

Independent Auditor's Report

To The Members of
Macfarlane & Company Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **Macfarlane & Company Limited** ('the Company') which comprises the Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (herein after referred to as "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2023 and its profit, total comprehensive income, 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 Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the 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 independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

We have determined that there is no key audit matter to communicate in our report.

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, but does not include the financial statements and our auditor's report thereon.

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



Independent Auditor's Report (Contd.)

Report on the financial statements (Contd.)

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.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance total comprehensive income, 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, with relevant rules issued thereunder.

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

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

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

Auditor's Responsibility for the audit of the 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 financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



Independent Auditor's Report (Contd.)

Report on the financial statements (Contd.)

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine that there is no key audit matter to communicate in our report.

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 section 143(11) of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by Section 143 (3) of the Act, we report that:
 - i. 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.



Independent Auditor's Report (Contd.)

Report on the financial statements (Contd.)

- ii. 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.
- iii. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
- iv. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- v. On the basis of the written representations received from the directors as at 31st March, 2023 and taken on record by the Board of Directors, none of the directors is disqualified as at 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.
- vii. 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". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- viii. 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 does not have any pending litigations which would impact its financial position.
 - 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 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 (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or



Independent Auditor's Report (Contd.)

Report on the financial statements (Contd.)

otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (ii) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (iii) Based on the audit procedures that have been 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 (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

e. The Company has not declared or paid any dividend during the year.

3. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended;

In our opinion and to the best of our information and according to the explanations given to us, the Company has not paid or provided any remuneration to its directors during the year.

For K N Gutgutia & Co.

Chartered Accountants

Firm's Registration No. 304153E


(CA. K C Sharma)

Membership No.50819

Partner

UDIN -23050819BGUSIP3251

Place of Signature: Kolkata

Dated: 2nd day of May, 2023



Independent Auditor's Report (Contd.)

**Annexure "A" to the Independent Auditor's Report of even date on the financial statements of
MACFARLANE & COMPANY LIMITED**

Referred to in paragraph 1 under the heading 'Report on Other Legal and Regulatory Requirements' of our report of even date to the financial statements of the Company for the year ended 31st March, 2023:

- (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 asset and hence reporting under paragraph 3(i)(a)(B) of the Order is not applicable to the Company.
- (b) The Property, Plant and Equipment have been physically verified by the management during the year, which, in our opinion, is reasonable having regard to the size of the Company and nature of its assets. According to the information and explanations given to us, no material discrepancy was 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 (other than property where the company is the lessee and the lease agreements are duly executed in favour of the lessee).
- (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) 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 that have been initiated or are pending against the company for holding any Benami property under the "Benami Transactions (Prohibition) Act, 1988 and Rules made thereunder.
- (ii) (a) The Company does not have any inventory and hence reporting under paragraph 3(ii)(a) of the Order is not applicable to the Company.
(b) The Company has not been sanctioned any working capital limits from banks or financial institutions on the basis of security of current assets and hence reporting under paragraph 3(ii)(b) of the Order is not applicable to the Company.
- (iii) In our opinion and according to the information and explanations given to us and based on our examination of records of the Company, the company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the provisions of paragraph 3 (iii) (a), (c) to (f) of the Order are not applicable to the Company. The Company has made investments in mutual funds.



Independent Auditor's Report (Contd.)

"Annexure A" to the Auditor's Report (Contd.)

- (a) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion, the investments made during the year are, prima facie, not prejudicial to the Company's interest.
- (iv) In our opinion and according to the information and explanations given to us and based on our examination of records of the Company, there are no loans granted, guarantees and securities provided in respect of which provisions of Section 185 and 186 of the Act are applicable. Based on our audit procedures performed and according to information and explanations given by the management, the Company has complied with provisions of Section 186 of the Act in respect of investments made during the year, as applicable.
- (v) The Company has not accepted any deposit within the meaning of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. The directives issued by the Reserve Bank of India are not applicable to the Company. Therefore, the provisions of paragraph 3(v) of the said order is not applicable to the Company.
- (vi) The maintenance of cost records has not been specified by the Central Government under subsection (1) of section 148 of the Act for the business activities carried out by the Company. Hence, reporting under paragraph 3(vi) of the Order is not applicable to the Company.
- (vii) (a) On the basis of our examination, the Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, Goods and services tax, cess and other statutory dues, to the extent applicable, with appropriate authorities and no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2023 for a period of more than six months from the date of becoming payable from the date on when they become payable.
- (b) According to the information and explanations given to us by management, there is no disputed dues payable in respect of statutory dues as aforesaid.
- (viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- (ix) According to the information and explanation given to us and as per records examined by us, the Company has not taken any loans or borrowing from any lender. Therefore, paragraph 3(ix) (a) to (e) of the said order is not applicable to the Company.
- x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under paragraph 3(x)(a) of the Order is not applicable to the Company.



Independent Auditor's Report (Contd.)

"Annexure A" to the Auditor's Report (Contd.)

- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under paragraph 3(x)(b) of the Order is not applicable to the Company.
- xi) (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) The Company has not received any whistleblower complaint during the year.
- xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of paragraph 3(xii) (a) to (c) of the Order are not applicable to the Company.
- 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 financial statements as required by the applicable accounting standards.
- xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv) In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Act are not applicable to the Company.
- xvi) (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under paragraph 3(xvi)(a), (b) and (c) of the Order is not applicable to the Company.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under paragraph 3(xvi)(d) of the Order is not applicable to the Company.
- xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii) There has been no resignation of the statutory auditors of the Company during the year.



Independent Auditor's Report (Contd.)

"Annexure A" to the Auditor's Report (Contd.)

- xix) 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 financial statements and 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 indicating that 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, there is no obligation on the Company under the provisions of section 135 of the Act and accordingly reporting under paragraph 3(xx)(a) and (b) of the order is not applicable to the company.
- xxi) According to the information and explanations given to us and as per records examined by us, the company is not required to prepare consolidated financial statements. Therefore the provisions the provisions of paragraph 3 (xxi) of the Order is not applicable to the Company.

For K N Gutgutia & Co.
Chartered Accountants
Firm's Registration No. 304153E


(CA. K C Sharma)

Membership No.50819
Partner
UDIN -23050819BGUSIP3251



Place of Signature: Kolkata
Dated: 2nd Day of May, 2023

Independent Auditor's Report (Contd.)

"Annexure B" to the Independent Auditor's Report of even date on the financial statements of Macfarlane & Company Limited

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

We have audited the internal financial controls over financial reporting of **Macfarlane & Company Limited ("the Company")** as of 31st March, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.



Independent Auditor's Report (Contd.)

"Annexure B" to the Independent Auditor's Report of even date on the financial statements of Macfarlane & Company Limited (Contd.)

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.



Independent Auditor's Report (Contd.)

"Annexure B" to the Independent Auditor's Report of even date on the financial statements of Macfarlane & Company Limited (Contd.)

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 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 Financial Reporting issued by the Institute of Chartered Accountants of India.

For K N Gutgutia & Co.
Chartered Accountants
Firm's Registration No. 304153E


(CA. K C Sharma)
Membership No.50819
Partner
UDIN -23050819BGUSIP3251



Place of Signature: Kolkata
Dated: 2nd day of May, 2023

MACFARLANE & COMPANY LIMITED
9/1, R. N. MUKHERJEE ROAD, KOLKATA - 700 001
CIN L51909WB1919PLC003356
BALANCE SHEET AS AT 31ST MARCH, 2023

(Rs. in Lakh)

	PARTICULARS	Note No.	As at 31st March 2023	As at 31st March 2022
	ASSETS			
(1)	Non-Current Assets			
	(a) Property, Plant and Equipment	2A	0.01	0.01
	(b) Right of Use Asset	2B	88.56	89.60
	(c) Financial Assets			
	(i) Investments	3	55.35	0.04
	(ii) Other Financial Assets	4	0.47	0.47
			144.39	90.12
(2)	Current Assets			
	(a) Financial Assets			
	(i) Investments	5	87.29	161.10
	(ii) Trade Receivables	6	0.06	0.68
	(iii) Cash and Cash Equivalents	7	14.56	4.56
	(b) Current Tax Assets (Net)	8	5.12	3.78
	(c) Other Current Assets	9	2.24	4.21
			109.27	174.33
	Total Assets		253.66	264.45
	EQUITY AND LIABILITIES			
	EQUITY			
	(a) Equity Share Capital	10	10.00	10.00
	(b) Other Equity	11	241.50	248.75
			251.50	258.75
	LIABILITIES			
(1)	Non-Current Liabilities			
	(a) Deferred Tax Liabilities	12	0.09	3.64
(2)	Current Liabilities			
	(a) Financial Liabilities			
	(i) Other Financial Liabilities	13	1.29	1.20
	(b) Other Current Liabilities	14	0.78	0.86
			2.07	2.06
	Total Equity & Liabilities		253.66	264.45

Significant Accounting Policies

1

The accompanying notes 1 to 21 are an integral part of the financial statements.

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As per our report of even date attached

For K N GUTGUTIA & CO.
CHARTERED ACCOUNTANTS
Firm's Registration No.304153E

For and on behalf of the Board of Directors of
MACFARLANE & COMPANY LIMITED

CA. K C Sharma
PARTNER
MEMBERSHIP No. 50819

G. GUPTA
Director
DIN : 08744255

Place : Kolkata
Dated : 2nd day of May, 2023

D. K. RATHI
CFO
DIN : 08482262



MACFARLANE & COMPANY LIMITED
9/1, R. N. MUKHERJEE ROAD, KOLKATA - 700 001
CIN L51909WB1919PLC003356

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2023

(Rs. in Lakh)

	PARTICULARS	Note No.	Year Ended 31st March, 2023	Year Ended 31st March, 2022
I	Revenue From Operations	15	31.25	14.00
II	Other Income	16	6.42	6.29
III	Total Income (I + II)		37.67	20.29
IV	Expenses			
	Employee Benefits Expense	17	-	-
	Depreciation & amortization Expense	18	1.04	1.04
	Other Expenses	19	47.43	17.49
	Total Expenses (IV)		48.47	18.53
V	Profit Before Tax (III - IV)		(10.80)	1.76
VI	Tax Expense	20		
	(1) Current Tax		-	-
	(2) Deferred Tax		(3.55)	(2.27)
			(3.55)	(2.27)
VII	Profit/(Loss) for the year (V - VI)		(7.25)	4.03
VIII	Other Comprehensive Income		-	-
			-	-
	Total Comprehensive Income for the year (VII+VIII)		(7.25)	4.03
IX	Earnings Per Equity Share	21 (i)		
	(1) Basic		(3.63)	2.01
	(2) Diluted		(3.63)	2.01

Significant accounting Policies

1

The accompanying notes 1 to 21 are an integral part of the financial statements.

As per our report of even date attached

For **K N GUTGUTIA & CO.**
CHARTERED ACCOUNTANTS
Firm's Registration No.304153E

For and on behalf of the Board of Directors of
MACFARLANE & COMPANY LIMITED


CA. K C Sharma

PARTNER
MEMBERSHIP No. 50819



G. GUPTA
Director
DIN : 08744255



D. K. RATHI
CFO
DIN : 08482262

Place : Kolkata
Dated : 2nd day of May, 2023

MACFARLANE & COMPANY LIMITED
9/1, R. N. MUKHERJEE ROAD, KOLKATA - 700 001
CIN L51909WB1919PLC003356
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2023

(Rs. in Lakh)

PARTICULARS	Year Ended 31st March, 2023	Year Ended 31st March, 2022
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit Before Tax	(10.80)	1.76
Adjustments to reconcile profit before tax to net cash flow provided by operating activities:		
Depreciation & Amortization Expense	1.04	1.04
Interest Income	(0.23)	-
Profit on Sale of Investments - Current (Net)	(0.49)	-
Fair Value Gain on Investments - Current (Net)	(5.70)	(6.29)
Operating Profit before Working Capital Changes	(16.18)	(3.49)
Adjustments to reconcile operating profit to cash flow provided by changes in working capital:		
Other Non-Current Assets	-	0.18
Trade Receivable	0.62	-
Other Current Assets	1.97	(0.08)
Other Non-current and Current Financial Liabilities	0.09	0.04
Other Current Liabilities	(0.08)	0.32
Cash Generated from Operations	(13.58)	(3.03)
Direct Taxes paid	(1.34)	(1.40)
Net Cash Flow from/(used in) Operating Activities (A)	(14.92)	(4.43)
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Investment	(55.31)	-
Sale of Investment	80.00	-
Net Cash Flow from/(used in) Investing Activities (B)	24.69	-
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Interest Received	0.23	-
Net Cash Flow from/(used in) Financing Activities (C)	0.23	-
Net Changes in Cash & Cash Equivalent (A+B+C)	10.00	(4.43)
Cash & Cash Equivalent - Opening Balance	4.56	8.99
Cash & Cash Equivalent - Closing Balance	14.56	4.56

Notes:

- The above Cash Flow Statement has been prepared under the indirect method as set out in Ind AS 7 (Statement of Cash Flows).
- Cash and cash equivalents do not include any amount which is not available to the Company for its use.
- Cash and cash equivalents as at the Balance Sheet date consists of:

(Rs. in Lakh)

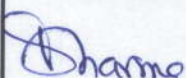
	As at 31st March, 2022	As at 31st March, 2021
a) Cash in hand	0.01	0.05
b) Balance with Scheduled Banks (in Current Accounts)	14.55	4.51
Closing Cash and Cash equivalents (Refer Note No. 7)	14.56	4.56

The accompanying notes 1 to 21 are an integral part of the financial statements.

As per our Report of even date attached

For K N GUTGUTIA & CO.
CHARTERED ACCOUNTANTS
Firm's Registration No.304153E

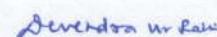
For and on behalf of the Board of Directors of
MACFARLANE & COMPANY LIMITED



CA. K C Sharma
PARTNER
MEMBERSHIP No. 50819




G. GUPTA
Director
DIN : 08744255



D. K. RATHI
CFO
DIN : 08482262

Place : Kolkata
Dated : 2nd day of May, 2023

MACFARLANE & COMPANY LIMITED
9/1, R. N. MUKHERJEE ROAD, KOLKATA - 700 001
CIN L51909WB1919PLC003356
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2023

(a) Equity Share Capital

(Rs. in Lakhs)

For the year ended March 31, 2023				
Balance as at 1st April, 2022	Changes in Equity Share Capital due to prior period errors	Restated balance at 1st April, 2022	Changes in equity share capital during the year	Balance as at 31st March, 2023
10.00	-	10.00	-	10.00

(Rs. in Lakhs)

For the year ended March 31, 2022				
Balance as at 1st April, 2021	Changes in Equity Share Capital due to prior period errors	Restated balance at 1st April, 2021	Changes in equity share capital during the year	Balance as at 31st March, 2022
10.00	-	10.00	-	10.00

(b) Other Equity

(Rs. in Lakh)

Particulars	Reserves and surplus		Other Comprehensive Income	Total
	Capital Redemption Reserve	Retained earnings		
Balance as at 1st April, 2022	0.08	248.67	-	248.75
Changes in accounting policy or prior period errors	-	-	-	-
Restated balance as at the 1st April, 2022	0.08	248.67	-	248.75
Profit/(Loss) for the year	-	(7.25)	-	(7.25)
Other Comprehensive Income	-	-	-	-
Total Comprehensive Income for the year	0.08	241.42	-	241.50
Balance as at 31st March, 2023	0.08	241.42	-	241.50

Particulars	Reserves and surplus		Other Comprehensive Income	Total
	Capital Redemption Reserve	Retained earnings		
Balance as at 1st April, 2021	0.08	244.64	-	244.72
Changes in accounting policy or prior period errors	-	-	-	-
Restated balance as at the 1st April, 2021	0.08	244.64	-	244.72
Profit/(Loss) for the year	-	4.03	-	4.03
Other Comprehensive Income	-	-	-	-
Total Comprehensive Income for the year	0.08	248.67	-	248.75
Balance as at 31st March, 2022	0.08	248.67	-	248.75

The accompanying notes 1 to 21 are an integral part of the financial statements.

As per our report of even date attached

For **K N GUTGUTIA & CO.**
CHARTERED ACCOUNTANTS
Firm's Registration No.304153E



CA. K C Sharma
PARTNER
MEMBERSHIP No. 50819



For and on behalf of the Board of
MACFARLANE & COMPANY LIMITED


G. GUPTA
Director
DIN : 08744255


D. K. RATHI
CFO
DIN : 08482262

Place : Kolkata
Dated : 2nd day of May, 2023

1. NOTES TO THE FINANCIAL STATEMENTS:**i) General corporate information:**

Macfarlane & Company Limited ('the Company') incorporated in 1919, has its Registered Office at 9/1, R. N. Mukherjee Road, Birla Building, 6th Floor, Kolkata-700 001. The Company is listed on The Calcutta Stock Exchange Limited. Texmaco Infrastructure and Holdings Limited is the parent of the Company. The Company is involved in the business of renting of immovable property.

The financial statements for the year ended 31st March, 2023 were approved by the Board of Directors and authorized for issue on 2nd May, 2023.

ii) Significant Accounting Policies**(a) Statement of Compliance**

These financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time.

(b) Basis of preparation of Financial Statements

The financial statements of the Company are prepared under the historical cost except for certain financial instruments that are measured at fair value at end of each reporting period. Historical cost is generally based on fair value of the consideration given in exchange for goods and services. 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.

All the assets and liabilities have been classified as current and non-current as per the company's normal operating cycle and criteria set out in schedule III (Division II) of the Companies Act 2013.

The Company categorizes assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed for such measurement:

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

Level 2: inputs other than quoted prices included within level 1 that are observable either directly or indirectly for the asset or liability.

Level 3: inputs for the asset or liability which are not based on observable market data.

(c) Revenue Recognition

Revenue is recognized upon transfer of control of promised goods or services to customers at an amount to which the entity expects to be entitled following a five-step model in accordance with Ind AS 115. Revenue is measured based on the consideration specified in a contract with a customer, and is reduced for volume discounts, rebates and other similar allowances.

Revenue from Operations:

Revenue from renting of house property is recognized if the performance obligation for the same is satisfied. Performance obligation is satisfied over the period of time. The company measures its progress towards satisfaction of performance obligation by using output method as specified in the standard on the basis of number of days the property was rented. Transaction price of the contract is determined on the basis of agreement between the Company and the tenant.

Other Income:

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the asset's net carrying amount on initial recognition.

Gain/(Loss) on sale of Current/ Non Current Investments are recognized at the time of redemption/sale and at fair value at each reporting period.

Dividend income is recognized when the company's right to receive payment has been established provided that it is probable that the economic benefits will flow to the Company and amount of income can be measured reliably.

Insurance and other claims are accounted for as and when admitted by the appropriate authorities in view of uncertainty involved in ascertainment of final claim.

(d) Property, Plant and Equipment

Property, Plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. For this purpose, cost include deemed cost on the date of transition and includes purchase cost including import duties and non refundable taxes, any directly attributable costs of bringing an asset to the location and condition of its intended use and borrowing costs capitalized in accordance with the Company's accounting policy.

Depreciation on Property, plant and equipment have been provided on Written down value method as per Schedule - II of the Companies Act, 2013. The estimated useful lives and residual values are reviewed at the end of each reporting period, with the effect of any changes is accounted as change in estimate on a prospective basis:

Estimated useful lives of the assets are as follows:

Buildings	30 to 60 years
Plant and Equipment	3 to 15 years

(e) Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use.



(f) **Leases**

The Company as a Lessee

The Company's lease asset classes primarily consist of land and buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (a) the contract involves the use of an identified asset, (b) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (c) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The Company as a Lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

(g) **Provisions and Contingent Liabilities**

A provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made.

Contingent liability is a possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company; or is a present obligation that arises from past events but is not recognized because either it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation, or a reliable estimate of the amount of the obligation cannot be made. Contingent liabilities are disclosed and not recognized.

A Contingent asset is not recognised in the financial statements, however, is disclosed, where an inflow of economic benefits is probable.

Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date.

(h) **Financial Instrument**

Recognition, Measurement & Classification

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

All recognized financial assets are subsequently measured in their entirety at either amortized cost or fair value, depending on the classification of the financial assets.

i) Financial assets carried at amortized cost

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

ii) Financial assets at fair value through other comprehensive income (FVTOCI)

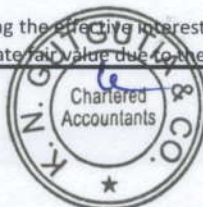
Financial assets are measured at fair value through Other Comprehensive Income if these financial assets are held both for collection of contractual cash flows and for selling the financial assets and contractual terms of the financial assets give rise to cash flows representing solely payments of principal and interest.

iii) Financial assets at fair value through profit or loss

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

iv) Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.



MACFARLANE & COMPANY LIMITED
NOTES TO THE FINANCIAL STATEMENTS (Contd.)

De-recognition

The Company derecognizes a financial asset only when the contractual rights to the cash flows from the asset expires or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset. A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

v) Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously.

vi) Impairment

The Company assesses at each reporting date whether a financial asset (or a group of financial assets) such as investments, trade receivables, advances and security deposits held at amortized cost and financial assets that are measured at fair value through other comprehensive income are tested for impairment based on evidence or information that is available without undue cost or effort. Expected credit losses are assessed and loss allowances recognized if the credit quality of the financial asset has deteriorated significantly since initial recognition.

(i) Taxation

Current Income Tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961. Deferred tax is calculated at current statutory Income Tax Rate and is recognized on timing differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets, subject to consideration of prudence, are recognized and carried forward only to the extent that there is reasonable certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred Tax assets / liabilities are reviewed as at each balance sheet date and written down or written up to reflect the amount that is reasonable / virtually certain to be realized.

(j) Earning Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to ordinary shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential ordinary shares.

(k) Segment Reporting

Operating segments are identified and reported taking into account the different risk and return, organizational structure and internal reporting system.

(l) Cash & Cash Equivalents

The Company considers all liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of less than three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balance with banks which are unrestricted for withdrawal and usage.

(m) Employee Benefits Expense

Short term benefits:

Short term employee benefits are recognised as an expense at the undiscounted amount in the statement of profit and loss of the year in which the related service is rendered.

(n) Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit/loss before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing flows. The cash flows from operating, investing and financing activities of the Company are segregated.

iii) Use of Critical Estimates, Judgements and Assumptions

The preparation of the Financial Statements in conformity with Ind AS requires the management to make estimates, judgments and assumptions. These estimates, judgment and assumptions affect the application of accounting policies and the reported amount of Assets and Liabilities and disclosure of contingent Liabilities on the date of the Financial Statements and reported amounts of revenues and expenses for the year. Accounting estimate could change from year to year. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of the changes in estimates and the same are reflected in the financial statements in the period in which the changes are made and if material, these effects are disclosed in the notes to financial statements.



Notes on financial statements (Contd.)

Note No.

(Rs. in Lakh)

2A Property, plant and equipment:

Description of Assets	GROSS BLOCK				DEPRECIATION				NET BLOCK
	As at 1st April, 2022	Additions during the year	Deduction/ Adjustment during the year	As at 31st March, 2023	As at 1st April, 2022	For the year	Deduction/ Adjustment during the year	As at 31st March, 2023	As at 31st March, 2023
Building	0.01	-	-	0.01	-	-	-	-	0.01
Total	0.01	-	-	0.01	-	-	-	-	0.01

(Previous Year)

Description of Assets	GROSS BLOCK				DEPRECIATION				NET BLOCK
	As at 1st April, 2021	Additions during the year	Deduction/ Adjustment during the year	As at 31st March, 2022	As at 1st April, 2021	For the year	Deduction/ Adjustment during the year	As at 31st March, 2022	As at 31st March, 2022
Building	0.01	-	-	0.01	-	-	-	-	0.01
Total	0.00	-	-	0.01	-	-	-	-	0.01

		As at 31st March, 2023	As at 31st March, 2022
2B	Right of Use Asset		
	Leasehold Land		
	Balance as per last Account	89.60	90.64
	Addition / Deletion during the year	-	-
	Depreciation for the year	1.04	1.04
	Closing Balance	88.56	89.60
3	Investment		
	Non Current (Carried at amortized cost)		
	Government Securities (Matured)		
	(Lodged as Security with Central Excise)		
	12 Year National Plan Saving Certificates	0.01	0.01
	12 Year National Defense Certificates	0.03	0.03
	10.2% RELIANCE CAPITAL LTD 2022	0.52	-
	10.3% IL&FS 2022	0.52	-
	10.4% RELIANCE CAPITAL LIMITED (UNSECURED)	4.18	-
	10.75% RELIANCE CAPITAL 2021	0.52	-
	9% RELIANCE CAPITAL LIMITED (SECURED)	46.50	-
	9/1% IL&FS 2028	3.07	-
		55.35	0.04
4	Other Non-current assets		
	Security Deposit at CESC Ltd.	0.47	0.47
		0.47	0.47
5	Investments		
	Current (Carried at Fair value through Profit or Loss)		
	In Mutual Funds (Quoted)		
	2,847.858 (Previous Year : 5,537.444) units of SBI Magnum Low Duration fund Direct Plan Growth	87.29	161.10
		87.29	161.10
	i) Aggregate Book Value of quoted investments	87.29	161.10
	ii) Aggregate Market Value of quoted investments	87.29	161.10
6	Trade Receivable		
	Considered good -- Unsecured	0.06	0.68

As at 31st March, 2023:

Particulars	Outstanding for following periods from date of transaction							
	Unbilled	Not due	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables- considered good (net of allowance for expected credit loss)	-	-	-	-	-	-	-	-
(ii) Undisputed Trade receivables- which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade receivables- credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables- considered good	-	-	-	-	-	-	0.06	0.06
(v) Disputed Trade receivables- which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade receivables- credit impaired	-	-	-	-	-	-	-	-



As at 31st March, 2022

Particulars	Outstanding for following periods from date of transaction							
	Unbilled	Not due	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables- considered good (net of allowance for expected credit loss)	-	-	-	-	-	-	-	-
(ii) Undisputed Trade receivables- which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade receivables- credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables- considered good	-	-	-	-	-	0.30	0.38	0.68
(v) Disputed Trade receivables- which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade receivables- credit impaired	-	-	-	-	-	-	-	-
						0.06		0.68
7 Cash and cash equivalents								
Cash in hand						0.01		0.05
Balance with Scheduled Banks (in Current Accounts)						14.55		4.51
						14.56		4.56
8 Current Tax Assets (Net)								
Advance Tax & TDS						5.12		3.78
Less:- Provision for Taxation						-		-
						5.12		3.78
9 Other current assets								
Others						-		-
Balances with Government Department						2.24		4.21
Prepaid Expenses						-		-
						2.24		4.21



MACFARLANE & COMPANY LIMITED
Notes on financial statements (Contd.)

Note No.			(Rs. in Lakh)
10	Share Capital		
	Authorized		
	3,80,000 Ordinary Shares of Rs.5/- each	19.00	19.00
	1,00,000 Deferred Shares of Re.1/- each	1.00	1.00
		20.00	20.00
	Issued, Subscribed & Paid-up		
	1,86,860 Ordinary Shares of Rs.5/- each	9.34	9.34
	66,000 Deferred Shares of Re.1/- each	0.66	0.66
		10.00	10.00

Shares held by Holding Company:

1,39,265 ordinary shares and 16,551 deferred shares are held by M/s. Texmaco Infrastructure & Holdings Limited - Holding Company

Reconciliation of shares outstanding at the beginning & at the end of the period

Particulars	As at 31st December, 2022		As at 31st March, 2022	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year				
Ordinary	1,86,860	9.34	1,86,860	9.34
Deferred	66,000	0.66	66,000	0.66
		10.00		10.00
Shares issued during of the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year				
Ordinary	1,86,860	9.34	1,86,860	9.34
Deferred	66,000	0.66	66,000	0.66
		10.00		10.00

Rights, Preferences & Restrictions:

- The Company has two class of shares referred to as ordinary shares having a par value of Rs.5/- and deferred shares having a par value Re.1/-.
- Every member holding an Ordinary Share shall be entitled to one vote and every member holding five Deferred Shares shall be entitled to one vote.
- In the event of liquidation of the company the surplus assets shall be divisible amongst the holders of ordinary shares in payment of the amount of capital paid up or credited as paid up on the ordinary shares in priority to any payment in respect of Deferred shares. Thereafter any surplus assets shall be divisible amongst the holders of deferred shares in payment of the amount paid up or credited as paid up on the Deferred shares. The remaining surplus assets shall be divisible amongst the holders of Ordinary shares and Deferred Shares in proportion to the amount paid up credited as paid up on the Ordinary shares and Deferred shares respectively.

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

Name of Shareholders	As at 31st March, 2023		As at 31st March, 2022	
	No. of	% of Holding	No. of shares	% of Holding
Texmaco Infrastructure & Holdings Limited				
Ordinary	1,39,265	74.53	1,39,265	74.53
Deferred	16,551	25.08	16,551	25.08

Shares held by promoters at the end of the year

As at 31st March, 2023

Sl. No.	Promoter name	No. of Shares	% of total shares	% Change during the year
1	Texmaco Infrastructure & Holdings Limited :			
	Ordinary shares	1,39,265	74.53	-
	Deferred shares	16,551	25.08	-
	Total	1,55,816.00	99.61	-

As at 31st March, 2022

Sl. No.	Promoter name	No. of Shares	% of total shares	% Change during the year
1	Texmaco Infrastructure & Holdings Limited :			
	Ordinary shares	1,39,265	74.53	-
	Deferred shares	16,551	25.08	-
	Total	1,55,816	99.61	

*Promoter here means promoter as defined in the Companies Act, 2013.

11 Other equity

A. Capital Redemption Reserve

Balance as per last account
Additions / Deletions during the year
Sub - Total (A):

B. Retained Earnings

Balance as per last account
Less : Adjustment due to adoption of Ind AS 116

Add: Profit/(Loss) for the year
Sub - Total (B):

Total (A+B)

As at
31st March, 2023

(Rs. in Lakh)
As at 31st
March, 2022

0.08
-
0.08
248.67
-
248.67
(7.25)
241.42
241.50

0.08
-
0.08
244.64
-
244.64
4.03
248.67
248.75



Nature and purpose of reserve:

Capital Redemption Reserve is created pursuant to redemption of preference shares issued in earlier years. This reserve shall be utilised in accordance with the provisions of the Act.

MACFARLANE & COMPANY LIMITED
Notes on financial statements (Contd.)

Note No.		Year Ended 31st March, 2023	Year Ended 31st March, 2022
		(Rs. in Lakh)	
15	Revenue from operation:		
	Sale of services		
	Renting of Immovable property	31.25	14.00
		31.25	14.00
16	Other Income		
	Interest income	0.23	-
	Other non operating income		
	Net gain on Sale of Current Investments	0.49	-
	Fair value gain on current investments	5.70	6.29
		6.42	6.29
17	Employee Benefits Expense		
	Salary, Gratuity & Bonus	-	-
		-	-
18	Depreciation and Amortization Expense		
	On Right to Use Asset	1.04	1.04
		1.04	1.04
19	Other expenses		
	Power and fuel expenses	2.78	2.13
	Rates & Taxes	31.43	0.56
	Repairs & Maintenance	0.25	1.87
	Advertisement	0.30	0.32
	Director's Sitting Fees	0.23	-
	Miscellaneous expenses	2.63	1.41
	Payments to auditor		
	As auditor for statutory audit	0.25	0.18
	For other services	0.19	0.18
	Conveyance expenses (Local)	0.34	0.26
	Postage & Telephones expenses	-	0.02
	Professional Fees	7.74	6.24
	Service charges (Net)	0.66	4.32
	Sundry Debit/Credit balance adjusted (Net)	0.63	-
	Professional tax	-	-
		47.43	17.49
20	Tax Expenses		
	Deferred Tax	(3.55)	(2.27)
		(3.55)	(2.27)
	Reconciliation of Tax Expenses		
	Profit Before Tax	(10.80)	1.76
	Applicable Tax Rate (using the Company's tax rate)	25.17%	25.17%
	Computed Tax Expense (A)	(2.72)	0.44
	Adjustments for:		
	Tax effect of amounts which are deductible (non-taxable) in calculating taxable income:		
	- Income from fair valuation of mutual funds	(1.43)	(1.58)
	Tax effect of other adjustment		
	- Unused tax losses etc.	0.60	(1.13)
	Net Adjustments (B)	(0.83)	(2.71)
	Tax Expenses C=(A+B)	(3.55)	(2.27)



MACFARLANE & COMPANY LIMITED
NOTES TO THE FINANCIAL STATEMENTS (Contd.)

21 Other Disclosures

(i) Earning Per Share:

		31st March, 2023	31st March, 2022
Amount used as the numerator			
Profit after tax (Rs. In lakh)	(A)	(7.25)	4.03
Weighted average number of shares outstanding used as the denominator for computing Basic & Diluted Earnings per share:			
Ordinary shares		1,86,860	1,86,860
Deferred shares		13,200	13,200
Total (B)		2,00,060	2,00,060
Basic Earning Per Share (Rs.)	(A/B)	(3.63)	2.01
Diluted Earning Per Share (Rs.)	(A/B)	(3.63)	2.01

(ii) Related party disclosures :

a) Holding Company --

Texmaco Infrastructure & Holdings Limited (TIHL)

b) Key Management Personnel :

	31st March, 2023	31st March, 2022
Mr. K. K. Rajgaria, Director (Ceased w.e.f. 30th July, 2022)		Mr. K. K. Rajgaria, Director
Mr. G. D. Rath, Director		Mr. G. D. Rath, Director
Mr. G. Gupta, Director (Appointed w.e.f. 23rd August, 2022)		-
Mr. D. K. Rath, Chief Financial Officer		Mr. D. K. Rath, Chief Financial Officer
-		Mrs. Neha Singh, Director (Ceased w.e.f. 30th March, 2022)
Mrs. Anupama Bhutia		Mrs. Anupama Bhutia (Appointed w.e.f. 30th March, 2022)

c) Transaction with related parties :

	31st March, 2022	31st March, 2021
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Holding Company:

Rent income	31.25	14.00
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Other Related Parties:

Professional Fees- Mr D.K. Rath	7.02	5.66
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Details of Outstanding Balances:

-	-
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d) The amounts outstanding are unsecured and will be settled in cash. No guarantees have been given or received. No expense has been recognised in current year and previous year for bad or doubtful debts in respect of the amounts owed by related parties.

(iii) No depreciation has been provided on property, plant and equipment during the year ended 31st March, 2023 since the WDV of the same is less than the residual value (i.e. 5%) as prescribed in Schedule II of Companies Act, 2013.



MACFARLANE & COMPANY LIMITED
NOTES TO THE FINANCIAL STATEMENTS (Contd.)

21 Other Disclosures (Contd.)

- (iv) Information in accordance with the requirements of the Indian Accounting Standard (Ind AS 115) on 'Revenue From Contract With Customers' specified under the Act.

	31st March, 2023	31st March, 2022
(a) Types of goods or services		
Renting of House Property	31.25	14.00
Total Revenue from contract with customers (Refer Note No. 16)	31.25	14.00

	31st March, 2023	31st March, 2022
(b) Timing of transfer of goods or services		
Services transferred over time	31.25	14.00
Total Revenue from contract with customers	31.25	14.00

	31st March, 2023	31st March, 2022
(c) Contract Balances		
Trade Receivables (Refer Note 6)	0.06	0.68
Contract Liabilities	-	-
Revenue recognized during the year that was included in the contract liability balance at the beginning of the period	-	-
Revenue recognized during the year from performance obligations satisfied in previous year(s)	-	-

- (v) Information in accordance with the requirements of the Indian Accounting Standard (Ind AS 116) on 'Leases' specified under the Act:

- (a) Changes in carrying value of right-of-use (ROU) asset is as follows: (Rs. in Lakh)

	ROU Asset Leasehold Land	
	As at 31st March, 2023	As at 31st March, 2022
Balance as at beginning of the year	89.60	90.64
Additions / Deletions during the year	-	-
Depreciation for the year	1.04	1.04
Balance as at end of the year	88.56	89.60

- (b) Income from subleasing right-of-use assets:

	As at 31st March, 2023	As at 31st March, 2022
Texmaco Infrastructure and Holdings Limited	31.25	14.00
Total:	31.25	14.00

- (vi) Details of Loans and Investments covered under Section 186 (4) of the Companies Act, 2013:
The Company has neither given any loan or guarantee nor made any investment and not provided any security covered under section 186(4) of the Companies Act, 2013.



MACFARLANE & COMPANY LIMITED
NOTES TO THE FINANCIAL STATEMENTS (Contd.)

21 Other Disclosures (Contd.)

(vii) Segment Information:

The Directors have been identified as the Company's Chief Operating Decision Maker (CODM) as defined by Ind AS 108 - Operating Segments. The Chief Operating Decision Maker (CODM) evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by Business segments. The CODM of the Company evaluates the segments based on their revenue growth, operating income and return on capital employed. No operating segments have been aggregated in arriving at the Business Segment of the Company.

Management has determined the operating segments based on the information reviewed by the CODM for the purposes of allocating resources and assessing performance. The Company has identified only one business segment viz. Real Estate (i.e. renting of immovable property) and presented the same in the financial statements on a consistent basis. Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and expenses which relate to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as "Unallocable".

Segment assets and segment liabilities represent assets and liabilities of respective segment. Investments, tax related assets/ liabilities and other assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as "Unallocable".

Given the nature of business of the Company, it operates only in India. Hence, disclosure regarding geographical information of the segment is not applicable to the Company and therefore not disclosed in the financial statements.

The Company has one customer which contributes 10% or more of total revenue of the Company. The Company recognized revenue amounting to Rs.31.25 lakh from customer during the year ended 31st March, 2022 (Rs.14 lakh during the year ended 31st March, 2022).

Information in accordance with the requirements of the Indian Accounting Standard (Ind AS 108) on 'Segment Reporting' specified under the Act.

(Rs. in lakh)

	2022-23			2021-22		
	Real Estate	Unallocable	Total	Real Estate	Unallocable	Total
Revenue						
External Sales	31.25	-	31.25	14.00	-	14.00
Total Revenue	31.25	-	31.25	14.00	-	14.00
Result						
Segment Result	(17.22)	6.19	(11.03)	(4.53)	6.29	1.76
Operating Profit/(Loss)	(17.22)	6.19	(11.03)	(4.53)	6.29	1.76
Finance Costs	-	-	-	-	-	-
Interest Income	-	0.23	0.23	-	-	-
Total Profit/(Loss) before Tax	(17.22)	6.42	(10.80)	(4.53)	6.29	1.76
Provision for Current Tax	-	-	-	-	-	-
Provision for Deferred Tax	-	(3.55)	(3.55)	-	(2.27)	(2.27)
Net Profit/(Loss)	(17.22)	9.96	(7.25)	(4.53)	8.56	4.03
Other Information						
Segment assets	111.02	142.64	253.66	103.31	161.14	264.45
Segment liabilities	2.07	0.09	2.16	2.06	3.64	5.70
Depreciation and amortization	1.04	-	1.04	1.04	-	1.04



MACFARLANE & COMPANY LIMITED
NOTES TO THE FINANCIAL STATEMENTS (Contd.)

21 Other Disclosures (Contd.)

(viii) Financial instruments - Accounting, Classification and Fair value measurements
A. Financial instruments by category

31st March 2023	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortized Cost*	Total	Level 1	Level 2	Level 3	Total
Financial Assets (Non current)								
- Investments	-	-	55.35	55.35	-	-	55.35	55.35
Financial Assets (Current)								
- Investments	87.29	-	-	87.29	87.29	-	-	87.29
- Trade Receivable	-	-	0.06	0.06	-	-	0.06	0.06
- Cash and cash equivalents	-	-	14.56	14.56	-	-	14.56	14.56
- Other Financial Assets	-	-	0.47	0.47	-	-	0.47	0.47
Total	87.29	-	70.44	157.73	87.29	-	70.44	157.73
Financial liabilities (Current)								
- Other Financial Liabilities	-	-	1.29	1.29	-	-	1.29	1.29
Total	-	-	1.29	1.29	-	-	1.29	1.29

31st March 2022	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortized Cost*	Total	Level 1	Level 2	Level 3	Total
Financial Assets (Non current)								
- Investments	-	-	0.04	0.04	-	-	0.04	0.04
Financial Assets (Current)								
- Investments	161.10	-	-	161.10	161.10	-	-	161.10
- Trade Receivable	-	-	0.68	0.68	-	-	0.68	0.68
- Cash and cash equivalents	-	-	4.56	4.56	-	-	4.56	4.56
- Other Financial Assets	-	-	0.47	0.47	-	-	0.47	0.47
Total	161.10	-	5.75	166.85	161.10	-	5.75	166.85
Financial liabilities (Current)								
- Other Financial Liabilities	-	-	1.20	1.20	-	-	1.20	1.20
Total	-	-	1.20	1.20	-	-	1.20	1.20

* The carrying value and the fair value approximates same.

B. Fair Value Hierarchy:

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

The following methods and assumptions were used to estimate the fair values:

- (i) Fair value of the trade receivable, cash and cash equivalents, other financial liabilities and other similar items approximate their carrying value largely due to short term maturities of these instruments.

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

- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

(ix) Financial risk management objectives and policies

The Company's principal financial assets includes investments, trade receivables and cash and cash equivalents and principal financial liabilities includes other financial liabilities.

The Company's activities expose it to Credit Risk, Liquidity Risk and Market Risk.

This note explains the source of risk which the Company is exposed to and how the Company manages the risk and the impact. The management of the company ensures that risks are identified, measured and mitigated in accordance with the Risk Management Policy of the company. The Board provides guiding principles on risk management and also review these risks and related risk management policies which are given as under.



(a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other risks, such as regulatory risk and commodity price risk.

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to any interest rate risk.

(ii) Foreign Currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company is not exposed to any foreign currency risk.

(b) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk on account of receivables of rental income. However, probability of default in such case is negligible since the same is recovered on monthly basis.

(c) Liquidity risk

A risk that the Company may not be able to settle or meet its obligations at a reasonable price is defined as liquidity risks. The possibility of this risk being crystalized is quite negligible as the Company doesn't have any significant payment obligations which it may fail to settle due to liquidity issues.

(x) Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity shareholders of the Company. The Company's objective when managing capital is to safeguard its ability to continue as a going concern so that it can continue to provide returns to shareholders and other stake holders and maintain an optimal capital structure to reduce the cost of Capital.

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

No changes were made in the objectives, policies or processes for managing capital during the year ended 31st March, 2023 and 31st March, 2022.



MACFARLANE & COMPANY LIMITED
NOTES TO THE FINANCIAL STATEMENTS (Contd.)

21 Other Disclosures (Contd.)

(xi) a) Additional Regulatory Information:

Sl.	Ratio	Numerator	Denominator	Ratios for the year ended		
				31-03-2023	31-03-2022	Variance
1	Current ratio%	Current Assets	Current Liabilities	52.74	84.44	-37.54%
2	Debt-Equity Ratio	Total debt	Shareholder's equity	-	-	-
3	Debt Service Coverage Ratio	Net Operating Income	Total Debt	-	-	-
4	Return on Equity Ratio	Net income	Average shareholder's equity	-0.03	0.02	-
5	Inventory turnover ratio	Cost of Goods Sold/net sales	Average Inventory	-	-	-
6	Trade Receivables turnover ratio	Net Credit Sales	Average Accounts Receivable	-	-	-
7	Trade payables turnover ratio	Net Credit Purchases	Average Accounts Payable	-	-	-
8	Net Capital turnover ratio\$	Total Sales	Shareholder's equity	0.12	0.05	148.50%
9	Net profit ratio	Net Profit	Total revenue	-0.23	0.29	-
10	Return on Capital employed*	Earnings before interest and taxes (EBIT)	Capital employed	-0.04	0.01	-529.27%
11	Return on investment#	Income Generated From Invested Funds	Cost of the investment	0.03	0.02	27.61%

%Variation due to decrease in current assets

\$Variation due to increase in Lease rent

*Variation due to increase in Deferred tax asset

Variation due to less appreciation in market rate of investment

- b) The company has no immovable property whose title deeds are not held in the name of the company and it also has no such immovable property which is jointly held with others.
- c) "The Company has not revalued its Property, Plant and Equipment accordingly disclosure as to whether the revaluation is based on the valuation by a registered valuer as defined under rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017 is not applicable to the Company."
- d) During the year, the Company has not granted any Loans or Advances in the nature of loans which are either repayable on demand or without specifying any terms or period of repayment to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person.
- e) No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder, the company for the financial year 2022-23.
- f) The Company has not taken any borrowings from banks or financial institutions on the basis of security of current assets during the financial year ended 31.03.2023.
- g) The Company is not declared as wilful defaulter by any bank or financial Institution or other lender.
- h) The company has not entered into any transactions with companies which are struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956 during the financial year ended on 31.03.2023.
- i) "During the year Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall
- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries; "
- j) "During the year Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall
- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; "
- k) The Company has no such transaction which are not recorded in the books of accounts during the year and also there are not such unrecorded income and related assets related to earlier years which have been recorded in the books of account during the year.
- l) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.



(xiii) Recent Accounting Pronouncements:

New and revised standards adopted by the Company

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as follows:

Ind AS 1 - Presentation of Financial Statements - This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The company has evaluated the amendment and the impact of the amendment is insignificant in the standalone financial statements.

Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors - This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The company has evaluated the amendment and there is no impact on its standalone financial statements.

Ind AS 12 - Income Taxes - This amendment has narrowed the scope of the initial recognition exemptions so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The company has evaluated the amendment and there is no impact on its standalone financial statements.

(xiii) The previous year's figures have been regrouped, rearranged and reclassified wherever necessary to make them comparable with those of the current year's figures.

As per our report of even date attached

For K N GUTGUTIA & CO.

CHARTERED ACCOUNTANTS

Firm's Registration No.304153E



CA. K C Sharma

PARTNER

MEMBERSHIP No. 50819



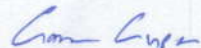
Place : Kolkata

Dated : 2nd day of May, 2023



For and on behalf of the Board of Directors of

MACFARLANE & COMPANY LIMITED



G. GUPTA

Director

DIN : 08744255



D. K. RATHI

CFO

DIN : 08482262