situated, in India or abroad, belonging to or in the ownership, power or possession and in the control of or vested in or granted in favour of or enjoyed by each of the Transferor Company or in connection with or relating to each of the Transferor Company and all other interests of whatsoever nature belonging to or in the ownership, power, possession or the control of or vested in or granted in favour of or held for the benefit of or enjoyed by each of the Transferor Company, whether in India or abroad;

3.11.2 all liabilities including, without being limited to, secured and unsecured debts (whether in Indian rupees or foreign currency), sundry creditors, liabilities (including contingent liabilities), duties and obligations of the Transferor Company, of every kind, nature and description whatsoever and howsoever arising, raised or incurred or utilised;

3.11.3 all agreements, rights, contracts (including but not limited to vendor contracts), entitlements, permits, licenses, approvals, authorizations, concessions, consents, quota rights, engagements, arrangements, authorities, allotments, security arrangements (to the extent provided herein), benefits of any guarantees, reversions, powers and all other approvals of every kind, nature and description whatsoever relating to the business activities and operations of each of the Transferor Company;

3.11.4 all employees engaged by the Transferor Company;

3.11.5 all intellectual property rights, records, files, papers, computer programs, manuals, data, catalogues, sales material, lists of customers and suppliers, other customer information and all other records and documents relating to the business activities and operations of each of the Transferor Company;

All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them in the Act or other applicable laws, as the case may be.

- 3.12** “BSE” shall mean BSE Ltd
- 3.13** “NSE” shall mean NSE Ltd
- 3.14** “NSDL” shall mean National Securities and Depositories Limited
- 3.15** “SEBI” shall mean Securities And Exchange Board of India
- 3.16** “Law” or “Applicable Law” includes all applicable statutes, enactments, acts of legislature or Parliament Laws, ordinances, rules, bye-laws, regulations, notifications, guidelines, policies, directions, directives and orders of any government, statutory authority, Tribunal, Board, Court of India or any other country or jurisdiction as applicable.
- 3.17** “Listing Regulations” means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and includes any amendments, modification or any enactment thereof.
- 3.18** “Official Liquidator” or “OL” means Official Liquidator having jurisdiction over the Transferor Company and Transferee company.
- 3.19** “Regional Director” means the Regional Director (Western Region), Ministry of Corporate Affairs at Mumbai having jurisdiction over the Transferee Company.
- 3.20** “Registrar of Company” or “ROC” means the Registrar of Company at Mumbai.
- 3.21** “Rules” means the Company (Compromises, Arrangements and Amalgamations) Rules, 2016
- 3.22** “Scheme” or “Scheme of Arrangements” means this Scheme of Arrangement for Amalgamation of Maximus Securities Limited (Transferor Company) the wholly owned Subsidiary of Hybrid Financial Services Limited (Transferee Company) under section 233 of the Company Act, 2013 as approved by the Board of Directors of both the company in its present form and with any modifications as may be approved by the ROC, Regional Director, Western Region, Mumbai.
- 3.23** “Stock Exchange” shall mean BSE Limited and/or National Stock Exchange of India Limited (NSE)

4. SHARE CAPITAL

4.1 The share capital of the Transferor Company as on March 31,2023 is as under:

4.1 The entire equity share capital of the Transferor Company is held by the Transferee Company & its nominee and as such the Transferor Company are wholly owned subsidiaries of the Transferee Company in terms of the definition of "Subsidiary" under section 2(87) of the Company Act, 2013. As of March 31, 2023 the shareholding pattern of each of the Transferor Company is as set out below:

Sl. No.	Entity	Name of the Share Holder	Number of shares	Face value of each hare (in INR)
1	Maximus Securities Limited	Transferee Company		
		Hybrid Financial Services Limited	99.99,940	10
		Hybrid Financial Services Limited Jointly with Mr.K.Chandramouli	10	10
		Hybrid Financial Services Limited Jointly with Mr.N.R.Divate	10	10
		Hybrid Financial Services Limited Jointly with Mrs. Vinita Divate	10	10
		Hybrid Financial Services Limited Jointly with Mrs.Revathi Chandru	10	10
		Hybrid Financial Services Limited Jointly with Mrs.Megha Vazlar	10	10
		Hybrid Financial Services Limited Jointly with Mr.K.Suryanarayanan	10	10

The entire equity share capital of each the Transferor Company is held by the Transferee Company and its nominee and as such in terms of Section 2(87) of the Act, the Transferor Company are deemed to be wholly owned subsidiaries of the Transferee Company.

The Transferor Company is a wholly owned subsidiary company. The equity shares of the Transferor company are not listed on any stock exchange and is governed by rules & regulations of SEBI, Stock Exchanges, Depositories being a stock broking company.

4.2 The share capital of the Transferee Company as on March 31, 2023 is as under:

Particulars	Amount (in Rs.)
Authorised Capital	
7,00,00,000 equity shares of Rs. 5 each	35,00,00,000
Issued, Subscribed and Paid-up Capital	
2,94,36,275 fully paid-up equity shares of Rs. 5 each	14,71,81,375

The Transferee Company is a listed company, whose equity shares are listed on the Bombay Stock Exchange (500262) and the National Stock Exchange (HYBRIDFIN).

4.3 Pursuant to the Scheme, no shares of the Transferee Company will be allotted against the shares held by the Transferee Company in the Transferor Company. The investment in the shares of the Transferor Company appearing in the books of the Transferee Company shall, without any further act or deed, stand cancelled.

The Board (as defined below) of the Transferor Company and the Transferee Company are of the view that the rights and obligations of each of the equity shareholders of the Transferor Company and the Transferee Company will not be impacted in any way post sanctioning of the Scheme.

4.4 There are no proceedings/investigations pending against any of the Transferor Company or the Transferee Company under Chapter XIV of the Act

4.5 The transferor company being stock broking company, the merger if approved will be further subjected to the approval of the Stock Exchanges, Depositories and SEBI and will be further subjected to the conditions if any imposed by them.

5 OBJECTS/ RATIONALE OF THE SCHEME

The rationale for undertaking the amalgamation of the Transferor Company with the Transferee Company is as follows:

- (i) simplification of group structure resulting in better clarity for external stakeholders, especially shareholders;
- (ii) consolidation of like businesses of the group to enhance value to the shareholders;
- (iii) avoidance of duplication of efforts and reduction in administrative and running costs, optimization of tax costs and efficient use of resources; and
- (iv) greater integration and flexibility for the Transferee Company and the amalgamation would bring in synergies pursuant to consolidation of operations of Transferor and Transferee Company.
- (v) The Transferor company is wholly owned subsidiary of Transferee Company and engaged in similar nature of business. In order to consolidate the similar nature of business at one place and effectively manage the Transferor company and Transferee company as a single entity, which will provide several benefits including streamlined group structure by reducing the number of legal entities, reducing the multiplicity of legal and regulatory compliances, rationalizing costs, it is intended that the Transferor company be amalgamated with Transferee company.
- (vi) The independent operations of the Transferor company and Transferee company leads to incurrence of significant costs and the amalgamation would enable economies of scale by attaining critical mass and achieving cost saving. The amalgamation will thus eliminate a multi layered structure and reduce managerial overlaps,

which are necessarily involved in running multiple entities and also prevent cost duplication that can erode financial efficiencies of holding structure and the resultant operations would be substantially cost efficient . This scheme would result in simplified corporate structure of the Transferee company and its business, thereby leading to more efficient utilization of capital and creation of a consolidated base for future growth of the Transferee company.

- (vii) In view of the above , it is considered desirable and expedient to amalgamate the Transferor company with the Transferee company in accordance with this Scheme, pursuant to Section 233 of the Company Act,2013.
- (viii) The amalgamation of the Transferor Company with the Transferee Company, pursuant to and in accordance with this Scheme, under Sections 233 and other relevant provisions of the Company Act 2013, shall take place with effect from the Appointed Date and shall be in compliance with Section 2(1B) of the Income Tax, 1961.

In view of the aforesaid, Board of Directors of the Transferor Company and the Transferee Company have considered and proposed the amalgamation of the entire undertaking of the Transferor Company with the Transferee Company. Accordingly, the Board of each of the Transferor Company and the Transferee Company have formulated this Scheme for the transfer and vesting of the entire Undertaking of each of the Transferor Company with and into the Transferee Company in accordance with Section 233 and other applicable provisions of the Act.

PART II-AMALGAMATION OF THE TRANSFEROR COMPANY
WITH THE TRANSFEREE COMPANY

6 TRANSFER AND VESTING OF UNDERTAKING

6.1 With effect from the Appointed Date and upon the Scheme becoming effective, the Undertaking(s) of the Transferor Company shall, under the provisions of Section 233 and other applicable provisions, if any, of the Act, and pursuant to the orders of the Authority, sanctioning the Scheme, without any further act, deed, matter or thing, stand transferred to and vested in and/or deemed to be transferred to and vested in the Transferee Company as a going concern, so as to become the properties and liabilities of the Transferee Company in accordance with the provisions of Section 2(1B) of the IT Act.

6.2 With effect from the Appointed Date and upon the Scheme becoming effective, the Undertaking of each of the Transferor Company, as a going concern, including its business, all secured and unsecured debts, liabilities, duties and obligations and all the assets, properties, rights, titles and benefits, whether [movable or immovable],³ real or personal. in possession or reversion, corporeal or incorporeal, tangible or intangible, present or contingent and including but without being limited to land and building (whether owned, leased, licensed), all fixed and movable plant and machinery, vehicles, fixed assets, work in progress, current assets, investments, reserves, provisions, funds, licenses, registrations, copyrights, patents, trademarks and other rights and licenses in respect thereof, applications for copyrights, patents, trademarks, leases, licenses, tenancy rights, premise, ownership flats, hire purchase and lease arrangements, lending arrangements, joint venture agreements, benefits of security arrangements, computers, office equipment, telephones, telexes, facsimile connections, communication facilities, equipment and installations and utilities, electricity, water and other service connections, benefits of agreements, contracts and arrangements, powers, ~~authorities, permits, allotments~~, approvals, consents, privileges, liberties, advantages, easements and all rights, title, interest, goodwill, benefit and

advantage, deposits, reserves, provisions, advances, receivables, deposits, funds, cash, bank balances, accounts and all other rights, benefits of all agreements, subsidies, grants, tax credits (including but not limited to benefits of tax relief including under the IT Act such as credit for advance tax, minimum alternate tax, taxes deducted at source etc., benefits under the Sales Tax Act, sales tax set off, benefits of any unutilized MODVAT/CENV AT/GST/Service tax credits, etc.), book loss and unabsorbed depreciation brought forward for the purpose of minimum alternate taxes, software license, domain / website etc. all files, papers, records engineering and catalogues, data quotations sales / advertisement materials and former customers (price information) / suppliers (credit information) other records whether in physical, electronic form in connection/ relating to the Transferor Company and other claims and powers, of whatsoever nature and wheresoever situated belonging to or in the possession of or granted in favour of or enjoyed by the Transferor Company, whether in India or abroad as on the Appointed Date, shall, under the provisions of Section 233 of the Act and all other applicable provisions, if any, of the Act, and without any further act or deed, be transferred to and vested in and / or be deemed to be transferred to and vested in the Transferee Company as a going concern so as to become as from the Appointed Date the undertaking of the Transferee Company and to vest in the Transferee Company, all the rights, title, interest or obligations of the Transferor Company therein.

- 6.3 With effect from the Appointed Date and upon the Scheme becoming effective, any statutory licenses, permissions, approvals, quotas or consents to carry on the respective operations and business of the Transferor Company shall stand vested in or transferred to the Transferee Company, without any further act or deed and shall be appropriately mutated by the statutory authorities concerned in favour of the Transferee Company. The benefit of all statutory and regulatory permissions, licenses, approvals and consents, sales tax, service tax, GST, excise registrations or other licenses and consents shall vest in and shall be in full force and effect against or in favour of the Transferee Company and may be enforced as fully and effectually as if instead of the relevant Transferor Company, the Transferee Company had been the party thereto or the

beneficiary or oblige thereof pursuant to this Scheme. Insofar as the various incentives, subsidies, rehabilitation schemes, special status and other benefits or privileges enjoyed, granted by any Government body, local authority or by any other person, or availed of by the Transferor Company, as the case may be, are concerned, the same shall vest with and be available to the Transferee Company on the same terms and conditions.

- 6.4 With effect from the Appointed Date, all debts, liabilities (including contingent liabilities), duties and obligations of every kind, nature and description of the relevant Transferor Company, shall be deemed to have been transferred to the Transferee Company and to the extent they are outstanding on the Effective Date shall, without any further act, deed, matter or thing , be and stand transferred to the Transferee Company and shall become the liabilities and obligations of the Transferee Company, which undertakes to meet, discharge and satisfy the same.
- 6.5 Where any of the debt, liabilities (including contingent liabilities), duties and obligations of the Transferor Company as on the Appointed Date, deemed to be transferred to the Transferee Company have been discharged by any of the Transferor Company, after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of the Transferee Company, and all loans raised and used and all liabilities and obligations incurred by the Transferor Company after the Appointed Date and prior to the Effective Date shall be deemed to have been raised, used or incurred for and on behalf of the Transferee Company and to the extent they are outstanding on the Effective Date, shall also without any further act, deed, matter or thing shall stand transferred to the Transferee Company and shall become the liabilities and obligations of the Transferee Company which undertakes to meet, discharge and satisfy the same.
- 6.6 All the assets and properties which are acquired by the Transferor Company, on or after the Appointed Date but prior to the Effective Date shall be deemed to be and shall become the assets and properties of the Transferee Company and shall under the provisions of Section 233 and all other applicable

provisions if any of the Act, without any further act, instrument or deed, be and stand transferred to and vested in and be deemed to have been transferred to and vested in the Transferee Company upon the coming into effect of this Scheme.

- 6.7 Upon the Scheme being sanctioned and taking effect, the Transferee Company shall be entitled to operate all bank accounts related to the Transferor Company and all cheques, drafts, pay orders, direct and indirect tax balances and/or payment advices of any kind or description issued in favour of any of the Transferor Company, either before or after the Appointed Date, or in future, may be deposited with the bank of the Transferee Company and credit of all receipts thereunder will be given in the accounts of the Transferee Company.
- 6.8 Upon the coming into effect of this Scheme, the taxation proceedings (including before any statutory or quasi-judicial authority or tribunal) by or against the Transferor Company, whether pending and /or arising on or before the Effective Date shall be continued and /or enforced by or against the Transferee Company as effectually and in the same manner and to the same extent as if the same had been instituted and/or pending and/or arising by or against the Transferee Company.
- 6.9 Inter-company loans and inter-company trade outstanding between the Transferor Company and the Transferee Company will be cancelled pursuant to the Scheme becoming effective, without any further act, instrument or deed on the part of any of the Transferor Company or the Transferee Company, and there shall be no liability in that behalf on any of the company.
- 6.10 The transfer and vesting of the Undertaking of the Transferor Company as aforesaid shall be subject to the existing securities, charges, mortgages and other Encumbrances if any, subsisting over or in respect of the property and assets or any part thereof to the extent such securities, charges, mortgages, Encumbrances are created to secure the liabilities forming part of the Transferor Company. Provided always that this Scheme shall not operate to enlarge the scope of the security for any loan, deposit or facility availed of by any of the Transferor Company, and the Transferee Company shall not be obliged to create or provide any further or additional security therefor after the Effective Date or otherwise.

- 6.11 The provisions of this Scheme as they relate to the amalgamation of the Transferor Company into the Transferee Company, have been drawn up to comply with the conditions relating to "amalgamation" as defined under Section 2(1B) of the IT Act. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the said Section of the IT Act, at a later date including resulting from an amendment of law or for any other reason whatsoever, the provisions of the said Section of the Income Tax Act, 1961, shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with Section 2(1B) of the IT Act. Such modification will, however, not affect the other parts of the Scheme.
- 6.12 Upon completion of the scheme and the Amalgamation being effective the name of the amalgamated company shall stand changed to Maximus Securities Limited instead of Hybrid Financial Services Limited in line with the objectives of the amalgamated company & its principal business activity. The amalgamated company will approach Registrar of Company for the said purpose, if necessary.

7 DATE OF TAKING EFFECT AND OPERATIVE DATE

The Scheme set out herein in its present form or with any modification(s) and amendment(s) made pursuant to Clause 19 of the Scheme shall be taking effect from the Appointed Date but shall be operative from the date of final approval being Effective Date.

8. CONTRACTS, DEEDS AND OTHER INSTRUMENTS

- 8.01 Upon the coming into effect of this Scheme and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, schemes, insurance policies, indemnities, guarantees, arrangements and other instruments of whatsoever nature to which any of the Transferor Company is a party or to the benefit of which the Transferor Company may be eligible, and which are subsisting or have effect immediately before the Effective Date, shall continue in full force and effect on or against or in favour of, as the case may be, the Transferee Company and may be enforced as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party or beneficiary or obligee thereto or there under.
- 8.02 The Transferee Company, at any time after the Scheme becoming effective in accordance with the provisions hereof, if so, required under any law or otherwise, shall execute any documents or deeds of confirmation or other writings with any party to any contract or arrangement in relation to which any of the Transferor Company is a party in order to give formal effect to the provisions of the Scheme. The Transferee Company shall, under the provisions of this Scheme, be deemed to be authorised to execute any such documents, deeds or writings for and on behalf of the Transferor Company and to carry out or perform all such formalities or compliances, referred to above, on behalf of the Transferor Company.
- 8.03 For the avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that upon the coming into effect of this Scheme, all consents, permissions, licenses, certificates, clearances, authorities, powers of attorney given by, issued to or executed in favour of each of the Transferor Company shall without any further act or deed, stand transferred to the Transferee Company, as if the same were originally given by, issued to or executed in favour of the Transferee Company, and the Transferee Company shall be bound by the terms thereof, the obligations and duties thereunder, and the rights and benefits under the same shall be available to the Transferee Company. The Transferee Company shall seek relevant approvals from the concerned Governmental Authorities as may be necessary in this behalf.

9 STAFF, WORKMEN & EMPLOYEES

- 9.01 Upon the Scheme becoming effective, all staff, workmen and employees of the Transferor Company in service on the Effective Date shall be deemed to have become staff, workmen and employees of the Transferee Company, without any break or interruption in their service and on the terms and conditions of employment which are not less favourable than the terms of employment that were subsisting with reference to the relevant Transferor Company as of the Effective Date.
- 9.02 Upon the Scheme becoming effective, all other obligations of whatsoever kind, including liabilities of the Transferor Company with regard to their employees with respect to payment of gratuity, pension benefits, provident fund and compensation, shall stand transferred and vested with the Transferee Company.
- 9.03 As of the date of filing of this Scheme, each Transferor Company shall continue making contributions to the provident fund and payment of other benefits in respect of all their employees and the Transferee Company shall, subsequent to the Effective Date, make appropriate contributions towards such benefits in respect of the employees transferred to the Transferee Company pursuant to this Scheme.
- 9.04 It is clarified that the services of all transferred employees of the Transferor Company to the Transferee Company, will be treated as having been continuous for the purpose of the employee benefits and liabilities. For the purpose of payment of any retrenchment compensation, gratuity and other terminal benefits and any other liability pertaining to the employees, the past services of such employees with the relevant Transferor Company shall also be taken into account by the Transferee Company, who shall pay the same if and when payable.

10 LEGAL PROCEEDINGS

- 10.01 If any suit, appeal or other legal proceedings of whatsoever nature by or against the Transferor Company are pending, the same shall not abate or be discontinued or in any way be prejudicially affected by reason of the amalgamation of the Transferor Company with the Transferee Company or by anything contained in this Scheme, but the said suit, appeal or other legal proceedings shall be continued, prosecuted and enforced by or against the Transferee Company in the same manner and to the extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Company as if this Scheme had not been made.
- 10.02 The Transferee Company undertakes to have all legal or other proceedings initiated by or against the Transferor Company referred to in Sub Clause 9.1 above transferred into its name and to have the same continued, prosecuted and enforced by or against the Transferee Company to the exclusion of the Transferor Company.

11 TAXATION AND OTHER MATTERS

- 11.01 Any tax liabilities under the Income Tax Act, 1961, Excise Duty Laws, Service Tax Laws, GST, applicable State Value Added Tax Laws, or other applicable laws/ regulations (hereinafter in this Clause referred to as "**Tax Laws**") dealing with taxes/ duties/ levies allocable or related to the business of the Transferor Company to the extent not provided for or covered by tax provision in the Accounts made as on the date immediately preceding the Appointed Date shall as applicable, be transferred to the Transferee Company.
- 11.02 All taxes (including income tax, excise duty, service tax, applicable state Value Added Tax, CGST, IGST, SGST, UTGST etc.) paid or payable by the Transferor Company in respect of the operations and/ or the profits of the business on and from the Appointed Date, shall be on account of the Transferee Company and, in so far as it relates to the tax payment (including without limitation income tax, excise duty, service tax, applicable state Value Added

Tax , GST etc.), whether by way of deduction at source, advance tax or otherwise howsoever, by the Transferor Company in respect of the profits or activities or operation of the business on and from the Appointed Date, the same shall be deemed to be the corresponding item paid by the Transferee Company, and, shall, in all proceedings, be dealt with accordingly.

- 11.03 Any refund under the Tax Laws due to the Transferor Company consequent to the assessments made on the Transferor Company and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall also belong to and be received by the Transferee Company.
- 11.04 Without prejudice to the generality of the above, all benefits, incentives, losses, credits including under income tax, tax on book profits (MAT and MAT credits), fringe benefit tax, wealth tax, excise duty, service tax, applicable State Value Added Tax Laws, Goods & Service tax, etc., to which the Transferor company is entitled to in terms of the applicable Tax Laws of the Union and State Governments, shall be available to and vest in the Transferee Company.
- 11.05 On and from the Effective Date, but with effect from the Appointed Date, the obligation for deduction of tax at source on any payment made by or to be made by the Transferor Company under the IT Act, and any other compliances under the Tax Laws shall be deemed to have been made and duly complied with by the Transferee Company.
- 11.06 Provided further that upon the Scheme becoming effective, the Transferee and Transferor Company are also permitted to revise, if it becomes necessary, its income tax returns and related TDS certificates, including TDS certificates relating to transactions between or amongst the Transferor Company or between any of the Transferor Company and the Transferee Company, and to claim refunds, advance tax and withholding tax credits, benefit of credit for minimum alternate tax and carry forward any accumulated losses, etc. pursuant to the provisions of this Scheme.

12 CONDUCT OF BUSINESS UNTIL EFFECTIVE DATE

With effect from the Appointed Date and up to and including the Effective Date:

12.01 The Transferor Company undertakes to preserve and carry on its business, with reasonable diligence and business prudence, and shall not diversify its business or venture into new business or undertake financial commitments or sell, transfer, alienate, charge, mortgage, or encumber or otherwise deal with or dispose of any undertaking or any part thereof save and except in each case:

- if the same is in its ordinary course of business as carried on by it as on the date of filing this Scheme with the Authority; or
- if the same is expressly permitted by this Scheme; or
- if the prior written consent of the Board of Directors of the Transferee Company has been obtained.

12.02 The Transferor Company shall carry on and be deemed to have carried on all business and activities and shall stand possessed of all the assets, rights, title and interest for and on account of and in trust for the Transferee Company.

12.03 All profits and cash accruing to or losses arising or incurred (including the effect of taxes if any thereon), by the Transferor Company, shall for all purposes, be treated as the profits/ cash, taxes or losses of the Transferee Company and shall be available to the Transferee Company for being disposed of in any manner as it thinks fit.

13 SAVING OF CONCLUDED TRANSACTION

The transfer and vesting of the assets, liabilities and obligations pertaining to each of the Transferor Company to the Transferee Company and the continuance of all contracts or proceedings by or against the Transferee Company shall not affect any contracts or proceedings, already concluded by the Transferor Company, on or after the Appointed Date to the end and intent that the Transferee Company accepts and adopts all acts, deeds, matters and things done and/or executed by the Transferor Company in regard thereto as having been done or executed on behalf of the Transferee Company.

14 CANCELLATION OF SHARES

The entire issued, subscribed and paid-up equity share capital of each of the Transferor Company are held by the Transferee Company. In other words, the Transferor Company is wholly owned subsidiaries of the Transferee Company. Accordingly, it is clarified that pursuant to this amalgamation, no shares of the Transferee Company shall be issued or allotted, or payment made in cash whatsoever in respect of the shares held by the Transferee Company in the Transferor Company. Upon the Scheme becoming effective, the entire equity share capital of each of the Transferor Company held by the Transferee Company along with the nominee shareholder shall stand cancelled and extinguished without any further act or deed by the Transferee Company.

15 NAME OF THE MERGED ENTITY

[a] Notwithstanding anything contained in any other clause in the scheme, the name of the merged entity will stand changed to Maximus Securities Limited (MSL) to reflect the principal line of business activity, subject to such approvals as may be necessary.

[b] During the intervening process of Amalgamation and pending receipt of final approval all vacancies of Key Managerial Personnel (KMP) in the Transferor company viz. Maximus Securities Limited shall be deemed to have been filled with the identical KMP of the Transferee company. Post Amalgamation, the KMP of the Transferee company shall be deemed to be the KMP of the merged company.

PART III-CONSIDERATION AND ACCOUNTING TREATMENT

16 ACCOUNTING TREATMENT

Notwithstanding anything to the contrary contained in any other clause in the Scheme, the Transferee Company shall give effect to the amalgamation in its books of account in accordance with Appendix C to Ind AS 103 Business Combinations and other accounting principles prescribed under the accounting standards specified under section 133 of the Act read with the Company (Indian Accounting Standards) Rules,2015 (Ind AS) and on the date determined in accordance with Ind AS.

Upon the Scheme coming into effect, all the assets and liabilities of the Transferor Company shall be transferred to and vested in the Transferee Company and shall be recorded at the carrying values in the consolidated Financial Statements. No adjustments shall be made to the carrying amount of assets and liabilities as reflected in the books of Transferor Company, to reflect fair values or recognize any new assets or liabilities. All reserves of the Transferor Company are deemed to be carried forward and shall be recorded in the books of Transferee company in the same form in which they appeared in the books of the Transferor Company. The carrying amount of the Transferee Company of its investment in the shares of the Transferor Company, which shall stand cancelled in the terms of this scheme, and the aggregate face value of such shares shall. Subject to other provisions contained herein, be adjusted and reflected in the Capital Reserves of Transferee Company.

Further the financial statement of the Transferee company in respect of prior period will be restated as if the amalgamation had occurred from the beginning of the receding period in accordance with Appendix C to Ind AS 103 as the amalgamation is considered to be a common control transaction.

To the extent there are inter-corporate loans or balances between the Transferor Company and the Transferee company, the obligations in respect thereof shall come to an end and corresponding effect shall be given in the books of accounts and records of the Transferee company for the reduction of any assets and liabilities, as the case may be.

In case of any differences in accounting policy between the Transferor Company and the Transferee Company, the accounting policies, as may be by the Board of Directors of the Transferee Company will prevail and the difference till the Appointed Date will be quantified and adjusted in the Reserves to ensure that the financial statements of the Transferee Company reflect the financial position on the basis of consistent accounting policy.

17 CONSIDERATION

1. Upon the Scheme coming into effect, all equity shares and/or preference shares of the Transferor Company held by Transferee Company (either directly or through nominee) shall stand cancelled without any further application, act or deed. It is clarified that no new shares shall be issued or payment made in cash whatsoever by the Transferee Company in lieu of shares of the Transferor Company.
2. Upon coming into effect of this Scheme , the shares or the share certificates of the Transferor Company in relation to the shares held by the Transferee Company, as the case may be shall, without any further application, act, instrument or deed, be deemed to have been automatically cancelled and be of no effect without any necessity of them being surrendered.

18 SAVING OF CONCLUDED TRANSACTIONS

The transfer of properties and liabilities and the continuance of proceeding by pr against Transferor Company as envisaged in above shall not affect any transaction or proceedings already concluded by Transferee Company on or before the Appointed Date and after the Appointed Date to the Effective Date to the end and intent that Transferor Company accepts and adopts all acts, deeds and things done and executed by Transferee Company in respect thereto as done and executed by Transferee Company in respect thereto as done and executed on behalf of itself.

19. DISSOLUTION OF THE TRANSFEROR COMPANY

The Transferor Company shall stand dissolved without winding up, on an order made by the Authority under Section 233 of the Act without any further act, instrument or deed, upon the Scheme becoming effective.

20 VALIDITY OF EXISTING RESOLUTIONS, ETC.

Upon the coming into effect of this Scheme, the resolutions, if any, of the Transferor Company, which are valid and subsisting on the Effective Date, shall continue to be valid and subsisting and be considered as resolutions of the Transferee Company and if any such resolutions have any monetary limits approved under the provisions of the Act, or any other applicable statutory provisions, then the said limits shall be added to the limits, if any, under like resolutions passed by the Transferee Company and shall constitute the aggregate of the said limits of the Transferee Company.

PART IV-AMALGAMATION OF THE TRANSFEROR COMPANY
WITH THE TRANSFEREE COMPANY
GENERAL TERMS AND CONDITIONS

21 APPLICATION TO AUTHORITY

The Transferor Company and the Transferee Company shall with all reasonable dispatch, make necessary joint applications/petitions, under Section 233 and other applicable provisions of the Act, to the Authority for sanctioning this Scheme.

22 LISTING AGREEMENT AND SEBI & STOCK EXCHANGES COMPLIANCES

22.1 Since the Transferee Company is a listed company, this Scheme is subject to the compliances of all the requirements under the Listing Regulations and all statutory directive of the Securities Exchange Board of India (“SEBI”) insofar as they relate to sanction and implementation of the Scheme.

22.2 SEBI vide Notification No.SEBI/LAD/NRO/GN/2016-17/029 dated 15th February,2017 has amended the Listing Regulations and relaxed the requirement of obtaining prior approval or no objection /observation letter of the Stock Exchanges and SEBI in case of merger of wholly owned subsidiary with its holding company. The draft scheme shall be filed with the Stock Exchange for disclosure purpose in compliance with above notification.

23 MODIFICATIONS/ AMENDMENTS TO THE SCHEME

23.01 The Transferor Company and the Transferee Company by their respective Boards may assent to any modifications/amendments to the Scheme or to any conditions or limitations that the Authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by the Boards. The Transferee Company's Board be and is hereby authorized to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions whether by reason of any directive or orders of any other authorities or otherwise howsoever arising out of or under or by virtue of the Scheme and/or any matter concerned or connected therewith and to do all acts, deeds, matters and things and take all such steps as may be necessary, desirable or expedient for putting the Scheme into effect.

23.2. In the event of any of the conditions imposed by the Authority, which the Transferor Company and/or the Transferee Company may find unacceptable for any reason, in whole or in part, then the Transferor Company and/or the Transferee Company shall be at liberty to withdraw the Scheme.

24 SCHEME CONDITIONAL ON APPROVALS/ SANCTIONS

The Scheme is conditional upon and subject to:

- 24.01 the approval by the requisite majority of the respective members and creditors (where applicable) of the Transferor Company and the Transferee Company, as required under the Act.
- 24.02 the scheme being approved by the Regional Director (Central Government) at Delhi/Regional Director (Central Government) of Relevant Jurisdiction
- 24.03 the Confirmation Order if the Regional Director (Central Government) sanctioning this Scheme being filed with the Registrar of Company having jurisdiction over Transferee Company.

24.04 the observations/objections of Registrar of Company and Official Liquidator Section 233 of the Act.

24.05 the observations & conditions if any of the Stock Exchanges, Depositories & SEBI as may be stipulated by them.

24.06 any other condition required to be fulfilled under applicable laws.

25 EFFECT OF NON-RECEIPT OF APPROVALS

25.01 In the event any of the approvals or sanctions not being obtained or conditions enumerated in the Scheme not being complied with, or for any other reason, the Scheme cannot be implemented, the Boards or committee empowered thereof of the Transferor Company and the Transferee Company, shall by mutual agreement waive such conditions as they consider appropriate and which are capable of being waived, to give effect, as far as possible, to this Scheme and failing such mutual agreement, the Scheme shall become null and void and shall stand revoked, cancelled and be of no effect and each of the company shall bear and pay their respective costs, charges and expenses in connection with the Scheme.

25.02 The Boards of the Transferor Company and the Transferee Company shall be entitled to revoke, cancel and declare the Scheme of no effect if they are of the view that the coming into effect of the Scheme could have adverse implications on the Transferor Company and/ or the Transferee Company.

26 BINDING EFFECT

Upon the Scheme becoming effective, the same shall be binding on the Transferor Company and the Transferee Company and all concerned parties, without any further act, deed, matter or thing.

27 COSTS, CHARGES AND EXPENSES AND STAMP DUTY

Upon the Scheme becoming effective, all costs, charges, taxes including duties, levies and all other expenses, if any (save as expressly otherwise agreed) of the Transferor Company and the Transferee Company arising out of or incurred in carrying out and implementing this Scheme and matters incidental thereto shall be borne by the Transferee Company

28 RESIDUAL PROVISIONS

28.01 In the event of any inconsistency between any of the terms and conditions of any earlier arrangement between Transferee Company and the Transferor Company and their respective Shareholders and the terms and conditions of this Scheme, the latter shall prevail.

28.02 Any error, mistake, omission, commission, which is apparent in the Scheme should be read in a manner which is appropriate to the intent and purpose of the Scheme and in line with the preamble as mentioned herein above.

28.03 If any part or provision of this Scheme is found to be invalid, unenforceable or unworkable, for any reason whatsoever, the same shall not affect the validity or implementation of the other parts and/ or provisions of the Scheme and no rights or liabilities whatsoever shall accrue to, or be incurred *inter se* by, the parties or their respective shareholders, creditors, employees or any other person with respect to such part of the Scheme which is invalid, unenforceable or unworkable.

ANNEXURE “A”

Disclosure as required under Regulation 30 (Para A of Part A of Schedule III) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015 are as under:

Sr. No.	Particulars	Details of Information
1.	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.;	<p>Name of the Entities: Maximus Securities Limited (MSL)(The Transferor Company) and Hybrid Financial Services Limited (HFSL) (The Transferee Company).</p> <p>MSL is a wholly owned subsidiary of HFSL.</p> <p>The turnover and net profit of the companies as on March 31, 2023 (Audited) are as under (Amount in ‘Rs.)</p> <p>Maximus Securities Limited– Turnover – INR.2,44,45,702/- and Net Profit INR. 48,41.220/-</p> <p>Hybrid Financial Services Limited – Turnover INR.86,12,117 /- and Net Profit INR. 2,97,492/-</p>
2.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms length”;	<p>No. The proposed amalgamation shall not be treated as a related party transaction in terms of General Circular No. 30/2014 dated 17th July, 2014 issued by the Ministry of Corporate Affairs and the same is subject to the sanction of Hon'ble NCLT, if necessary.</p> <p>Further pursuant to Regulation 23(5)(b) of SEBI LODR, 2015 the related party provisions are not applicable to the proposed scheme of Amalgamation.</p>
3.	Area of business of the entity(ies);	<p>Maximus Securities Limited (MSL) has an office at Andheri (East), Mumbai. The transferor company is engaged in the business of Stock Broking and member with BSE Ltd and NSE Ltd and Depository Participant with National Securities and Depositories Ltd. The company is also registered with Securities Exchange Board of India as Stock Broker.</p>

		<p>Hybrid Financial Services Limited (HFSL) the Transferee company is listed with BSE Ltd & NSE Ltd and engaged in business of providing Management Consultancy , Financial and other allied services.</p> <p>Both the companies are part of the same group and under the same management</p>
4.	Rationale for amalgamation/ merger;	<p>Maximus Securities Limited , the Transferor company is 100% subsidiary of Hybrid Financial Services Limited, the Transferee Company. Both the companies are part of the same group and under the same management.</p> <p>Accordingly, the Board of Directors of the Transferor Company and the Transferee Company have decided to amalgamate the Transferor Company together with their business and undertakings, with the Transferee Company, so as to achieve the following:</p> <p>Greater integration and greater financial strength and flexibility for the amalgamated entity, which would result in maximizing overall shareholder value and will improve the competitive position of the combined entity</p>

		<p>Enable the shareholders of Hybrid Financial Services to get direct participation in the business of its present wholly owned subsidiary (being Maximus Securities Limited)</p> <p>Simplified group and business structure;</p> <p>The consolidation of legal entities would result in reduced number of entities within the group. This would minimize cost and administrative hassle of maintaining multiple legal entities;</p> <p>The aforesaid synergistic benefits accruing from the consolidation would ultimately contribute to the future business and profitability of the merged entity. The amalgamation of Transferor Company and Transferee Company is, therefore, beneficial in the long-term interests of the shareholders and all stake holders of these companies.</p> <p>Reducing time and efforts for consolidation of financials at group level.</p> <p>Thus, as a whole, amalgamation of the Transferor Company with the Transferee Company in terms of the Scheme will be beneficial for both the companies, their shareholders, creditors, employees, customers and all others concerned with both the companies.</p>
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5.	In case of cash consideration – amount or otherwise share exchange ratio;	<p>The Transferor Company (MSL) is a wholly owned subsidiary of Transferee Company (HFSL) and therefore upon amalgamation of Transferor Company with Transferee Company in terms of the Scheme becoming effective, the entire paid-up share capital i.e. equity share capital of the Transferor Company held by the Transferee Company shall without any act or deed stand automatically cancelled and be extinguished and in lieu thereof and the Transferee Company shall not be required to issue and / or allot any shares to the members of the Transferor Company.</p> <p>There is no cash consideration.</p>
6.	Brief details of change in shareholding pattern (if any) of listed entity.	There will be no change in Shareholding pattern of the Holding Listed Company pursuant to the Scheme.

v

FORM NO. CAA.10
[Pursuant to section 233(1)(c) and rule 25(2)]
Declaration of solvency

1. (a) Corporate identity number (CIN) of company : L99999MH1986PLC041277
(b) Global location number (GLN) of company :

2. (a) Name of the company: HYBRID FINANCIAL SERVICES LIMITED
(b) Address of the registered office of the company: 104, Sterling Centre, 1st Floor, Opp.
Divine Child High School, Andheri- Kurla Road, Andheri (East), Mumbai,
Maharashtra - 400093
(c) E-mail ID of the company: office@hybridfinance.co.in

3.(a) Whether the company is listed:
Yes

(b) If listed, please specify the name(s) of the stock exchange(s) where listed:

- Bombay Stock Exchange (BSE)
- National Stock Exchange (NSE)

4. Date of Board of Directors' resolution approving the scheme : **30th June 2023**



Declaration of solvency

We, the directors of M/s HYBRID FINANCIAL SERVICES LIMITED do solemnly affirm and declare that we have made a full enquiry into the affairs of the company and have formed the opinion that the company is capable of meeting its liabilities as and when they fall due and that the company will not be rendered insolvent within a period of one year from the date of making this declaration.

We append an audited statement of company's assets and liabilities as at 31st March 2023 being the latest date of making this declaration.

We further declare that the company's audited annual accounts including the Balance Sheet have been filed upto date with the Registrar of Companies, Mumbai.

Signed for and behalf of the board of directors

For and on behalf of the Board

N. R. DIVATE
Whole Time Director
DIN - 00304616

SAMEER S. PIMPALE
Chairman
DIN - 08813127

K. CHANDRAMOULI
Whole Time Director
and Company Secretary
DIN - 00036297

Place : Mumbai
Date:

Verification



We solemnly declare that we have made a full enquiry into the affairs of the company including the assets and liabilities of this company and that having done so and having noted that the scheme of merger or amalgamation between HYBRID FINANCIAL SERVICES LIMITED and MAXIMUS SECURITIES LIMITED is proposed to be placed before the shareholders and creditors of the company for approval as per the provisions of sub-section of (1) of section 233 of the Companies Act, 2013, we make this solemn declaration believing the same to be true.

Verified this day the 30 day of June, 2023

For and on behalf of the Board

N. R. Divate

N. R. DIVATE
Whole Time Director
DIN - 00304616

Sameer S. Pimpale

SAMEER S. PIMPALE
Chairman
DIN - 08813127

K. Chandramouli

K. CHANDRAMOULI
Whole Time Director
and Company Secretary
DIN - 00036297



Place : Mumbai
Date:

Solemnly affirmed and declared at the day of, 20... before me.
Commissioner of Oaths and Notary Public

Attachments:

- a) Copy of board resolution
- b) Statement of assets and liabilities
- c) Auditor's report on the statement of assets and liabilities

BEFORE ME

Tribhuwannath Sharma

TRIBHUWANNATH SHARMA
M.A., Literature (English), L.L.B. (Bom)
ADVOCATE & NOTARY, GOVT. OF INDIA
Anna Chawl, Sanjay Nagar-2, Mariam Mandir,
Andheri-East, Mumbai-400059.
MOB:- 9137800913



Reg. No. A-6
Sr. No. 647
Dt. 18/7/23



BDMV & Co.
CHARTERED ACCOUNTANTS

815, Gold Crest Business Center, Opp. Manubhai Jewellers,
L.T.Road, Borivali (West), Mumbai – 400 092.
Telephones: 91 22 4978 2796 / 09702197072
Email: info@cabdmv.com

The Board of Directors of Hybrid Financial Services Limited
104, 1st Floor, Sterling Centre,
Opp. Divine Child High School,
Andheri – Kurla Road,
Andheri (East), Mumbai – 400093

**Auditor's Certificate on the Statement of Assets and Liabilities of Hybrid
Financial Services Limited (Company) as at 31st March 2023**

We, BDMV & Co, Chartered Accountants, statutory auditor of the **Hybrid Financial Services Limited** Company having registered office at 104, 1st Floor, Sterling Centre, Opp. Divine Child High School, Andheri–Kurla Road, Andheri (East), Mumbai – 400093, hereby certify the Statement of Assets and Liabilities as at 31st March 2023 as per Annexure attached based on the Audited Annual Accounts for the Financial Year 2022-2023.

This certificate has been issued on request of the Company solely to comply with requirements and submission to ROC for application of amalgamation and shall not be used for any other purpose.

For BDMV & Co
Chartered Accountants
Firm Registration No 101256W

Vishal Kelkar



CA Vishal Kelkar
Partner
M No: 154128
UDIN: 23154128BGVQQV1863

Place: Mumbai
Dated: 30th June, 2023

HYBRID FINANCIAL SERVICES LIMITED

ANNEXURE

Statement of Assets and Liabilities as at 31st March 2023
based on the Audited Accounts

Assets

SI.No.	Particulars	Book Value (Rs.)
1	Balance at Bank	3,95,75,589
2	Cash In Hand	446
3	Marketable Securities	4,55,812
4	Bills Receivables	-
5	Trade Debtors	-
6	Loans & Advances	48,50,804
7	Unpaid Calls	-
8	Stock In Trade	-
9	Work In Progress	-
10	Freehold Property	60,77,096
12	Leasehold Property	-
13	Furniture, fittings, utensils, etc.	8,938
14	Patents, Trademarks etc	-
15	Investments other than marketable Securities	10,00,19,990
16	Other Property	-
	Total	15,09,88,675



Liabilities

1 Secured on Specific Assets	-
2 Secured by Floating Charges	-
3 Estimated cost of liquidation and other expense including interest accruing until payment of debts in full.	-
4 Unsecured Creditors (amounts estimated to rank for payment)	-
(a) Trade Accounts	-
(b) Bills Payables	-
(c) Accrued Expenses	68,442
(d) Other Liabilities	3,58,37,970
(e) Provision against Contingent Liabilities (On Provisional Basis)	8,05,35,000
Total	11,64,41,412
Total value of assets	15,09,88,675
Total liabilities	11,64,41,412
Surplus after adjusting debts in full	3,45,47,263



N. R. DIVATE
Whole Time Director
DIN - 00304616



K. CHANDRAMOULI
Whole Time Director
and Company Secretary
DIN - 00036297



SAMEER S. PIMPALE
Chairman
DIN - 08813127



For BDMV & Co
Chartered Accountants
Firm Registration No.: 101256W



VISHAL KELKAR
Partner
M.No. 154128



Place: Mumbai
Dated: 30th June, 2023

Hybrid Financial Services Limited

1. PRE-AMALGAMTION SHAREHOLDING PATTERN OF TRANSFEROR COMPANY – MAXIMUS SECURITIES LIMITED

PARTICULARS	AMOUNT (Rs.)
AUTHORISED CAPITAL	10,00,00,000
Rs. 10,00,00,000 (Rupees ten crores) divided into 100,00,000 (One Crore) Equity shares face value of Rs. 10 each	
TOTAL	10,00,00,000
ISSUED, SUBSCRIBED AND PAID UP CAPITAL	
Rs. 10,00,00,000 (Rupees ten crores) divided into 100,00,000 (One Crore) Equity shares Face Value of Rs. 10 each	10,00,00,000
TOTAL	10,00,00,000

The entire issued, subscribed and paid up equity share capital of the Transferor Company as on 30th June 2023 is held by following persons as follows:

Category code	Category of Shareholders	Number of Shareholders	Total Number of Shares	Percentage
(A)	Promoter & Promoter Group			
(1)	Indian			
(a)	Individuals/Hindu Undivided Family	-	-	-
(b)	Central Government / State Government(s)	-	-	-
(c)	<u>Bodies Corporate</u> Hybrid Financial Services Limited (The Holding Company and its nominees)	7	100,00,000	100%
(d)	Financial Institutions / Banks	-	-	-
(e)	Any Other (specify)	-	-	-
Sub Total (A) (1)		7	1,00,00,000	100%
(2)	Foreign Shareholders	-	-	-
Sub Total (A) (2)		-	-	-
(B)	Public Shareholding	-	-	-
Total	(A) + (B)	7	1,00,00,000	100%

Hybrid Financial Services Limited

2. POST AMALGAMATION SHAREHOLDING PATTERN OF TRANSFEROR COMPANY

Transferor Company is a wholly owned subsidiary of Transferee Company and the entire paid up share capital of Transferor Company is held by the Transferee Company and its nominees, Therefore the shares of Transferor Company held by Transferee Company will stand cancelled as a result of the proposed amalgamation and there shall be no issuance of shares or payment of any consideration by Transferee Company to the shareholders of Transferor Company.

For HYBRID FINANCIAL SERVICES LIMITED

K.CHANDRAMOULI
Whole Time Director and
Company Secretary

Place: Mumbai

Date : 16th August 2023

Hybrid Financial Services Limited

1. PRE-AMALGAMTION SHAREHOLDING PATTERN OF TRANSFEREE COMPANY – HYBRID FINANCIAL SERVICES LIMITED

PARTICULARS	AMOUNT (Rs.)
AUTHORISED CAPITAL	35,00,00,000
Rs. 35,00,00,000 (Rupees Thirty Five Crores) divided into 7,00,00,000 (Seven Crores) Equity Shares Face Value of Rs. 5 each	
TOTAL	35,00,00,000
ISSUED, SUBSCRIBED AND PAID UP CAPITAL	
Rs. 14,71,81,375 (Rupees Fourteen Crores Seventy One Lakhs Eighty One Thousand Three Hundred Seventy Five) divided into 2,94,36,275 Equity shares Face Value of Rs. 5 each	14,71,81,375
TOTAL	14,71,81,375

The entire issued, subscribed and paid up equity share capital of the Transferee Company as on 30th June 2023 is held by following persons as follows:

Category code	Category Shareholders of	Number of Shareholders	Total Number of Shares	Percentage
(A)	Promoter & Promoter Group			
(1)	Indian			
(a)	Individuals/Hindu Undivided Family	2	1,87,62,051	63.74%
(b)	Central Government / State Government(s)	-	-	-
(c)	Bodies Corporate	1	75,000	0.25%
(d)	Financial Institutions / Banks	-	-	-
(e)	Any Other (specify) Director's Relative	4	7,500	0.03%
Sub Total (A) (1)		7	1,88,44,551	64.02%
(2)	Foreign Shareholders	-	-	-
Sub Total (A) (2)		-	-	-
TOTAL (A)		7	1,88,44,551	64.02%

Regd. Off.: 104 1st Floor, Sterling Centre, Opp. Divine Child High School, Andheri-Kurla Road, Andheri (E), Mumbai - 400 093 • Tel No.: 022 6141 8763 • Email : office@hybridfinance.co.in
CIN No.: L99999MH1986PLC041277 • GSTIN : 27AAACM2824M1ZD

Hybrid Financial Services Limited

(B)	Public Shareholding			
(1)	Indian			
(a)	Individuals/Hindu Undivided Family	51,597	95,21,258	32.35%
(b)	Central Government / State Government(s)	-	-	-
(c)	Bodies Corporate	232	3,17,780	1.08%
(d)	Financial Institutions / Banks	8	2,62,200	0.89%
(e)	Any Other (specify) Clearing Members, HUF and Trust	196	247761	0.84%
Sub Total (B) (1)		52033	1,03,48,999	35.16%
(2)	Foreign Shareholders Non Resident Indians	38	242725	0.82%
Sub Total (B) (2)		38	2,42,725	0.82%
TOTAL (B)		52071	1,05,91,724	35.98%
Total	(A) + (B)	52078	2,94,36,275	100%

2. POST AMALGAMATION SHAREHOLDING PATTERN OF TRANSFEROR COMPANY

Since Transferor Company is a wholly owned subsidiary of Transferee Company and the entire paid up share capital of Transferor Company is held by the Transferee Company and its nominee, as a result of the proposed scheme of amalgamation, the shares of Transferor Company held by Transferee Company will stand cancelled and there shall be no issuance of shares or payment of any consideration by Transferee Company to the shareholders of Transferor Company.

Hence, there will be no change in the Shareholding Pattern of Transferee Company effecting from this Amalgamation.

For HYBRID FINANCIAL SERVICES LIMITED



K.CHANDRAMOULI
Whole Time Director and
Company Secretary

Place: Mumbai

Date : 16th August 2023

Regd. Off.: 104 1st Floor, Sterling Centre, Opp. Divine Child High School, Andheri-Kurla Road,
Andheri (E), Mumbai - 400 093 • Tel No.: 022 6141 8763 • Email : office@hybridfinance.co.in
CIN No.: L99999MH1986PLC041277 • GSTIN : 27AAACM2824M1ZD

INDEPENDENT AUDITORS' REPORT

To,
The Members,
HYBRID FINANCIAL SERVICES LTD

Report on the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial Statements of **HYBRID FINANCIAL SERVICES LTD** ("**The Company**"), which comprise the Balance Sheet as at 31st March 2023, and the Statement of Profit and Loss, Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2023, and profit including comprehensive income, the statement of changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Emphasis of Matter

We draw attention to;

- Note 2.18 (11) of the Standalone Financial Statements, which states that the Company has made provision towards gratuity on the basis of Gratuity Act instead of Ind AS 19 as prescribed by ICAI. "Employee Benefit.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr No	Key Audit Matters	Auditor's Response
1	<p>Disputed Tax and other liabilities.</p> <p>The company has received demand from income tax department. The Company has material uncertain tax positions including matters under dispute, demand from FEMA and other different regulators like civil court, labour court, consumer forums etc. which involves significant judgment to determine the possible outcome of these disputes.</p> <p>Refer Notes 2.18 (1) to the Standalone Financial Statements</p>	<p>Principal Audit Procedures</p> <p>We have Obtained details of completed tax assessments and correspondences from different regulators made by the company during the year. We involved our internal experts to challenge the management's underlying assumptions in estimating the tax provision and other demand from various regulators and the possible outcome of those disputes.</p> <p>Our internal experts and company's legal consultant also considered legal precedence and other rulings in evaluating management's position on these uncertain liabilities. Additionally, we considered the effect of new information in respect of uncertain tax positions and other matters to evaluate whether any change was required to management's position on these uncertainties.</p>

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

The Company's Management and Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the annual report but does not include the standalone financial statements and our auditor's report thereon. The Company's annual report is expected to be made available to us after the date of this auditor's report.

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

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

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

Management's and Board of Directors Responsibility for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

36TH ANNUAL REPORT 2022-2023

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

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

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

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

- Identify and assess the risks of material misstatement of the Annual Standalone Financial Results, 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 with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosure made by the Management and Board of Directors.
- Evaluate the appropriateness and reasonableness of disclosures made by the Board of Directors in terms of the requirements specified under Regulation 33 of the Listing Regulations.
- Conclude on the appropriateness of the Management's and Board of Directors' use of the going concern basis of accounting in preparation of financial statement and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company 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 Statement 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 Annual Standalone Financial Results, including the disclosures, and whether the Annual Standalone Financial Results 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, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. (A) As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The standalone Balance Sheet, the standalone Statement of Profit and Loss (including other comprehensive income), the standalone statement of changes in equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the Directors as on 31st March, 2023 taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2023 from being appointed as a Director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (B) 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:
 - a) The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements Refer Note 2.18 (1) to the Standalone Financial Statements
 - b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - c) There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company.
 - d) (i) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
 - (ii) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and

- (iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (d) (i) and (d) (ii) contain any material mis-statement.
- e) The dividend declared or paid during the year by the Company is in compliance with Section 123 of the Act.
- (C) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:
- In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For BDMV & Co.
Chartered Accountants,
Firm Registration No: 101256W

VISHAL KELKAR
Partner
Membership No. 154128
UDIN: 23154128BGVQQG9230

Mumbai, Dated 18th May 2023

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

The annexure referred to in our Independent Auditors' Report of even date to the members of the Company on the standalone Ind AS financial statements for the year ended 31st March 2023, in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of **HYBRID FINANCIAL SERVICES LIMITED**

- i a (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company does not have any intangible assets. Accordingly, clause 3(i)(a)(B) of the Order is not applicable.
- b According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Property, Plant and Equipment were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the Property, Plant and Equipment at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- d According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, plant and equipment (including Right-of-use assets) or Intangible assets or both during the year.
- e According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- ii a The Company is a service company. Accordingly, it does not hold any physical inventories. Accordingly, clause 3(ii)(a) of the Order is not applicable.
- b According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of the security of current assets at any point of time during the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.
- iii According to the information and explanations given to us and on the basis of our examination of the records of the company, the Company has not made any investment, provided guarantee or security or granted any loans secured or unsecured to companies, firms, Limited Liability partnership or other parties during the year. Accordingly, clause 3(iii) of the Order is not applicable to the Company.
- iv In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- v According to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits from the public during the year and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under, are not applicable to the Company.
- vi According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act. Therefore, the provisions of clause (vi) of the Order are not applicable to the Company.
- vii a The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Goods and Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and any other material statutory dues applicable to it with the appropriate authorities.
- According to the information and explanations given to us, there were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-Tax, Sales-Tax, Service Tax, Goods and Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and any other material statutory dues in arrears, as at 31st March, 2023 for a period of more than six months from the date they became payable.
- b According to the information and explanations given to us, there are no dues of Income Tax, Sales Tax, Service Tax, Good and Service Tax and Value Added Tax which have not been deposited by the Company on account of disputes except given below.

Name of Statute	Nature of the dues	Amount (Rs.)	Period to which the amount relates	Forum where dispute is pending
Sub-Regional Office, Employees' Provident Fund, Vashi	Demand Under Section 7A proceedings	21,06,154/-	2013-2014	The Company had appealed against the order and obtained a favourable decision in its favour from Employee Provident Fund Appellate Tribunal. The Company is unaware of any appeal made by the Department against the same.
Income Tax Act, 1961.	Income Tax	8,14,51,511/-	1993-94 to 1998-99	Assessing Officer

36TH ANNUAL REPORT 2022-2023

- viii According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.
- ix
- a According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in the repayment of loans or borrowings or in the payment of interest thereon to any lender.
 - b According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
 - c In our opinion and according to the information and explanations given to us by the management, the company has not availed any term loans during the year.
 - d According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
 - e According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures, as defined in the Act. Therefore, clause 3(ix) (e.) is not Applicable.
 - f According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies (as defined under the Act).
- x
- a The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) Accordingly, clause 3(x)(a) of the Order is not applicable.
 - b According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- xi
- a Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in the Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
 - b According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
 - c As per information and explanation given by the management, there were no whistle blower complaints received by the Company during the year.
- xii According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- xiii According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Ind AS standalone financial statements as required by the applicable accounting standards.
- xiv
- a Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
 - b We have considered the internal audit reports of the Company issued till date for the period under audit.
- xv In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
- xvi
- a The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clauses 3(xvi)(a) and 3(xvi)(b) of the Order are not applicable.
 - c The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
 - d According to the information and explanations provided to us during the course of audit, the Group does not have any CICs.
- xvii The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- xviii There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- xix According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx In our opinion and according to the information and explanations given to us, section 135 of the Company's Act 2013 is not applicable to the Company. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For BDMV & Co.
Chartered Accountants,
Firm Registration No: 101256W

VISHAL KELAKR
Partner
Membership No. 154128
UDIN: 23154128BGVQQG9230

Mumbai, Dated 18th May 2023

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")****Opinion**

We have audited the internal financial controls over financial reporting of **Hybrid Financial Services Limited** ("the Company") as of 31st March 2023 in conjunction with our audit of Ind AS standalone Financial Statements of the Company for the year ended on that date.

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 31st March 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Standalone Financial Reporting issued by the Institute of Chartered Accountants of India. (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and Directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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.

For BDMV & Co.
Chartered Accountants,
Firm Registration No: 101256W

VISHAL KELAKR
Partner
Membership No. 154128
UDIN: 23154128BGVQQG9230

Mumbai, Dated 18th May 2023

36TH ANNUAL REPORT 2022-2023
Standalone Balance Sheet as at 31st March 2023

Particulars	Note	As at 31st March 2023 Rs. in 000s	As at 31st March 2022 Rs. in 000s
A ASSETS			
1 Non- Current Assets			
(a). Property, Plant and Equipment and Intangible Assets:			
(i). Property Plant and Equipment	2.01	10	10
(ii). Investment Property	2.01	6,076	6,179
(b) Financial Assets			
(i) Non Current Investments	2.02	100,476	100,403
(c) Other Non Current Assets	2.03	1,150	1,923
Total Non Current Assets		107,712	108,515
2 Current Assets			
(a) Financial Assets			
(i) Cash and Bank Balances	2.04	39,576	32,979
(ii) Other Current Financial Assets	2.05	781	543
(b) Other Current Assets	2.06	2,919	8,911
Total Current Assets		43,276	42,433
TOTAL ASSETS		150,988	150,948
B EQUITY AND LIABILITIES			
1 Equity			
(a) Share Capital	2.07	147,181	147,181
(b) Other Equity	2.08	(112,634)	(116,931)
Total Equity		34,547	30,250
2 Liabilities			
Non Current Liabilities			
(a) Borrowings	2.09	21,000	21,000
(b) Provisions	2.10	88,962	92,529
(c) Other Non Current Financial Liabilities	2.11	2,000	2,038
Total Non Current Liabilities		111,962	115,567
Current Liabilities			
(a) Financial Liabilities			
(i) Other Current Financial Liabilities	2.12	4,269	4,921
(b) Provisions	2.13	210	210
Total Current Liabilities		4,479	5,131
TOTAL EQUITY AND LIABILITIES		150,988	150,948

Significant Accounting Policies	1
Notes forming part of the financial statements	2

As per our report of even date
For BDMV & Co
Chartered Accountants
Firm Registration No.: 101256W

For and on behalf of the Board

VISHAL KELKAR
Partner
M.No. 154128

N. R. DIVATE
Whole Time Director
DIN - 00304616

SAMEER S. PIMPALE
Chairman
DIN - 08813127

K.CHANDRAMOULI
Whole Time Director
and Company Secretary
DIN - 00036297

MAHESH S. MAKHIJANI
Director
DIN - 00322226

MEGHA J.VAZKAR
Director
DIN - 00179162

NILAY SHARMA
Director
DIN - 00231299

VINAY KULKARNI
Chief Financial Officer

Mumbai, Dated: 18th May 2023

Mumbai, Dated: 18th May 2023

Statement of Standalone Profit and Loss for the Year Ended 31st March 2023

Particulars	Note	Year Ended 31st March 2023 Rs. in 000s	Year Ended 31st March 2022 Rs. in 000s
INCOME:			
(a) Revenue from Operations			
Service Charges		8,612	12,485
		8,612	12,485
(b) Other Income	2.14	6,725	9,355
1 Total Income		15,337	21,840
EXPENSES:			
(a) Employee Benefit Expenses	2.15	6,730	6,188
(b) Depreciation and Amortisation Expenses	2.01	103	103
(c) Finance Cost	2.16	230	236
(d) Other Expenses	2.17	4,050	5,272
2 Total Expenses		11,113	11,799
3 Profit before Exceptional Items and Tax		4,224	10,041
4 Exceptional items [Refer Note No. 2.18.1]		4,000	-
5 Profit before Tax from Continuing Operations		224	10,041
6 Income Tax Expense:		-	-
		-	-
7 Profit for the year		224	10,041
8 Other Comprehensive Income (OCI)			
- Remeasurement of Gains on Non Current Investments		73	36
9 Total Comprehensive Income for the year		297	10,077
10 Earning Per Share (Equity Share of Rs. 5/- Each)			
Basic and Diluted (without considering OCI)		0.01	0.34
Significant Accounting Policies	1		
Notes forming part of the financial statements	2		

As per our report of even date
For BDMV & Co
Chartered Accountants
Firm Registration No.: 101256W

For and on behalf of the Board

N. R. DIVATE
Whole Time Director
DIN - 00304616

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VINAY KULKARNI
Chief Financial Officer

Mumbai, Dated: 18th May 2023

Mumbai, Dated: 18th May 2023

36TH ANNUAL REPORT 2022-2023
STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2023

		2022-2023 Rs. in 000s	2021-2022 Rs. in 000s
A. Cash Flow from Operating Activities			
Net Profit Before Tax		224	10,041
Adjustment for:			
Depreciation	103		103
Excess Provision / Credit Balances Written Back	-		(495)
Interest / Dividend on Investments	(1,889)		(2,124)
Provisions for Gratuity	173		173
Provisions for Leave Encashment	260		260
Financial Cost	230		236
		(1,123)	(1,847)
Operating (Loss) / Profit before Working Capital Changes		(899)	8,194
Changes in Working Capital			
Adjustments for (Increase) / Decrease in operating assets			
Other Current Assets	5,992		(4,730)
Adjustments for Increase / (Decrease) in operating liabilities			
Other Non Current Financial Liabilities	(38)		-
Other Current Financial Liabilities	(652)		(1,684)
Cash Used In Operations		5,302	(6,414)
Direct Taxes Received / (Paid) (Net)		773	(761)
Net Cash From Operating Activities	(A)	5,176	1,019
B. Cash Flow from Investing Activities			
Interest/Dividend Received		1,651	2,118
Net Cash From Investing Activities	(B)	1,651	2,118
C. Cash Flow from Financing Activities			
Short Term Borrowings		-	(41)
Financial Costs		(20)	(26)
Dividend Paid on Preference Shares		(210)	(210)
Net Cash Used In Financing Activities	(C)	(230)	(277)
Net Increase in Cash and Cash Equivalents	(A+B+C)	6,597	2,860
Cash and Cash Equivalents as at the commencement of the year		32,979	30,119
Cash and Cash Equivalents as at the end of the year		39,576	32,979
Net Increase as Disclosed above		6,597	2,860

NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2023

	As at 31.03.2023 Rs. in 000s	As at 31.03.2022 Rs. in 000s
1 Cash and cash equivalents include :		
Cash on hand	1	1
Bank Balances	39,575	32,978
Total	39,576	32,979

2 All figures in brackets are outflows.

3 Previous Year's figures have been regrouped wherever necessary to confirm to this year's classification.

As per our report of even date
For BDMV & Co
Chartered Accountants
Firm Registration No.: 101256W

For and on behalf of Board of Directors

VISHAL KELKAR
Partner
M.No. 154128

N. R. DIVATE
Whole Time Director
DIN - 00304616

SAMEER S. PIMPALE
Chairman
DIN - 08813127

K.CHANDRAMOULI
Whole Time Director
and Company Secretary
DIN - 00036297

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Director
DIN - 00322226

MEGHA J.VAZKAR
Director
DIN - 00179162

NILAY SHARMA
Director
DIN - 00231299

VINAY KULKARNI
Chief Financial Officer

Mumbai, Dated: 18th May 2023

Mumbai, Dated: 18th May 2023

Standalone Statement of Changes in Equity for the year ended 31.03.2023

a Equity Share Capital

Particulars	No. of Shares	Rs. in 000s
Balance as at 01.04.2021	29,436,275	147,181
Add: Shares issued during the year	-	-
Balance as at 31.03.2022	29,436,275	147,181
Add: Shares issued during the period	-	-
Balance as at 31.03.2023	29,436,275	147,181

b Other Equity

Rs. in 000s

Particulars	Other Equity			Total
	Retained Earnings	Capital Redemption Reserve Account	Other Comprehensive Income	
Balance as at 1st April 2021	(144,074)	16,907	159	(127,008)
Addition During the year:				
Transfer to retained earnings	10,041	-	-	10,041
Equity instruments through other comprehensive income	-	-	36	36
Balance as at 31st March 2022	(134,033)	16,907	195	(116,931)
Addition During the year:				
Transfer to retained earnings	224	-	-	224
Provision for Contingencies Reversed	4,000	-	-	4,000
Equity instruments through other comprehensive income	-	-	73	73
Balance as at 31st March 2023	(129,809)	16,907	268	(112,634)

As per our report of even date
For BDMV & Co
Chartered Accountants
Firm Registration No.: 101256W

VISHAL KELKAR
Partner
M.No. 154128

Mumbai, Dated: 18th May 2023

For and on behalf of the Board

N. R. DIVATE
Whole Time Director
DIN - 00304616

MAHESH S. MAKHIJANI
Director
DIN - 00322226

VINAY KULKARNI
Chief Financial Officer

Mumbai, Dated: 18th May 2023

SAMEER S. PIMPALE
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MEGHA J. VAZKAR
Director
DIN - 00179162

K.CHANDRAMOULI
Whole Time Director
and Company Secretary
DIN - 00036297

NILAY SHARMA
Director
DIN - 00231299

Note No. 1

SIGNIFICANT ACCOUNTING POLICIES

I) CORPORATE INFORMATION

The Company's main business activities are Management Consulting, providing Debt Recovery Advise, Consultancy in Financial, Secretarial, Commercial, Legal, Direct and Indirect Taxation, Other Levies, Statistical, Accountancy and Other Fields. The Company is having Registered Office / Head Quarter in Mumbai. The Company presently has no branches.

II) SIGNIFICANT ACCOUNTING POLICIES:

a. BASIS OF PREPARATION:

The financial statements have been prepared in accordance with Indian Accounting Standards (hereafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of Companies Act, 2013 (the "Act") read with Companies (Indian Accounting Standards (Ind AS)) Rules, 2015 and other relevant provisions of the Act.

The financial statements have been prepared on a historical cost convention and accrual basis, except for certain financial assets and liabilities measured at fair value.

b. USE OF ESTIMATES

The preparation of the financial statements, in conformity with the recognition and measurement principles of Ind AS, requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities as at the date of financial statements and the results of operation during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates which are recognized in the period in which they are determined.

c. OPERATING CYCLE FOR CURRENT AND NON-CURRENT CLASSIFICATION

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

All the assets and liabilities have been classified as current or non-current, wherever applicable, as per the operating cycle of the Company as per the guidance set out in Schedule III to the Act.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Based on the nature of activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

d. PROPERTY, PLANT AND EQUIPMENT (INCLUDING CAPITAL WORK-IN-PROGRESS)

Property, Plant and Equipment are stated at cost of acquisition including attributable interest and finance costs, if any, till the date of acquisition / installation of the assets less accumulated depreciation and accumulated impairment losses, if any.

Subsequent expenditure relating to Property, Plant and Equipment is capitalised only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to the Statement of Profit and Loss as incurred. The cost and related accumulated depreciation are eliminated from the financial statements, either on disposal or when retired from active use and the resultant gain or loss are recognised in the Statement of Profit and Loss.

Capital work-in-progress, representing expenditure incurred in respect of assets under development and not ready for their intended use, are carried at cost. Cost includes related acquisition expenses, construction cost, related borrowing cost and other direct expenditure.

e. INVESTMENT PROPERTY

Land or Building held to earn rentals or for capital appreciation or both rather than for use in the production or supply of goods and services or for administrative purposes; or sale in the ordinary course of business is recognised as Investment Property. Investment Property are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

Though, the Company measures investment property using cost based measurement, the fair value of investment property is disclosed in Notes.

Investment properties are de-recognised either when they have been disposed off or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the Statement of Profit and Loss in the period of de-recognition.

f. DEPRECIATION/AMORTISATION ON FIXED ASSETS

Depreciation on Fixed Assets is provided on straight-line method

in accordance with life of assets specified in Part C of Schedule II to the Companies Act, 2013 as per details given below:

Sl.No.	Nature of Assets	Estimated useful life in years
1	Building	60
2	Computers - Servers	6
3	Computers – End user devices	3
4	Furniture and Fixtures	10
5	Motor Vehicles	8
6	Office Equipments	5

AMORTISATION

Expenses incurred on Computer Software are amortised on straight line basis over a period of three years.

ASSETS ACQUIRED IN SATISFACTION OF CLAIMS

Assets acquired in satisfaction of claim has been accounted at fair value of the assets acquired and is marked down by a subsequent reduction in the Net Realisable Value, if any.

g. IMPAIRMENT OF NON FINANCIAL ASSETS

Non- financial assets other than inventories and non-current assets held for sale are reviewed at each balance sheet date to determine whether there is any indication. If any such indication exists or when annual impairment testing for an asset required, the company estimates the asset's recoverable amount. The recoverable amount is higher of assets or cash generating units (CGU) fair value less cost of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash flow that is largely independent of those from other assets or group of assets.

When the carrying amount of an assets or CGU exceeds its recoverable amount, the assets are considered impaired and is written down to its recoverable amount.

h. STOCK IN TRADE / SECURITIES FOR SALE

Stock in trade is valued at weighted average cost or net realisable value whichever is lower.

i. CASH AND CASH EQUIVALENTS

Cash and cash equivalents for the purpose of cash flow statement comprise cash in hand, balances in current accounts with scheduled banks and bank deposits.

j. REVENUE RECOGNITION

Revenue is recognized when there is reasonable certainty of its ultimate realization / collection. Revenue is net of Goods and Service Tax where recovered.

(i) Income from Operations

Brokerage income is recognized on transactions on which "Settlements" are completed during the year. In case of Income from Marketing of Financial Products the same are accounted on cash basis.

(ii) Profits on Sale of Investments

Profit on Sale of Investments is accounted reckoning the average cost of the investments.

(iii) Other Income

Other Income is accounted on accrual basis except Dividend Income, Interest on Government Bonds and Interest on Income Tax Refunds which are accounted on cash basis.

k. BORROWING COST

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

l. RETIREMENT BENEFITS

The Company has dissolved the Provident Fund Trust and is in the process of closure of the same as there are no employees left other than the two Whole Time Directors and Chief Financial Officer. The Company's Superannuation Fund is administered through Life Insurance Corporation of India and is recognised by the Income Tax Department. Company's contribution to Superannuation Fund for the year is charged against revenue. The Company has provided for Gratuity in Current Year for the Two Wholetime Directors.

m. LEAVE ENCASHMENT

Provision is made for Leave Encashment on the basis of actual leave to the credit of the employee.

n. TAXES ON INCOME

Current Tax is determined as per Law. Deferred Tax Asset and Liability are measured using the tax rates that have been enacted or substantively enacted at the Balance Sheet date.

o. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions involving substantial degree of estimation in

measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are provided on the basis of management evaluation of the same and reviewed on the basis of events happening, besides disclosures in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

p. LEASED ASSETS

Rentals in respect of assets taken on operating lease by the company are expensed with reference to the lease and other considerations.

q. 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.

Financial Assets

Initial Measurement:

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent Measurement:

Subsequent measurement is determined with reference to the classification of the respective financial assets and the contractual cash flow characteristic of the financial assets, the company classifies financial assets as subsequently measured at amortized cost, fair value through other comprehensive income or fair value through profit and loss.

Financial Assets carried at amortised cost

A financial asset is measured at amortised 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 amount outstanding

Financial Assets at fair value through other Comprehensive Income (FVOCI)

A financial asset is measured at FVOCI 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 to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial Assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are measured at FVTPL

Debt instruments included within the FVTOCI category are measured at fair value with all changes recognized in profit and loss. However currently the company does not have any financial instrument in this category.

Equity Investment

All equity investments in scope of Ind AS 109 are measured at fair value except unquoted equity investments including investment in subsidiary which are stated at cost. Equity instruments which are held for trading are classified as at FVTPL. For other equity instruments, the company decides to classify the same either as at FVTOCI or FVTPL. The company makes such election on an instrument by instruments basis. The Classification is made on initial recognition and is irrevocable.

If the company decides to classify an equity instrument as at FVTOCI, all fair value changes on the instrument, excluding dividends are recognized in other comprehensive income.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit or loss.

De-recognition of Financial Assets

The Company de-recognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity.

If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the assets and an associated liability for amounts it may have to pay.

If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

Financial Liabilities

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings and payables as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

● **Borrowings**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at fair value.

● **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 amortisation.

● **De-recognition of Financial Liabilities**

Financial Liabilities are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in the Statement of Profit and Loss as other gains/(losses).

● **Offsetting Financial Instruments**

Financial Assets and Financial Liabilities are offset and the net amount is reported in the 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.

r. FAIR VALUE MEASUREMENT

The Company measures financial assets and financial liability at fair value at each balance sheet date.

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 fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, 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. For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies. For this analysis, the Management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation and other relevant documents.

36TH ANNUAL REPORT 2022-2023

Notes forming part of Standalone Financial Statements

2.01 (a) : Property, Plant and Equipment and Intangible Assets

Rs. in 000s

Particulars				Total
	Furnitures & Fixtures	Computer Equipments	Office Equipments	
Gross Carrying as at 1st April, 2021	34	26	118	178
Additions during the year	-	-	-	-
Disposals during the year	-	-	-	-
As at 31st March 2022	34	26	118	178
Additions during the year	-	-	-	-
Disposals during the year	-	-	-	-
As at 31st March 2023	34	26	118	178
Depreciation and Impairment				
As at 1st April 2021	32	24	112	168
Depreciation charge for the year	-	-	-	-
Deletions during the year	-	-	-	-
As at 31st March 2022	32	24	112	168
Depreciation charge for the year	-	-	-	-
Deletions during the year	-	-	-	-
As at 31st March 2023	32	24	112	168
Net Book Value				
As at 31st March 2023	2	2	6	10
As at 31st March 2022	2	2	6	10

Note 2.01 (b): Investment Property

Rs. in 000s

Particulars	Building
Gross Carrying as at 1st April, 2021	521
Additions during the year	5,977
Disposals during the year	-
As at 31st March 2022	6,498
Addition during the year	-
Disposals during the year	-
As at 31st March 2023	6,498
Depreciation and Impairment	
As at 1st April 2021	216
Depreciation charge for the year	103
Deletions during the year	-
As at 31st March 2022	319
Depreciation charge for the year	103
Deletions during the year	-
As at 31st March 2023	422
Net Book Value	
As at 31st March 2023	6,076
As at 31st March 2022	6,179

Note:

As per the requirement of Ind As 40, the Company has not carried out the process of independent valuation by an Accredited External Valuer and hence the fair value of the Investment Property is not disclosed here.

2.02 Non Current Investments

Particulars	As at 31st March 2023 Rs. in 000s	As at 31st March 2022 Rs. in 000s
IN FULLY PAID EQUITY SHARES OF SUBSIDIARY COMPANIES		
1,00,00,000 Shares of Rs.10 each in Maximus Securities Limited	100,000	100,000
SUB TOTAL (A)	100,000	100,000
IN FULLY PAID EQUITY SHARES - QUOTED		
112 Shares of Rs.2 each in Larsen & Toubro Limited	243	198
28 Shares of Rs.10 each in Ultratech Cement Limited	213	185
SUB TOTAL (B)	456	383
IN FULLY PAID EQUITY SHARES - UNQUOTED		
WITH ASSOCIATE COMPANIES		
24,500 shares of Rs.10 each in Hybrid Systems Limited	245	245
	245	245
Less: Provision for Diminution in Value	245	245
SUB TOTAL (C)	-	-
WITH OTHERS		
16,000 shares of Rs.10 each in AB Corp Limited	1,280	1,280
3,00,000 shares of Rs.10 each in Leisure Hotels Limited	3,000	3,000
	4,280	4,280
Less: Provision for Diminution in Value	4,280	4,280
SUB TOTAL (D)	-	-
IN FULLY PAID PREFERENCE SHARES		
52,255 shares of Rs.10 each in Pasupati Fabrics Limited	523	523
Less: Provision for Diminution in Value	523	523
SUB TOTAL (E)	-	-
OTHERS		
333 shares of Rs.30 each in Bombay Mercantile Co-operative Bank Limited	10	10
1,000 shares of Rs.10 each in Saraswat Co-operative Bank Limited	10	10
SUB TOTAL (F)	20	20
TOTAL [A + B + C + D + E + F]	100,476	100,403

Particulars	As at 31st March 2023 Rs. in 000s	As at 31st March 2022 Rs. in 000s
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2.03 Other Non Current Assets

Advance payment of Income Tax and Tax Deducted at Source

739 1,512

Sub Total (A) 739 1,512

Deposit with others

(i) Considered Good 411 411

(ii) Considered Doubtful 8,000 8,000

8,411 8,411

Less: Provision for Doubtful Deposit 8,000 8,000

Sub Total (B) 411 411

Total (A) + (B) 1,150 1,923

2.04 Cash and Bank Balances

Cash and Cash Equivalent

Bank Balances - Current Account 528 919

Bank Deposits maturing within three months 4,301 4,116

Cash Balance 1 1

Sub Total (A) 4,830 5,036

Balances With Banks

Fixed Deposits for Bank Overdraft 12,558 11,979

Bank Deposits with more than 12 months Maturity 21,688 -

Fixed Deposits Others 500 15,964

Sub Total (B) 34,746 27,943

Total (A) + (B) 39,576 32,979

Particulars	As at 31st March 2023 Rs. in 000s	As at 31st March 2022 Rs. in 000s
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2.05 Other Current Financial Assets

Interest Accrued on Bank Deposits 781 543

Total 781 543

2.06 Other Current Assets

Loans and Advances to Related Parties

Subsidiary Company - Unsecured Considered Good 500 4,562

Other Related Parties - Unsecured

(i) Considered Good 1 1

(ii) Considered Doubtful - -

1 1

Less: Provision for Doubtful Advances - -

1 1

Prepaid Expenses 15 -

Advances recoverable in cash or in kind or for value to be received - Unsecured Considered Good

2,403 4,348

Total 2,919 8,911

36TH ANNUAL REPORT 2022-2023

Particulars	As at		As at	
	31st March		31st March	
	2023		2022	
	Rs. in 000s		Rs. in 000s	

2.07 Share Capital

AUTHORISED CAPITAL

7,00,00,000 Equity shares of Rs.5/- each	350,000	350,000
	<u>350,000</u>	<u>350,000</u>

ISSUED , SUBSCRIBED & PAID UP CAPITAL

2,94,36,275 Equity Shares of Rs.5/- each fully paid	147,181	147,181
Total	<u>147,181</u>	<u>147,181</u>

Movements in Share Capital

Equity shares

Particulars	As at 31st March 2023		As at 31st March 2022	
	Number	Rs. in 000s	Number	Rs. in 000s
Number of shares at the beginning of the year	29,436,275	147,181	29,436,275	147,181
Add: Shares issued during the year	-	-	-	-
Number of shares at the end of the year	<u>29,436,275</u>	<u>147,181</u>	<u>29,436,275</u>	<u>147,181</u>

The company has one class of share referred to as equity shares having a par value of Rs.5/-. Each holder of equity shares is entitled to one vote per share and dividend per share as may be declared/proposed by the Board of Directors.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the 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.

Details of shareholders holding more than 5 percent equity shares in the company:

Name of Shareholders	As at 31st March 2023		As at 31st March 2022	
	No of shares	% of holding	No of shares	% of holding
Mr. Nandakishore R. Divate - Promoter	9,383,995	31.88	9,383,995	31.88
Mr. K.Chandramouli - Promoter	9,378,056	31.86	9,378,056	31.86
Total	<u>18,762,051</u>	<u>63.74</u>	<u>18,762,051</u>	<u>63.74</u>

Note:

Promoters of the Company are holding 63.74 % (Previous Year 63.74%) of the total Equity Share Capital of the Company and there are no other Share Holders holding more than 5% of the Equity Share Capital of the Company .

Share Holding of Promoters

Particulars	As at 31st March 2023		Changes during the Year No of shares
	No of shares	% of holding	
Mr. Nandakishore R. Divate	9,383,995	31.88	Nil
Mr. K.Chandramouli	9,378,056	31.86	Nil
Total	<u>18,762,051</u>	<u>63.74</u>	

Share Holding of Promoters

Particulars	As at 31st March 2022		Changes during the Year No of shares
	No of shares	% of holding	
Mr. Nandakishore R. Divate	9,383,995	31.88	Nil
Mr. K.Chandramouli	9,378,056	31.86	Nil
Total	<u>18,762,051</u>	<u>63.74</u>	

Particulars	As at		As at	
	31st March		31st March	
	2023		2022	
	Rs. in 000s		Rs. in 000s	

2.08 Other Equity

Capital Redemption Reserve Account	16,907	16,907
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Total (A)	<u>16,907</u>	<u>16,907</u>
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Surplus / (Deficit) as per Statement of Profit & Loss:

Opening Balance	(134,033)	(144,074)
Add: Profit for the year	224	10,041
	<u>(133,809)</u>	<u>(134,033)</u>

Add: Provision for Contingencies Reversed (Refer Note No. 2.18.1)	4,000	-
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Total (B)	<u>(129,809)</u>	<u>(134,033)</u>
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Other Comprehensive Income

As per Last Balance Sheet	195	159
Movement in OCI (Net) during the year	73	36

Total (C)	<u>268</u>	<u>195</u>
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Total (A) + (B) + (C)	<u>(112,634)</u>	<u>(116,931)</u>
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Nature of Reserves

Retained Earnings

Retained Earnings represent surplus / accumulated earnings of the company and are available for distribution to shareholders.

2.09 Borrowings

21,00,000 1% Redeemable Cumulative Preference Shares of Rs.10/- each fully paid	21,000	21,000
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Total	<u>21,000</u>	<u>21,000</u>
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2.10 Provisions

Provision for Employee Benefits :

Gratuity	2,077	1,904
Leave Encashment	6,350	6,090
Provision for Contingencies [Refer Note.2.18.1]	80,535	84,535

Total	<u>88,962</u>	<u>92,529</u>
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2.11 Other Non Current Financial Liabilities

Unsecured

Rent Deposit Received	2,000	2,038
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Total	<u>2,000</u>	<u>2,038</u>
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2.12 Other Current Financial Liabilities

Related Parties	3,993	4,232
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Statutory Dues Payable:

Tax Deducted at Source	74	105
Profession Tax	1	1
Goods and Service Tax	-	296

Other Payables:

Auditor's Remuneration	54	54
Outstanding Expenses Payable	68	166
Others	79	67

Total	<u>4,269</u>	<u>4,921</u>
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2.13 Provisions

Short Term Provisiosn:

For Proposed Dividend on Preference Shares	210	210
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Total	<u>210</u>	<u>210</u>
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HYBRID FINANCIAL SERVICES LIMITED

Particulars	Year Ended 31st March 2023 Rs. in 000s	Year Ended 31st March 2022 Rs. in 000s	Particulars	Year Ended 31st March 2023 Rs. in 000s	Year Ended 31st March 2022 Rs. in 000s
2.14 Other Income			2.16 Finance Cost		
Interest Income			Bank Charges and Commission		
Interest on Deposits with Banks	1,885	1,523	Interest on Bank Overdraft	15	22
Interest on Income Tax Refund	75	17	Dividend on Redeemable Preference Shares	5	4
Dividend Income from Long Term Investments	4	601	Total	210	210
Other non-operating income				<u>230</u>	<u>236</u>
Rent Received	3,190	3,228	2.17 Other Expenses		
Excess Provision Written Back	-	495	Advertisement and Business Promotion Expenses	1,338	1,458
Bad Debts Written Off in Earlier Years Recovered	-	1,795	Audit Fees and Other Services	98	112
Others	1,571	1,696	Conveyance Expenses	9	18
Total	<u>6,725</u>	<u>9,355</u>	Custodial and Corporate Action Fees	101	1,093
2.15 Employee Benefit Expenses			Listing Fees	560	945
Salaries & Other Allowances	4,800	4,200	Motor Car Expenses	225	245
Contribution to Superannuation Fund	972	989	Postage and Courier Expenses	151	2
Gratuity	173	173	Printing and Stationery	156	32
Leave Encashment	260	260	Professional Fees & Service Charges	567	523
Reimbursement of Salaries	525	566	Rates and Taxes	3	11
Total	<u>6,730</u>	<u>6,188</u>	Rent and Office Premises Compensation	144	144
			Office Maintenance Expenses	6	5
			Shared Service Expenses	79	85
			Telephone Expenses	32	27
			Travelling Expenses	1	-
			Miscellaneous Expenses	580	572
			Total	<u>4,050</u>	<u>5,272</u>

2.18 NOTES ON FINANCIAL STATEMENTS

1. Contingent Liabilities:

Sl. No.	Particulars	Current Year (Rs.)	Previous Year (Rs.)
1	Interest Tax	21,07,307/-	21,07,307/-
2	Labour Court, Civil Court and Consumer Forums	56,16,678/-	56,16,678/-
3	Foreign Exchange Management Act	5,60,00,000/-	5,60,00,000/-
4	Sub-Regional Office, Employees' Provident Fund, Vashi	21,06,154/-	21,06,154/-
5	BSE Limited – Reinstatement Fee	Nil	40,00,000/-
6	Disputed Income Tax Demands	8,14,51,511/-	8,14,51,511/-

The Company has already provided during the earlier years out of abundant caution 50% of the Principal Liability in case of Sl. Nos. 1, 2, & 4 and 55% in case of Sl. Nos. 3 & 6 as Contingency Provision.

Provision against Sl.No.5 made for 100% of Principal Liability in the earlier year is reversed during the year as the Reinstatement Fee of Rs. 40,00,000/- is settled during the year and shown under Exceptional Item in Statement of Profit and Loss account.

Presently all the above matters are under litigation with various authorities and hence based on the final outcome or management perception appropriate accounting entries will be passed fastening the liability or its reversal.

2. Payment to Auditors

	Current Year Rs. in 000s	Previous Year Rs. in 000s
As Statutory Auditor	60	60
Limited Review and Other Certification work	36	51
Out of Pocket Expenses	2	1
Total	98	112

- During the year 2004-2005 the company has accounted for the immovable properties acquired in satisfaction of claims valued at Rs.59,76,429/-. The company is in possession of the property. As the documentation process of the same is completed, the Company has capitalised the same during the previous year with effect from 1st April 2021.
- Hon'ble Bombay High Court has sanctioned the Scheme of Compromise under section 391 with many of the Bankers and Trustees for Debenture Holders in the year 2005 and 2010. the Company has completed all the payments as per the Sanctioned Scheme. However the Company is yet to receive the final discharge from the Bankers and Trustees of Debenture Holders for release of assets.
- The Company has paid under protest all the outstanding dues claimed by BSE / NSE / NSDL / CDSL under protest as these were the stumbling block in the matter of trading in the shares of the Company. The Company has successfully pursued the matter of Revocation of Suspension in Trading of its shares and after making payment of all the outstanding dues as mentioned above the trading in shares of the Company recommenced in BSE and NSE with effect from 5th December 2022.
- The Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid/payable as required under the said Act have not been given.
- During the year the Company has got Udyam Registration Certificate dated 25th May,2022 from Ministry of Micro, Small and Medium Enterprises (MSME).

36TH ANNUAL REPORT 2022-2023

8. As required by Ind AS - 24 issued by The Institute of Chartered Accountants of India, Related Party Disclosures are as follows:

A. Subsidiary Company

Maximus Securities Limited

B. Associate Companies

Garron Shares and Stock Brokers Private Limited

Garron Trading Company Private Limited

Hybrid Systems Limited

Hybrid Services and Trading Private Limited

C. Key Management Personnel

Mr. N. R. Divate and Mr. K.Chandramouli

Transactions with Related Parties:

Particulars	Subsidiary Company		Associate Companies		Key Management Personnel	
	2022-23 Rs. in 000s	2021-22 Rs. in 000s	2022-23 Rs. in 000s	2021-22 Rs. in 000s	2022-23 Rs. in 000s	2021-22 Rs. in 000s
(a) Outstanding Receivables	2,50	45,62	1	1	-	-
(b) Provision made as on date for doubtful debts	Nil	Nil	-	-	-	-
(c) Rent Deposit taken	20,00	20,00	-	-	-	-
(d) Outstanding Payable	-	-	39,93	42,32	-	-
(e) Investment in Subsidiary	10,00,00	10,00,00	-	-	-	-
(f) Rental Income	30,00	30,00	-	-	-	-
(g) Dividend Received	Nil	6,00	-	-	-	-
(h) Rent Paid	-	-	1,44	1,44	-	-
(i) Service Charges charged to them	84,00	1,24,00	-	-	-	-
(j) Service Charges charged by them	Nil	Nil	6,03	6,50	-	-
(k) Other Expenses Charged to them	15,71	16,96	Nil	Nil	-	-
(l) Other Expenses Charged by them	1	1	Nil	Nil	-	-
(m) Managerial Remuneration	-	-	-	-	60,21	54,47

9. The Company has complied with Ind AS 12 "Income Tax" issued by the Institute of Chartered Accountants of India for Deferred tax and Current Tax. The Company has unabsorbed Depreciation and Carry Forward Losses under the Income Tax Act, 1961. In the absence of clear visibility of future earnings, the Company has not recognised Deferred Tax.

10. Earning Per Share:

	Current Year (Rs. In 000s)	Previous Year (Rs. in 000s)
I) Basic Earning Per Share		
Profit for the year as per Statement of Profit & Loss (Excluding OCI)	2,24	100,41
Weighted average number of Equity Shares of Rs.5 each outstanding during the year.	2,94,36,275	2,94,36,275
Basic Earning Per Share (Rupees)	0.01	0.34
II) Diluted Earning Per Share		
Profit for the year as per Statement of Profit & Loss (Excluding OCI)	2.24	100,41
Add: Interest forgone on account of Potential Equity shares	-	-
	2.24	102,41
Weighted average number of Equity Shares of Rs.5 each outstanding during the year.	2,94,36,275	2,94,36,275
Add: Shares issuable under Loan Contract upon default of payment of principal and interest	-	-
Total Weighted average number of Equity Shares.	2,94,36,275	2,94,36,275
Diluted Earning Per Share	0.01	0.34
Nominal Value of Shares (Rupees)	5.00	5.00

11. The company has two employees on its payroll. The Company has provided Gratuity as per Gratuity Act 1972 instead of Ind AS 19 "Employee Benefit" issued by Institute of Chartered Accountant of India.

12. Comparative financial information (i.e., the amounts and other disclosures for the previous year presented above as corresponding figures), is included as an integral part of the current year's Financial Statements and is to be read in relation to the amounts and other disclosures relating to the current year. Figures of the previous year have been reworked, regrouped, rearranged and reclassified wherever necessary to correspond to figures of the current year.

13. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Financial Risk Factors

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Company.

Market Risk

Market Risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, by providing for the same, while optimising the return.

Interest Rate Risk

The Company has financial assets which are at fixed interest rates and is therefore not exposed to the risks associated with the effects of fluctuation in interest rates.

Foreign Exchange Risk

Foreign Currency Risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. As the company does not deal in forex transaction, there is no foreign exchange risk.

Credit Risk

Credit Risk represents the potential loss that the Company would incur if counter parties fail to perform pursuant to the terms of their obligations to the Company. The Company limits its credit risk by carrying out transactions. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position. The Company's main credit risk concentration as on 31st March 2023 is negligible.

There is no risk in terms of Bank Balances, since the counterparty is a reputable bank with high quality external credit ratings.

Liquidity Risk

Liquidity Risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company manages liquidity risk by maintaining adequate reserves, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of the financial assets and liabilities. The table below illustrates the aged analysis of the Company's financial liabilities.

Rs in 000s

	On Demand	Less than 1 Year	1 to 5 Years	Total
As at 31st March 2023				
Borrowings	-	-	2,10,00	2,10,00
Other Payables	-	42,69	-	42,69
As at 31st March 2022				
Borrowings	-	-	2,10,00	2,10,00
Other Payables	-	49,21	-	49,21

14. Additional Regulatory Information:

Ratios:

Sr No	Ratio Analysis	Numerator	Denominator	31-Mar-23 Ratio	31-Mar-22 Ratio	% Change
1	Current Ratio	Current Assets	Current Liabilities	10	9	17.56%
2	Debt Equity Ratio	Total Debts	Shareholder's Equity	Nil	Nil	-
3	Debt Service Coverage Ratio	Net Operating Income	Debt Service	Nil	Nil	-
4	Return on Equity Ratio	Profit for the period	Average Shareholders Equity	0.00	0.39	-99.89% (See Note No.1)
5	Inventory Turnover Ratio	Cost of Goods sold	Average Inventory	Not Applicable	Not Applicable	-
6	Trade Receivables Turnover Ratio	Revenue From Operations	Average Trade Receivables	Not Applicable	Not Applicable	-
7	Trade Payables Turnover Ratio	Total Purchases	Average Trade Payables	Not Applicable	Not Applicable	-
8	Net Capital Turnover Ratio	Revenue From Operations	Average Working Capital	0.22	0.33	-33.68% (See Note No.2)
9	Net Profit Ratio	Net Profit	Revenue From Operations	0.03	0.80	-96.77% (See Note No.3)
10	Return on Capital employed	EBIT	Capital Employed	0.02	0.34	-95.30% (See Note No.4)
11	Return on Investment	Return/Profit/Earnings	Investment	0.00	0.01	-99.33% (See Note No.5)

Note No 1: Variation due to decrease in Profit

Note No 2: Variation due to decrease in Revenue from Operations

Note No 3: Variation due to decrease in Net Profit after Tax

Note No 4: Variation due to decrease in Net Profit before Interest and Tax

Note No 5: Variation due to decrease in Dividend

15. Figures have been rounded off to the nearest rupee and expressed in thousands.

Signatures to Notes 1 and 2

As per our report of even date
For BDMV & Co
Chartered Accountants
Firm Registration No.: 101256W

For and on behalf of the Board

N. R. DIVATE
Whole Time Director
DIN - 00304616

SAMEER S. PIMPALE
Chairman
DIN - 08813127

K.CHANDRAMOULI
Whole Time Director
and Company Secretary
DIN - 00036297

VISHAL KELKAR
Partner
M.No. 154128

MAHESH S. MAKHIJANI
Director
DIN - 00322226

MEGHA J.VAZKAR
Director
DIN - 00179162

NILAY SHARMA
Director
DIN - 00231299

VINAY KULKARNI
Chief Financial Officer

Mumbai, Dated: 18th May,2023

Mumbai, Dated: 18th May,2023