

24th ANNUAL REPORT 2022-2023



COCHIN STOCK BROKERS LIMITED
Subsidiary of CSE HOLDINGS LIMITED

**BOARD OF DIRECTORS**

- | | | |
|-------------------------------------|---|--------------------------------|
| 1. Shri Kadamapuzha Varghese Thomas | - | Chairman & Managing Director |
| 2. Dr. Thomas Thottathil Philip | - | Public Representative Director |
| 3. Dr. Francis Cherunilam Augustine | - | Public Representative Director |
| 4. Prof. Robins Jacob | - | Public Representative Director |
| 5. Shri Peter Markose | - | Member Director |
| 6. Smt. Palaparambil Janaki Devi | - | Nominee Director |

AUDITORS

- | | | |
|--|---|---------------------|
| M/s. Krishnamoorthy & Krishnamoorthy
Chartered Accountants, Kochi 682 016 | - | Statutory Auditors |
| M/s. Vijayarajan & Associates
Chartered Accountants, Kochi 682 035. | - | Internal Auditors |
| SEP & Associates
Company Secretaries, Kochi 682 036 | - | Company Secretaries |

BANKERS

AXIS Bank Ltd
Federal Bank Ltd.
South Indian Bank Ltd.
State Bank of India
HDFC Bank

COCHIN STOCK BROKERS LIMITED

A SUBSIDIARY OF CSE Holdings Limited

[Former OUR INVESTMENTS ENTERPRISE LTD]

(CIN) : U67120KL1999PLC013552

Registered Office Address: MES Dr. P K Abdul Gafoor Memorial Cultural Complex, 65/608, 4 th Floor, Judges Avenue, Kaloor, Cochin – 682017.

Telephone: 0484 3500941, 8921190725, 6282014452, 9447155623

Email: csbllegal@csbl.co.in, csbllegal@gmail.com



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Email: csbllegal@csbl.co.in, csbllegal@gmail.com

Website: www.csbl.co.in

NOTICE

NOTICE

NOTICE is hereby given that the 24th **Annual General Meeting** of the Members of **COCHIN STOCK BROKERS LIMITED** will be held on Saturday, September 30, 2023 at 5.00 p.m. via Video Conferencing (VC)/ Other Audio Visual Means (OAVM), to transact the following business:

Ordinary Business.

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2023, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with Reports of Directors and Auditors thereon.
2. To ratify the preference share dividend of Rs.22,00,958.90 (Rupees Twenty Two Lakh Nine Hundred Fifty Eight and Paise Ninety Only) paid by the Company during the Financial year 2022-23.
3. To appoint a Director in place of Mr. Francis Cherunillam Augustine (DIN:03478138), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Thomas Thottathil Philip (DIN:03516275), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. Appointment of Shri Robins Jacob,[DIN: 01951433] as Director

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



“RESOLVED THAT pursuant to the provisions of Section 152, and any other applicable provisions of the Companies Act., 2013 and the Rules made thereunder,(including any statutory modifications(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, Shri Robins Jacob (DIN:01951433) who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 25.02.2023 and who holds office up to the date of this Annual General Meeting be and is hereby appointed as Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.”

6. Alteration of the Object Clause of Memorandum of Association of the Company

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

“**RESOLVED THAT** pursuant to sections 4 and 13 and such other applicable provisions of Companies Act, 2013 read with Rules made thereunder, consent of the members be and is hereby accorded for amending the Object Clause of the Memorandum of Association of the company by inserting a new clause as Clause III (A) (3) which is as follows:

- III. A. (3) *“To engage in activities relating to investor awareness, education, and proposing to take up investors’ programmes, organising seminars, etc., for investor protection including research activities and also to provide all investor services including the services related to Investor Education and Protection Fund or similar bodies and to charge such management and advisory fees and incidental expenses and to do all such acts and things as are necessary for the attainment of the foregoing objects.*”



“RESOLVED FURTHER THAT the Board of Directors of the Company or any of its duly constituted committee be and is hereby authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

“RESOLVED FURTHER THAT the Board of Directors of the Company or any of its duly constituted committee be and is hereby authorized, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment.”

7. Redesignation and Appointment of Mr. Kadamapuzha Varghese Thomas (DIN: 00277632), as Chairman & Managing Director

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, and 198 of the Act, read with Schedule V to the Act, and the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Act and the rules made thereunder, and the Articles of Association of the Company, consent of the members be and is hereby accorded for appointment and re-designation of Mr. Kadamapuzha Varghese Thomas (DIN: 00277632) as Chairman & Managing Director for a period of 5 years w.e.f. 16th December 2022 on a monthly remuneration of INR 1,30,000/- (Rupees One Lakh Thirty Thousand Only) irrespective of the profits of company with all eligible service benefits, allowances or perquisites and the said remuneration is in addition to sitting fees and reimbursement of expenses including



attending the meetings of the Board of Directors or Committees thereof, with liberty to the Board of Directors and / or a Committee thereof to alter and vary the terms of the said appointment, including fixing annual bonus if any, as the Board may deem fit, in accordance with the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto or any amendments thereto and as may be agreed to from time to time between the Company and Sri.K.V.Thomas

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.

By order of the Board,

For **COCHIN STOCK BROKERS LIMITED**

Sd/-

Peter Markose

Director

Director (DIN: 01849369)

Place: Cochin

Date : 05.09.2023

**Notes: -**

1. Ministry of Corporate Affairs ("MCA") vide its circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19", circular no. 20/2020 dated May 5, 2020, Circular no. 02/2021 dated January 13, 2021 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" and Circular nos. 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021, 02/ 2022 dated May 05, 2022 and Circular No.10/2022 dated December 28, 2022 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing(VC) or other audio visual means (OAVM)"(collectively referred to as "MCA Circulars") prescribed the procedures and manner of conducting the AGM through VC/OAVM in view of the COVID pandemic. In terms of the said MCA Circulars, the 24th AGM of the members will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only, hereinafter called as 'e-AGM'.
2. The deemed venue for the 24th AGM shall be the registered office of the Company.
3. Pursuant to the provisions of the Companies Act, 2013 ('the Act'), a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this e-AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip including route map are not annexed to this Notice. However, in pursuance of Section 113 of the Act, representatives of the members may be appointed for the purpose of voting in meetings held through VC or OAVM.



4. The Members can join the e-AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 500 members on first come first served basis. This will not include large Shareholders/Members (Shareholders/Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act., 2013 in respect of the Special Business under Item no. 9 is annexed hereto and forms part of this notice and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/re-appointment at this AGM are also annexed to this Notice.
6. In terms of Sections 101 and 136 of the Act, read together with the Rules made thereunder, companies may send the notice of Annual General Meeting and the Annual Report, including Financial Statements, Boards' Report etc. by electronic mode. In compliance with the provisions of the Act and aforesaid MCA Circulars, Notice of the 24th AGM along with the Annual Report for Financial Year 2022-23 is being sent only through electronic mode to those members whose email addresses are registered with the Company.
7. Members who have not yet registered their email addresses are requested to register the same with the Company email id at csblgeneralmeeting@gmail.com
8. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the e-AGM.



9. Relevant documents referred to in this Notice and the following statutory registers will be available for inspection in electronic mode. Members can inspect the same by sending an email to the Company at csblgeneralmeeting@gmail.com
 - i. Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act.
 - ii. Register of Directors and Key Managerial Personnel and their shareholding under Section 170 of the Act.

In accordance with the MCA circulars, the said registers shall be made accessible for inspection through electronic mode, which shall remain open and be accessible to any member during the continuance of the meeting.

10. Members are requested to note that, dividends if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Bank, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. In view of this, Members are requested to claim their dividends from the Bank, within the stipulated timeline. The Members, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.
11. Instructions for Members attending the AGM through VC/OAVM are as under:
 - a. During the meeting held through VC or OAVM facility, where a poll on any item is required, the members shall cast their vote on the resolutions only by sending e-mails through their e-mail addresses which are



registered with the company. The said e-mails shall only be sent to the designated e-mail of the company ie. csblgeneralmeeting@gmail.com

- b. e-AGM will be conducted through VC/OAVM (mode of conducting e-Agm) and the link to participate the same will be provided at least seven days before the date of meeting.
- c. The attendance of the Members attending the e-AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- d. Members are encouraged to join the Meeting through Laptops / Tablets for better experience.
- e. Further members will be required to allow camera and use the internet with a good bandwidth to avoid any disturbance during the meeting.
- f. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.



Particulars	Information
Name	Dr. Francis Cherunilam Augustine
DIN	03478138
Age	72 years
Qualifications	M.A, MBA, Ph.D
Experience	41 years of teaching, research & consultancy
Terms and Conditions of appointment and details of remuneration	To appoint as Non-executive Director
Remuneration last drawn	Nil
Date of first appointment on Board	30.03.2011
Shareholding in company	Nil
Relationship with other Directors	Nil
Number of Meetings of Board attended	7
Other Directorships, Memberships/ Chairmanships of Committees of other Boards	Nil

Particulars	Information
Name	Dr. Thomas Thottathil Philip
DIN	03516275
Age	65 years
Qualifications	M. Com, LLB, FCS & Ph.D
Experience	45 years
Terms and Conditions of appointment and details of remuneration	To appoint as Non-executive Director
Remuneration last drawn	Nil
Date of first appointment on Board	30.03.2011
Shareholding in company	Nil
Relationship with other Directors	Nil
Number of Meetings of Board attended	6
Other Directorships, Memberships/ Chairmanships of Committees of other Boards	Nil



EXPLANATORY STATEMENT Under SECTION 102 (1)
OF THE COMPANIES ACT, 2013

The following statements reflect the material facts relating to the special businesses mentioned in the accompanying notice.

Explanatory Statement:

Item No.5

The Board of Directors appointed Shri Robins Jacob (DIN:01951433) as Additional Director of the Company with effect from 25.02.2023 pursuant to section 161 of the Companies Act., 2013 the additional director holds office upto the date of the ensuing Annual General Meeting.

Shri Robins Jacob (DIN:01951433) is a retired Associate Professor and Head, Department of Economics at St. Alberts College, Ernakulam. Having M.Phil in Applied Economics from Cochin University of Science and Technology with 32 years of teaching experience and 12 years of Administrative Experience. He was a member of M.G. University Senate, Member Board of Studies (Economics) M.G. University, Members Kerala Sports Council, Zonal Chairman Examination Vigilance Cell, M.G. University, Joint Secretary Bridge Federation of India and Secretary Kerala Bridge Association. Member Board of Studies (Travel and Tourism) Calicut University, Member Station Consultative Committee, Southern Railway, Chairman Question Paper Setting Board (Travel and Tourism) Calicut University, Chairman C. V. Camp (Economics) M.G. University.

The Board considers that his appointment as Director would be beneficial to the company.



Except Shri Robins Jacob, being appointee and his relatives, none of the directors / managers / key managerial personnel / or their relatives of your company are concerned or interested in the proposed resolution.

Item No. 6

As a part of business expansion it is recommended to introduce IEPF claim processing as one of the ancillary services of Cochin Stock Brokers Limited in the interest of investors.

In order to include the proposed business activity in the Objects Clause of Memorandum of Association, the Board is of the view that it is desirable to amend the Objects clause of Memorandum of Association of the Company.

Accordingly, the Board of Directors at its meeting held on 24.06.2023 proposed to alter the Objects clause of Memorandum of Association of the Company as provided in the Special Resolution set out at Item No.9 of the Notice.

Hence, the Board proposes the Resolution set out at Item No. 9 of the Notice for the approval of the Members.

None of the directors / managers / key managerial personnel / or their relatives of your company are concerned or interested in the proposed resolution except as shareholders of the Company.

Item No.7

Considering the extensive expertise and specialized knowledge of Shri. Kadamapuzha Varghese Thomas (DIN: 00277632) and in light of company's business growth and upcoming expansion endeavors, it is proposed to appoint and redesignate him as Chairman & Managing Director w.e.f. 16th December, 2022 for a period of 5 years.



The efforts of Sri.K.V.Thomas have enabled CSBL to have continuing improvement in the administration, register higher number of Authorised persons and clients, better relationship with stock exchanges/ Depositories / Regulators, register in new segments, resolve legal issues, Settlement of Investor Complaints, improvement of technology, enhancement of staff performance and services, imparting training among other initiatives, over the past several years from the inception of the Company.

Sri.K.V.Thomas was already appointed as Chairman and Designated Director of the company. The redesignation of Sri.K.V.Thomas as Chairman and Managing Director of the company is now proposed on the following Terms and Conditions of the Appointment:

a.Remuneration payable - Monthly remuneration of INR 1,30,000/- irrespective of the profits of company with all eligible service benefits and the said remuneration is in addition to sitting fees and reimbursement of expenses including attending the meetings of the Board of Directors or Committees thereof.

b.Sri.K.V.Thomas will be continuing as the Designated Director of the company.

Since Sri. K.V. Thomas has attained 70 years old, it is necessary to obtain approval from the General Meeting through a Special Resolution, as mandated by the first proviso to Section 196(3)(a) and 196[4] of the Act.

Hence, the Board proposes the Special Resolution set out at Item No.10 of the Notice for the approval of the Members.



None of the directors / managers / key managerial personnel / or their relatives of your company other than Mr. Kadamapuzha Varghese Thomas (DIN: 00277632) are concerned or interested in the proposed resolution except as shareholders of the Company.

By order of the Board,

For **COCHIN STOCK BROKERS LIMITED**

Sd/-

Peter Markose

Director

Director (DIN: 01849369)

Place: Cochin

Date : 05.09.2023



DIRECTORS' REPORT FOR THE FINANCIAL YEAR 2022-2023

To,

The Members,

Your Directors have pleasure in presenting the 24th Annual Report of your Company with the Audited Financial Statements and the Auditors' Report for the period from 1st April 2022 to 31st March, 2023. Your directors also have pleasure in stating that your Company has earned net profit before tax of Rs.6,072.93 thousands for the Financial Year 2022-2023. We record our sincere thanks to all behind this achievement.

1. Financial Highlights

The summarised financial results as compared with the previous year are as under:

<i>Particulars</i>	For the year ending March 31,2023 (Amount in Thousands)	For the year ending March 31,2022 (Amount in Thousands)
Total Revenue	84,134.21	108,786.51
Total Expenditure	78,061.28	102,571.58
Profit before tax	6,072.93	6,214.93
Provision for Tax	1,594.34	1619.63
Profit after Tax	4,478.59	4,595.30



2. Vision and Mission

We are a SEBI registered Stock/commodity Broker with emphasis on customer satisfaction through safety of their investments, service and continuing education apart from individual development and care for the employees.

Our mission

- A) To Capitalize on emerging opportunities in creation of wealth, value and effective utilisation of domestic and international markets.
- B) To strive to meet customer's requirements to their satisfaction.
- C) Continuing focus on individual development and welfare of employees.
- D) To imbibe higher standards of business ethics and values.

3. REVIEW OF OPERATIONS

The Company has made operating revenue of Rs.84134.21 Thousands for the 12 months period ended on March 31, 2023 as against the previous year's operating revenue of Rs.1,08,786.51 Thousands. The operating profit of the Company for the 12 months period ended on March 31, 2023 is Rs.4478.59 Thousands as against the previous years operating profit of Rs.4595.30 Thousands.

4. SHARE CAPITAL

The Authorised Share Capital of the Company is Rs. 10,00,00,000 (Rupees Ten Crore Only) divided into 75,00,000 (Seventy-Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each and 25,00,000 (Twenty-Five lakh) Preference Shares of Rs. 10/- (Rupees Ten only) each.

The issued and subscribed capital is Rs.7,74,52,000 divided into 72,45,200 equity shares of Rs.10/- each, and 5,00,000, 9% redeemable cumulative non-convertible preference shares of Rs.10/- each . The paid



up equity share capital as on 31st March 2023 is Rs.7,24,34,400/-, the paid up 9% redeemable cumulative non-convertible preference share capital as on 31st March 2023 is Rs.50,00,000/-

During the period under review, the Company has redeemed 20,00,000 11% Redeemable non- Convertible Preference Shares of Rs. 10 each aggregating to Rs.2,00,00,000/- (Rupees Two Crore Only) on 16.01.2023, pursuant to the provision of Section 55 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014.

5. STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

5.1 ECONOMIC ENVIRONMENT

The Indian Economy has gone through phases of growth and change that has transformed it from being a primarily agriculture oriented economy to one where services and manufacturing contribute to 3/4th of it's gross domestic product. The economy requires a financial system to support growth by enabling access to resources, both financial and other.

Foreign exchange markets, commodity markets, insurance cover etc. will enable higher savings and investments with the help of already existing well developed systems and regulations.

5.2 TRADING PARTICIPANTS

Your company operates through registered Authorised persons. To increase investor awareness and participation in the Capital Market, we have introduced Systematic Investment Plan (SIP) giving emphasis on educating investors.



Our trading software Noren Trader Developed by FinSpot Technology Solutions Pvt. Ltd., , BOW includes TWS and IBT apart from offering CTCL environment. Mobile trading facility is available in Noren Trader and BOW. A substantial improvement in the business is expected in the days to come.

Securities Markets provide businesses seeking long / short term capital for development through offerings of their securities. Investors choose the securities depending on their own risk reward objectives.

5.3 COMPANY OVERVIEW

CSBL, a subsidiary of CSE Holdings Limited (former Our Investments Enterprise Limited) is a successful broking company, operational since 2000.

Your company is a SEBI registered Stock Broker and a corporate Trading cum Clearing Member of the Equity, Equity Derivative and Currency Market of the National Stock Exchange of India Limited (NSE), Trading Member of BSE Limited (BSE) and Multi Commodity Exchange of India Limited (MCX).

With the intention of increasing business, your company has started enrolling new Authorised Persons.

Your company is also functioning as a CDSL Depository Participant with a substantial number of Beneficial Owner Accounts.

Our Trading and Settlement functions are completely automated with state-of-the art technology. In addition, our well-experienced members of staff are capable to cater to our client's needs.

We bank with Axis Bank, The South Indian Bank, HDFC Bank, The



Federal Bank, The State Bank of India, to ensure smooth transfer of funds for trading operations of clients.

The composition of the Board of Directors of Cochin Stock Brokers Ltd is subject to provisions of Companies Act 2013 and the approval of BSE, NSE and MCX.

5.4 WEB BASED BACK OFFICE SOFTWARE

Our Back Office software ILedger is web based. All the clients and Authorised Persons can directly view trading and depository data through the System.

A leading back office software named "Share Pro" (both Web based and EXE) is under testing and parallel running and will be released before December 2023 to clients and Authorised Persons.

6. DIVIDEND AND TRANSFER TO RESERVE

The Directors have recommended a dividend of 11% aggregating to Rs.17,50,958.90 (Rupees Seventeen Lakh Fifty Thousand Nine Hundred and Fifty Eight and Paise Ninety Only) (upto the date of redemption , 16.01.2023) and 9% aggregating to Rs. 4,50,000/- (Rs. Four Lakh Fifty Thousand Only) on the redeemable cumulative non-convertible preference shares of the Company for the Financial Year 2022-2023. .

During the year an amount of Rs1,00,00,000/-[Rupees One Crore Only] was transferred to Capital Redemption Reserve Account.

7. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY.

There are no material changes and commitments affecting the



financial position of the company during this reporting period other than those mentioned in the Report.

8. CHANGE IN THE NATURE OF BUSINESS

During the year under review there is no change in nature of business of the Company.

9. BOARD OF DIRECTORS AND ITS COMMITTEES

A. Composition of the Board of Directors

Public Representative Directors	- 3
Member Directors	- 2
Nominee Director	- 1

B.Details of Directors and change in their Offices

Sl. No.	Name	Category	DIN
1	Kadamapuzha Varghese Thomas	Chairman and Managing Director	00277632
2	Thomas Thottathil Philip	PR Director	03516275
3	Francis Cherunilam Augustine	PR Director	03478138
4	Robins Jacob*	PR Director	01951433
5	Peter Markose	Member Director	01849369
6	Palapparambil Janaki Devi	Nominee Director	07294514



* On 25.02.2023, our Company appointed Shri Robins Jacob (DIN:01951433) as Additional Director and is sought to be appointed as Director of the company subject to the approval of shareholders at the ensuing Annual General Meeting.

C. Number of Meetings of the Board of Directors and Attendance during the year

The Board of Directors met 8 (Eight) times during the financial year 2022-2023. Dates of the meetings are 27.05.2022, 03.06.2022, 21.09.2022, 07.10.2022, 16.12.2022, 25.02.2023, 13.03.2023 and 28.03.2023

Attendance of the directors at the meetings held during the Financial Year 2022-2023 is as follows:

Name	No. of meetings held	No. of meetings attended
Kadamapuzha Varghese Thomas	8	8
Thomas Thottathil Philip	8	6
Francis Cherunilam Augustine	8	7
Robins Jacob	2	2
Peter Markose	8	8
Palapparambil Janaki Devi	8	6

D. Committees of the Board

The Committees of the Board comprises of "Audit Committee" and "Management Sub Committee". However, according to the provisions of Companies Act, 2013 and Rules made thereunder, your Company is not required to constitute any such committees.

The Audit Committee met 2 (Two) times during the Financial Year 2022-2023. Dates of the meetings are 21.09.2022 and 12.12.2022..



Terms of Reference of Audit Committee

- (i) Review and monitoring the auditor's independence, performance, and effectiveness of audit process;
- (ii) Examination of the financial statement and the auditors' report thereon;
- (iii) Approval of transactions of the company with related parties;
- (iv) Scrutiny of inter-corporate loans and investments;
- (v) Valuation of undertakings or assets of the company, wherever it is necessary;
- (vi) Evaluation of internal financial controls and risk management systems;
- (vii) monitoring the end use of funds raised through public offers

Audit Committee

Name	No. of meetings held	No. of meetings attended
Thomas Thottathil Philip	2	2
Kadamapuzha Varghese Thomas	2	2
Peter Markose	2	2
Palapparambil Janaki Devi	2	2
Patric Rozario	2	2
Kurien T Katticaren	2	2

Management sub Committee

During the Financial Year 2022-2023 meeting of the Management Sub-committee was not held.



Management Sub-committee

Name	No. of meetings held	No. of meetings attended
Peter Markose	0	0
Joseph Abraham	0	0
Palapparambil Janaki Devi	0	0
Kurien T. Katticareen	0	0
Jacob George	0	0
Patric Rozario	0	0
CA P.S. Menon	0	0
Denny John	0	0

10. DECLARATION OF INDEPENDENT DIRECTORS

The provisions of Section 149 pertaining to the appointment of Independent Directors do not apply to your Company.

11. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company and hence the Company has not devised any policy relating to appointment of Directors, payment of Managerial remuneration, Directors qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013.

12. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The company has not advanced or given any loans, guarantees/ security in connection with a loan or made any investments as specified



under the provisions of Section 186 of the Companies Act, 2013 during the period under review. The outstanding investments existing as on 31st March 2022 is mentioned in Notes to the financial statements attached.

13. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

The attention of the Members is drawn to Note No. 24 to the financial statements provided in this Annual Report. The particulars of contracts or arrangements with Related Parties in Form No. AOC 2 as referred to in sub-section (1) of Section 188 of the Companies Act, 2013 read with Rule 8 (2) of the Companies (Accounts) Rules, 2014 is annexed as "**Annexure**" hereto and forms part of this report.

14. DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the requirements under Section 134 (5) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- I. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- II. the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for the Financial Year 2022-2023.
- III. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.



- IV. the directors prepared the annual accounts on a going concern basis;
- V. the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

15. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

There were no Companies during the financial period 2022-2023 which have become or ceased to become Subsidiaries, Joint Ventures or Associate Companies.

16. SIGNIFICANT OR MATERIAL ORDERS PASSED BY REGULATORS/ COURTS/ TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND THE COMPANY'S OPERATIONS IN FUTURE

There are no significant or material Orders passed by Regulators/Courts/Tribunals during the year 2022-2023.

17. STATUTORY AUDITORS

As per the resolution passed by the Members in the 20th Annual General Meeting held on 30.09.2019, M/s. Krishnamoorthy & Krishnamoorthy, (Firm Regn. No.001488S) Statutory Auditors of the Company shall hold office till 25th Annual General Meeting of the Company. Hence they were continuing as the statutory auditors of the company during the period under review.

18. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS.

Following disputed amounts of tax which have not been deposited with the authorities as on 31.03.2023.



Name of the Statute	Nature of Dues	Amount (in Rs.)	Period to which the amount relates	Forum where dispute is pending
Service Tax	Disputed Tax demand	0.86 lakhs (excluding interest)	April 2008 to March 2010	Service Tax Appellate Tribunal

Management Reply – The Company disputed Service Tax for the period April, 2008 to March, 2010 .The Service Tax Appellate Tribunal accepted the explanation given regarding the basis of computation of tax payable and forwarded the case for verification to the Department. According to the legal opinion, maximum claim payable is reduced to Rs.86,454/-.

The provisions relating to submission of Secretarial Audit Report is not applicable to the Company.

19. DEPOSIT

The Company has not accepted or invited any deposits as per Companies Act, 2013 during the financial year and no amount has remained unpaid or unclaimed as at the end of the financial year. Further, there were no deposits which were not in compliance with requirements of Chapter V of the Companies Act, 2013.

20. AMOUNTS TO BE TRANSFERRED TO IEPF

There were no amounts due to be transferred to the IEPF during the Financial Year 2022-2023.

21. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

(A) Conservation of energy:-

Since your company is not engaged in any manufacturing activity



during the year, the disclosure of particulars under Section 134 (3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 regarding conservation of energy is not applicable.

(B) Technology absorption:-

Since your company is not engaged in any manufacturing activity during the year, the disclosure of particulars under Section 134 (3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 regarding technology absorption is not applicable.

(C) Foreign exchange earnings and Outgo:-

1. Foreign Exchange Earnings - Nil
2. Foreign Exchange Outgo – Nil

22. RISK MANAGEMENT POLICY

Risks are an integral part of business and it is imperative to manage these risks at acceptable levels in order to achieve business objectives. The risks to which the Company is exposed are both external and internal. Your company has formulated a Risk Management Policy to provide an integrated and standardized approach in managing all aspects of risk to which your Company is exposed. The surveillance department monitors the risk management policy with participation from officers responsible for risk management and to take appropriate steps to ensure that these risks are at acceptable levels. The risk management at Cochin Stock Brokers Ltd. is the responsibility of every employee both individually and collectively.

23. CORPORATE SOCIAL RESPONSIBILITY

The provisions as mentioned in Section 135 of the Companies Act, 2013 are not applicable to your company and hence the Company has not developed and implemented any Corporate Social Responsibility initiatives.



24. **PARTICULARS OF EMPLOYEES**

Disclosure pursuant to the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable to the Company.

25. **ANNUAL RETURN**

The Annual Return in the form of MGT-7 for the Financial Year ended March 31, 2023 as required under Section 92 and Section 134 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is available on the Company's website, www.csbl.co.in.

26. **Corporate Insolvency Resolution Process**

No application filed for corporate insolvency resolution process, by financial or operational creditor or by the Company under The Insolvency and Bankruptcy Code, 2016 before the National Company Law Tribunal during the year.

27. **OTHER MATTERS**

a. Disclosure Under Sexual Harassment Of Women At Workplace (Prevention, Prohibition & Redressal) Act, 2013:

The Company is committed in providing and promoting a safe and healthy work environment for all its employees. During the period under review no complaints were received or disposed off as envisaged under Sexual Harassment of Women at Workplace (Prevention & Redressal) Act, 2013.

b. Disclosure regarding issue of Equity Shares with Differential Voting Rights, Sweat Equity, ESOS.

Your Company has not issued any equity shares with differential rights, sweat equity, or ESOS during the financial year.

**c. Fraud Reporting:**

Your Company has not entered into transactions which are fraudulent, illegal or violative of the Company's Code of Conduct. During the period under review no frauds have occurred in the Company and no frauds were reported by the Auditors of the Company.

- d. The Company was not required to appoint any Key Managerial Personnel pursuant to Section 203 of the Companies Act, 2013.
- e. The Company has adequate internal financial controls with reference to the financial statement.
- f. The Company has complied with the Secretarial Standards applicable to the Company.
- g. Maintenance of cost records as specified by the Central Government under sub section (1) of Section 148 of the Companies Act, 2013 is not applicable to your Company.
- h. During the period under review, there were no instances of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions.

ACKNOWLEDGEMENTS

The Board of Directors expresses its sincere gratitude to all our shareholders, Authorised Persons, bankers and clients for their continued support. The Board of Directors would like to place on record its thanks to SEBI, NSE, BSE, MCX & CSE Holdings Limited for their guidance and support and also wholeheartedly acknowledges the dedicated efforts of all members and the staff of the Company for their contribution during the year under review.

For and on behalf of the Board of Directors

Sd/-
K.V. Thomas
Chairman
(DIN:00277632)

Sd/-
Peter Markose
Director
(DIN:01849369)

Place: Cochin
Date: 05.09.2023



Annexure

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies(Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis

There were no contracts or arrangements or transactions entered into during the year ended 31st March 2023, which were not at arm's length basis.

2. Details of material contracts or arrangement or transactions at arm's length basis:

Sl. No	(a) Name of the related party and nature of relationship	(b) Nature of contracts / arrangements /transactions	(c) Duration of the contracts/ arrangements/ transactions	(d) Salient terms of the contracts or arrangements or transactions including the value, if any (Amount in Thousands)	(e) Date(s) of approval by the Board, if any	f) Amount Paid as advances, if any.
1	CSE Holdings Ltd. Holding Company	Rent Agreement	Rent Agreement dated 01.12.2021 effective from 01.12.2021 for 11 months terminated on 31.10.2022 by mutual consent and substituted by new agreement dt. 01.11.2022 and by Supplementary Agreement dt. 09.12.2022 increasing the rental area from 1000 sq.ft. to 2000 sq.ft. and enhancing the rate of rent from Rs.25/- per sq.ft. to Rs.30/- per sq.ft. w.e.f. 15.12.2022	A part of the premises of CSE Holdings Limited having a measurement of 1000 sq. ft. was rented out to Subsidiary, Cochin Stock Brokers Limited for its trading and official purposes on a monthly rent of Rs.25 (Rs. 25/-Sqft) + Goods and Service Tax w.e.f 01.11.2022 up to 14.12.2022, with a rental deposit of Rs.700/- W.e.f 15.12.2022 the rental area was increased from 1000 sq.t. to 2000 sq.ft. enhancing the rate of rent from Rs.25 per sq.ft. to Rs.30 per sq.ft. plus Goods and Service Tax. The parties entered into a Supplementary Agreement dated 09.12.2022 to the above effect. The rental deposit of Rs.700 was retained. As per the agreement all electricity charges and generator expenses including its running cost and maintenance will be shared between the parent company and the Subsidiary in the ratio of 10:90. On expiry of the Agreement, the same may be extended for a further period on mutually agreed terms. Rs.424.19 (lease Rent) + Rs.911.79 (electricity charges and generator expenses including its running cost and maintenance) = Rs. 1335.98	06.12.2021	Nil



2	CSE Holdings Ltd, Holding Company	Deputation of employees from CSE Holdings Limited to CSBL.	Various dates of deputation	4 employees of CSE Holdings Limited, are deputed to CSBL.	Various dates of approval.	Nil
2.1	CSE Holdings Ltd, Holding Company	PF Contribution paid to deputed Employee	As per the Company norms	Rs. 68.51/-	Various dates of approval.	Nil
	1.Mr. Patric Rozario, Director of CSE Holdings Limited	Payment in the nature of Honorarium, Travelling Allowances and Incentive	As per the Company norms	Rs. 130/- Rs. 27 /- Rs. 30	Board Meeting dt 10.03.2017 & MSC Meeting dt. 10.12.2018	Nil
	2. Mr. Kurien T Kattikaren, Director of CSE Holdings Limited	Payment in the nature of Honorarium & Travelling Allowances	As per the Company norms	Rs. 130/- Rs. 27/-	Board Meeting dt 10.03.2017 & MSC Meeting dt. 10.12.2018 and 21.01.2019	Nil
	3. Mr. Jacob George, Director of CSE Holdings Limited	Payment in the nature of Honorarium & Travelling Allowances	As per the Company norms	Rs. 130 Rs. 24 Rs. 351.61	Board Meeting dt. 05.02.2018, MSC Meeting dt. 10.12.2018 & Board Meeting dt. 16.12.2022	Nil
	4.Ms. P. Janaki Devi	Professional fees	As per the Company norms	Rs. 60 /-	Board Meeting dated 31.07.2019	Nil

For and on behalf of the Board of Directors

sd/-

K.V. Thomas

Chairman (DIN: 00277632)

sd/-

Peter Markose

Director (DIN:01849369)

Place: Cochin
Date : 05.09.2023



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF COCHIN STOCK BROKERS LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial Statements of COCHIN STOCK BROKERS LIMITED ('the Company') which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss and the Statement of Cash Flow Statement for the year then ended and notes to the standalone financial statement, including a summary of the 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 Companies Act, 2013('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and its profit, and its cash flow for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, 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 audit opinion.

Information other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report but does not include the standalone financial statements and our auditor's report thereon. The reports containing the other information as above are 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 identified above and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

Responsibilities of Management and Those Charged with Governance for the Standalone 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 the standalone financial statements that give a true and fair view of the financial position, financial performance 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 read with relevant rules issued there under. 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 accounting policies; making judgments and estimate 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 standalone financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

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

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

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

Our objectives are to obtain reasonable assurance about whether the



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

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

- ◆ Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ◆ Obtain an understanding of internal controls 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 standalone financial statements in place and the operating effectiveness of such controls.
- ◆ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- ◆ Conclude on the appropriateness of Management and Board of Directors use of the going concern basis of accounting in preparation of standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However,



future events or conditions may cause the Company to cease to continue as a going concern.

- ◆ Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

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 in terms of sub-section (11) of section 143 of the Act, we give in "Annexure A" a statement on the matters specified in the paragraph 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought 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 Balance Sheet, Statement of Profit and Loss and 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 relevant rules issued there under.
- 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".
- g. 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, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act, to the extent that additional amount of Rs.455 Thousand paid to directors has been approved by the Board of Directors and the same is being placed before the ensuing Annual General Meeting for approval of the shareholders and
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements as at 31st March 2023. (Refer note 25 to the standalone financial statements).
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any foreseeable losses as at 31st March 2023.
 - iii. There were no amounts which are required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31st March 2023.
- iv. a) 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 share premium 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 otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner what so ever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- b) 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;
- c) 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 (a) and (b) above, contain any material misstatement
- v. The dividend declared or paid during the year by the company is in compliance with section 123 of the Act.
- vi. Provision 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 w.e.f. 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.

For **Krishnamoorthy and Krishnamoorthy**

Chartered Accountants

Firm Reg No.001488S

Sd/-

R. Venugopal

Partner

Membership No.202632

Udin: 23202632BGTCVA6797

Kochi
05.09.2023

**ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph 1 under the heading 'Report on Other Legal and Regulatory Requirements' section of our independent audit report of even date on standalone Financial Statements for the year ended 31st March 2023)

- i. In respect of the Company's Property, Plant and Equipment and Intangible assets:
 - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) As per the information and explanation given to us, the Company is not holding any intangible assets.
 - (b) The Company has a program of verification to cover all the items of Plant, Property and equipment in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Plant, Property and Equipment were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) As per the information and explanation given to us, the Company is not holding any immovable assets.
 - (d) As per the information and explanation given to us and on the basis of our examination of records of the Company, the company has not revalued any of its Property, Plant and Equipment during the year.
 - (e) No proceedings have been initiated during the period or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder
- ii.
 - (a) The Company is a service company. Accordingly, it does not hold any physical inventories.
 - (b) The Company has been sanctioned working capital limits in excess of ? 5 crore, in aggregate, during the year, from banks or financial institutions. These borrowings are against lien on fixed deposit held by



the company. Submitting quarterly returns/statements of inventory or receivables is not applicable to the company.

- iii. According to the information and explanations given to us, the Company has not provided 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 during the year. The investment made during the year are not prejudicial to the interest of the Company.
- iv. The company has complied with the provisions of Sections 186 of the Companies Act, 2013 in respect of making investments. The company has not granted any loans, or given any guarantees or security for which the provisions of section 185 and 186 of the Companies Act 2013 are applicable.
- v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- vi. According to the information and explanation given to us, the Central Government has not prescribed the maintenance of cost records under section 148 (1) of the Companies Act, 2013 for the services rendered by the Company.
- vii. (a) As per the information and explanations furnished to us and according to our examination of the records of the Company, the Company has been generally regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and ' other material statutory dues, as applicable to the Company to the appropriate authorities during the year. According to the information and explanations given to us and the records of the Company examined by us, there are no arrears of undisputed statutory dues outstanding as on the last day of the financial year for a period of more than six months from the date on which they become payable.

(b) Dues outstanding in respect of statutory dues referred to in sub-clause (a), which have not been deposited on account of any dispute is as follows:



Name of the Statute	Nature of dues	Amount (in Thousands)	Period to which the amount relates	Forum where dispute is pending
Service Tax	Disputed Tax demand	86.45 (excluding Interest)	April 2008 to March 2010	Service Tax Appellate Tribunal

- viii. According to the information and explanation given to us and on the basis of examination of the records of the company, the company has not surrendered or disclosed any transactions, previously unrecorded as income in the book of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- ix. (a) As per information and explanation furnished to us and according to our examination of the records of the company, the company has not made any defaults in repayment of loan or borrowing or in the payment of interest thereon to any lender.
- (b) According to the information and explanation given to us and on the basis of 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) According to the information and explanation given to us, the company has not obtained any term loans during the year. Accordingly, clause 3(ix) (c) of the order is not applicable.
- (d) On an overall examination of the Financial Statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) The Company did not have any subsidiaries or joint ventures or associates during the year, hence reporting requirements under clause 3(ix) (e) of the Order is not applicable to the Company.
- (f) 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 did not have any subsidiaries or joint ventures or associates during the year, hence reporting requirements under clause 3(ix) (f) of the 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 period and hence reporting under clause 3(x) (a) of the order is not applicable.
- (b) According to the information and explanations given to us and the records of the Company examined by us, the Company has not made any preferential allotment or private placement of shares or fully or partly or optionally convertible debentures during the year and hence, the reporting requirements under clause 3(x) (b) of the Order are 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 Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) The company has not received any whistle blower complaints during the year and hence reporting under clause 3(xi) (c) of the Order is not applicable.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. (a) 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, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.



- xvi. (a) 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 clause 3(xvi) (a) and (b) of the Order is not applicable.
- (b) 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.
- (c) 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 clause 3 (xvi) (d) of the Order is not applicable.
- 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 of the company during the year.
- 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. The requirements as stipulated by the provisions of section 135 are not applicable to the company. Accordingly, clauses 3(xx) (a) and 3(xx) (b) of the order are not applicable.



- xxi. According to the information and explanations provided to us and based on our verification of the Records of the Company, the reporting requirements under this clause is not applicable to the Company as the Company is not required to prepare consolidated financial statements.

For Krishnamoorthy and Krishnamoorthy

Chartered Accountants

Firm Reg No.001488S

Sd/-

R. Venugopal

Partner

Membership No.202632

Udin: 23202632BGTCVA6797

Kochi
05.09.2023



ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report to Cochin Stock Brokers Limited of even date)

Report on the Internal Financial Controls with reference to the standalone financial statements under Clause(I) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to with financial statements of **COCHIN STOCK BROKERS LIMITED** ("the Company") as of 31 March 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

The Board of Directors of the Company 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 company's business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the standards on auditing issued by ICAI prescribed under section 143(10) of the Companies Act, 2013 to the extend applicable to an audit of Internal Financial Controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by ICAI . Those Standards and the



Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements 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 with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements includes obtaining an understanding of such internal financial controls, 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 with reference to standalone financial statements.

Meaning of Internal Financial Controls with Reference to standalone Financial Statements

A company's internal financial control with reference to standalone financial statements 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 controls with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.



Inherent Limitations of Internal Financial Controls with Reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, 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 with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial control with reference to standalone financial statements and such Controls were operating effectively as at March 31, 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(ICAI).

For Krishnamoorthy and Krishnamoorthy
Chartered Accountants
Firm Reg No.001488S

Sd/-

R.Venugopal
Partner

Membership No.202632
Udin: 23202632BGTCVA6797

Kochi
05.09.2023



COCHIN STOCK BROKERS LIMITED

CIN No: U67120KL1999PLC013552

Standalone Balance Sheet as at 31st March, 2023

(Amount in Thousands)

	Particulars	Note No.	As at 31 March 2023	As at 31 March 22
I	EQUITY AND LIABILITIES		Rs	Rs
1	Shareholders' funds			
	(a) Equity Share Capital	2	72,434.40	72,434.40
	(b) Preference Share Capital	2	5,000.00	25,000.00
	(c) Reserves & Surplus	3	32,715.64	31,357.39
			110,150.04	128,791.79
2	Non-current liabilities			
	(a) Other long term liabilities	4	6,498.49	6,480.09
	(b) Long term provisions	5	215.19	162.65
			6,713.68	6,642.74
3	Current liabilities			
	(a) Short term Borrowings	6	44,104.79	45,236.89
	(b) Trade payables			
	Total outstanding dues of micro enterprises and small enterprises	7	84,192.73	116,914.10
	Total outstanding dues other than micro enterprises and small enterprises			
	(c) Other current liabilities	8	17,055.02	11,124.21
			145,352.54	173,275.20
	Total		262,216.27	308,709.73
II	ASSETS			
1	Non-current assets			
	(a) Property Plant and Equipment and Intangible Assets			
	(i) Property Plant and Equipment	9	2,696.65	2,989.01
	(b) Non-current investments	10	4.89	4.89
	(c) Deferred tax asset (net)	11	56.21	32.95
	(d) Long-term loans and advances	12	1,133.95	1,053.38
	(e) Other non-current assets	13	23,486.94	18,007.96
			27,378.64	22,088.19
2	Current assets			
	(a) Current Investments	14	10.00	-
	(a) Trade receivables	15	36,647.54	49,878.77
	(b) Cash and bank balances	16	189,708.28	213,330.31
	(c) Short-term loans and advances	17	8,443.41	23,388.11
	(e) Other current assets	18	28.40	24.35
			234,837.63	286,621.54
	Total		262,216.27	308,709.73

The accompanying notes are an integral part of the financial statements

Significant Accounting Policies & Notes on Accounts

1,24-27

As per our report of even date attached

For Krishnamoorthy & Krishnamoorthy

Chartered Accountants

Firm Regn No.001488S

Sd/-

R.Venugopal
Membership No 202632
Udin:23202632BGTCA6797**For and on behalf of the Board of Directors of
Cochin Stock Brokers Limited**

Sd/-

K.V. Thomas
Chairman
Din: 00277632

Sd/-

Peter Markose
Director
Din: 01849369

Place: Kochi

Date: 05.09.2023



COCHIN STOCK BROKERS LIMITED

CIN No: U67120KL1999PLC013552

Standalone Statement of Profit and Loss for the year ended 31st March,2023

Particulars	Note No.	For the year ended 31 March 2023	For the year ended 31 March 2022
I REVENUE FROM OPERATIONS		Rs	Rs
Operating Revenue	18	84,134.21	108,786.51
Total Income		84,134.21	108,786.51
II EXPENSES			
Employee Benefits Expenses	19	7,472.34	6,204.42
Operational & Other expenses	20	66,087.52	92,720.20
Finance costs	21	3,997.50	3,120.65
Depreciation	9	503.92	526.31
Total expenses		78,061.28	102,571.58
III Profit before tax		6,072.93	6,214.93
IV Tax expense:			
Current Tax		(1,575.07)	(1,639.10)
Prior period tax		(42.53)	(45.77)
Deferred tax		23.26	65.24
V Profit after tax		4,478.59	4,595.30
VI Earning Per Equity Share of Rs.10/-each	22		
(a) Basic		0.31	0.33
(b) Diluted		0.31	0.33

The accompanying notes are an integral part of the financial statements

Significant Accounting Policies & Notes on Accounts 1,23-27

As per our report of even date attached

For Krishnamoorthy & Krishnamoorthy

Chartered Accountants

Firm Regn No.001488S

For and on behalf of the Board of Directors of

Cochin Stock Brokers Limited

Sd/-

R.Venugopal

Membership No 202632

Udin:23202632BGTCVA6797

Sd/-

K.V. Thomas

Chairman

Din: 00277632

Sd/-

Peter Markose

Director

Din: 01849369

Place: Kochi

Date: 05.09.2023



COCHIN STOCK BROKERS LIMITED

CIN No: U67120KL1999PLC013552

Standalone Cash Flow Statement for the year ended 31.03.2023

(Amount in Thousands)

Particulars	Year ended March 31 ,2023		Year ended March 31 ,2022	
	Rs	Rs	Rs	Rs
A Cash flow from Operating Activities				
Net Profit before tax and extraordinary items		6,072.93		6,214.93
a Depreciation	503.93		526.32	
b Interest Income	(9,638.88)		(10,512.79)	
c Finance Cost	3,997.50	(5,137.45)	3,120.65	(6,865.82)
Operating profit before working capital changes		935.48		(650.89)
Movements in Working Capital				
Adjustments for (increase)/decrease				
a Trade Receivables	13,231.23		11,257.35	
b Loans & advances	15,560.31		32,834.74	
c Other Assets	(5,483.03)	23,308.51	1,997.57	46,089.66
Adjustments for increase/(decrease)				
a Trade payables	(32,721.37)		(51,737.46)	
b other current liabilities	5,930.81		(23,750.61)	
c Long-term liabilities	70.94		(2,562.52)	
Cash generated from operations		(26,719.62)		(78,050.59)
Tax adjustment		(2,475.63)		(32,611.82)
		(2,313.77)		(3,241.27)
Net Cash flow from operating activities (A)		(4,789.40)		(35,853.09)
B Cash flow from investing activities				
a Purchase of Fixed assets	(211.57)		(409.76)	
b Interest Income	9,638.88		10,512.79	
c Purchase of Investment	(10.00)		-	
Net Cash flow from investing activities (B)		9,417.31		10,103.03
C Cash flow from financing activities				
a Decrease in Short term borrowings	(1,132.10)		(1,447.26)	
b Preference share application money received	-		5,000.00	
c Finance Cost	(3,997.50)		(3,120.65)	
d preference shares redeemed	(20,000.00)		-	
e Dividend paid	(3,120.34)		(2,200.00)	
Net cash flow from financing activities (C)		(28,249.94)		(1,767.91)
Net increase / Decrease in cash and cash equivalents (A+B+C)		(23,622.03)		(27,517.97)
Cash and cash equivalents at the beginning of the year		213,330.31		240,848.27
Cash and cash equivalents at the end of the year		189,708.28		213,330.31
Cash and Cash equivalents comprises of				
Cash on hand		10.77		6.10
Balances with banks		189,697.51		213,324.21
Net cash and cash equivalents at the end of the year		189,708.28		213,330.31

Cash and cash equivalents at the year includes Rs. 165730 Thousands (Rs.155033 Thousands) held under lien.

As per our report of even date attached

For Krishnamoorthy & Krishnamoorthy

Chartered Accountants

Firm Regn No.001488S

Sd/-

R.Venugopal

Membership No 202632

Udin:23202632BGTCVA6797

Place: Kochi

Date: 05.09.2023

For and on behalf of the Board of Directors of

Cochin Stock Brokers Limited

Sd/-

K.V. Thomas

Chairman

Din: 00277632

Sd/-

Peter Markose

Director

Din: 01849369



NOTES ON ACCOUNTS

1A BACKGROUND

Cochin Stock Brokers Limited (CSBL) is the sole subsidiary of CSE Holdings Limited, an erstwhile Regional Stock Exchange. CSE had ceased to be a stock exchange vide Exit Order no WTM/RKA /MRD/163/2014 of SEBI. As per SEBI Regulations, a stock exchange could provide trading opportunities to their trading members to trade on stock exchanges having nationwide terminals through their subsidiary company, which will function as a normal broking entity. CSBL is a SEBI registered intermediary and a corporate Trading cum Clearing member of the Capital Market segment of the National Stock Exchange (NSE) a trading member BSE Limited (BSE) and Multi Commodity Exchange of India Ltd ,a depository participant of Central Depository Services Limited(CDSL).

1B Significant Accounting Policies

a Basis of Accounting

The Financial Statements are prepared under the historical cost convention, on accrual basis of accounting and have been prepared in accordance with the Generally Accepted Accounting Principles in India (India GAAP). The Company has prepared these financial statements to comply in all material respects with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder.

b Use of Estimates

The preparation of financial statements in conformity with the generally accepted accounting principles (GAAP) requires management to make estimates and assumptions to be made that effects the reported amounts of assets and liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Differences between the actual result and estimates are recognized in the period in which the results are known/materialized.

c Property Plant and Equipment

Property, plant and equipment and intangible assets are carried at cost less accumulated depreciation / amortisation and impairment losses, if any. The cost of property, plant and equipment and intangible assets comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying property, plant and equipment up to the date the asset is ready for its intended use. Subsequent expenditure on



property, plant and equipment after its purchase / completion is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

d Depreciation

Depreciation on tangible fixed assets is charged on straight line bases as per the useful life of the assets specified in part C schedule II of the Companies Act 2013

Class of assets	Useful life
Plant & machinery	15 years
Furniture and fixtures	10 years
Server network	6 years
End user devices such as desktops, laptops	3 years

e Revenue Recognition

Revenue is recognized to the extent it is probable that the economic benefits flow to the company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized.

Depository brokerage and other revenue

- I) Brokerage income and transaction charges are recognized on the trade date of transaction upon confirmation of the transaction.
- ii) Income from depository services and penal charges are recognised on the basis of agreement entered into with clients and when the right to receive the income is established. Charges are not levied on holding less than Rs.50000 as per SEBI direction. Depository charges are levied on DP accounts having adequate holdings and are prompt in payment.
- iii) Dividend income is accounted for when the right to receive the income is established.
- iv) Delay payment charges are calculated on the basis of outstanding debit balance from the settlement date of trade till dues are cleared.
- v) Interest is recognized on a time proportion basis taking in to account the amount outstanding and the applicable interest rate.

f Investments

Long-term investments are stated at cost. However, provision for diminution is made to recognize a decline, other than temporary, in the value of investment, such reduction being determined and made for each investment



individually. Current investments are stated at cost or lower of cost and fair value determined for each category of investments.

g Employee Benefits

- i The defined contribution plan for employees comprises of Provident Fund. The contribution paid/payable to these plans during the year is charged to Statement of Profit and loss.
- ii The group gratuity scheme of Life Insurance Corporation of India covers accruing liability for gratuity to employees. Liability for gratuity is determined based on actuarial valuation under project credit method.
- iii The company has a policy of paying Leave Travel Allowances once in three years on completion of two years after confirmation of service. Leave Travel Allowance is accounted for as and when claimed by employees.
- iv The company has a scheme for compensated absences for employees, the liability of which is determined on the basis of an independent actuarial valuation carried out at the end of the year, using projected unit credit method.
- v Short-term Employee benefits such as salaries is recognised on the basis of the amount paid or payable for the period during which services are rendered by the employee

h Borrowing Cost

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of that asset. Borrowing costs are capitalized as part of the cost of a qualifying asset when it is probable that they will result in future economic benefits to the enterprise and the costs can be measured reliably. Other borrowing costs are recognized as an expense in the year in which they are incurred.

i Income Tax

Income Tax is accounted in accordance with Accounting Standard on Accounting for taxes on Income (AS 22) which includes current tax and deferred tax. Deferred tax asset/liability representing timing differences between accounting income and taxable income are recognized to the extent capable of being reversed in subsequent years. Deferred tax asset in respect of unabsorbed depreciation or carried forward loss are recognized if there is virtual certainty that sufficient future taxable income will be available to realize the same. Other deferred tax assets are recognized to the extent that there is reasonable certainty that sufficient future taxable income will be available to realize the same.

At each balance sheet date, the Company re-assesses unrecognised defined tax assets/liability. It recognises unrecognised defined tax assets to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realised.



The carrying amount of deferred tax assets/ liability are reviewed at each balance sheet date. The Company recognises / writes-down the carrying amount of a deferred tax to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write-down is subsequently reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized

j Impairment of Assets

The company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. An asset is identified as impaired, when the carrying value of the asset exceeds its recoverable value. Based on such assessment, impairment loss if any is recognized in the Statement of Profit and Loss of the period in which the asset is identified as impaired. The impairment loss recognised in the prior accounting periods is reversed if there has been a change in fair estimate of recoverable amount.

k Earnings per share

The earning considered for ascertaining company's earnings per share comprise of the Net profit/loss for the period attributable to equity shareholders. The number of shares used in computing the basic earnings per share is a weighted average number of equity shares outstanding during the period.

Diluted earnings per share is calculated by dividing the net profit after tax for the year attributable to equity shareholders of the company by the weighted average number of shares determined by assuming conversion on exercise of conversion rights for all potential dilutive securities.

l Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date.

Contingent Liabilities are disclosed when the company has a possible obligation or a present obligation and it is probable that a cash flow will not be required to settle the obligation.

Contingent assets are neither recognized nor disclosed, in the financial statements.



Note 2

Share Capital

(Amount in Thousands)

Sl. No	Particulars	As at 31st March 2023	As at 31st March 2022
	Equity Share Capital	Rs	Rs
A	Authorised Equity Share Capital 75,00,000 Equity shares of Rs. 10 each. (75,00,000 Equity shares of Rs. 10 each)	75,000.00	75,000.00
B	Issued, subscribed and paid up Equity Share Capital 72,45,200 equity shares of Rs.10 each (72,45,200 equity shares of Rs.10 each)	72,452.00	72,452.00
C	Paid up Equity Share Capital 72,45,200 Equity Shares of Rs.10 each (72,45,200 Equity Shares of Rs.10 each) Less: Calls in Arrears 5200 Equity Shares	72,452.00 17.60	72,452.00 17.60
	TOTAL	72,434.40	72,434.40
	Non-Convertible Preference Share Capital	As at 31st March 2023	As at 31st March 2022
		Rs	Rs
A	Authorised Preference Share Capital 25,00,000 Preference shares of Rs. 10 each. (25,00,000 preference shares of Rs.10 each)	25,000.00	25,000.00
B	Issued, subscribed and fully paid up Equity Share Capital 20,00,000 11% Preference shares of Rs.10 each 5,00,000 9% Preference shares of Rs.10 each	- 5,000.00	20,000.00 5,000.00
	TOTAL	77,434.40	92,434.40

2.1 Terms / Rights attached to Equity Shares

The Company has only one class of Equity Shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. All Equity shares rank equally with regard to dividends and share in the Company's residual assets. The Equity Shareholders are entitled to receive dividend as declared by the Company subject to payment of dividend to Preference Shareholders.

In the event of liquidation of the Company, the holders of Equity Share will be entitled to receive remaining assets of the Company, after disbursement of all preferential amounts, in proportion to their share holding.



2.2 Terms / Rights attached to issued Preference Shares

20,00,000 Cumulative redeemable non-convertible Preference Shares shall be entitled to dividend at the rate of 11% per annum. The shares were issued on October 2018 and redeemable within a period of Five years. These shares were redeemed during the year. 5,00,000 Cumulative redeemable non-convertible preference shares redeemable within a period of Five years were issued on February 2022 and shall be entitled to dividend at the rate of 9% per annum. In case of insufficiency of profits/ no profits, the dividend on Preference shares shall not be declared and distributed in the respective year but the dividend liability on the Preference Shares for that respective year shall be cumulated and paid to the holders of the Preference Shares.

Preference Shares carry a preferential right as to dividend over Equity Shares. Where dividend on cumulative preference shares is not declared for a financial year, the entitlement thereto is carried forward. The Preference Shares are entitled to one vote per share at meetings of the Company on any resolutions of the Company directly affecting their rights, in the event of liquidation Preference Shareholders have a preferential right over Equity shareholders to be repaid to the extent of capital paid up and dividend in arrears on such shares.

During the Financial Year the Company had redeemed 20 lakh existing 11% Redeemable cumulative non-Convertible Preference Shares of Rs.10/- each aggregating to Rs.20,000 Thousands which was redeemed out of the accumulated profit of the Company upto Rs.15,000 Thousand and balance out of the proceeds of the fresh issue of 5,00,000 9% Redeemable cumulative non-Convertible Preference Shares of Rs.10 each aggregating to Rs.5,000 Thousand to the existing shareholders of the Company made during previous year.

(Amount in Thousands)

2.3	As at 31 March 2023		As at 31 March, 2022	
	No.of Shares	Amount	No.of Shares	Amount
Reconciliation of authorised equity share capital				
		Rs		Rs
At the beginning of the year	7,500,000	75,000.00	8,000,000	80,000.00
Add/Less: Movement during the year	-	-	(500,000)	(5,000.00)
At the end of the year	7,500,000	75,000.00	7,500,000	75,000.00

(Amount in Thousands)

2.4	As at 31 March 2023		As at 31 March, 2022	
	No.of Shares	Amount	No.of Shares	Amount
Reconciliation of issued, subscribed and paid up equity share capital				
		Rs		Rs
At the beginning of the year				
72,40,000 fully paid Equity shares	7,240,000	72,400.00	7,240,000	72,400.00
5,200 partly paid-up equity	5,200	34.40	5,200	34.40
Add/Less: Movement during the year	-	-	-	-
At the end of the year	7,245,200	72,434.40	7,245,200	72,434.40



(Amount in Thousands)

2.5	Reconciliation of authorised 11 % preference share capital	As at 31 March 2023		As at 31 March, 2022	
		No.of Shares	Amount	No.of Shares	Amount
			Rs		Rs
	At the beginning of the year	2,000,000	20,000.00	2,000,000.00	20,000.00
	Add/Less: Movement during the year				
	At the end of the year	2,000,000	20,000.00	2,000,000.0	20,000.0

(Amount in Thousands)

2.6	Reconciliation of issued, subscribed and paid up 11 % preference share capital	As at 31 March 2023		As at 31 March, 2022	
		No.of Shares	Amount	No.of Shares	Amount
			Rs		Rs
	At the beginning of the year				
	20,00,000 11% Preference shares	2,000,000	20,000.00	2,000,000	20,000.00
	Add/(Less): Movement during the year	(2,000,000)	(20,000.00)	-	-
	At the end of the year	-	-	2,000,000	20,000.00

(Amount in Thousands)

2.7	Reconciliation of authorised 9 % preference share capital	As at 31 March 2023		As at 31 March, 2022	
		No.of Shares	Amount	No.of Shares	Amount
			Rs		Rs
	At the beginning of the year	500,000	5,000.00	-	-
	Add :Issue of 9 % preference share	-	-	500,000	5,000.00
	At the end of the year	500,000	5,000.00	500,000	5,000.00

(Amount in Thousands)

2.8	Reconciliation of issued, subscribed and paid up 9 % Preference share capital	As at 31 March 2023		As at 31 March, 2022	
		No.of Shares	Amount	No.of Shares	Amount
			Rs		Rs
	At the beginning of the year	500,000	5,000.00	-	-
	Add :Issue of 9 % preference share	-	-	500,000.00	5,000.00
	At the end of the year	500,000	5,000.00	500,000.00	5,000.00


2.9 Details of Equity Shares held by the holding company:

(Amount in Thousands)

Name of Shareholder	As at 31 March 2023		As at 31 March, 2022	
	Number of fully paid	% holding in	Number of fully	% holding in the
CSE Holdings Limited	6,797,700	93.82%	6,797,700	93.82%

2.10 Details of Equity shares held by each shareholder holding more than 5% shares:

(Amount in Thousands)

Name of Shareholder	As at 31 March 2023		As at 31 March, 2022	
	Number of fully paid shares	% holding in the shares	Number of fully paid shares	% holding in the shares
CSE Holdings Limited	6,797,700	93.82%	6,797,700	93.82%

2.11 Details of Preference shares held by each shareholder holding more than 5% shares:

(Amount in Thousands)

Name of Shareholder	As at 31 March 2023		As at 31 March 2022	
	Number of fully paid shares	% holding in the shares	Number of fully paid shares	% holding in the shares
K.J. Joseph	-	-	250,000	10.00%
Aliamma J.K.	-	-	150,000	6.00%
A G Geevarghese	100,000	20.00%		
Bindu Sajithkumar	45,000	9.00%		
High Range Stocks and Investmen	40,000	8.00%		
Daisy Idichandy	30,000	6.00%		
Vergis Idichandy	30,000	6.00%		
Mini Jaigopal	26,450	5.29%		

2.12 Details of Shares held by promoters

Equity Shares

(Amount in Thousands)

As at 31 March 2023			
Name of Shareholder	Number of fully paid shares	% holding in the shares	% Change during the year
CSE Holdings Limited	6,797,700	93.82%	0.00%

(Amount in Thousands)

As at 31 March 2022			
Name of Shareholder	Number of fully paid shares	% holding in the shares	% Change during the year
CSE Holdings Limited	6,797,700	93.82%	(0.06%)



2.13 Promoter is not holding any preference shares

Note 3

Reserves & Surplus

(Amount in Thousands)

Sl No.	Particulars	As at 31st March 2023	As at 31st March 2022
		Rs	Rs
A	Share premium Account	4,953.60	4,953.60
		4,953.60	4,953.60
B	Capital Redemption Reserve		
	Opening balance	5,000.00	4,000.00
	Transferred from P&L	10,000.00	1,000.00
		15,000.00	5,000.00
C	Surplus in Statement of Profit and Loss account		
	Opening balance	21,403.79	20,008.49
	Current year profit	4,478.59	4,595.30
	Less: Transferred to capital redemption reserve	10,000.00	1,000.00
	Less: Dividend on Preference Shares	3,120.34	2,200.00
		12,762.04	21,403.79
	Total	32,715.64	31,357.39

3.1 Preference share dividend represents:

- i Interim dividend on 11% preference shares for the period from October 2021 to March 2022 (subsequently ratified by share holders) , interim dividend for the period from April 2022 to September 2022 , interim dividend for the period from october 2022 to 6th february 2023 ie till the date of redemption of 11% preference shares. The interim dividend is approved by the Board of Directors.
- ii Interim dividend on 9% preference shares for the period from february 2022 to March 2022 (subsequently ratified by share holders) , interim dividend for the period from April 2022 to September 2022 . The interim dividend is approved by the Board of Directors.

3.2 Proposed Interim Dividend on 9% preference shares for the period from October 2022 to March 2023 (Rs.0.45 Per share aggregating to Rs.225 Thousands) (previous year - Rs. 0.0089 per share aggregating to Rs.44.38 Thousands) has been declared and paid in April 2023 . .

**Note 4****Other long term liability**

(Amount in Thousands)

SI No	Particulars	As at 31st March 2023	As at 31st March 2022
		Rs	Rs
A	Margin Deposit	6,016.49	5,998.09
B	Members Security Deposit	476.00	476.00
C	Members Telephone Deposit	6.00	6.00
	Total	6,498.49	6,480.09

Note 5**Long term provisions**

(Amount in Thousands)

SI No	Particulars	As at 31st March 2023	As at 31st March 2022
		Rs	Rs
A	Provision for Leave encashment	168.89	162.65
B	Provision for Gratuity	46.30	-
	Total	215.19	162.65

5.1 Actuarial assumption with regard to compensated absences (unfunded) are given

		2022-23	2020-22
a	Discount Rate per Annum	7.18%	7.005%
b	Salary Escalation Rate	7.00%	7.00%
c	Mortality Rate	IALM 2012-14	IALM 2012-14

5.2 Actuarial assumption with regard to gratuity are given below:

		2022-23	2020-22
a	Discount Rate per Annum	7.20%	7.13%
b	Expected return on assets	7.50%	7.50%
c	Salary Escalation Rate	7.00%	7.00%
d	Mortality Rate	IALM 2012-14	IALM 2012-14

Note 6**Short Term Borrowings**

(Amount in Thousands)

SI No	Particulars	As at 31st March 2023	As at 31st March 2022
		Rs	Rs
A	Cash Credit(Secured)		
	(a) Overdraft from Axis Bank	24,705.14	35,722.87
	(b) Overdraft from South Indian Bank	10,668.75	9,514.02
	(c) Overdraft from Federal Bank	8,730.90	-
	Total	44,104.79	45,236.89

6.1 Overdraft from Axis Bank ,South Indian Bank and Federal bank are against lien on Fixed Deposits held by the Company.


Note 7
Trade payables

(Amount in Thousands)

Sl No	Particulars	As at 31st March 2023	As at 31st March 2022
		Rs	Rs
A	Sundry Creditors	84,192.73	116,914.10
	Total	84,192.73	116,914.10

7.1 Trade Payables Ageing Schedule As on 31-03-2023

(Amount in Thousands)

Particulars	Outstanding for following periods from due date of payment					Total
	0-180 days	180-365	1-2 years	2-3 years	More than 3	
(i) MSME						-
(ii) Others	79,551.45	1,188.86	1,370.74	1,232.05	849.63	84,192.73
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-

7.2 Trade Payables Ageing Schedule As on 31-03-2022

(Amount in Thousands)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3	
(i) MSME						-
(ii) Others	112,494.85	1,143.42	2,112.67	155.47	1,007.69	116,914.10
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-

7.3 Due to interoperability the Company has merged the transactions done at NSE and BSE in Equity segments by consolidating them to NSE Account since NSE's Clearing Corporation handles the settlement. (Refer Note 15.3 also)

Note 8
Other Current liabilities

(Amount in Thousands)

Sl No	Particulars	As at 31st March 2023	As at 31st March 2022
		Rs	Rs
A	Income received in advance	1,531.01	1,616.00
B	Other Liabilities - Statutory dues	427.16	852.37
C	Advance received from clients	1,177.10	853.02
D	Other payables	12,286.47	6,992.80
E	Expense Payable	1,633.28	810.02
	Total	17,055.02	11,124.21



Note 9	PROPERTY, PLANT AND EQUIPMENT (Amounts in Thousands)											
	Gross block at Cost						Depreciation				Net Block	
	As at March 31, 2022	Additions	Deletions	As at March 31, 2023	As at March 31, 2022	For the year ended 31st March 2023	Deletions	As at March 31, 2023	As at March 31, 2023	As at March 31, 2023	As at March 31, 2022	
Plant and machinery	8,766.21	92.33	-	8,858.54	6,528.21	340.87	-	6,869.08	1,989.46	1,989.46	2,238.00	
Computer and accessories	42,189.62	115.64	-	42,305.26	41,519.37	151.96	-	41,671.33	633.93	633.93	670.25	
Furniture and fixtures	2,010.43	3.60	-	2,014.03	1,929.67	11.10	-	1,940.77	73.26	73.26	80.76	
TOTAL	52,966.26	211.57	-	53,177.83	49,977.25	503.92	-	50,481.18	2,696.65	2,696.65	2,989.01	
Previous year	52,556.49	409.76	-	52,966.25	49,450.92	526.31	-	49,977.24	2,989.02	2,989.02	3,105.57	



Note 10

Non current investment - Quoted

(Amount in Thousands)

Sl No	Particulars	As at 31st March 2023	As at 31st March 2022
		Rs	Rs
A	Trade Investments at cost		
	141 equity shares of Rs. 2 each of BSE Ltd (141 equity shares of Rs. 2 each of BSE Ltd) Aggregate market value Rs. 60.76 Thousands (Aggregate market value Rs.95.15 Thousands)	4.89	4.89
	Total	4.89	4.89

Note 11

Long term loans and advance

(Amount in Thousands)

Sl No	Particulars	As at 31st March 2023	As at 31st March 2022
		Rs	Rs
A	Deposits Unsecured Considered Good		
	Deposit with Banks	-	500.00
	Advances	1,133.95	437.78
	Gratuity Advance	-	115.60
	Total	1,133.95	1,053.38

Note 12

Deferred Tax Asset/ Liability

(Amount in Thousands)

Sl No	Particulars	As at 31st March 2023	As at 31st March 2022
		Rs	Rs
A	Deferred Tax Liabilities		
	Deferred Tax(on excess of net book value over income tax	93.52	103.55
B	Deferred tax assets		
	On provisions/other disallowances	149.73	136.50
	Total Asset/ (Liability)	56.21	32.95



Note 13

Other non-current assets

(Amount in Thousands)

SI No	Particulars	As at 31st March 2023	As at 31st March 2022
		Rs	Rs
A	Security Deposit	23,486.94	18,007.96
		23,486.94	18,007.96

Note 14

Current Investments

(Amount in Thousands)

SI No	Particulars	As at 31st March 2023	As at 31st March 2022
		Rs	Rs
A	Investment in Treasury Bills		
	Government Treasury Bills 100 units of Rs. 100 each .	10.00	-
	Total	10.00	-

14.1 Book Value of quoted Investments Rs.10 thousands

14.2 Market value of quoted Investments Rs. 10.20 thousands

Note 15

Trade Receivables (unsecured)

(Amount in Thousands)

SI No	Particulars	As at 31st March 2023	As at 31st March 2022
		Rs	Rs
A	Considered good	36,647.54	49,878.77
B	Considered doubtful	379.73	379.73
	Less provision for doubtful debts	379.73	379.73
	Total	36,647.54	49,878.77



15.1 Trade Receivables Ageing Schedule As on 31.03.2023

(Amount in Thousands)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3	
i) Undisputed Trade receivables - considered good	32,048.59	1,095.77	868.62	803.61	1,830.95	36,647.54
(ii) Undisputed Trade Receivables - considered doubtful						-
(iii) Disputed Trade Receivables considered good						-
(iv) Disputed Trade Receivables considered doubtful					379.73	379.73

15.2 Trade Receivables Ageing Schedule As on 31.03.2022

(Amount in Thousands)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3	
i) Undisputed Trade receivables - considered good	45,921.28	701.19	1,083.48	1,264.03	908.79	49,878.77
(ii) Undisputed Trade Receivables - considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	379.73	379.73

15.3 Due to interoperability the Company has merged the transactions done at NSE and BSE in Equity segments by consolidating them to NSE Account since NSE's Clearing Corporation handles the settlement. (Refer Note 7.3 also)

Note 16

Cash & Bank Balances

(Amount in Thousands)

Sl No	Particulars	As at 31st March 2023	As at 31st March 2022
		Rs	Rs
A	Cash and Cash equivalents		
	(a) Balance with banks	22,627.44	25,762.95
	(b) Cash on hand	10.77	6.10
B	Fixed Deposits	167,070.07	187,561.26
	Total	189,708.28	213,330.31

16.1 Fixed deposit includes a sum of Rs. 109050 Thousands (Previous Year Rs 33914 Thousands) which have original maturity more than 12 months.

16.2 Fixed deposit includes a sum of Rs. 160850 Thousands (Previous Year Rs Rs.149517 Thousands) held under lien as security towards Bank overdraft and Bank guarantee. Other lien mark deposit included in fixed deposit is 4880 Thousands (Rs 5516 Thousands)


Note 17
Short Terms Loans & advances

(Amount in Thousands)

SI No	Particulars	As at 31st March 2023	As at 31st March 2022
		Rs	Rs
A	Unsecured Considered Good		
	(a) Prepaid expenses	930.04	592.65
	(b) Employee Loans	80.00	144.50
	(c) Others	2,464.66	2,450.11
	(d) Due from NSE	4,968.71	20,200.85
	Total	8,443.41	23,388.11

Note 18
Other Current Assets(Unsecured and considered good)

(Amount in Thousands)

SI No	Particulars	As at 31st March 2023	As at 31st March 2022
		Rs	Rs
A	Others	28.40	24.35
	Total	28.40	24.35

Note 19
Operating Revenue

(Amount in Thousands)

SI. No	Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
		Rs	Rs
a	Brokerage	62,696.60	84,580.05
b	Transaction & Service Charges	1,258.07	923.11
c	Depository Charges	3,556.24	4,025.91
d	Interest on Deposits and Bonds	9,638.88	10,512.79
e	Delay Payment Charges	6,867.94	8,578.44
f	Miscellaneous income	116.48	166.21
	Total	84,134.21	108,786.51

Note 20
Employee Benefits Expenses

(Amount in Thousands)

SI. No	Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
		Rs	Rs
a	Salaries and Wages	5,562.53	5,083.50
b	Contribution to Provident Fund	318.01	303.36
c	Gratuity	341.29	63.11
d	Staff welfare expenses	669.64	275.39
e	Leave travel allowance	90.35	108.40
f	Deputed Personnel Expenditure	68.51	49.71
g	Insurance	422.01	320.95
	Total	7,472.34	6,204.42


Note 21
Operational & Other Expenses

(Amount in Thousands)

Sl. No	Particulars	For the year ended	For the year ended
		31st March 2023	31st March 2022
		Rs	Rs
A.	Operational Expenses		
a	Brokerage	50,185.45	73,456.04
		50,185.45	73,456.04
B.	Other Expenses		
a	Power & Fuel	911.79	893.12
b	Rent	424.19	1,630.40
c	Repairs & Maintenance	3,370.99	1,460.30
d	Rates & Taxes	186.04	97.04
e	Professional Charges	1,384.76	782.40
f	Communication Expenses	17.96	17.08
g	Traveling Expenses	210.36	184.93
h	Printing & Stationery & Postage	254.56	250.42
i	Internal Audit Fees	308.50	386.00
j	Statutory Auditors Fee(see note 3.3.1)	160.00	160.00
k	Meeting Expenses	-	-
l	Miscellaneous Expense	1,894.99	1,207.97
m	NSE BSE Exchange charges	2,098.04	29.21
n	Office Expenses	806.91	430.00
o	Telephone charges	0.72	8.64
p	Charges to Stock Exchange	1,295.95	1,674.96
q	Lease line rent	162.37	101.20
r	Nest licence Fee & support charges	667.24	386.93
s	Advertisement Expense	90.90	-
t	Incentive	29.30	61.22
u	Bad debts written off	-	9,442.34
v	Directors Remuneration	1,626.50	60.00
		15,902.07	19,264.16
	Total	66,087.52	92,720.20

21.1	Statutory Auditors Fee	For the year ended	For the year ended
		31st March 2023	31st March 2022
		Rs	Rs
a	Audit fee	150.00	125.00
b	Tax audit fee	-	25.00
c	Other services	10.00	10.00
		160.00	160.00

Note 22
Finance Costs

(Amount in Thousands)

Sl. No	Particulars	For the year ended	For the year ended
		31st March 2023	31st March 2022
		Rs	Rs
a	Interest expense	3,997.50	3,120.65
	Total	3,997.50	3,120.65



Note 23

Earning Per Equity Share

Thousands except Basic and Dialuted Earnin

Sl. No	Particulars	For the year ended	For the year ended
		31st March 2023	31st March 2022
		Rs	Rs
a	Profit/ (Loss) as per Statement of Profit and Loss (Rs.)	4,478.59	4,595.30
b	Less: Preference dividend for the period (Rs.)	2,200.96	2,244.38
c	Less; Dividend Distribution Tax (Rs.)	2,277.63	2,350.92
d	Weighted average no. of equity shares (nos)	7,243,440.00	7,243,440.00
	Basic and Diluted Earnings per share (Rs.)	0.31	0.33

24 Related Party Disclosure

Disclosure of transactions with Related Parties as required by Accounting Standard -18 on Related Party Disclosures as prescribed by Companies (Accounting Standards) Rules,2006.

HOLDING COMPANY

CSE Holdings Limited

Related Party and Nature of relationship

Kurien T Kattikaran

Director of Holding Company

Patric Rozario

Director of Holding Company

Jacob George

Director of Holding Company & Relative of Managing Director

Janaki Devi

Director of the Company

K V Thomas

Director of the Company

Peter Markose

Director of the Company

Description of Transactions

(Amount in Thousands)

Nature of Transaction	For the year ended	For the year ended
	31st March 2023	31st March 2022
<u>Holding Company</u>		
Power & Fuel Paid	863.77	885.65
PF Contribution Paid	68.51	49.70
Rent Paid	424.19	1,630.40
Rent deposit Paid	700.00	700.00
Investment by Holding company	67,977.00	67,977.00
Return paid on Treasury bills borrowed	12.58	-
Borrowing of Treasury Bills	9,970.00	-
Repair charges paid to CSE holding	2,122.64	28.00
Other Expense	24.91	18.26
Amount payable to CSE holding	1305.21	156.53

Allowances paid for advisory and supervisory to the Directors of Holding Company

(Amount in Thousands)

Name	For the year ended	For the year ended
	31st March 2023	31st March 2022
Kurien T Kattikaran	157.00	160.00
Patric Rozario	183.19	199.00
Jacob George	505.61	161.00



Amount paid to Director of Company		(Amount in Thousands)		
Nature	Name	For the year ended 31st March 2023	For the year ended 31st March 2022	
Director's Remuneration	K V Thomas	1,105.00	-	
Sitting Fee	K V Thomas	30.00	32.00	
Professional Fees	P Janaki Devi	66.50	60.00	

Amount paid after appointed as Managing Director of Company		(Amount in Thousands)		
Nature	Name	For the year ended 31st March 2023	For the year ended 31st March 2022	
Managing Director's remuneration		455.00	-	

Managing Director appointment and remuneration is approved by Board of Directors and is placed before ensuing Annual General Meeting for Approval of Shareholders

25 Contingent Liabilities not provided for in respect of:

- 25.1 The company has dispute regarding service tax for the period April 2008 to March 2010. The Tribunal has accepted the explanation given regarding the basis of computation of tax payable and forwarded the case for verification to the department. According to the legal opinion, maximum claim payable is reduced to Rs.86.45 thousands (Rs.86.45 thousands)
- 25.2 Counter Guarantee given to Banks against Bank Guarantee issued by Banks on behalf of the company amounting to Rs. 73000 Thousands (previous year Rs 120000 Thousands)
- 25.3 A sum of Rs.1080 Thousands is withheld by National Stock Exchange of India Limited under Investors Grievance Redressal Mechanism on a complaint by an investor. The arbitration committee of National Stock Exchange India Limited awarded that the appellant is liable to pay an amount of Rs.1007.17 Thousands. Cochin Stock Brokers is filed petition before The Hon'ble Commercial court against the arbitration award.



26 Additional Regulatory information

26.1 Ratios

Ratio	Formula	31.03.2023	31.03.2022	% change
Current Ratio	Current Assets / Current Liability	1.62	1.65	(2.33%)
Debt-Equity Ratio	Debt / Total Shareholders Equity	0.40	0.35	14.00%
Debt Service Coverage Ratio	EBIDT / Debt	N.A	N.A	
Return on Equity Ratio	PAT & dividend / Total Average Equity	1.30%	2.33%	(44.31%)
Inventory Turnover Ratio	Cost of goods sold / Average Inventory	N.A	NA	
Trade Receivables Turnover Ratio	Revenue from operation net of interest income / Average trade receivable	1.72	1.77	(0.77%)
Trade Payables Turnover Ratio	Net purchase / Average trade payables	NA	NA	
Net Capital Turnover Ratio	Revenue from operation net of interest income / Average working capital	0.73	0.89	(16.39%)
Net Profit Ratio	Net profit / Revenue	5.32%	4.22%	26.35%
Return on Capital Employed	PBIT / Capital employed	.14% 6.53%	5.36%	36
Return on Investment	Interest income, net gain on sale of investment and fair value gain over cost of investment		-	

Explanation for change in the ratios by more than 25%:

Preference dividend has gone up and this resulted in adverse effect on return on equity ratio

Dispite the revenue has reduced company could mainntain same profit which has resulted an increase in net profit ratio

Redemption of Prefrence shares resulted in reduction of capital employed in consequently return on capital employed has increased



26.2 Other Statutory Information

- a The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.
 - b The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period except charge created against Fixed deposit Rs.10,000 thousands with Federal Bank
 - c The Company has not traded or invested in Crypto currency or Virtual Currency during the year ended March 31, 2023.
 - d The Company has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding 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.
 - e. The Company has not received any fund from any persons or entities, 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.
 - f The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
 - g The Company do not have any transactions with companies struck off.
 - h The Company has not been declared as a Wilful Defaulter by any bank or financial institution or Government or any Government authority
 - i Borrowings from Bank are against lien on Fixed Deposits held by the Company. Submitting quarterly returns/ statements of inventory or receivables is not applicable to the company.
 - j Company is not holding any immovable assets.
- 27 Previous year figures have been regrouped and reclassified wherever necessary to confirm to the current year presentation.

As per our report of even date attached

For Krishnamoorthy & Krishnamoorthy

Chartered Accountants

Firm Regn No.001488S

Place: Kochi

Date: 05.09.2023

Sd/-

R.Venugopal

Membership No 202632

Udin: 23202632BGTCA6797

For and on behalf of the Board of Directors of

Cochin Stock Brokers Limited

Sd/-

K.V. Thomas

Chairman

Din: 00277632

Sd/-

Peter Markose

Director

Din: 01849369

