



# Zoom Industrial Services Limited

ANNUAL REPORT 2023-24

# CONTENTS

S/N	Particulars	Page No.
1	Company Information	1-6
2	Board's Report	7-16
3	Annexure to Board's Report	17-23
4	Management Discussion Analysis Report	24-26
5	Independent Auditor's Report	27-41
6	Financial Statements	42-55
7	Consolidated Independent Auditor's Report	56-64
8	Consolidated Financial Statements	65-82
9	Notice of Annual General Meeting	83-97

# COMPANY INFORMATION

## Basic Information

CIN	L74140WB1981PLC033392
Name of the Company	Zoom Industrial Services Limited
Registered Office Address	113, PARK STREET, 7th Floor, Kolkata-700016
Date of Incorporation	02.03.1981
Authorized Share Capital	Rs. 2,65,00,000
Paid Up Share Capital	Rs. 2,61,15,200
Email Id	<a href="mailto:cs@zisl.co.in">cs@zisl.co.in</a>

# COMPANY INFORMATION

## Listing Information

ISIN	INE319F01015
CSE Scrip Code	036007

## Board of Directors

Dwijendra Prosad Mukherjee	Managing Director
Manoj Kumar Digga	Non-Executive Director
Sobhag Mal Gangwal	Non-Executive Independent Director
Arundhuti Dhar	Non-Executive Independent Director

## Key Managerial Personnel

Gunjan Shah	Chief Financial Officer/Company Secretary
Dwijendra Prosad Mukherjee	Managing Director

# COMPANY INFORMATION

## Committees of the Board

### Audit Committee

Manoj Kumar Digga	Chairman
Sobhag Mal Gangwal	Member
Arundhuti Dhar	Member

### Shareholders/ Investors Grievance Committee

Manoj Kumar Digga	Chairman
Dwijendra Prosad Mukherjee	Member
Arundhuti Dhar	Member

### Nomination & Remuneration Committee

Arundhuti Dhar	Chairman
Manoj Kumar Digga	Member
Sobhag Mal Gangwal	Member

# COMPANY INFORMATION

## Registrar & Share Transfer Agent

Name	M/s Niche Technologies Private Limited
Address	3A, Auckland Place, 7 <sup>th</sup> Floor, Room No. 7A & 7B, Kolkata-700017
Email Id	<a href="mailto:nichetechpl@nicetechpl.com">nichetechpl@nicetechpl.com</a>
Phone Number	(033) 2280 6616/6617/6618

## Auditors

<u>Statutory Auditor</u>	<u>Secretarial Auditor</u>
M/s M. Raghunath & Co.	Twinkle Agarwal
Chartered Accountants	Practicing Company Secretary
Ashoka Chambers, First Floor, 6, Garstin Place, Kolkata- 700001	4E, Prafulla Sarkar Street, 2nd Floor, Kolkata- 700072

## **BOARD'S REPORT**

Dear Members,

Your Director's take pleasure in presenting the 43<sup>rd</sup> (Forty Third) Annual Report of the Company along with the Audited Financial Statements for the financial year ended as on 31<sup>st</sup> March, 2024.

### **FINANCIAL PERFORMANCE**

Particulars	(Rs. in '000)			
	Standalone		Consolidated	
	Year ended as on 31 <sup>st</sup> March, 2024	Year ended as on 31 <sup>st</sup> March, 2023	Year ended as on 31 <sup>st</sup> March, 2024	Year ended as on 31 <sup>st</sup> March, 2023
Total Income	188236.93	89736.94	188236.93	89736.94
Total Expenses	117757.09	84398.27	118448.30	84398.27
Share of Profit/Loss from Associates	-	-	(241.74)	(1009.03)
Profit or Loss before Exceptional Extraordinary items	70479.84	5338.68	69546.90	4329.65
Profit or Loss before tax	70479.84	5338.68	69546.90	4329.65
Less: Tax Expenses	11494.37	-	11494.37	-
Profit or Loss after Tax	58985.47	5338.68	58052.53	4329.65
Earnings Per Share (Basic & Diluted)	22.59	2.04	22.23	1.66

### **STATE OF COMPANY'S AFFAIRS**

During the year under review, your company recorded a total income of Rs. 188236.93 (in thousands) as compared to Rs. 89736.94 (in thousands) in the previous financial Year. The profit for the same period stood at Rs. 58985.47 (in thousands) as compared to profit of Rs. 5338.68 (in thousands) in the previous financial year.

The consolidated financials recorded a total income of Rs. 188236.93 (in thousands) as compared to Rs. 89736.94 (in thousands) in the previous financial Year. The profit for the same period stood at Rs. 58052.53 (in thousands) as compared to profit of Rs. 4329.65 (in thousands) in the previous financial year. The loss of associates has been considered.

### **CHANGE IN NATURE OF BUSINESS**

There was no change in the nature of business of the company.

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Company is engaged in the business of consultancy (including business management and technical consultancy), investment which includes to invest in and acquire and hold and otherwise deal in shares, stocks, debentures, debenture stocks, bonds, obligations and securities issued by any

Company constituted or carrying on business in India or elsewhere or by any government or public body etc. The analysis on the performance of the industry, the Company, internal control systems, risk management are presented in the Management Discussion and Analysis Report is presented forming part of this report.

## **SHARE CAPITAL**

### **Equity Shares:**

The paid-up Equity Share Capital as on 31<sup>st</sup> March, 2024 was Rs. 2,61,15,200/-. There was no change in the Share Capital during the year under review.

### **Sweat Equity Shares:**

In terms of Sub-rule (13) of Rule 8 of The Companies (Share Capital and Debentures) Rules, 2014, the Company has not issued any Sweat Equity Shares.

### **Differential Voting Rights:**

In terms of Rule 4(4) of The Companies (Share Capital and Debenture Rules, 2014), the Company has not issued any share with Differential Voting Rights.

### **Employee Stock Options:**

In terms of Rule 12(9) of The Companies (Share Capital and Debenture Rules, 2014), the Company has not issued any Employee Stock Options.

## **DIVIDEND**

Your directors have not recommended any dividend for the year under review.

### **Transfer of unpaid & unclaimed Dividends & Shares to Investor Education and Protection Fund (IEPF)**

Pursuant to Sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") there was no unclaimed/unpaid dividend, hence the company is not required to transfer any amount to Investor Education and Protection Fund.

## **RESERVES**

Your directors have not proposed to transfer any amount to Reserves.

## **MATERIAL CHANGES AND COMMITMENT**

There are no material changes or commitments that took place after the close of financial year till date which will have any material or significant impact on the financials of the Company.



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

Particulars as prescribed under Sub-Section 3(m) of Section 134 of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014 regarding energy conservation and technology absorption is not applicable to the Company.

During the year under review, there was no inflow or outflow of foreign exchange.

## **RISK MANAGEMENT**

The Company has a risk management framework comprising risk governance structure and defined risk management process. The risk governance structure of the Company is a formal organization structure with defined roles and responsibilities for risk management. The risks existing in the internal and external environment are periodically identified and reviewed, based on which, the cost of treating risks is assessed and risk treatment plans are devised.

## **CORPORATE SOCIAL RESPONSIBILITY (CSR) INITIATIVES**

The provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, is not applicable on the Company.

## **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

The Company has not given any loans, guarantees or investments as covered under the provisions of Section 186 of the Companies Act, 2013 read with Rule 11 of the Companies (Meetings of Board and its Power), Rules, 2014. However, the details of all loans, guarantees or investments are duly provided in the Notes to Financial Statements.

## **PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES**

All transactions entered with Related Parties during the financial year were on an arm's length basis and were in ordinary course of business and the provision of Section 188 of the Companies Act, 2013 are not attracted. There are no materially significant related party transactions during the period under review made by the Company with Promoters, Directors or other designated person which may have a potential conflict with the interest of the Company at large. Thus, disclosure in Form AOC- 2 is not required. However, details of all related party transactions are given in Notes to Financial Statements.

## **BOARD OF DIRECTORS, COMMITTEES AND MANAGEMENT**

### **Composition:**

The composition of the Board of Directors and its Committees, viz., Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee are constituted in accordance with Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR) Regulations, 2015"], wherever applicable.

### *Changes in Directors and Key Managerial Personnel*

- Mr. Ajay Jain (DIN-02450049) resigned from directorship of the Company w.e.f. 30<sup>th</sup> May, 2024.
- Mr. Sobhag Mal Gangwal (DIN-01271584) appointed as Independent Director of the Company by the Board of Directors on 26<sup>th</sup> July, 2023.
- Mr. Shalin Jain (DIN- 08389442) resigned from directorship of the Company w.e.f. 26<sup>th</sup> July, 2023.
- Mrs. Arundhuti Dhar was appointed as Additional Non-Executive Independent Women Director of the Company w.e.f. 23<sup>rd</sup> July, 2024.
- Mr. Manoj Kumar Digga was appointed as Additional Non-Executive Director of the Company w.e.f. 30<sup>th</sup> May, 2024.

### *Retirement by Rotation*

Pursuant to Section 152 of the Companies Act, 2013, at least two-third of the total number of Directors (excluding independent directors) shall be liable to retire by rotation.

The Independent Directors hold office for a fixed term of not exceeding five years from the date of their appointment and are not liable to retire by rotation.

Accordingly, Mr. Manoj Kumar Digga (DIN: 01090626), Director, liable to retire by rotation, retires from the Board this year and, being eligible, has offered himself for re-appointment.

The brief resume and other details relating to Mr. Manoj Kumar Digga (DIN: 01090626) who is proposed to be re-appointed, as required to be disclosed under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is incorporated in the annexure to the notice calling ensuing Annual General Meeting.

### *Meetings of the Board & Committees:*

The details of Board and Committee Meetings held during the Financial Year ended on 31<sup>st</sup> March, 2024 and the attendance of the Directors are set out in the Corporate Governance Report which forms part of this report. The maximum time gap between any two Board Meetings was not more than 120 days as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and Secretarial Standard on Meetings of the Board of Directors.

The details of meeting of Independent Directors are set out in the Corporate Governance Report which forms part of this report.

### *Declaration by Independent Directors*

The Company has received requisite declarations/ confirmations from all the Independent Directors confirming their independence as per provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board relies on their declaration of independence.

### Familiarization Programme for Independent Directors

Pursuant to the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated a programme for familiarizing the Independent Directors, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. through various initiatives.

Further, at the time of appointment of an Independent Director, the company issues a formal letter of appointment outlining his/ her role, function, duties and responsibilities as a director. The details of programmes for familiarization for Independent Directors are available on the website of the Company.

### Annual Evaluation of Board's Performance

In compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has carried out an annual evaluation of its own performance, board committees and individual directors. The details are provided in Corporate Governance Report which forms the part of the Annual Report.

### Directors' Responsibility Statement:

In accordance with the provisions of Section 134(5) of the Companies Act, 2013, your Directors state that:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit / loss of the company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis;
- e) the Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **VIGIL MECHANISM/WHISTLE BLOWER POLICY**

The Company has adopted a Vigil Mechanism/Whistle Blower Policy to provide a formal mechanism to the Directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy. It aims to provide an avenue for employees through this policy to raise their concerns on any violation of legal or regulatory requirements, suspicious fraud, misfeasance, misrepresentation of any financial statements and reports. It also provides for direct access to the Chairman of the Audit Committee. The Vigil Mechanism/Whistle Blower Policy is being made available on the Company's website.

**NUMBER OF BOARD MEETINGS:**

Fourteen (14) Meetings of the Board of Directors were held during the financial year 2023-24 which were held on 25.04.2023, 27.06.2023, 24.07.2023, 27.07.2023, 19.08.2023, 06.09.2023, 30.10.2023, 15.12.2023, 05.01.2024, 20.01.2024, 03.02.2024, 01.03.2024, 15.03.2024 and 27.03.2024. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and the SEBI Listing Regulations, 2015.

**NOMINATION AND REMUNERATION POLICY**

Pursuant to the provisions of Section 178 of the Companies Act, 2013, the Board, on the recommendation of the Nomination and Remuneration Committee, has framed a Nomination and Remuneration Policy for selection, appointment and remuneration of Directors and Key Managerial Personnel including criteria for determining qualifications, positive attributes and independence of Directors. The policy has been duly approved and adopted by the Board, pursuant to the recommendations of the Nomination and Remuneration Committee. The Remuneration Policy has been uploaded on the Company's website. Further the salient features of the policy are given in the Report of Corporate Governance forming part of this Annual Report.

**AUDIT COMMITTEE:**

The Audit Committee of the Board of Directors meets the criteria laid down under Section 177 of the Companies Act, 2013. The composition is as under:

<b>Name</b>	<b>Designation</b>
Manoj Kumar Digga	Chairman
Sobhag Mal Gangwal	Member
Arunduti Dhar	Member

The Audit Committee met 4 (four) times during the year, i.e. on 25.04.2023, 24.07.2023, 30.10.2023 and 20.01.2024.

**SHAREHOLDER/ INVESTORS GRIEVANCE COMMITTEE:**

The Shareholder Grievance Committee of the Board of Directors meets the criteria laid down under Section 177 of the Companies Act, 2013. The composition is as under:

<b>Name</b>	<b>Designation</b>
Manoj Kumar Digga	Chairman
Dwijendra Prosad Mukherjee	Member
Arunduti Dhar	Member

The Shareholder/Investors Grievance Committee met once during the year, i.e. on 15.03.2024.

**NOMINATION & REMUNERATION COMMITTEE:**

The Nomination & Remuneration Committee of the Board of Directors meets the criteria laid down under Section 177 of the Companies Act, 2013. The composition is as under:

<b>Name</b>	<b>Designation</b>
Arunduti Dhar	Chairman
Manoj Kumar Digga	Member
Sobhag Mal Gangwal	Member

The Nomination & Remuneration Committee met 2 (two) times during the year, i.e. on 27.07.2023 and 08.10.2023.

### **NOMINATION AND REMUNERATION POLICY**

The Nomination and Remuneration Policy formulated by the Nomination and Remuneration committee of the Company is in conformity with the requirement of Section 178(3) of the Companies Act, 2013 and Listing Regulations. The objectives and key features of this Policy are:

- Formulation of the criteria for determining qualifications, positive attributes and independence of the Directors, Key Managerial Personnel and Senior Management Personnel;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become Directors and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy;
- Formulation of criteria for performance evaluation of the Board, its Committees and Directors including Independent Directors / Non-Executive Directors; and
- Recommend to the Board all the remuneration in whatever form, payable to the Senior Management.

The guiding principles of the Policy are:

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

The aforesaid Nomination and Remuneration Policy has been uploaded on the website of your Company.

### **ANNUAL RETURN**

The Annual Return of the Company as on 31<sup>st</sup> March, 2024 in Form MGT - 7 is in accordance with Section 92(3) of the Act read with the Companies (Management and Administration) Rules, 2014 and is available on the website of the Company.

### **SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

The Company does not have any subsidiary or joint venture but has 1 associate. Moreover, there were two companies which ceased to be associates during the period under review. The details in form AOC-1 has been annexed as Annexure A.

## **DEPOSITS**

During the year under review, your Company has neither accepted nor renewed any deposits from public within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

## **INTERNAL FINANCIAL CONTROL AND ITS ADEQUECY**

The Company has laid down an adequate system of internal controls, policies and procedures for ensuring orderly and efficient conduct of the business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures.

The current system of internal financial control is aligned with the statutory requirements. Effectiveness of internal financial control is ensured through management reviews, controlled self-assessment and independent testing by the Internal Auditor.

## **AUDIT AND ALLIED MATTERS**

### **Statutory Auditor**

M/s M Raghunath & Co. (FRN- 003347S) Chartered Accountants, was appointed as Statutory Auditors of the Company at the 41<sup>st</sup> Annual General Meeting of the Company held on 30th September, 2022 for a term of five consecutive financial years and shall be eligible to hold office from the conclusion of 41<sup>st</sup> Annual General Meeting till the conclusion of 46<sup>th</sup> Annual General Meeting to be held in the year 2027 at such remuneration as may be decided by the Board in consultation with the Statutory Auditors.

The Statutory Auditors Report to the Members for the year ended 31<sup>st</sup> March, 2024 does not contain any qualification, reservation, adverse remark or disclaimer. Also there has been no instance of fraud reported by the statutory auditors for the period under review.

### **Secretarial Auditors**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors had re-appointed Mrs. Twinkle Agarwal, Company Secretary in Practice, to undertake the Secretarial Audit of the Company. The Secretarial Audit Report for the Financial Year 2023-24 in the prescribed Form MR-3 is appended as 'Annexure - B' to this Board's Report.

## **COST RECORDS**

The Company is not required to maintain cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013.

## **CORPORATE GOVERNANCE**

Corporate governance is about maximizing shareholder value legally, ethically and sustainably. The goal of corporate governance is to ensure fairness for every stakeholder. We believe sound corporate governance is critical to enhance and retain investor trust. We always seek to ensure that our performance is driven by integrity. Our Board exercises its fiduciary responsibilities in the widest sense of the term. We also endeavor to enhance long-term shareholder value and respect minority rights in all our business decisions.

Pursuant to Regulation 15 of SEBI (LODR) Regulations, 2015, the compliance with the corporate governance provisions as specified in Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (LODR) Regulations, 2015, shall not apply, in respect of the listed entity having paid up equity share capital not exceeding rupees ten crore and networth not exceeding rupees twenty five crore, as on the last day of the previous financial year. Thus, due to non-applicability, a separate report of Corporate Governance providing the disclosures as required under para C of Schedule V has not been provided in this Annual Report.

### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS**

There were no significant and material orders passed by the Regulators or Courts or Tribunals during the year under review impacting the going concern status and the operations of the Company in future.

### **DISCLOSURE ON SEXUAL HARASSMENT OF WOMEN AT WORKPLACE**

As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('POSH Act') and Rules made thereunder, your Company have constituted Internal Complaints Committee for providing a redressal mechanism pertaining to sexual harassment of women employees at workplace.

During the year under review, no complaint was filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

### **REMUNERATION RATIO TO DIRECTORS/KMP/EMPLOYEES**

The disclosures pertaining to remuneration and other details as required under Section 197 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as '**Annexure- C**' forming part of this report.

### **OTHER DISCLOSURES**

#### **Secretarial Standards:**

The company has complied with the applicable provisions of Secretarial Standards SS-1 and SS-2 with respect to convening of Board Meetings and General Meetings during the period under review.

#### **Proceeding pending under the Insolvency and Bankruptcy Code, 2016:**

No application has been made under the Insolvency and Bankruptcy Code; hence the requirement to disclose the details of application made or any proceeding pending under the Insolvency and

Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the financial year is not applicable.

#### **APPRECIATION & ACKNOWLEDGEMENT**

The Board of Directors place on record sincere gratitude and appreciation for all the employees at all levels for their hard work, solidarity, cooperation and dedication during the year. The Board conveys its appreciation for its customers, shareholders, suppliers as well as vendors, bankers, business associates, regulatory and government authorities for their continued support.

For and on behalf of the Board  
**Zoom Industrial Services Ltd**

Place: Kolkata  
Date: 23.07.2024

Sd/-  
**Dwijendra Prosad Mukherjee**  
**Managing Director**  
**DIN: 07792869**

Sd/-  
**Manoj Kumar Digga**  
**Director**  
**DIN: 01090626**



**ANNEXURE-A**  
**FORM NO. AOC-1**

Statement containing salient features of the financial statement of Subsidiaries/associate companies/joint ventures (Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Part A: Subsidiaries**

(Information in respect of each subsidiary to be presented with amounts in Rs)

1	S/No.	Not Applicable
2	Name of Subsidiary	
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	
4	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	
5	Share capital	
6	Reserves & surplus	
7	Total assets	
8	Total Liabilities	
9	Investments	
10	Turnover	
11	Profit before taxation	
12	Provision for taxation	
13	Profit after taxation	
14	Proposed Dividend	
15	% of shareholding	
Notes: The following information shall be furnished at the end of the statement:		
1	Names of subsidiaries which are yet to commence operations	Not Applicable
2	Names of subsidiaries which have been liquidated or sold during the year.	

**Part B: Associates & Joint Ventures**

**Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures**

**Amount '000**

<b>Name of Associate</b>		<b>SPML India Ltd</b>
<b>1</b>	<b>Latest audited Balance Sheet Date</b>	31.03.2024
<b>2</b>	<b>Shares of Associate/Joint Ventures held by the company on the year end</b>	
a	Number	25,16,000
b	Amount of Investment in Associates/Joint Venture	2002.50
c	Extend of Holding %	24.10%
<b>3</b>	<b>Description of how there is significant influence</b>	Basis of shareholding
<b>4</b>	<b>Reason why the associate/joint venture is not consolidated</b>	NA
<b>5</b>	<b>Networth attributable to Shareholding as per latest audited Balance Sheet</b>	(1,003.07)
<b>6</b>	<b>Profit / Loss for the year</b>	
a	Considered in Consolidation	(241.74)
b	Not Considered in Consolidation	-

For and on behalf of the Board  
**Zoom Industrial Services Ltd**

Place: Kolkata  
Date: 23.07.2024

**Sd/-**  
**Dwijendra Prosad Mukherjee**  
**Managing Director**  
**DIN: 07792869**

**Sd/-**  
**Manoj Kumar Digga**  
**Director**  
**DIN: 01090626**

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2024

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

**To**  
**The Members of**  
**Zoom Industrial Services Ltd**  
**113, Park Street, 7<sup>th</sup> Floor,**  
**Kolkata-700016**

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Zoom Industrial Services Ltd (CIN: L74140WB1981PLC033392)** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also based on the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2024 ("Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2024 according to the provisions of:

- (i) The Companies Act, 2013 ("the Act") and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not Applicable to the Company during the period under review);

- d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not Applicable to the Company during the period under review);
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not Applicable to the Company during the period under review);
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not Applicable to the Company during the period under review); and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable to the Company during the period under review).

(vi) Other laws generally applicable to the Company.

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

- (i) Secretarial Standard-I and II issued by the Institute of Company Secretaries of India; and
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations, 2015].

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

- *The Company has not maintained website under Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.*
- *The Company has delayed in complying with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and the Company is currently suspended from Calcutta Stock Exchange. The Company has applied for revocation of suspension of the Company from the Calcutta Stock Exchange.*
- *The Company has not provided e-voting facility to its members as per Section 108 of the Companies Act, 2013. Moreover, the Company has also not appointed any Scrutinizer for scrutinizing the voting process at the Annual General Meeting.*
- *The Company has not obtained Structured Digital Database (SDD) Software as per Regulation 3(5) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*

In respect of other laws specifically applicable to the Company, I have relied on information/records produced by the Company during the course of my audit and the reporting is limited to that extent.

**I further report that**

The Board of Directors of the Company is *not* duly constituted with proper balance of Executive Directors, Non-Executive Directors, Woman Director and Independent Directors. Moreover, there was change in the composition of the Board of Directors during the period under review.

Adequate notice is given to all directors to schedule the Board Meetings/committee meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decisions are carried through while dissenting members' views, if any, are captured and recorded as part of the minutes.

**I further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that** during the audit period, no events occurred which had a bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.:

Sd/-

---

**Twinkle Agarwal**  
**Practicing Company Secretary**  
**Membership No. A52868**  
**COP: 25605**

**UDIN: A052868F001175253**  
**ICSI Peer Review No: 2540/2022**

**Date: 23.07.2024**  
**Place: Kolkata**

***Note:** This Report is to be read with my letter of even date which is annexed as “Annexure A” and forms an integral part of this report.*

**To  
The Members of  
Zoom Industrial Services Ltd  
113, Park Street, 7<sup>th</sup> Floor,  
Kolkata-700016**

My report of even date is to be read along with this letter.

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

**Sd/-**

---

**Twinkle Agarwal  
Practicing Company Secretary  
Membership No. A52868  
COP: 25605**

**UDIN: A052868F001175253  
ICSI Peer Review No: 2540/2022**

**Date: 23.07.2024  
Place: Kolkata**

**PARTICULARS OF EMPLOYEES**

The information required pursuant to section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given hereunder:

- i. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year are given hereunder:

<b>Name</b>	<b>Designation</b>	<b>Remuneration paid during FY 2023-24 (Rs.)</b>	<b>Ratio of remuneration to median remuneration of employees (Including Whole-time Directors)</b>
Mr. Dwijendra Prosad Mukherjee	Managing Director	-	-

- ii. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year are given hereunder: Nil
- iii. The percentage of increase in the median remuneration of employees in the financial year: Nil.
- iv. The number of permanent employees on the role of company as on 31<sup>st</sup> March, 2024 is 2 nos., including Executive Directors.
- v. Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Average percentage increase in salaries of employees other than managerial personnel during 2023-24	Nil
The percentage increase in the Managerial Remuneration	Nil

- vi. Affirmation that the remuneration is as per the remuneration policy of the company: The Board of Directors of the Company affirms that the remuneration is as per the Remuneration Policy of the Company.

For and on behalf of the Board  
**Zoom Industrial Services Ltd**

Place: Kolkata  
Date: 23.07.2024

**Sd/-**  
**Dwijendra Prosad Mukherjee**  
**Managing Director**  
**DIN: 07792869**

**Sd/-**  
**Manoj Kumar Digga**  
**Director**  
**DIN: 01090626**

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **INTRODUCTION**

Management Discussion and Analysis mainly comprises of the statements which, inter-alia, involve predictions based on perceptions and may, therefore, be prone to uncertainties. It is the sum total of the Company's expectations, beliefs, estimates and projections which are forward looking within the meaning of applicable laws and regulations. The actual results could differ materially from those expressed herein specifically or impliedly.

### **MACRO-ECONOMIC ENVIRONMENT**

Global economic activity is experiencing a broad based and sharper than expected slowdown. The cost-of-living crisis, tightening financial conditions in most regions, increasingly visible impact of monetary policy tightening by most major central banks and stresses in the Chinese economy all weight heavily on the world economic outlook.

Global interest rates have peaked in the current monetary policy tightening cycle, though macroeconomic conditions remain too fragile and uncertain for a definite view on growth and inflation conditions going forward. Global economy faces multiple challenges, including prospects of slowing growth, large public debt, increasing economic fragmentation, and prolonging geopolitical conflicts. Less-supportive fiscal policies from countries, Cyber risk and climate-related risk are also factors affecting business. Global growth has stabilized towards the end of the year but the improvement is fragile.

Despite multiple geopolitical disruptions, global growth is expected to slowly but steadily recover. The global economy grew by 2.3 percent in 2023 and is projected to grow at the same rate in 2024 and 2025. Growth in advanced economies is expected to increase slightly from 1.6 percent in 2023 to 1.7 percent in 2024 and 1.8 percent in 2025. Emerging and developing economies are projected to grow at 4.2 percent in both 2024 and 2025. There are significant variations in growth across different countries. In the United States, growth is projected to rise to 2.7 percent in 2024 before slowing to 1.9 percent in 2025. In the Euro area, growth is expected to increase from 0.4 percent in 2023 to 0.8 percent in 2024 and 1.5 percent in 2025. Growth in China is expected to slow to 4.6 percent in 2024 and 4.1 percent in 2025 due to the ongoing crisis in the property sector.

Despite global uncertainties, the Indian economy had a strong year in 2023. It closed the year with a GDP of US\$ 3.73 trillion and a GDP per capita of US\$ 2,610. The projected GDP growth rate was 6.3 percent, compared to the global average of 2.9 percent. Real GDP growth in India was 7.6 percent in FY 2023-24, up from 7 percent in FY 2022-23, according to the Second Advanced Estimate by the Central Statistical Organisation. This growth was driven by a 10 percent increase in capital formation (Capex), led by high public sector investment. Non-agricultural growth was strong, with industry growing by 9 percent and services by 7.5 percent.

Inflation remained at 5.4 percent in FY 2023-24, within the Reserve Bank of India's 6 percent upper limit. Inflation had exceeded this limit in July and August 2023 due to high prices of vegetables, pulses, and milk products. Food price inflation was high at 7.5 percent, while energy prices declined from September 2023. Core inflation was decreasing throughout FY 2023-24 but rose in the last two months, mainly due to services.

### **INDIAN ECONOMY**



The Indian economy demonstrated resilience, recording a robust growth of 7.6 percent in FY24, surpassing the previous fiscal year. Strong domestic demand, favourable government policies and growth trends across critical sectors drove this increase. Despite the global economic slowdown, India's growth rate exceeds that of many comparable economies, indicating resilient domestic consumption and reduced reliance on global demand. The Indian economy has risen from being 10th to 5th largest globally, the per capita income has doubled and increased to Rs. 1.97 lakhs in 9 years. Domestic consumption and infrastructure spending contributed to growth, and government initiatives such as Gati Shakti will boost industrial competitiveness and future growth.

## **NBFC**

As per RBI reports, NBFCs have solidified their foothold in the Indian financial sector by extending credit and financial products to previously unbanked and underserved areas. Substantial capital buffers, improving asset quality and robust earnings have increased the resilience of the NBFC sector: the Capital to Risk-Weighted Assets Ratio at 27.6 percent in September 2023 remains well above the regulatory minimum of 15 percent; the Gross Non-performing Assets ratio has declined from a high of 7.2 percent in December 2021 to 4.6 percent in September 2023; and Net Interest Margin and Return on Assets stood at 5.1 percent and 2.9 percent, respectively, in September 2023.

The Supervisory and Regulatory (SBR) framework for NBFCs was issued on 22<sup>nd</sup> October, 2021 and became effective from 1<sup>st</sup> October, 2022. The initial assessment suggests that the NBFC sector has become stronger and resilient post introduction of the SBR framework. As on 30<sup>th</sup> September, 2023, NBFCs in the base, middle and upper layers constituted 6 percent, 71 percent and 23 percent of the total assets of NBFCs, respectively.

## **OPPORTUNITIES & THREATS**

DFL constantly monitors the external environments and internal situation so that it is aware of the opportunities and threats that emerge. This enables the Company to tap into the positive prospects that come its way while overcoming or bypassing the challenge of threats.

### Opportunities

- Diverse loan book presence to accelerate growth
- Efficient Business Model helps to minimise risk and operating cost
- Adequate capitalisation to support medium-term growth plans
- Operates in "B2B" business segment with huge growth potential

### Threats

- Unpredictable policy changes by the Government
- Increasing competition from local and global players
- Higher exposure to semi-formal and informal sector customers

## **SEGMENT WISE PERFORMANCE REVIEW**

The Company has only one line of business, i.e., Financing and Investment Activities during the year under review, hence no segment wise information is required. The Company has no activity outside India. Therefore, there is no geographical segment.

## REGULATORY

The Reserve Bank of India (RBI) has been continually strengthening the supervisory framework from NBFC's in order to ensure sound and healthy functioning and avoid excessive risk taking. In furtherance of these objectives, RBI issued new guidelines during past years.

1. Know your customer guidance – Anti money laundering Standards
2. Guidance on classification, monitoring and reporting of frauds
3. Guidance on Securitisation of Standards Assets

## INTERNAL CONTROL SYSTEMS & ITS ADEQUACY

The Company has appointed M/s Srimal Jain & Co., Chartered Accountants, an outside agency as its Internal Auditors, who conduct internal audit for various activities. The Company has developed adequate internal control system commensurate to its size and business. Personnel of the Internal Auditor conduct periodic audits in all the areas to ensure that the Company's control mechanism is properly followed and all statutory requirements are duly complied with. The reports of Internal Auditors are submitted to the Audit Committee which further reviews the adequacy of Internal Control System.

## CAUTIONARY NOTE

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking' within the meaning of applicable laws and regulations. Actual results may differ from those expressed or implied. Important factors that could make a difference to the Company's operations include changes in Government regulations and tax regime, economic developments within India and abroad, financial markets, etc.

The Company assumes no responsibility in respect of forward-looking statements that may be revised or modified in future on the basis of subsequent developments, information or events. The financial statements are prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014. The Management of the Company has used estimates and judgments relating to the financial statements on a prudent and reasonable basis, in order that the financial statements reflect in a true and fair manner, the state of affairs and profit/loss for the year. The narrative on our financial condition and result of operations should be read together with our audited consolidated financial statements and the notes to these statements included in the Annual Report.

For and on behalf of the Board  
**Zoom Industrial Services Ltd**

Place: Kolkata  
Date: 23.07.2024

Sd/-  
**Dwijendra Prosad Mukherjee**  
Managing Director  
DIN: 07792869

Sd/-  
**Manoj Kumar Digga**  
Director  
DIN: 01090626

**INDEPENDENT AUDITORS' REPORT**  
**TO THE MEMBERS OF ZOOM INDUSTRIAL SERVICES LIMITED (L74140WB1981PLC033392)**  
**REPORT ON THE STANDALONE FINANCIAL STATEMENT**

**1. Opinion**

We have audited the accompanying Standalone financial statements of **ZOOM INDUSTRIAL SERVICES LIMITED ("the company")**, which comprises the Balance Sheet as at 31<sup>st</sup> March, 2024, the Statement of Profit and Loss, Cash Flow Statement, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our knowledge and information and based on the explanations given to us, the aforesaid standalone financial statements , *subject to our observations given in Other Matters paragraph*, give the information as required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March 2024, of the PROFIT, its cash flow for the year ended on that date.

**2. Basis of Opinion**

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

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

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statement, or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, we conclude

that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

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

The Company's Board of Directors is further responsible for ensuring that the Company which uses an accounting software for maintaining its books of account, uses only such accounting software which has a feature of recording audit trail for each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

**5. Auditor's Responsibility for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken based on these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit.

We also:

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

Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

We communicate with management of the Company 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.

As per rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 responsibility on the auditor in term of reporting on audit trail by making a specific assertion in the audit report is reported under 'Report on Other Legal and Regulatory Requirements'.

## 6. **Other Matters**

i. As per information and explanation given to us, the company has not received any intimation from vendor regarding their registration under Micro, small and Medium Enterprises (MSME) Development Act, 2016 and hence no disclosure is made in respect of outstanding to MSME as at the year end, interest on dues of MSME registered suppliers outstanding for period more than 45 days is made in the accounts for the year.

ii. Confirmation in respect of the following amounts carried forward under respective head were not provided to us for examination.

Other Loans and advances ( Long term borrowings)	- Rs. 12,27,88,730.00
Others Long Term Liabilities	- Rs. 1,47,60,000.00

Management has classified the said amounts as good and payable at their respective carrying amount. The amounts are unreconciled and unverified and hence we are unable to comment on the status of its payment as classified by the management.

iii. Following investments valued in aggregate at Rs. 30,51,533.54 are stated to be held in physical certificate and are yet to be dematerialized.

Particulars	No. of Share	Amount in INR.
Hindustan Development Corporation Ltd.	1,000	50,250.00
Transport Corp. of India Ltd	11	1,283.54
Om Sanmati Realty Pvt Ltd	100,000	1,000,000.00
Tara Holding Ltd.	4,000	2,000,000.00

As explained to us, the relevant physical share certificates are not traceable hence were not produced for our examination. In view of the above, we are unable to confirm whether the company continues to hold the same in its name or that the said shares continue to be held in the name of the company.

Such shares, if continued to be held in the name of the company, cannot be sold till they are dematerialized.

- iv. The company's investments had been permanently impaired by an amount of Rs. 217.77 thousand and the impairment amount charged to profit & loss account as loss on investments. However, the said amount is reflected in the investment note no. 12 ( Non-Current Investments ) as provision for diminution while the individual investments continues to be shown at gross value. The reflection in the investment note no. 12 is not consistent with para 32 Accounting Standards 13 which prescribed that provision for diminution shall be made to recognize a decline, other than temporary, in the value of the investments, such reduction being determined and made for each investment individually.
- v. The company's shares were listed on The Calcutta Stock Exchange Ltd. which are inoperative but there was no trading in its shares on the exchange. It filed an application in 2019 for delisting of its shares from the said exchange. The said shares are yet to be delisted from The Calcutta Stock Exchange Ltd. Post filing of its application for delisting of the shares from the said stock exchange , the company did not comply with the requirement of Listing Agreements. During the year the company paid listing fees of Rs. 218,650 for past year to re-initiate the delisting. As per Section 129 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 read with MCA notification G.S.R 111(E) dated 16 Feb 2015 , IND -AS is applicable to the Company. However, it has prepared its financial statements considering its application of 2019 for delisting and treating the company as an unlisted entity.
- vi. An amount of Rs. 32600 is carried forward as Dividend Receivable. The company is yet to take steps for recovery of the amount for earlier year amounting to Rs. 20,540. In the absence of the relevant details, we are unable to offer our comments on the same. Our opinion is not modified in respect of these matters.

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

- i. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- ii. As required by Section 143(3) of the Act, we report that:

- i. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- ii. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- iii. The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the book of accounts.
- iv. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 except those mentioned in Basis of Qualified Opinion and other matter paragraphs.
- v. On the basis of the written representations received from the directors as on 31st March 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
- vi. 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"**.
- vii. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- viii. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
  - The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
  - There is no amount required to be transferred, to the Investor Education and Protection Fund by the Company.
  - (a) The Company has not advanced or loaned or invested funds (either from borrowed funds or share premium or any other sources or kind of funds) to or in any other person or entity, including foreign entities ("Intermediaries") whether directly or indirectly, or loaned or invested in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provided any guarantee, security



or the like on behalf of the Ultimate Beneficiaries, other than those disclosed in the notes of accounts.

(b) The Company has not received any funds from any person or entity, including foreign entities ("Funding Parties") whether directly or indirectly, as loan or investment 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, other than those disclosed in the notes of accounts.; and

(c) In our opinion and to the best of our knowledge, nothing has come to notice that has caused us to believe that the representations under sub clause (a) and (b) contain any material misstatement.

- No dividend has been declared or paid during the year by the Company.
- Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2024, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with. [Additionally, the audit trail has been preserved by the company as per the statutory requirements for record retention.]

**Place: Kolkata**  
**Dated: 08.07.2024**  
**UDIN: 24056282BKAFEB9685**

**For M.Raghunath & Co.**  
**Chartered Accountants**

**Sd/-**  
**Surendra Joshi**  
**(Partner)**  
**MRN: 056282**

**Annexure A to Independent Auditors' report**

- i. (a) (A) As per information and explanation given to us, the company is maintaining proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.
- (B) The company has does not have any Intangible Assets as such no comment is required to be made in respect of the matters specified in clause 3(i)(a) (B) of the said order.
- (b) As per information and explanation given to us, the Property, Plant and Equipment have been physically verified by the management at reasonable intervals. No material discrepancies were noticed on such verification.
- (c) No immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), are held by the Company hence the clause is not applicable.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right-of-use assets) or intangible assets during the year. Accordingly, the reporting under Clause 3(i)(d) of the Order is not applicable to the Company.
- (e) Based on the information and explanations furnished to us, no proceedings have been initiated on or are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder.
- ii. (a) According to the information of securities held as stock in trade or investment have been verified by the management with de-mat accounts maintained with the depositories on reasonable intervals by the management. In our opinion, the coverage and procedure of such verification is appropriate and no discrepancy was noticed. However, *the physical stock certificate of some of the following shares were not available for verification and the difference, if any, with the book stock could not be identified. In the absence of the above, determination of material difference, if any could not be made and hence no adjustment has been given in books.*

Particulars	No. of Share	Amount in INR.
Hindustan Development Corporation Ltd.	1,000.00	50,250.00
Transport Corp. of India Ltd	11.00	1,283.54
Om Sanmati Realty Pvt Ltd	100,000.00	1,000,000.00
Tara Holding Ltd.	4,000.00	2,000,000.00

(b) During the year, the Company has not been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks based on security of current assets. So, clause 3(ii)(b) is not applicable to the company.

- iii. According to the information and explanation provided to us, the Company has made investments in, granted loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year
- (a) The Company has provided loans and advances in the nature of loan during the year:
  - (A) The Company has provided loans and advances aggregating to Rs. 159027.15 (in '000) during the year to Subsidiaries, Joint Ventures, Associates and Related parties and balance outstanding at the balance sheet date is Rs. 65877 (in '000) [ previous year Rs. 72282.90 (in '000)].
  - (B) The Company has provided loans and advances aggregating to Rs. Nil (Previous year Rs. 7703.75 in '000) during the year to other than Subsidiaries, Joint Ventures and Associates and Related parties and balance outstanding at the balance sheet date is Rs. NIL (in '000) [ Previous year Rs. 8627.30 (in Rs. '000)].
  - (b) In our opinion, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided, during the year are, prima facie, not prejudicial to the Company's interest except in case of where *interest has not been charged on loan amounting to 65877.15(in'000) (previous year Rs. 15033.05) which in our opinion, is prejudicial to the interest of the company. We are explained that the entire loans are repayable on demand.*
  - (c) In respect of the loans outstanding as on the balance sheet date, the schedule of repayment of principal and payment of interest has not stipulated by the Company and the receipts of such principal and interest is regular except in respect of loan of Rs. 65877.15(in'000) (previous year Rs. 15033.05) to related parties on which no interest rate is prescribed or charged.
  - (d) No due date has been fixed for repayment of the loan and no demand for re-payment has been raised during the year.
  - (e) According to the information explanation provided to us, no loan or advance in the nature of loan granted has fallen due during the year.
  - (f) As per the information and explanation given to us, entire loans and advances granted by the company are repayable on demand without specifying any terms or period of repayment.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 or Section 186 in respect of loan or advances granted directly or indirectly, to any of its directors or to any other person in whom the director is interested. As per information and explanations given to us, the Company has not made investments through more than two layers of investment companies in accordance with the provisions of section 186 of the Act. Accordingly, provisions stated in paragraph 3(iv) of the Order are not applicable to the Company.

- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under. Accordingly, provisions stated in paragraph 3(v) of the Order are not applicable to the Company.
- vi. To the best of our knowledge and as explained, the Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the companies Act 2013 for the purposes of products/services of the company.
- vii. (a) The company is generally regular in depositing with appropriate authorities undisputed statutory dues including Custom Duty, Provident Fund, Income Tax, GST, Professional Tax, and any other material statutory dues applicable to it. As per information and explanation given to us for verification, there are no outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they become payable.
- (b) According to information and explanation given to us, and our examination of the records of the company, there were no dues with respect to Income Tax & Goods & Service Tax that were not deposited on account of disputes.
- viii. According to the information and explanations given to us, there are no transactions which are not accounted in the book of accounts which have been surrendered or disclosed as income during the year in Tax Assessment of the Company. Also, there is no previously unrecorded income which has been now recorded in the books of account. Hence, the provision stated in paragraph 3(viii) of the Order is not applicable to the Company.
- ix. (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings or in payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion and according to the information explanation provided to us, no money has been raised by way of term loans from banks , public financial institutions during the year.

(d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the standalone financial statements of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the company.

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, joint ventures or associate companies as defined under the Companies Act, 2013.

(f) As per information and explanation given to us, the company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies, hence reporting under the clause (ix)(f) of the order is not applicable to the Company.

x. (a) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the provisions stated in paragraph 3 of the Order are not applicable to the Company.

(b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully, partly, or optionally convertible debentures during the year. Accordingly, the provisions stated in paragraph 3 (x)(b) of the Order are not applicable to the Company.

xi. (a) During the course of our audit, examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the Company nor on the Company.

(b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under Clause 3(xi)(b) of the Order is not applicable to the Company.

(c) According to the information explanation given to us, there are no whistle-blower complaints received by the Company during the year. Accordingly, the provisions stated in paragraph (xi)(c) of the Order is not applicable to company.

- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions stated in paragraph 3(xii) (a) to (c) of the Order are not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties is in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. a) In our opinion and based on our examination, the Company has an internal audit system.  
b) We have considered the internal audit system of the company and in our opinion, company needs to improve its internal audit system commensurate with its size and nature of its business.
- xv. According to the information and explanations given to us, in our opinion during the year the Company has not entered non-cash transactions with directors or persons connected with its directors and hence, provisions of section 192 of the Act are not applicable to company. Accordingly, the provisions stated in paragraph 3(xv) of the Order are not applicable to the Company.
- xvi. (a) According to the information and explanations given to us and on the basis of examination of the books and records, we are of the opinion, that the company is not engaged in the business of NBFI hence the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934.  
(b) In our opinion, the Company has not conducted Non-Banking Financial activities.  
(c) The Company is not a Core investment Company (CIC) as defined in the regulations made by Reserve Bank of India. Hence, the reporting under paragraph clause 3 (xvi)(c) of the Order are not applicable to the Company.  
(d) The Company does not have any CIC as part of its group. Hence the provisions stated in paragraph clause 3(xvi)(d) of the order are not applicable to the company.
- xvii. Based on the overall review of standalone financial statements, the Company has not incurred cash losses in the current financial year and had not incurred cash loss during the year or in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year.
- xix. According to the information and explanations given to us and based on our examination of financial ratios, ageing and expected date of realization of financial assets and payment of liabilities, other

information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of audit report and the Company is 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.

- xx. According to the information and explanations given to us, the provisions of section 135 of the Act are not applicable to the Company. Hence, the reporting as per paragraph (xx)(a) to (b) of the Order are not applicable to the Company.
- xxi. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said clause has been included in the report.

**For M.Raghunath & Co.  
Chartered Accountants**

**Place: Kolkata  
Dated: 08.07.2024  
UDIN : 24056282BKAFEB9685**

**Sd/-  
Surendra Joshi  
(Partner)  
MRN: 056282**

## **Annexure B to Independent Auditors' report**

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

We have audited the internal financial controls over financial reporting **ZOOM INDUSTRIAL SERVICES LIMITED** as of **March 31<sup>st</sup>, 2024** in conjunction with our audit of the financial statements of the company for the year ended on that date.

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

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

#### **Auditors' Responsibility**

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

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



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Internal Financial Controls system over financial reporting.

### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 Over Financial Reporting**

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

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate Internal Financial Controls system over financial reporting and such internal financial controls over financial reporting operating **as at March 31, 2024**, needs improvement commensurate to the size and nature of the business of the company, based on our examination of internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For M.Raghunath & Co.  
Chartered Accountants**

**Place: Kolkata  
Dated: 08.07.2024  
UDIN: 24056282BKAFEB9685**

**Sd/-  
Surendra Joshi  
(Partner)  
MRN: 056282**

# ZOOM INDUSTRIAL SERVICES LTD

CIN : L74140WB1981PLC033392

Address : 113, Park Street, 7th Floor Kolkata -700016

Email-Id : cs@zisl.co.in : Phone No : +91 98309 98749

## BALANCE SHEET AS AT 31ST MARCH 2024

Figure's in Thousand

Particulars	Note	Figures as at the end of the current reporting period	Figures as at the end of the previous reporting period
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share Capital	2	26115.20	26115.20
(b) Reserves & Surplus	3	204300.78	145315.30
		<u>230415.98</u>	<u>171430.50</u>
<b>(2) Non-Current Liabilities</b>			
(a) Long-Term Borrowings	4	290256.73	305195.78
(b) Deferred Tax Liability	5	249.74	-
(c) Other Long Term Liabilities	6	14760.00	50439.20
		<u>305266.47</u>	<u>355634.97</u>
<b>Current Liabilities</b>			
(a) Short Term Borrowings	7	610.00	-
(b) Trade Payables	8	-	-
(A) Total outstanding dues of Micro enterprises;and		0.75	5250.00
(B) Total outstanding dues of creditors other than micro enterprise and small enterprises			
(c) Other Current Liabilities	9	29622.79	160.13
(d) Short Term Provision	10	11444.62	200.00
		<u>41678.17</u>	<u>5610.13</u>
<b>TOTAL</b>		<u><b>577360.61</b></u>	<u><b>532675.61</b></u>
<b>II. ASSETS</b>			
<b>Non Current Assets</b>			
<b>(1) (a)Property Plant and Equipment and Intangible Assets</b>			
(i) Property, Plant and Equipment	11	10115.99	11620.70
(b)Non Current Investments	12	427855.54	387359.70
		<u>437971.53</u>	<u>398980.40</u>
<b>Current Assets</b>			
(a) Inventories	13	1812.05	2348.88
(b)Trade Receivables	14	-	24191.46
(c) Cash & Cash Equivalents	15	50672.45	20661.30
(d) Short Term Loans and Advances	16	65877.15	80910.20
(e) Other Current Assets	17	21027.43	5583.35
		<u>139389.09</u>	<u>133695.20</u>
<b>TOTAL</b>		<u><b>577360.61</b></u>	<u><b>532675.61</b></u>

See Accompanying notes to the Financial Statements

1

Other Notes to the Financial Statements

25

The notes referred to above are an integral part of the financial statements

"As per our Report of even date attached"

**For & on behalf of Board of Directors**

For & on behalf of

**For M Raghunath & Co**

Chartered Accountants

**Dwijendra Prosad Mukherjee**

Managing Director

DIN - 07792869

**Manoj Kumar Digga**

Director

DIN - 01090626

sd/-

**Surendra Joshi**

(Partner)

MRN : 056282

Place : Kolkata

Date : 08.07.2024

UDIN : 24056282BKAFEB9685

**Gunjan Shah**

CS & CFO

**ZOOM INDUSTRIAL SERVICES LTD**  
**CIN : L74140WB1981PLC033392**  
**Address : 113, Park Street, 7th Floor Kolkata -700016**  
**Email : cs@zisl.co.in ; Phone No : +91 98309 98749**  
**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2024**

			Figure's in Thousand	
S.No	Particulars	Note	Figures as at the end of the current reporting period	Figures as at the end of the previous reporting period
I	Revenue from Operations	18	95384.03	76403.52
II	Other Income	19	92852.90	13333.42
III	<b>Total Income (I + II)</b>		<b>188236.93</b>	<b>89736.94</b>
IV	<b>Expenses</b>			
	Technical Consultancy Expenses		41675.00	29500.00
	Changes in inventory	20	543.16	757.50
	Employee Benefits Expenses	21	399.38	303.20
	Finance costs	22	5793.33	10835.25
	Depreciation	11	1504.71	1007.25
	Other Expenses	23	67841.52	41995.07
	<b>Total</b>		<b>117757.09</b>	<b>84398.27</b>
VI	<b>Profit / (Loss) Before Tax ( III - IV )</b>		<b>70479.84</b>	<b>5338.68</b>
VII	<b>Tax Expenses</b>			
	Current Tax		11244.62	-
	Deferred Tax Liability		249.74	-
			<b>11494.37</b>	<b>-</b>
VIII	<b>Profit / (Loss) For The Period (V - VI )</b>		<b>58985.47</b>	<b>5338.68</b>
	<b>Earnings Per Equity Share</b>	24		
	Basic & Diluted Earnings per share		22.59	2.04

See Accompanying notes to the Financial Statements

1

Other Notes to the Financial Statements

25

The notes referred to above are an integral part of the financial statements

"As per our Report of even date attached"

**For & on behalf of Board of Directors**

For & on behalf of

**For M Raghunath & Co**

Chartered Accountants

**Dwijendra Prosad Mukherjee**

Managing Director

DIN - 07792869

**Manoj Kumar Digga**

Director

DIN - 01090626

sd/-

**Surendra Joshi**

(Partner)

MRN : 056282

Place : Kolkata

Date : 08.07.2024

UDIN : 24056282BKAFEB9685

**Gunjan Shah**

CS & CFO

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2024**

Particulars	Figure's in Thousand	
	As at 31st March 2024	As at 31st March 2023
<b>A Cash flows from operating activities</b>		
Profit before tax	70479.84	5338.68
Adjustments:		
Depreciation	1504.71	1007.25
Advance Written Off	26191.46	40823.53
Interest income	-73.55	-229.30
Interest on fixed Deposit	0.00	-1710.69
Interest and financing charges	5793.33	10835.25
Provision for expenses	0.00	0.00
	-20.42	-7.72
Profit on sale of Security	-16316.21	-10798.08
Operating cash flows before working capital changes	<b>87559.16</b>	<b>45258.92</b>
Adjustments for		
Decrease/ (Increase) in inventories	536.83	738.17
Decrease/(Increase) in Trade Receivables	0.00	3277.58
Decrease/(Increase) in Short term loans & Advances	15033.05	33821.64
Decrease/(Increase) in Other Current Assets	-17444.08	-3492.93
(Decrease)/Increase in Trade payables	-5249.25	5220.00
(Decrease)/Increase in Current Liabilities	41317.28	-7494.29
Cash generated from operations	<b>121752.99</b>	<b>77329.09</b>
Income-tax (paid)	11494.37	0.00
<b>Net cash from operating activities</b>	<b>110258.62</b>	<b>77329.09</b>
<b>B Cash flows from investing activities</b>		
Sale/Purchase of Share & Securites	-40495.84	-11758.66
Dividend Income	20.42	7.72
Interest on fixed Deposit	0.00	1710.69
Sale/Purchase of PPE	0.00	-12627.95
Profit on sale of Investments	16316.21	10798.08
Interest received	73.55	229.30
<b>Net cash from investing activities</b>	<b>-24085.65</b>	<b>-11640.82</b>
<b>C Cash flows from financing activities</b>		
Increase in Provisions	-	-
Change in Other Financial Liabilities	-50368.50	-88709.28
Finance Charges	-5793.33	-10835.25
<b>Net cash from financing activities</b>	<b>-56161.84</b>	<b>-99544.53</b>
<b>Net increase in cash and cash equivalents</b>	<b>30011.14</b>	<b>-33856.26</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>20661.30</b>	<b>54517.57</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>50672.45</b>	<b>20661.30</b>
<b>Cash and cash equivalents</b>	<b>50672.45</b>	<b>20661.30</b>

As per our report of even date

For & On behalf of  
**For M Raghunath & Co**  
Chartered Accountants

sd/-  
**Surendra Joshi**  
(Partner)  
MRN : 056282  
Place : Kolkata  
Date : 08.07.2024  
UDIN 24056282BKAFEB9685

For and on behalf of Board of Directors

**Dwijendra Prosad Mukherjee**  
Managing Director  
DIN - 07792869

**Manoj Kumar Digga**  
Director  
DIN - 01090626

**Gunjan Shah**  
CS & CFO

**Notes To Financial Statements**  
as at and for the year ended March 31, 2024

Note No	Particulars	Figures as at the end of the current reporting period	Figure's in Thousand	
			Figures as at the end of the previous reporting period	
<b>2 Share Capital</b>				
<b>Authorised Share Capital</b>				
2650000 Equity shares (previous year: 2650000) of Rs 10/- each		26500.00		26500.00
		26500.00		26500.00
<b>2.1 Issued, Subscribed and Fully Paid Up</b>				
2611520 Equity shares (previous year: 2611520) of Rs 10 /- each fully paid up		26115.20		26115.20
		26115.20		26115.20

**2.2 Reconciliation of number of shares outstanding at the begining and at the end of the reporting period**

**Equity shares**

Particulars	As At 31st March 2024		As At 31st March 2023	
	No.of Shares	Amount (Rs. ,000)	No.of Shares	Amount (Rs. ,000)
Opening share capital	26,11,520	26500.00	26,11,520	26500.00
Closing share capital	26,11,520	26500.00	26,11,520	26500.00

**2.3 Terms, Rights , preferences and restrictions attaching to each class of shares**

**Equity shares**

The company has only one class of equity shares having a par value of Rs. 10 each per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential

**2.4 Shares held by each shareholder holding more than 5% shares**

Name of shareholder	As At 31st March 2024		As At 31st March 2023	
	% held	No.of Shares	% held	No.of Shares
SPML India Ltd	15.16%	3,95,850	15.16%	3,95,850
Stellate Global Trading Pvt. Ltd. (Formerly named as Kripa Vyapar Pvt. Ltd.)*	49.01%	12,80,000	49.01%	12,80,000

\*Cindrella Commedeal Pvt. Ltd and Swarnim Distributors Pvt. Ltd have been merged by Kripa Vyapar Pvt. Ltd.

**2.5 Shares held by each promoters**

Name of the shareholder	No. of Shares	% of Total Share	% Change during the year
Abhinandan Sethi	33,000	1.26	-
Deepak Sethi	1,17,000	4.48	-
Harshvardhan Sethi	74,000	2.83	-
Maina Devi Sethi	69,350	2.66	-
Nupur Jain	35,000	1.34	-
Punam Chand Sethi	45,000	1.72	-
Sandhya Rani Sethi	73,930	2.83	-
Santosh Devi Gangwal	7,950	0.30	-
Subhash Chand Sethi	36,000	1.38	-
Suman Sethi	41,000	1.57	-
Sushil Kumar Sethi	35,000	1.34	-
Sushil Kumar Sethi	68,220	2.61	-
20TH Century Engineering Limited	10,000	0.38	-
Sonal Agencies Pvt Ltd	700	0.03	-
SPM Engineers Limited	5,200	0.20	-
SPML India Limited	3,95,850	15.16	-

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

Notes To Financial Statements

Figure's in Thousand

**3 Reserves & Surplus**

**Capital Reserve (for Amalgamation)**

Balance as per last financial statement	37164.11	37164.11
Add: Addition during the year	-	-
Closing Balance	<u>37164.11</u>	<u>37164.11</u>

**Special Reserve**

Balance as per the last financial statements	12053.43	12053.43
Add: Transfer from Profit & Loss account	-	-
Closing Balance	<u>12053.43</u>	<u>12053.43</u>

**General Reserve**

Balance as per the last financial statements	58937.89	58937.89
Add: Transfer from Profit & Loss account	-	-
Closing Balance	<u>58937.89</u>	<u>58937.89</u>

**Surplus in the Statement of Profit & Loss Account**

Opening Balance	37159.87	31821.19
Add : Net profit for the year	58985.47	5338.68
Less : Transfer to Special Reserve	-	-
Closing Balance	<u>96145.34</u>	<u>37159.87</u>

<b>Total</b>	<b><u>204300.78</u></b>	<b><u>145315.30</u></b>
--------------	-------------------------	-------------------------

**4 Long Term Borrowings(Unsecured-good)**

**Loans and Advances**

**From Related Parties**

SPML Industries Ltd	19953.79	107831.17
---------------------	----------	-----------

**Other Loans and Advances**

MKJ Enterprises Limited	95325.99	62775.88
Mantu Housing Projects Ltd.	48188.21	-

**Others Loans and Advance :**

Shree Shyam Sales Trading Corporation	122788.73	122788.73
Other Advances	4000.00	11800.00
	<u>290256.73</u>	<u>305195.78</u>

**5 Deferred Tax Liability**

Deferred Tax Liabilities arising out of:

Depreciation	249.74	-
	<u>249.74</u>	<u>-</u>

**6 Other Long Term Liabilities**

Others :

Subhash Systems Pvt Ltd	-	35679.20
Trade Deposits & Advances	3000.00	3000.00
Other Payables	11760.00	11760.00
	<u>14760.00</u>	<u>50439.20</u>

**7 Short Term Borrowings (Unsecured-good)**

**Other Loans & Advances :**

Add Realty Ltd.	610.00	-
	<u>610.00</u>	<u>-</u>

**9 Other Current Liabilities**

**Other Payables**

TDS Payable	487.92	90.00
P.Tax Payable	0.15	0.15
GST Payable (RCM and IGST)	8235.35	-

**Due within one year**

MKJ Enterprises Limited	15857.14	-
-------------------------	----------	---

**Advance for Expenses Payable**

Techno Mechanical Services Pvt Ltd	35.40	-
Other Advances	111.86	-
Expenses Payable	4894.97	69.98
	<u>29622.79</u>	<u>160.13</u>

**10 Short Term Provision**

Provision for Audit Fees	200.00	200.00
Provision for Income Tax	11244.62	-
	<u>11444.62</u>	<u>200.00</u>

Notes To Financial Statements

Figure's in Thousand

**12 Non-Current Investments**

*Other Investments :( Details as per Annexure A )*

Investment in Equity instruments - Quoted	265148.25	179521.12
Investment in Equity instruments - Unquoted	21325.06	73006.50
Investment in Preference Shares	44910.00	131552.50
Investment in Debenture	3540.00	3540.00
Share Application Money Pending Allotment	93150.00	-
	428073.31	387620.12
Less : Provision for Diminution	217.77	260.42
	427855.54	387359.70
Market Value of Quoted Shares-	9,79,294.58	1,01,131.98

*Other Non-Current Investments :*

Investment in Other projects		
M/s Alchemy Venture Private Limited-Opening Balance	-	40823.53
Less : Impairment/Write Off	-	40823.53
M/s Alchemy Venture Private Limited-Closing Balance	-	-
<b>Total Non Current Investments</b>	<b>427855.54</b>	<b>387359.70</b>

**13 Inventories**

Stock in Trade ( Shares) At Cost or Market value  
whichever is lower)

1812.05	2348.88
1812.05	2348.88

**15 Cash & Cash Equivalents**

Balances with Banks		
- In Current Accounts	50672.45	20350.61
Cash In hand	-	310.69
	50672.45	20661.30

**16 Short Term Loans and Advances**

Loans \ Advances To Related Parties ( Unsecured- good)

- SPML Infra Limited	65877.15	65877.15
- SPML India Limited	-	4016.00
- 20th Century Limited	-	2389.75

Loans\Advances to Others( Unsecured -good)

- Techno Mechanical Services Pvt Ltd	-	8377.30
- Sethi Infratech Private Limited	-	250.00
	65877.15	80910.20

**17 Other Current Assets**

Tax Deducted at Source A.Y. 2021-22	1.56	1.56
Tax Deducted at Source A.Y. 2022-23	28.22	28.22
Tax Deducted at Source A.Y. 2023-24	1722.84	1610.98
TCS Receivable A.Y. 2023-24	116.00	116.00
Tax Deducted at Source A.Y. 2024-25	5033.70	-
Input CGST	7.33	-
Input SGST	789.67	1458.34
Input IGST	811.62	-
Income Tax Refundable	101.27	27.72
Dividend Receivable	32.60	20.54
Share application money	-	2000.00
Prepaid Expenses	62.62	-
Amount Receivables and Miscellaneous Advances	12320.00	320.00
	21027.43	5583.35

# ZOOM INDUSTRIAL SERVICES LTD.

CIN : L74140WB1981PLC033392

Address : 113, Park Street, 7th Floor Kolkata -700016

E-mail Id : cs@zisl.co.in ; Phone No: +91 98309 98749

## Notes on Financial Statements for the year ended 31/03/2024

### NOTE 8 - TRADE PAYABLES

Figure's in Thousand

#### A) Trade Payables ageing schedule (FY 2023-24)

##### i) Outstanding for following periods from due date of Payment-

Particulars	<1 Year	>1 Year <2 Year	>2 Year <3 Year	>3 Year	Total
MSME	-	-	-	-	-
Others	-	-	-	-	-
Disputed dues-MSME	-	-	-	-	-
Disputed dues-Others	-	-	-	-	-
<b>Total</b>	-	-	-	-	-

##### ii) Outstanding for following periods where no due date of Payment-

Particulars	<1 Year	>1 Year <2 Year	>2 Year <3 Year	>3 Year	Total
MSME	-	-	-	-	-
Others	-	-	-	0.75	0.75
Disputed dues-MSME	-	-	-	-	-
Disputed dues-Others	-	-	-	-	-
<b>Total</b>	-	-	-	0.75	0.75

<b>MSME</b>	-	-	-	-	-
<b>Other than MSME</b>	-	-	-	0.75	0.75
<b>Grand Total</b>	-	-	-	0.75	0.75

#### B) Trade Payables ageing schedule (FY 2022-23)

##### i) Outstanding for following periods from due date of Payment-

Particulars	<1 Year	>1 Year <2 Year	>2 Year <3 Year	>3 Year	Total
MSME	-	-	-	-	-
Others	-	-	-	-	-
Disputed dues-MSME	-	-	-	-	-
Disputed dues-Others	-	-	-	-	-
<b>Total</b>	-	-	-	-	-

##### ii) Outstanding for following periods where no due date of Payment-

Particulars	<1 Year	>1 Year <2 Year	>2 Year <3 Year	>3 Year	Total
MSME	-	-	-	-	-
Others	5220.00	-	0.75	29.25	5250.00
Disputed dues-MSME	-	-	-	-	-
Disputed dues-Others	-	-	-	-	-
<b>Total</b>	5220.00	-	0.75	29.25	5250.00

<b>MSME</b>	-	-	-	-	-
<b>Other than MSME</b>	5220.00	-	0.75	29.25	5250.00
<b>Grand Total</b>	5220.00	-	0.75	29.25	5250.00

Steps have been taken to identify the suppliers who qualify under the definition of micro and small enterprises, as defined under the Micro, Small and Medium Enterprises Development Act 2006. Since no intimation has been received from the suppliers regarding their status under the said Act as at 31st March 2024, disclosures relating to amounts unpaid as at the year end, if any, have not been furnished. In the opinion of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act, is not expected to be material.



## ZOOM INDUSTRIAL SERVICES LIMITED

### Note 11. PROPERTY, PLANT AND EQUIPMENT

	Fixed Assets	Gross Block					Accumulated Depreciation					Net Block	
		Balance as at 1 April 2023	Additions/ (Disposals)	Acquired through business combinations	Revaluations/ (Impairments)	Balance as at 31 March 2024	Balance as at 1 April 2023	Depreciation for the year	Adjustment due to revaluations	On disposals	Balance as at 31 March 2024	Balance as at 31 March 2023	Balance as at 31 March 2024
	<b>Tangible Assets</b>												
	Vehicles	1,26,27,948	-	-	-	1,26,27,948	10,07,250	15,04,708	-	-	25,11,958	1,16,20,698	1,01,15,990
	<b>Total ( a )</b>	<b>1,26,27,948</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,26,27,948</b>	<b>10,07,250</b>	<b>15,04,708</b>	<b>-</b>	<b>-</b>	<b>25,11,958</b>	<b>1,16,20,698</b>	<b>1,01,15,990</b>
	<b>Grand Total</b>	<b>1,26,27,948</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,26,27,948</b>	<b>10,07,250</b>	<b>15,04,708</b>	<b>-</b>	<b>-</b>	<b>25,11,958</b>	<b>1,16,20,698</b>	<b>1,01,15,990</b>

(i) There is no change in carrying amount of each class of assets due to revaluation of Property, Plant and Equipment.

(ii) There is no amount written off on reduction of capital or revaluation of assets.

(iii) There is no intangible assets.

(iv) There is no capital work in progress.

# ZOOM INDUSTRIAL SERVICES LIMITED

CIN : L74140WB1981PLC033392

Address : 113, Park Street, 7th Floor Kolkata -700016

Email-ID : cs@zisl.co.in ; Phone No : +91 98309 98749

## Notes on Financial Statements for the year ended 31/03/2024

### NOTE 14 - TRADE RECEIVABLES

Figure's in Thousand

#### A) Trade Receivable ageing schedule (FY 2023-24)

##### a) Outstanding for following periods from due date of Payment (Unsecured)

Particulars	<6 Month	>6 Months <1 Year	>1 Year <2 Year	>2 Year <3 Year	>3 Year	Total
i) Undisputed Trade Receivables-considered good	-	-	-	-	-	-
ii) Undisputed Trade Receivables-considered doubtful	-	-	-	-	-	-
iii) Disputed Trade Receivables- considered good	-	-	-	-	-	-
iii) Disputed Trade Receivables- considered doubtful	-	-	-	-	-	-
<b>Total</b>	-	-	-	-	-	-

##### b) Outstanding for following periods where no due date of Payment (Unsecured)

Particulars	<6 Month	>6 Months <1 Year	>1 Year <2 Year	>2 Year <3 Year	>3 Year	Total
i) Undisputed Trade Receivables-considered good	-	-	-	-	-	-
ii) Undisputed Trade Receivables-considered doubtful	-	-	-	-	-	-
iii) Disputed Trade Receivables- considered good	-	-	-	-	-	-
iii) Disputed Trade Receivables- considered doubtful	-	-	-	-	-	-
<b>Total</b>	-	-	-	-	-	-
<b>Grand Total</b>	-	-	-	-	-	-

Debts due by directors or debts due by firms or private companies respectively in which any director is a partner or a director or a member.

#### B) Trade Receivable ageing schedule (FY 2022-23)

##### a) Outstanding for following periods from due date of Payment (Unsecured)

Particulars	<6 Month	>6 Months <1 Year	>1 Year <2 Year	>2 Year <3 Year	>3 Year	Total
i) Undisputed Trade Receivables-considered good	-	-	-	-	-	-
ii) Undisputed Trade Receivables-considered doubtful	-	-	-	-	-	-
iii) Disputed Trade Receivables- considered good	-	-	-	-	-	-
iii) Disputed Trade Receivables- considered doubtful	-	-	-	-	-	-
<b>Total</b>	-	-	-	-	-	-

##### b) Outstanding for following periods where no due date of Payment (Unsecured)

Particulars	<6 Month	>6 Months <1 Year	>1 Year <2 Year	>2 Year <3 Year	>3 Year	Total
i) Undisputed Trade Receivables-considered good	-	-	-	24191.46	-	24191.46
ii) Undisputed Trade Receivables-considered doubtful	-	-	-	-	-	-
iii) Disputed Trade Receivables- considered good	-	-	-	-	-	-
iii) Disputed Trade Receivables- considered doubtful	-	-	-	-	-	-
<b>Total</b>	-	-	-	24191.46	-	24191.46
<b>Grand Total</b>	-	-	-	24191.46	-	24191.46

Debts due by directors or debts due by firms or private companies respectively in which any director is a partner or a director or a member.

**Notes To Financial Statements**  
as at and for the year ended March 31, 2024

			Figure's in Thousand
Note No	Particulars	Figures as at the end of the current reporting period	Figures as at the end of the previous reporting period
<b>18</b>	<b>Revenue from Operations</b>		
	Sale of Shares	3801.00	-
	Sale of Services	91583.03	76403.52
		<u>95384.03</u>	<u>76403.52</u>
<b>19</b>	<b>Other Income</b>		
	<i>Interest</i>		
	Interest on Loan	-	229.30
	Interest on Fixed Deposit	-	1710.69
	Interest on income tax refund	73.55	-
	<i>Others</i>		
	Dividend	20.42	7.72
	Gain on transfer via Buy Back (ICL and Kripa Vyapar)	51892.75	-
	Income chargeable u/s 41(1)	40823.53	-
	Liabilities no longer required written back	42.65	587.64
	Profit on sale of Investment	-	10798.08
		<u>92852.90</u>	<u>13333.42</u>
<b>20</b>	<b>Changes In Inventories ( at cost or Market value whichever is lower)</b>		
	Opening balance	2348.88	3087.05
	Add: Purchase	6.33	19.33
	Less : Closing balance	1812.05	2348.88
		<u>543.16</u>	<u>757.50</u>
<b>21</b>	<b>Employee Benefits Expenses</b>		
	Salary	399.38	303.20
		<u>399.38</u>	<u>303.20</u>
<b>22</b>	<b>Finance costs</b>		
	Interest on Loan		
	- Unsecured Loans	5791.50	10835.25
	Bank Charges	1.83	-
		<u>5793.33</u>	<u>10835.25</u>
<b>23</b>	<b>Other Expenses</b>		
	Audit Fees		
	Statutory Audit Fees	235.40	200.00
	Bad Debts	26191.46	40823.53
	Conveyance and Office Expenses	21.27	388.21
	CSE Listing Fees	218.65	-
	Demat/Depostory & Other Charges	45.32	19.59
	Donation Expenses	14.00	-
	Filing Fees Paid and ROC Expense	12.29	75.14
	Insurance Premium Paid	93.71	-
	Interest on GST late payment	1.11	-
	Interest on TDS	9.84	18.99
	Investment in shares written off	17.32	-
	Loss on sale of sales of investment	35559.22	-
	Miscellaneous Expenses	451.21	-
	Prior Period Charges	-	128.68
	Professional and Legal	4845.80	236.28
	Rates and Taxes	4.90	4.66
	Rent Paid	120.00	100.00
		<u>67841.50</u>	<u>41995.07</u>
<b>24</b>	<b>Earnings per share</b>		
	Net Profit after tax attributable to the Equity Shareholders	58985.47	5338.68
	Number of Equity Shares outstanding at the end of the year	26,11,520	26,11,520
	Weighted Average Number of Equity Shares outstanding during the year	26,11,520	26,11,520
	Basic and Diluted Earnings Per Share (A/B)	<u>22.59</u>	<u>2.04</u>

**ZOOM INDUSTRIAL SERVICES LTD**  
**CIN : L74140WB1981PLC033392**  
**Address : 113, Park Street, 7th Floor Kolkata -700016**  
**Email : cs@zisl.co.in ; Phone No : +91 98309 98749**

**Annexure A : Non Current Investments**

Name of the Body Corporate	No. of shares/units and MV per share/units				Amount (Rs.)- Figure's in Thousand	
	2024		2023		2024	2023
	No.	MV	No.	MV		
<b>A. In Quoted Equity Instruments at cost</b>						
Fusion Polymers Ltd.	-	-	2000	-	-	5.20
Futuristic Offshore Services and Chemicals	-	-	1200	-	-	12.12
Hindustan Development Corporation Ltd.	1000	-	1000	-	50.25	50.25
International Constructions Ltd.	-		242200	14.00	0.00	998.05
Longview Tea Co. Ltd.	200	45.5	200	25.87	13.00	13.00
Hybrid Financial Services Ltd.	4100	9.3	4100	1.10	205.00	205.00
SPML Infra Limited- face value Rs. 2/-	7474600	131.01	5741750	17.02	264786.27	178143.77
Transport Corpn. of India Ltd.		812.15	11	628.57	1.28	1.28
Unit 64- UTI-Mastershare	-		-		92.45	92.45
Protchem Industries India Limited	500	-	500	-	-	-
<b>Total</b>	<b>74,80,400</b>		<b>59,92,961</b>		<b>265148.25</b>	<b>179521.12</b>
<b>Total Market Value</b>					<b>979294.58</b>	<b>101131.98</b>
<b>B. In Unquoted Equity Instruments at cost</b>						
Bharat Hydro Power Corporation Limited	1348836		1348836		11818.19	11818.19
Suraksha Insurance Brokers Pvt.Ltd.	142500		180000		825.00	1200.00
Stellate Global trading Pvt. Ltd. (formerly named as Kripa Vyapar Pvt Ltd.)	-		240000		-	2400.00
Om Sanmati Realty Pvt Ltd.	100000		100000		1000.00	1000.00
Alchemy Venture Pvt Ltd.	2500		2500		200.00	200.00
20th Century Engineering Ltd.	48000		48000		149.76	149.76
SPML Industries Ltd	-		1193618		-	48906.44
SPM Engineers Ltd.	170400		170400		3329.62	3329.62
Tara Holding Ltd.	4000		4000		2000.00	2000.00
<u>In Associates</u>						
SPML India Ltd.	380000		380000		2002.50	2002.50
<b>Total</b>	<b>21,96,236</b>		<b>36,67,354</b>		<b>21325.06</b>	<b>73006.50</b>
<b>C. Preference Shares</b>						
Niral Enterprises Private Limited	449100		449100		44910.00	44910.00
SPML Infra Limited	-		866425		-	86642.50
<b>Total</b>	<b>4,49,100</b>		<b>13,15,525</b>		<b>44910.00</b>	<b>131552.50</b>
<b>D. In Unquoted Debentures</b>						
Bharat Hydro Power Corporation Limited	17700		17700		3540.00	3540.00
<b>Total</b>	<b>17,700</b>		<b>17,700</b>		<b>3540.00</b>	<b>3540.00</b>
<b>E. Share Application Money Pending Allotment</b>						
SPML Infra Limited (*Refer note below)	785678		-		93150.00	-
<b>Total</b>	<b>7,85,678</b>		<b>-</b>		<b>93150.00</b>	<b>-</b>
<b>Gand Total</b>						
	<b>1,09,29,114</b>		<b>1,09,93,540</b>		<b>428073.31</b>	<b>387620.12</b>

\*Note: The company has entered into an agreement dated 27th March, 2024 with SPML Infra Limited to convert the outstanding loan amount of Rs. 9,31,50,000/- into equity shares. As per the intimation received from SPML Infra Limited, the company is entitled to 785678 equity shares @118.56/per share. Pending allotment of such shares, the said amount is carried forward as share application money pending allotment.

**25 OTHER NOTES TO FINANCIAL STATEMENTS**

as at and for the year ended March 31, 2024

Figure's in Thousand

**1 Contingent Liabilities**

Income Tax demand (Under Rectifications)	1984
previous year	(1,984)
Income Tax demand (Under Appeal)	12487
previous year	(2,820)
*The refund perataing to TDS and interest on income tax refund amounting to Rs.38,465/- and Rs.18,38,824/- for F.Y. 2021-22 and F.Y.2022-23 respectively has been adjusted with earlier year demand.	

**2** The Company has recovered the amount receivable from Alchemy Ventures Pvt. Ltd. amounting to Rs. 4,08,23,526/- which was written off earlier.

**3 Capital Commitments**

NIL

**4 Related Party Transactions**

Related Party disclosure as identified by the Management in accordance with the Accounting Standard - 18, issued under the Companies (Accounting Standards) Rules, 2006, with whom the company has transactions :

**a) Key Management Personnel**

Shalin Jain resigned from directorship w.e.f 26/07/2023  
Sobhag Mal Gangwal become director w.e.f.26/07/2023  
Dwijendra Prosad Mukherjee(MD)  
Ajay Jain(Director)  
Gunjan Shah(CS & CFO)

**b) Enterprises Over Which KMP Have Significance Influence**

20th Century Engineering Limited  
Sarphy Infra & Financial Services Pvt. Ltd.  
Stellate Global Trading Pvt. Ltd. (Formerly named as Kripa Vyapar Pvt. Ltd.)  
Magnafits International Pvt. Ltd.  
Contract Square Pvt. Ltd.  
Balasinar Water Recycling Pvt. Ltd.  
SPML India Ltd.

**c) Associate Enterprise**

SPML India Limited  
SPML Industries Limited (Siezed to be associate w.e.f 29-03-2024)  
Suraksha Insurance Brokers Pvt. Limited (Siezed to associate w.e.f 13-02-2024)

**d) Enterprise over which the company have significant influence**

SPML Infra Limited

Particulars	Associate Enterprise/Enterprise over which the company have Significant Influence/Enterprises over which KMP have significant influence		Key management personnel or their relatives	
	31st March 2024	31st March 2023	31st March 2024	31st March 2023
<b>Transactions during the year</b>				
Service Taken- Sarphy Infra & Financial Services Pvt. Ltd.	41675	29500		
<u>Salary/Remuneration</u>				
(i) Gunjan Shah			399	191
(ii) Bhavin Gorasia			-	112
Interest Received- SPML Infra Limited		229		
Loan /Advance given- SPML Infra Limited	93150	7547		
Loan /Advances Repaid- SPML Industries Limited	87877	41000		
<u>Loan/Advances Repaid by Borrower</u>				
(i) 20th Century Engineering Limited	2390			
(ii) SPML India Limited	4016			
<u>Purchase of Investments</u>				
Buyback of Investments-Stellate Global Trading Pvt. Ltd. (Formerly named as Kripa Vyapar Pvt. Ltd.)	51900			
<b>Balances</b>				
Loans/Advances Receivable	65877	72283	-	-
Loans/Advances Payable		107831		
Trade Payables		5250	-	-

**5 Earning Per Share**

Net Profit after tax attributable to the Equity Shareholders	58985
Number of Equity Shares outstanding at the	2612
Weighted Average Number of Equity Shares outstanding during the year	2612
Basic and Diluted Earnings Per Share	<u>22.59</u>

**6 Information Regarding Micro, Small and Medium Enterprises**

As at 31st March 2024, no supplier has intimated the Company about its status as Micro or Small enterprises or its registration with the appropriate authority under Micro, Small, and Medium Enterprises Act, 2006. So, no disclosures made. The Company has compiled this information based on the current information in its possession

7 No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made there under.

**8 Confirmation of Debit and Credit Balances**

Debit and credit balances of sundry creditors, sundry debtors, loans and advances to the extent not confirmed are subject to confirmation and reconciliation with the parties as at March 31, 2024.

**9 Value of Current Assets Loans and Advances**

In the opinion of the management, current assets, loans and advances have a value on realization in the normal course of business not less than the value at which they are stated in the Balance Sheet.

**10 Legal Proceedings by the company**

The company had filed a pre institution mediation against the party named Sunil M Kotecha for recovery of INR 1.5 cores plus interest and other costs. Thereafter, a non starter report was issued and now company is in process of filing a commercial suit before the Hon'ble Delhi High Court.

**11 During/Previous year's figures**

During the year ended 31 March 2024, Schedule III notified under the Companies Act 2013, has become applicable to the company. The company has reclassified previous year figures to confirm to this year's classification and presentation.

12 Ratios as required under additional disclosures is attached as Annexure B.

13 The company does not hold any immovable property.

14 During the year the company did not have any transaction with any struck off companies.

**15 Loan from Related Parties**

Type of Borrower	Amount of Loans/Advances (Rs. ,000)	% of total loans and advances
Related Parties	19,953.79	6.87%

16 The company has not been declared as wilful defaulter.

17 (i) The Company has not advanced or loaned or invested funds either borrowed funds or share premium or any other sources or kind of funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

- (a) 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  
(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(ii) The company has not received any fund from person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the company shall, whether directly or indirectly lend or invest in other person/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.

18 There is no trade in crypto currency or virtual currency.

19 The provisions of Corporate Social Responsibility is not applicable during the year.

20 The company has carried forward capital loss on which no deferred tax asset is recognised on the consideration of prudence that there is no convincing evidence with virtual certainty that sufficient future taxable income will be available under the head capital gain against which the loss can be set off as per the provision of the Income Tax Act, 1961

Signatures to the schedules '1" to "25" Annexed to and forming part of the Accounts.

"As per our Report of even date attached"

For & on behalf of  
**For M Raghunath & Co**  
Chartered Accountants

**Surendra Joshi**  
(Partner)  
MRN : 056282  
Place : Kolkata  
Date : 08.07.2024  
UDIN : 24056282BKAFEB9685

**Dwijendra Prosad Mukherjee**  
Managing Director  
DIN - 07792869

**Gunjan Shah**  
Company Secretary

For & on behalf of Board of Directors

**Manoj Kumar Digga**  
Director  
DIN - 01090626

# ZOOM INDUSTRIAL SERVICES LTD

CIN : L74140WB1981PLC033392

Address : 113, Park Street, 7th Floor Kolkata -700016

Email : cs@zisl.co.in ; Phone No : +91 98309 98749

Notes to accounts forming part of Financial Statements as on 31/03/2024

## Annexure B Figures in Thousand

Particulars	Numerator	Denominator	Numerator Value 31.03.2024 (,000)	Denominator Value 31.03.2024 (,000)	Numerator value 31.03.2023 (,000)	Denominator value 31.03.2023 (,000)	Ratio 31st March 2024	Ratio 31st March 2023	Variance
Current Ratio	Current Assets	Current Liabilities	1,39,389.09	41,678.17	1,33,695.20	5,610.13	3.34	23.83	(20.49)
Debt-Equity Ratio	Total Debt	Shareholder's Equity	3,05,266.47	2,30,415.98	3,55,634.97	1,71,430.50	1.32	2.07	(0.75)
Debt Service Coverage Ratio	Earnings available for debt service	Debt Service	76,273.17	1,43,514.21	16,173.93	62,775.88	0.53	0.26	0.27
Return on Equity	Net Profits after taxes	Average Shareholder's Equity	58,985.47	4,01,846.48	5,338.68	3,37,522.33	0.15	0.02	0.13
	Revenue	Average Trade Receivables	-	-	-	-	-	-	-
Trade payables turnover ratio	Purchases of Goods and other expenses	Average Trade Payables	-	-	-	-	-	-	-
Net Capital turnover ratio	Revenue	Working Capital	1,88,236.93	97,710.92	89,736.94	1,28,085.07	1.93	0.70	1.23
Net Profit ratio	Net Profit	Revenue	58,985.47	1,88,236.93	5,338.68	89,736.94	0.31	0.06	0.25
Return on capital employed	Earnings before interest and taxes	Capital Employed	76,273.17	5,35,682.44	16,173.93	5,27,065.47	0.14	0.03	0.11
Return on Investment	Income generated from investments	Time weighted average investments	92,831.62	4,27,855.54	13,333.42	3,87,359.70	0.22	0.03	0.18

## **INDEPENDENT AUDITOR’S REPORT**

**TO THE MEMBERS OF ZOOM INDUSTRIAL SERVICES LIMITED (L74140WB1981PLC033392)**  
**Report on the Consolidated Financial Statements ZOOM INDUSTRIAL SERVICES LIMITED**

### **Opinion**

We have audited the accompanying consolidated financial statements of Zoom Industrial Services Limited (hereinafter referred to as “the Holding Company”), its associate together referred to as “the Group”) comprising of the consolidated Balance Sheet as at March 31, 2024, the consolidated Statement of Profit and Loss, the consolidated Cash Flow Statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the consolidated financial statements”).

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the associate, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended (“the Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associate as at March 31, 2024, their consolidated profit , their consolidated cash flows for the year ended on that date.

### **Basis for Opinion**

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

### **Information other than the Consolidated Financial Statements and Auditors’ Report thereon.**

The Holding 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 consolidated financial statements and our auditor’s report thereon. The Annual Report is expected to be made available to us after the date of this auditor’s report.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

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



## **Responsibilities of the Management for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

## **Auditor's Responsibility for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit.

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

Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associate 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 consolidated 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 Group and its associate to cease to continue as a going concern.

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

Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associate of which we are the independent auditors and whose financial information we have audited, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended March 31, 2024, and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Other Matters**

1. The consolidated financial statements also include the Group's share of net loss of Rs. 241,739 for the year ended March 31, 2024, as considered in the consolidated financial statements, in respect of 1 associates whose financial statements, other financial information have been audited by other auditors and whose reports have been furnished to us by the management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the 1 associate, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid associate, is based solely on the reports of such other auditors.
2. As per information and explanation given to us, the company has not received any intimation from vendor regarding their registration under Micro, small and Medium Enterprises (MSME) Development Act, 2016 and hence no disclosure is made in respect of outstanding to MSME as at the year end, interest on dues of MSME registered suppliers outstanding for period more than 45 days is made in the accounts for the year.
3. Confirmation in respect of the following amounts carried forward under respective head were not provided to us for examination.

Other Loans and advances ( Long term borrowings)	- Rs. 12,27,88,730.00
Others Long Term Liabilities	- Rs. 1,47,60,000.00

Management has classified the said amounts as good and payable at their respective carrying amount. The amounts are unreconciled and unverified and hence we are unable to comment on the status of its payment as classified by the management.

4. Following investments valued in aggregate at Rs. 30,51,533.54 are stated to be held in physical certificate and are yet to be dematerialized.

Particulars	No. of Share	Amount in INR.
Hindustan Development Corporation Ltd.	1,000	50,250.00
Transport Corp. of India Ltd	11	1,283.54
Om Sanmati Realty Pvt Ltd	100,000	1,000,000.00
Tara Holding Ltd.	4,000	2,000,000.00

As explained to us, the relevant physical share certificates are not traceable hence were not produced for our examination. In view of the above, we are unable to confirm whether the company continues to hold the same in its name or that the said shares continue to be held in the name of the company. Such shares, if continued to be held in the name of the company, cannot be sold till they are dematerialized.

5. The company's investments had been permanently impaired by an amount of Rs. 217.77 thousand and the impairment amount charged to profit & loss account as loss on investments. However, the said amount is reflected in the investment note no. 12 ( Non-Current Investments ) as provision for diminution while the individual investments continues to be shown at gross value. The reflection in the investment note no. 12 is not consistent with para 32 Accounting Standards 13 which prescribed that provision for diminution shall be made to recognize a decline, other than temporary, in the value of the investments, such reduction being determined and made for each investment individually.
6. The company's shares were listed on The Calcutta Stock Exchange Ltd. which are inoperative but there was no trading in its shares on the exchange. It filed an application in 2019 for delisting of its shares from the said exchange. The said shares are yet to be delisted from The Calcutta Stock Exchange Ltd. Post filing of its application for delisting of the shares from the said stock exchange , the company did not comply with the requirement of Listing Agreements. During the year the company paid listing fees of Rs. 218,650 for past year to re-initiate the delisting. As per Section 129 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 read with MCA notification G.S.R 111(E) dated 16 Feb 2015 , IND -AS is applicable to the Company. However, it has prepared its financial statements considering its application of 2019 for delisting and treating the company as an unlisted entity.
7. An amount of Rs. 32600 is carried forward as Dividend Receivable. The company is yet to take steps for recovery of the amount for earlier year amounting to Rs. 20,540. In the absence of the relevant details we are unable to offer our comments on the same.
8. Our opinion above on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

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

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the associate company, incorporated in India, as noted in the 'Other Matter' paragraph we give in the "Annexure A" a statement on the matters specified in paragraph 3(xxi) of the Order.
2. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the

other auditors on separate financial statements and the other financial information of associate , as noted in the 'other matter' paragraph we report, to the extent applicable, that:

- (a) We/the other auditors whose report we have relied upon 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 of the aforesaid consolidated financial statements;
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss , the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;
- (d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2024 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its associate company, none of the directors of the Group's company , its associate incorporated in India, is disqualified as on March 31, 2024 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 with reference to consolidated Ind AS financial statements of the Holding Company and its associate company incorporated in India, and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report;
- (g) In our opinion and based on the consideration of reports of other statutory auditors of the associate incorporated in India, the managerial remuneration for the year ended March 31, 2024 has been paid/provided by the Holding Company, its Associate incorporated in India to their directors in accordance with the provisions of Section 197 read with Schedule V to the Act;
- (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, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the associate, as noted in the 'Other matter' paragraph:
  - i) The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group, its associate in its consolidated financial statements – refer to in the consolidated financial statements;
  - ii. The Group and its associate did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2024;
  - iii. There has been no amounts required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its associate incorporated in India during the year ended March 31, 2024.
  - iv. a) The respective managements of the Holding Company and its associates which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such associate respectively that, to the best of its knowledge and belief, no

funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such associate to or in any other person or entity, 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 whatsoever by or on behalf of the respective Holding Company or any of such Associate ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The respective managements of the Holding Company and its Associate which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such associate respectively that, to the best of its knowledge and belief, no funds have been received by the respective Holding Company or any of such associate from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such associate 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; and

c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the associate which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.

d) No dividend has been declared or paid during the year by the Company.

e) Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2024, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with. [Additionally, the audit trail has been preserved by the company as per the statutory requirements for record retention.]

**For M.Raghunath & Co.  
Chartered Accountants**

**Place: Kolkata**

**Dated: - 15.07.2024**

**UDIN:- 24056282BKAFEF3658**

**Surendra Joshi  
(Partner)  
MRN 056282**

**Annexure A**

Referred to in paragraph “**Report on Other Legal and Regulatory Requirements**” **Point 1** of the Independent Auditor’s Report of even date to the members of **M/s. Zoom Industrial Services Limited** on the Consolidated Financial Statements as of and for the year ended March 31, 2024.

In terms of the information and explanations sought by us and given by the Holding Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief and based on the consideration of report of respective auditors of the associate incorporated in India, we state that:

As required by paragraph 3(xxi) of the CARO 2020, we report that no qualifications or adverse remarks has been given by the auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated financial statements.

**For M.Raghunath & Co.**  
**Chartered Accountants**

**Place: Kolkata**  
**Dated: - 15.07.2024**  
**UDIN:- 24056282BKAFEF3658**

**Surendra Joshi**  
**(Partner)**  
**MRN 056282**

## **Annexure B to Independent Auditors' report**

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

In conjunction with our audit of the consolidated financial statements of Zoom Industrial Services Limited (hereinafter referred to as the "Holding Company") as of and for the year ended March 31, 2024, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), its associate which are companies incorporated in India, as of that date.

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

The respective Board of Directors of the Holding Company, its subsidiary company to whom reporting under clause (i) of sub section 3 of Section 143 of the Act in respect of the adequacy of the internal financial controls with reference to financial statements is applicable, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on 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 ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the 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.

#### **Auditors' Responsibility**

*Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note issued by the ICAI and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the 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 consolidated 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 system with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial controls system with reference to consolidated financial statements.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for

external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 over Financial Reporting**

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

#### **Opinion**

In our opinion, the Holding Company, its subsidiary company which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2024, 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 issued by the ICAI.

**For M.Raghunath & Co.  
Chartered Accountants**

**Place: Kolkata**

**Dated: - 15.07.2024**

**UDIN:- 24056282BKAFEF3658**

**Surendra Joshi  
(Partner)  
MRN 056282**



**ZOOM INDUSTRIAL SERVICES LTD**  
CIN : L74140WB1981PLC033392  
Address : 113, Park Street, 7th Floor Kolkata -700016  
Email-Id : cs@zisl.co.in : Phone No : +91 98309 98749  
**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2024**

Figure's in Thousand

Particulars	Note	Figures as at the end of the current reporting period	Figures as at the end of the previous reporting period
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share Capital	2	26115.20	26115.20
(b) Reserves & Surplus	3	204377.94	146325.41
		<u>230493.14</u>	<u>172440.61</u>
<b>(2) Non-Current Liabilities</b>			
(a) Long-Term Borrowings	4	290256.73	305195.78
(b) Deferred Tax Liability	5	249.74	-
(c) Other Long Term Liabilities	6	14760.00	50439.20
		<u>305266.47</u>	<u>355634.97</u>
<b>Current Liabilities</b>			
(a) Short Term Borrowings	7	610.00	-
(b) Trade Payables	8	-	-
(A) Total outstanding dues of Micro enterprises;and		0.75	5250.00
(B) Total outstanding dues of creditors other than micro enterprise and small enterprises			
(c) Other Current Liabilities	9	29622.79	160.13
(d) Short Term Provision	10	11444.62	200.00
		<u>41678.17</u>	<u>5610.13</u>
<b>TOTAL</b>		<u><b>577437.77</b></u>	<u><b>533685.71</b></u>
<b>II. ASSETS</b>			
<b>Non Current Assets</b>			
<b>(1) (a)Property Plant and Equipment and Intangible Assets</b>			
(i) Property, Plant and Equipment	11	10115.99	11620.70
(b)Non Current Investments	12	428137.93	388369.81
		<u>438253.92</u>	<u>399990.51</u>
<b>Current Assets</b>			
(a) Inventories	13	1606.83	2348.88
(b)Trade Receivables	14	-	24191.46
(c) Cash & Cash Equivalents	15	50672.45	20661.30
(d) Short Term Loans and Advances	16	65877.15	80910.20
(e) Other Current Assets	17	21027.43	5583.35
		<u>139183.86</u>	<u>133695.20</u>
<b>TOTAL</b>		<u><b>577437.77</b></u>	<u><b>533685.71</b></u>

See Accompanying notes to the Consolidated Financial Statements

1

Other Notes to the Consolidated Financial Statements

25

The notes referred to above are an integral part of the consolidated financial statements

"As per our Report of even date attached"

**For & on behalf of Board of Directors**

For & on behalf of

**For M Raghunath & Co**

Chartered Accountants

**Dwijendra Prosad Mukherjee**

Managing Director

DIN - 07792869

**Manoj Kumar Digga**

Director

DIN - 01090626

**Surendra Joshi**

(Partner)

MRN : 056282

Place : Kolkata

Date : 15.07.2024

UDIN : 24056282BKAFEF3658

**Gunjan Shah**

Company Secretary

**ZOOM INDUSTRIAL SERVICES LTD**

CIN : L74140WB1981PLC033392

Address : 113, Park Street, 7th Floor Kolkata -700016

Email : cs@zisl.co.in ; Phone No : +91 98309 98749

**CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2024**

			Figure's in Thousand	
S.No	Particulars	Note	Figures as at the end of the current reporting period	Figures as at the end of the previous reporting period
I	Revenue from Operations	18	95384.03	76403.52
II	Other Income	19	92852.90	13333.42
III	<b>Total Income (I + II)</b>		<b>188236.93</b>	<b>89736.94</b>
IV	<b>Expenses</b>			
	Technical Consultancy Expenses		41675.00	29500.00
	Changes in inventory	20	543.16	757.50
	Employee Benefits Expenses	21	399.38	303.20
	Finance costs	22	5793.33	10835.25
	Depreciation	11	1504.71	1007.25
	Other Expenses	23	68532.72	41995.07
	<b>Total</b>		<b>118448.30</b>	<b>84398.27</b>
V	<b>Share of Profit and Loss from Associates</b>		-241.74	-1009.03
VI	<b>Profit / (Loss) Before Tax ( III - IV )</b>		<b>69546.90</b>	<b>4329.65</b>
VII	<b>Tax Expenses</b>			
	Current Tax		11244.62	-
	Deferred Tax Liability		249.74	-
			<b>11494.37</b>	<b>-</b>
VIII	<b>Profit / (Loss) For The Period (V - VI)</b>		<b>58052.53</b>	<b>4329.65</b>
	<b>Earnings Per Equity Share</b>	24		
	Basic & Diluted Earnings per share		22.23	1.66

See Accompanying notes to the Consolidated Financial Statements

1

Other Notes to the Consolidated Financial Statements

25

The notes referred to above are an integral part of the consolidated financial statements

"As per our Report of even date attached"

**For & on behalf of Board of Directors**

For &amp; on behalf of

**For M Raghunath & Co**

Chartered Accountants

**Dwijendra Prosad Mukherjee**

Managing Director

DIN - 07792869

**Manoj Kumar Digga**

Director

DIN - 01090626

**Surendra Joshi**

(Partner)

MRN : 056282

Place : Kolkata

Date : 15.07.2024

UDIN : 24056282BKAFEF3658

**Gunjan Shah**

Company Secretary

**ZOOM INDUSTRIAL SERVICES LTD**  
**CIN : L74140WB1981PLC033392**  
**Address : 113, Park Street, 7th Floor Kolkata -700016**  
**Email : cs@zisl.co.in ; Phone No : +91 98309 98749**

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2024**

Particulars	Figure's in Thousand	
	As at 31st March 2024	As at 31st March 2023
<b>A Cash flows from operating activities</b>		
Profit before tax	69546.90	4329.65
Adjustments:		
Depreciation	1504.71	1007.25
Advance Written Off	26191.46	40823.53
Interest income	-73.55	-229.30
Interest on fixed Deposit	0.00	-1710.69
Interest and financing charges	5793.33	10835.25
Provision for expenses	0.00	0.00
	-20.42	-7.72
Profit on sale of Security	-15625.01	-10798.08
Operating cash flows before working capital changes	<b>87317.42</b>	<b>44249.89</b>
Adjustments for		
Decrease/(Increase) in inventories	742.05	738.17
Decrease/(Increase) in Trade Receivables	0.00	3277.58
Decrease/(Increase) in Short term loans & Advances	15033.05	33821.64
Decrease/(Increase) in Other Current Assets	-17444.08	-3492.93
(Decrease)/Increase in Trade payables	-5249.25	5220.00
(Decrease)/Increase in Current Liabilities	41317.28	-7494.29
Cash generated from operations	<b>121716.48</b>	<b>76320.06</b>
Income-tax (paid)	11494.37	0.00
<b>Net cash from operating activities</b>	<b>110222.11</b>	<b>76320.06</b>
<b>B Cash flows from investing activities</b>		
Sale/Purchase of Share & Securites	-39768.12	-10749.63
Dividend Income	20.42	7.72
Interest on fixed Deposit	0.00	1710.69
Sale/Purchase of PPE	0.00	-12627.95
Profit on sale of Investments	15625.01	10798.08
Interest received	73.55	229.30
<b>Net cash from investing activities</b>	<b>-24049.14</b>	<b>-10631.79</b>
<b>C Cash flows from financing activities</b>		
Increase in Provisions	-	-
Change in Other Financial Liabilities	-50368.50	-88709.28
Finance Charges	-5793.33	-10835.25
<b>Net cash from financing activities</b>	<b>-56161.84</b>	<b>-99544.53</b>
<b>Net increase in cash and cash equivalents</b>	<b>30011.14</b>	<b>-33856.26</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>20661.30</b>	<b>54517.57</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>50672.45</b>	<b>20661.30</b>
<b>Cash and cash equivalents</b>	<b>50672.45</b>	<b>20661.30</b>

As per our report of even date

For & On behalf of  
**For M Raghunath & Co**  
Chartered Accountants

**Surendra Joshi**  
(Partner)  
MRN : 056282  
Place : Kolkata  
Date : 15.07.2024  
UDIN : 24056282BKAFEF3658

For and on behalf of Board of Directors

**Dwijendra Prosad Mukherjee**  
Managing Director  
DIN - 07792869

**Manoj Kumar Digga**  
Director  
DIN - 01090626

**Gunjan Shah**  
Company Secretary

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

As at and year ended March 31, 2024

Schedule Annexed to and forming part of the Consolidated Accounts for the year ended 31<sup>st</sup> March'2024

### 1. CORPORATE INFORMATION

M/s Zoom Industrial Services Limited was incorporated on 2<sup>nd</sup> March 1981 with the registrar of companies, Kolkata with the main object to carry on the business of execution of job work, loan financing, Investments, dealing in shares & securities and other industrial services.

### 2. MATERIAL ACCOUNTING POLICIES

#### i. Basis of Preparation of Financial Transactions

These financial statements have been prepared in accordance with generally accepted accounting principles (GAAP) in India under the historical cost convention on accrual basis. These financial statements have been prepared to comply in all material aspects with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, other pronouncements of the Institute of Chartered Accountant of India.

All assets and liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of services and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of current, non-current classification of assets and liabilities.

#### ii. Use of Estimate

The preparation of the financial statements in conformity with GAAP requires the management of the company to make estimates and assumptions that affect the reported balance of assets, liabilities and disclosures relating to the contingent liabilities as at the date of financial statements and reported amounts of revenue and expenses during the period. Examples of such estimates include provisions for doubtful trade receivables and advances, employee benefits, provision for income taxes, impairment of assets and useful lives of fixed assets.

#### iii. Depreciation & Amortization

Depreciation on tangible assets wherever applicable is provided on straight line basis on cost of asset less residual value using the rates arrived at based on the useful lives of the respective assets as prescribed under part C of Schedule II to the Companies Act 2013.

#### iv. Revenue Recognition

Interest Income is accounted for accrual basis. Dividend is accounted for when the right to receive the payment is established. Contract receipts have been accounted for on the basis of terms and conditions of agreement entered with the customer. All other income and expenses are accounted for on accrual basis unless stated otherwise.

#### v. Accounting for Fixed Assets

- a. The Fixed Assets are stated at revalued cost less depreciation provided up to 31st March 2024.
- b. The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based internal/external factors. An asset is impaired when the carrying amount of

the asset exceeds the recoverable amount. An impairment loss is charged to the Profit and Loss account in the year in which an asset is identified as impaired. An impairment loss recognized in prior accounting periods is reversed if there has been change in the estimate of the recoverable amount.

**vi. Inventories**

- a. Inventories comprised of shares/units of companies/funds are valued at lower of cost, or net realizable value.
- b. Net Realizable Value is the market price of shares/units in the companies/funds.

**vii. Investments**

- a. Long-term investments are stated at cost. However, diminution in value of investment (other than temporary) shall be accounted for to record the loss in value of investments.
- b. Current investments are carried at lower of cost and fair market value.

**viii. Earnings per share**

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

**ix. Associate Enterprises**

Accounting of Associates has been done as per the Equity Method prescribed by ICAI in AS-23- 'Accounting for Investments in Associates'. The details related Associate Enterprises are as follows:

<b>Sl. No.</b>	<b>Name of the Associate Company</b>	<b>%age Of Ownership</b>
1.	SPML India Limited	24.10%

**x. Accounting for Taxes on Income**

Income Tax expense comprises current tax, and deferred tax charge or credit. Provision for current tax is made on the basis of the assessable income at the tax rate applicable to the relevant assessment year. The deferred tax asset and deferred tax liability is calculated by applying tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets arising mainly on account of unabsorbed depreciation under tax laws, are recognized, only if there is a virtual certainty of its realization, supported by convincing evidence. Deferred tax assets in account of other timing differences are recognized only to the extent there is a reasonable certainty of its realization. At each Balance sheet date, the carrying amount of deferred tax assets is reviewed to reassure amount.

**xi. Provisions, Contingent Liabilities and Contingent Assets**

Provisions involving substantial degree of estimates in measurement are recognized when there is a present obligation as a result of past events, it is probable that there will be an outflow of resources and a reliable estimate can be made of the amount of obligation. Contingent assets are neither recognized nor disclosed in the financial statement. Contingent liabilities are not provided for and are disclosed by way of notes.

**xii. Cash and Cash equivalents**

Cash and cash equivalents for the purpose of cash flow statement comprise cash at bank and cash in hand and short-term investments with an original maturity of three months or less.

**xiii. General**

Except wherever stated accounting policies are consistent with the generally accepted accounting principles and have been consistently applied.

**ZOOM INDUSTRIAL SERVICES LTD.**  
**CIN : L74140WB1981PLC033392**  
**Address : 113, Park Street, 7th Floor Kolkata -700016**  
**Email : cs@zisl.co.in ; Phone No : +91 98309 98749**

**Notes To Consolidated Financial Statements**  
as at and for the year ended March 31, 2024

Note No	Particulars	Figure's in Thousand	
		Figures as at the end of the current reporting period	Figures as at the end of the previous reporting period
<b>2 Share Capital</b>			
<b>Authorised Share Capital</b>			
2650000 Equity shares (previous year: 2650000) of Rs 10/- each		26500.00	26500.00
		<u>26500.00</u>	<u>26500.00</u>
<b>2.1 Issued, Subscribed and Fully Paid Up</b>			
2611520 Equity shares (previous year: 2611520) of Rs 10/- each fully paid up		26115.20	26115.20
		<u>26115.20</u>	<u>26115.20</u>

**2.2 Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period**

**Equity shares**

Particulars	As At 31st March 2024		As At 31st March 2023	
	No. of Shares	Amount (Rs. ,000)	No. of Shares	Amount (Rs. ,000)
Opening share capital	26,11,520	26500.00	26,11,520	26500.00
Closing share capital	26,11,520	26500.00	26,11,520	26500.00

**2.3 Terms, Rights , preferences and restrictions attaching to each class of shares**

**Equity shares**

The company has only one class of equity shares having a par value of Rs. 10 each per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts.

**2.4 Shares held by each shareholder holding more than 5% shares**

Name of shareholder	As At 31st March 2024		As At 31st March 2023	
	% held	No. of Shares	% held	No. of Shares
SPML India Ltd	15.16%	3,95,850	15.16%	3,95,850
Stellate Global Trading Pvt. Ltd. (Formerly named as Kripa Vyapar Pvt. Ltd.)*	49.01%	12,80,000	49.01%	12,80,000

\*Cindrella Commodore Pvt. Ltd and Swarnim Distributors Pvt. Ltd have been merged by Kripa Vyapar Pvt. Ltd.

**2.5 Shares held by each promoters**

Name of the shareholder	No. of Shares	% of Total Share	% Change during the year
Abhinandan Sethi	33,000	1.26	-
Deepak Sethi	1,17,000	4.48	-
Harshvardhan Sethi	74,000	2.83	-
Maina Devi Sethi	69,350	2.66	-
Nupur Jain	35,000	1.34	-
Punam Chand Sethi	45,000	1.72	-
Sandhya Rani Sethi	73,930	2.83	-
Santosh Devi Gangwal	7,950	0.30	-
Subhash Chand Sethi	36,000	1.38	-
Suman Sethi	41,000	1.57	-
Sushil Kumar Sethi	35,000	1.34	-
Sushil Kumar Sethi	68,220	2.61	-
20TH Century Engineering Limited	10,000	0.38	-
Sonal Agencies Pvt Ltd	700	0.03	-
SPM Engineers Limited	5,200	0.20	-
SPML India Limited	3,95,850	15.16	-

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

**Notes To Consolidated Financial Statements**

Figure's in Thousand

**3 Reserves & Surplus**

**Capital Reserve (for Amalgamation)**

Balance as per last financial statement	37164.11	37164.11
Add: Addition during the year	-	-
Closing Balance	<u>37164.11</u>	<u>37164.11</u>

**Special Reserve**

Balance as per the last financial statements	12053.43	12053.43
Add: Transfer from Profit & Loss account	-	-
Closing Balance	<u>12053.43</u>	<u>12053.43</u>

**General Reserve**

Balance as per the last financial statements	58937.89	58937.89
Add: Transfer from Profit & Loss account	-	-
Closing Balance	<u>58937.89</u>	<u>58937.89</u>

**Surplus in the Statement of Profit & Loss Account**

Opening Balance	38169.97	33840.32
Add : Net profit for the year	58052.53	4329.65
Less : Transfer to Special Reserve	-	-
Closing Balance	<u>96222.50</u>	<u>38169.97</u>
<b>Total</b>	<u><b>204377.94</b></u>	<u><b>146325.41</b></u>

**4 Long Term Borrowings(Unsecured-good)**

**Loans and Advances**

**From Related Parties**

SPML Industries Ltd	19953.79	107831.17
---------------------	----------	-----------

**Other Loans and Advances**

MKJ Enterprises Limited	95325.99	62775.88
Mantu Housing Projects Ltd.	48188.21	-

**Others Loans and Advance :**

Shree Shyam Sales Trading Corporation	122788.73	122788.73
Other Advances	<u>4000.00</u>	<u>11800.00</u>
	<u>290256.73</u>	<u>305195.78</u>

**5 Deferred Tax Liability**

Deferred Tax Liabilities arising out of:

Depreciation	249.74	-
	<u>249.74</u>	<u>-</u>

**6 Other Long Term Liabilities**

Others :

Subhash Systems Pvt Ltd	-	35679.20
Trade Deposits & Advances	3000.00	3000.00
Other Payables	<u>11760.00</u>	<u>11760.00</u>
	<u>14760.00</u>	<u>50439.20</u>

**7 Short Term Borrowings (Unsecured-good)**

**Other Loans & Advances :**

Add Realty Ltd.	610.00	-
	<u>610.00</u>	<u>-</u>



# ZOOM INDUSTRIAL SERVICES LTD.

CIN : L74140WB1981PLC033392

Address : 113, Park Street, 7th Floor Kolkata -700016

E-mail Id : cs@zisl.co.in ; Phone No: +91 98309 98749

## Notes on Consolidated Financial Statements for the year ended 31/03/2024

### NOTE 8 - TRADE PAYABLES

Figure's in Thousand

#### A) Trade Payables ageing schedule (FY 2023-24)

##### i) Outstanding for following periods from due date of Payment-

Particulars	<1 Year	>1 Year <2 Year	>2 Year <3 Year	>3 Year	Total
MSME	-	-	-	-	-
Others	-	-	-	-	-
Disputed dues-MSME	-	-	-	-	-
Disputed dues-Others	-	-	-	-	-
<b>Total</b>	-	-	-	-	-

##### ii) Outstanding for following periods where no due date of Payment-

Particulars	<1 Year	>1 Year <2 Year	>2 Year <3 Year	>3 Year	Total
MSME	-	-	-	-	-
Others	-	-	-	0.75	0.75
Disputed dues-MSME	-	-	-	-	-
Disputed dues-Others	-	-	-	-	-
<b>Total</b>	-	-	-	0.75	0.75

<b>MSME</b>	-	-	-	-	-
<b>Other than MSME</b>	-	-	-	0.75	0.75
<b>Grand Total</b>	-	-	-	0.75	0.75

#### B) Trade Payables ageing schedule (FY 2022-23)

##### i) Outstanding for following periods from due date of Payment-

Particulars	<1 Year	>1 Year <2 Year	>2 Year <3 Year	>3 Year	Total
MSME	-	-	-	-	-
Others	-	-	-	-	-
Disputed dues-MSME	-	-	-	-	-
Disputed dues-Others	-	-	-	-	-
<b>Total</b>	-	-	-	-	-

##### ii) Outstanding for following periods where no due date of Payment-

Particulars	<1 Year	>1 Year <2 Year	>2 Year <3 Year	>3 Year	Total
MSME	-	-	-	-	-
Others	5220.00	-	0.75	29.25	5250.00
Disputed dues-MSME	-	-	-	-	-
Disputed dues-Others	-	-	-	-	-
<b>Total</b>	5220.00	-	0.75	29.25	5250.00

<b>MSME</b>	-	-	-	-	-
<b>Other than MSME</b>	5220.00	-	0.75	29.25	5250.00
<b>Grand Total</b>	5220.00	-	0.75	29.25	5250.00

Steps have been taken to identify the suppliers who qualify under the definition of micro and small enterprises, as defined under the Micro, Small and Medium Enterprises Development Act 2006. Since no intimation has been received from the suppliers regarding their status under the said Act as at 31st March 2024, disclosures relating to amounts unpaid as at the year end, if any, have not been furnished. In the opinion of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act, is not expected to be material.

**Notes To Consolidated Financial Statements**

**9 Other Current Liabilities**

**Other Payables**

TDS Payable	487.92	90.00
P.Tax Payable	0.15	0.15
GST Payable (RCM and IGST)	8235.35	-
<b>Due within one year</b>		
MKJ Enterprises Limited	15857.14	-
<b>Advance for Expenses Payable</b>		
Techno Mechanical Services Pvt Ltd	35.40	-
Other Advances	111.86	-
Expenses Payable	4894.97	69.98
	<u>29622.79</u>	<u>160.13</u>

**10 Short Term Provision**

Provision for Audit Fees	200.00	200.00
Provision for Income Tax	11244.62	-
	<u>11444.62</u>	<u>200.00</u>

Figure's in Thousand

**12 Non-Current Investments**

*Other Investments : (Details as per Annexure A )*

Investment in Equity instruments - Quoted	265148.25	179521.12
Investment in Equity instruments - Unquoted	21607.45	74016.61
Investment in Preference Shares	44910.00	131552.50
Investment in Debenture	3540.00	3540.00
Share Application Money Pending Allotment	93150.00	-
	<u>428355.70</u>	<u>388630.22</u>
Less : Provision for Diminution	217.77	260.42
	<u>428137.93</u>	<u>388369.81</u>
Market Value of Quoted Shares-	9,79,294.58	1,01,131.98

*Other Non-Current Investments :*

Investment in Other projects		
M/s Alchemy Venture Private Limited-Opening Balance	-	40823.53
Less : Impairment/Write Off	-	40823.53
M/s Alchemy Venture Private Limited-Closing Balance	-	-
<b>Total Non Current Investments</b>	<u><b>428137.93</b></u>	<u><b>388369.81</b></u>

**13 Inventories**

Stock in Trade ( Shares) At Cost or Market value whichever is lower)

	<u>1606.83</u>	<u>2348.88</u>
	<u>1606.83</u>	<u>2348.88</u>

**15 Cash & Cash Equivalents**

Balances with Banks		
- In Current Accounts	50672.45	20350.61
Cash In hand	-	310.69
	<u>50672.45</u>	<u>20661.30</u>

## ZOOM INDUSTRIAL SERVICES LIMITED

### Note 11. PROPERTY, PLANT AND EQUIPMENT

	Fixed Assets	Gross Block					Accumulated Depreciation					Net Block	
		Balance as at 1 April 2023	Additions/ (Disposals)	Acquired through business combinations	Revaluations/ (Impairments)	Balance as at 31 March 2024	Balance as at 1 April 2023	Depreciation for the year	Adjustment due to revaluations	On disposals	Balance as at 31 March 2024	Balance as at 31 March 2023	Balance as at 31 March 2024
	<b>Tangible Assets</b>												
	Vehicles	1,26,27,948	-	-	-	1,26,27,948	10,07,250	15,04,708	-	-	25,11,958	1,16,20,698	1,01,15,990
	<b>Total ( a )</b>	<b>1,26,27,948</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,26,27,948</b>	<b>10,07,250</b>	<b>15,04,708</b>	<b>-</b>	<b>-</b>	<b>25,11,958</b>	<b>1,16,20,698</b>	<b>1,01,15,990</b>
	<b>Grand Total</b>	<b>1,26,27,948</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,26,27,948</b>	<b>10,07,250</b>	<b>15,04,708</b>	<b>-</b>	<b>-</b>	<b>25,11,958</b>	<b>1,16,20,698</b>	<b>1,01,15,990</b>

(i) There is no change in carrying amount of each class of assets due to revaluation of Property, Plant and Equipment.

(ii) There is no amount written off on reduction of capital or revaluation of assets.

(iii) There is no intangible assets.

(iv) There is no capital work in progress.

**ZOOM INDUSTRIAL SERVICES LIMITED**

CIN : L74140WB1981PLC033392

Address : 113, Park Street, 7th Floor Kolkata -700016

Email-ID : cs@zisl.co.in ; Phone No : +91 98309 98749

**Notes on Consolidated Financial Statements for the year ended 31/03/2024****NOTE 14 - TRADE RECEIVABLES**

Figure's in Thousand

**A) Trade Receivable ageing schedule (FY 2023-24)****a) Outstanding for following periods from due date of Payment (Unsecured)**

Particulars	<6 Month	>6 Months <1 Year	>1 Year <2 Year	>2 Year <3 Year	>3 Year	Total
i) Undisputed Trade Receivables- considered good	-	-	-	-	-	-
ii) Undisputed Trade Receivables- considered doubtful	-	-	-	-	-	-
iii) Disputed Trade Receivables- considered good	-	-	-	-	-	-
iii) Disputed Trade Receivables- considered doubtful	-	-	-	-	-	-
<b>Total</b>	-	-	-	-	-	-

**b) Outstanding for following periods where no due date of Payment (Unsecured)**

Particulars	<6 Month	>6 Months <1 Year	>1 Year <2 Year	>2 Year <3 Year	>3 Year	Total
i) Undisputed Trade Receivables- considered good	-	-	-	-	-	-
ii) Undisputed Trade Receivables- considered doubtful	-	-	-	-	-	-
iii) Disputed Trade Receivables- considered good	-	-	-	-	-	-
iii) Disputed Trade Receivables- considered doubtful	-	-	-	-	-	-
<b>Total</b>	-	-	-	-	-	-
<b>Grand Total</b>	-	-	-	-	-	-

Debts due by directors or debts due by firms or private companies respectively in which any director is a partner or a director or a member.

**B) Trade Receivable ageing schedule (FY 2022-23)****a) Outstanding for following periods from due date of Payment (Unsecured)**

Particulars	<6 Month	>6 Months <1 Year	>1 Year <2 Year	>2 Year <3 Year	>3 Year	Total
i) Undisputed Trade Receivables- considered good	-	-	-	-	-	-
ii) Undisputed Trade Receivables- considered doubtful	-	-	-	-	-	-
iii) Disputed Trade Receivables- considered good	-	-	-	-	-	-
iii) Disputed Trade Receivables- considered doubtful	-	-	-	-	-	-
<b>Total</b>	-	-	-	-	-	-

**b) Outstanding for following periods where no due date of Payment (Unsecured)**

Particulars	<6 Month	>6 Months <1 Year	>1 Year <2 Year	>2 Year <3 Year	>3 Year	Total
i) Undisputed Trade Receivables- considered good	-	-	-	24191.46	-	<b>24191.46</b>
ii) Undisputed Trade Receivables- considered doubtful	-	-	-	-	-	-
iii) Disputed Trade Receivables- considered good	-	-	-	-	-	-
iii) Disputed Trade Receivables- considered doubtful	-	-	-	-	-	-
<b>Total</b>	-	-	-	<b>24191.46</b>	-	<b>24191.46</b>
<b>Grand Total</b>	-	-	-	<b>24191.46</b>	-	<b>24191.46</b>

Debts due by directors or debts due by firms or private companies respectively in which any director is a partner or a director or a member.

**ZOOM INDUSTRIAL SERVICES LTD.**  
**CIN : L74140WB1981PLC033392**  
**Address : 113, Park Street, 7th Floor Kolkata -700016**  
**Email : cs@zisl.co.in ; Phone No : +91 98309 98749**

**Notes To Consolidated Financial Statements**

**16 Short Term Loans and Advances**

Loans \ Advances To Related Parties ( Unsecured- good)

- SPML Infra Limited	65877.15	65877.15
- SPML India Limited	-	4016.00
- 20th Century Limited	-	2389.75

Loans\Advances to Others( Unsecured -good)

- Techno Mechanical Services Pvt Ltd	-	8377.30
- Sethi Infratech Private Limited	-	250.00
	<u>65877.15</u>	<u>80910.20</u>

**17 Other Current Assets**

Tax Deducted at Source A.Y. 2021-22	1.56	1.56
Tax Deducted at Source A.Y. 2022-23	28.22	28.22
Tax Deducted at Source A.Y. 2023-24	1722.84	1610.98
TCS Receivable A.Y. 2023-24	116.00	116.00
Tax Deducted at Source A.Y. 2024-25	5033.70	-
Input CGST	7.33	-
Input SGST	789.67	1458.34
Input IGST	811.62	-
Income Tax Refundable	101.27	27.72
Dividend Receivable	32.60	20.54
Share application money	-	2000.00
Prepaid Expenses	62.62	-
Amount Receivables and Miscellaneous Advances	<u>12320.00</u>	<u>320.00</u>
	<u>21027.43</u>	<u>5583.35</u>

**ZOOM INDUSTRIAL SERVICES LTD**  
**CIN : L74140WB1981PLC033392**  
**Address : 113, Park Street, 7th Floor Kolkata -700016**  
**Email : cs@zisl.co.in ; Phone No : +91 98309 98749**

**Notes To Consolidated Financial Statements**

**18 Revenue from Operations**

Sale of Shares	3801.00	-
Sale of Services	91583.03	76403.52
	<u>95384.03</u>	<u>76403.52</u>

**19 Other Income**

<i>Interest</i>		
Interest on Loan	-	229.30
Interest on Fixed deposit	-	1710.69
Interest on income tax refund	73.55	-
<i>Others</i>		
Dividend	20.42	7.72
Gain on transfer via Buy Back (ICL and Kripa Vyapar)	51892.75	-
Income chargeable u/s 41(1)	40823.53	-
Liabilities no longer required written back	42.65	587.64
Profit on sale of Investment	-	10798.08
	<u>92852.90</u>	<u>13333.42</u>

**20 Changes In Inventories ( at cost or Market value whichever is lower)**

Opening balance	2348.88	3087.05
Add: Purchase	6.33	19.33
Less : Closing balance	1606.83	2348.88
	<u>748.38</u>	<u>757.50</u>

**21 Employee Benefits Expenses**

Salary	399.38	303.20
	<u>399.38</u>	<u>303.20</u>

**22 Finance costs**

Interest on Loan		
- Unsecured Loans	5791.50	10835.25
Bank Charges	1.83	-
	<u>5793.33</u>	<u>10835.25</u>

**23 Other Expenses**

Audit Fees		
<i>Statutory Audit Fees</i>	235.40	200.00
Bad Debts	26191.46	40823.53
Conveyance and Office Expenses	21.27	388.21
CSE Listing Fees	218.65	-
Demat/Depostory & Other Charges	45.32	19.59
Donation Expenses	14.00	-
Filing Fees Paid and ROC Expense	12.29	75.14
Insurance Premium Paid	93.71	-
Interest on GST late payment	1.11	-
Interest on TDS	9.84	18.99
Investment in shares written off	17.32	-
Loss on sale of sales of investment	36250.42	-
Miscellaneous Expenses	451.21	-
Prior Period Charges	-	128.68
Professional and Legal	4845.80	236.28
Rates and Taxes	4.90	4.66
Rent Paid	120.00	100.00
	<u>68532.71</u>	<u>41995.07</u>

**24 Earnings per share**

Net Profit after tax attributable to the Equity Shareholders	A)	58052.53	4329.65
Number of Equity Shares outstanding at the end of the year		26,11,520	26,11,520
Weighted Average Number of Equity Shares outstanding during the year	B)	26,11,520	26,11,520
Basic and Diluted Earnings Per Share (A/B)		<u>22.23</u>	<u>1.66</u>

**ZOOM INDUSTRIAL SERVICES LIMITED**  
**CIN : L74140WB1981PLC033392**  
**Address : 113, Park Street, 7th Floor Kolkata -700016**  
**Email : cs@zisl.co.in ; Phone No : +91 98309 98749**

**25 OTHER NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

as at and for the year ended March 31, 2024

Figure's in Thousand

**1 Contingent Liabilities**

Income Tax demand (Under Rectifications)	1984
previous year	(1,984)
Income Tax demand (Under Appeal)	12487
previous year	(2,820)
*The refund perataing to TDS and interest on income tax refund amounting to Rs.38,465/- and Rs.18,38,824/- for F.Y. 2021-22 and F.Y.2022-23 respectively has been adjusted with earlier year demand.	

2 The Company has recovered the amount receivable from Alchemy Ventures Pvt. Ltd. amounting to Rs. 4,08,23,526/- which was written off earlier.

**3 Capital Commitments**

NIL

**4 Related Party Transactions**

Related Party disclosure as identified by the Management in accordance with the Accounting Standard - 18, issued under the Companies (Accounting Standards) Rules, 2006, with whom the company has transactions :

**a) Key Management Personnel**

Shalin Jain resigned from directorship w.e.f 26/07/2023  
Sobhag Mal Gangwal become director w.e.f.26/07/2023  
Dwijendra Prosad Mukherjee(MD)  
Ajay Jain(Director)  
Gunjan Shah(CS & CFO)

**b) Enterprises Over Which KMP Have Significance Influence**

20th Century Engineering Limited  
Sarphy Infra & Financial Services Pvt. Ltd.  
Stellate Global Trading Pvt. Ltd. (Formerly named as Kripa Vyapar Pvt. Ltd.)  
Magnafits International Pvt. Ltd.  
Contract Square Pvt. Ltd.  
Balasinor Water Recycling Pvt. Ltd.  
SPML India Ltd.

**c) Associate Enterprise**

SPML India Limited  
SPML Industries Limited (Siezed to be associate w.e.f 29-03-2024)  
Suraksha Insurance Brokers Pvt. Limited (Siezed to associate w.e.f 13-02-2024)

**d) Enterprise over which the company have significant influence**

SPML Infra Limited

Particulars	Associate Enterprise/Enterprise over which the company have Significant Influence/Enterprises over which KMP have significant influence		Key management personnel or their relatives	
	31st March 2024	31st March 2023	31st March 2024	31st March 2023
<b>Transactions during the year</b>				
Service Taken- Sarphy Infra & Financial Services Pvt. Ltd.	41675	29500		
<u>Salary/Remuneration</u>	-	-		
(i) Gunjan Shah			399	191
(ii) Bhavin Gorasia			-	112
Interest Received- SPML Infra Limited	-	229		
Loan /Advance given- SPML Infra	93150	7547		
Loan /Advances Repaid- SPML Industries Limited	87877	41000		
<u>Loan/Advances Repaid by Borrower</u>		-		
(i) 20th Century Engineering Limited	2390	-		
(ii) SPML India Limited	4016			
<u>Purchase of Investments</u>	-	-		
Buyback of Investments-Stellate Global Trading Pvt. Ltd. (Formerly named as Kripa Vyaapar Pvt. Ltd.)	51900	-		
<b>Balances</b>				
Loans/Advances Receivable	65877	72283	-	-
Loans/Advances Payable	-	107831		
Trade Payables	-	5250	-	-

**5 Earning Per Share**

Net Profit after tax attributable to the Equity Shareholders	58053
Number of Equity Shares outstanding	2612
Weighted Average Number of Equity Shares outstanding during the year	2612
Basic and Diluted Earnings Per Share	<u><u>22.23</u></u>

**6 Information Regarding Micro, Small and Medium Enterprises**

As at 31st March 2024, no supplier has intimated the Company about its status as Micro or Small enterprises or its registration with the appropriate authority under Micro, Small, and Medium Enterprises Act, 2006. So, no disclosures made. The Company has compiled this information based on the current information in its possession

**7** No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made there under.

**8 Confirmation of Debit and Credit Balances**

Debit and credit balances of sundry creditors, sundry debtors, loans and advances to the extent not confirmed are subject to confirmation and reconciliation with the parties as at March 31, 2024.

**9 Value of Current Assets Loans and Advances**

In the opinion of the management, current assets, loans and advances have a value on realization in the normal course of business not less than the value at which they are stated in the Balance Sheet.

**10 Legal Proceedings by the company**

The company had filed a pre institution mediation against the party named Sunil M Kotecha for recovery of INR 1.5 cores plus interest and other costs. Thereafter, a non starter report was issued and now company is in process of filing a commercial suit before the Hon'ble Delhi High Court.

**11 During/Previous year's figures**

During the year ended 31 March 2024, Schedule III notified under the Companies Act 2013, has become applicable to the company. The company has reclassified previous year figures to confirm to this year's classification and presentation.

**12** Ratios as required under additional disclosures is attached as Annexure B.

**13** The company does not hold any immovable property.

**14** During the year the company did not have any transaction with any struck off companies.

**15 Loan from Related Parties**

Type of Borrower	Amount of Loans/Advances (Rs. ,000)	% of total loans and advances
Related Parties	19,953.79	6.87%

**16** The company has not been declared as wilful defaulter.

**17** (i) The Company has not advanced or loaned or invested funds either borrowed funds or share premium or any other sources or kind of funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:  
(a) 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  
(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(ii) The company has not received any fund from person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the company shall, whether directly or indirectly lend or invest in other person/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.

**18** There is no trade in crypto currency or virtual currency.

**19** The provisions of Corporate Social Responsibility is not applicable during the year.

**20** The company has carried forward capital loss on which no deferred tax asset is recognised on the consideration of prudence that there is no convincing evidence with virtual certainty that sufficient future taxable income will be available under the head capital gain against which the loss can be set off as per the provision of the Income Tax Act, 1961

**21** During Financial year 2023-24, the company planned to dispose off the investments in SPML Industries Limited and Suraksha Insurance Brokers Pvt. Ltd. and hence ceases to have significant influence in these companies. In view of the above, the company discontinued the consolidation of said companies although it continues to hold some investments in the said companies.

Signatures to the schedules '1' to "25" Annexed to and forming part of the Accounts.

"As per our Report of even date attached"

For & on behalf of  
For M Raghunath & Co  
Chartered Accountants

For & on behalf of Board of Directors

Dwijendra Prosad Mukherjee  
Managing Director  
DIN - 07792869

Manoj Kumar Digga  
Director  
DIN - 01090626

Surendra Joshi  
(Partner)  
MRN : 056282  
Place : Kolkata  
Date : 15.07.2024  
UDIN : 24056282BKAFEF3658

Gunjan Shah  
Company Secretary



**ZOOM INDUSTRIAL SERVICES LTD**  
**CIN : L74140WB1981PLC033392**  
**Address : 113, Park Street, 7th Floor Kolkata -700016**  
**Email : cs@zisl.co.in ; Phone No : +91 98309 98749**

**Annexure A : Non Current Investments**

Name of the Body Corporate	No. of shares/units and MV per share/units				Amount (Rs.)- Figure's in Thousand	
	2024		2023		2024	2023
	No.	MV	No.	MV		
<b>A. In Quoted Equity Instruments at cost</b>						
Fusion Polymers Ltd.	-	-	2000	-	-	5.20
Futuristic Offshore Services and Chemicals	-	-	1200	-	-	12.12
Hindustan Development Corporation Ltd.	1000	-	1000	-	50.25	50.25
International Constructions Ltd.	-	-	242200	14.00	0.00	998.05
Longview Tea Co. Ltd.	200	45.5	200	25.87	13.00	13.00
Hybrid Financial Services Ltd.	4100	9.3	4100	1.10	205.00	205.00
SPML Infra Limited- face value Rs. 2/-	7474600	131.01	5741750	17.02	264786.27	178143.77
Transport Corpn. of India Ltd.	-	812.15	11	628.57	1.28	1.28
Unit 64- UTI-Mastershare	-	-	-	-	92.45	92.45
Protchem Industries India Limited	500	-	500	-	-	-
<b>Total</b>	<b>74,80,400</b>		<b>59,92,961</b>		<b>265148.25</b>	<b>179521.12</b>
<b>Total Market Value</b>					<b>979294.58</b>	<b>101131.98</b>
<b>B. In Unquoted Equity Instruments at cost</b>						
Bharat Hydro Power Corporation Limited	1348836		1348836		11818.19	11818.19
Suraksha Insurance Brokers Pvt.Ltd.	142500		180000		252.79	477.21
Stellate Global trading Pvt. Ltd. (formerly named as Kripa Vyapar Pvt Ltd.)	-		240000		-	2400.00
Om Sanmati Realty Pvt Ltd.	100000		100000		1000.00	1000.00
Alchemy Venture Pvt Ltd.	2500		2500		200.00	200.00
20th Century Engineering Ltd.	48000		48000		149.76	149.76
SPML Industries Ltd	-		1193618		-	49748.22
SPM Engineers Ltd.	170400		170400		3329.62	3329.62
Tara Holding Ltd.	4000		4000		2000.00	2000.00
<u>In Associates</u>						
SPML India Ltd.	380000		380000		2857.10	2893.61
<b>Total</b>	<b>21,96,236</b>		<b>36,67,354</b>		<b>21607.45</b>	<b>74016.61</b>
<b>C. Preference Shares</b>						
Niral Enterprises Private Limited	449100		449100		44910.00	44910.00
SPML Infra Limited	-		866425		-	86642.50
<b>Total</b>	<b>4,49,100</b>		<b>13,15,525</b>		<b>44910.00</b>	<b>131552.50</b>
<b>D. In Unquoted Debentures</b>						
Bharat Hydro Power Corporation Limited	17700		17700		3540.00	3540.00
<b>Total</b>	<b>17,700</b>		<b>17,700</b>		<b>3540.00</b>	<b>3540.00</b>
<b>E. Share Application Money Pending Allotment</b>						
SPML Infra Limited (*Refer note below)	785678		-		93150.00	-
<b>Total</b>	<b>7,85,678</b>		<b>-</b>		<b>93150.00</b>	<b>-</b>
<b>Gand Total</b>	<b>1,09,29,114</b>		<b>1,09,93,540</b>		<b>428355.70</b>	<b>388630.22</b>

\*Note: The company has entered into an agreement dated 27th March, 2024 with SPML Infra Limited to convert the outstanding loan amount of Rs. 9,31,50,000/- into equity shares. As per the intimation received from SPML Infra Limited, the company is entitled to 785678 equity shares @118.56/per share. Pending allotment of such shares, the said amount is carried forward as share application money pending allotment.

**ZOOM INDUSTRIAL SERVICES LTD**  
**CIN : L74140WB1981PLC033392**  
**Address : 113, Park Street, 7th Floor Kolkata -700016**  
**Email : cs@zisl.co.in ; Phone No : +91 98309 98749**

Notes to accounts forming part of Consolidated Financial Statements as on 31/03/2024

**Annexure B**  
**Figures in Thousand**

Particulars	Numerator	Denominator	Numerator Value 31.03.2024 (,000)	Denominator Value 31.03.2024 (,000)	Numerator value 31.03.2023 (,000)	Denominator value 31.03.2023 (,000)	Ratio 31st March 2024	Ratio 31st March 2023	Variance
Current Ratio	Current Assets	Current Liabilities	1,39,183.86	41,678.17	1,33,695.20	5,610.13	3.34	23.83	(20.49)
Debt-Equity Ratio	Total Debt	Shareholder's Equity	3,05,266.47	2,30,493.14	3,55,634.97	1,72,440.61	1.32	2.06	(0.74)
Debt Service Coverage Ratio	Earnings available for debt service	Debt Service	75,340.23	1,43,514.21	15,164.90	62,775.88	0.52	0.24	0.28
Return on Equity	Net Profits after taxes	Average Shareholder's Equity	58,052.53	4,02,933.75	4,329.65	3,38,532.43	0.14	0.01	0.13
	Revenue	Average Trade Receivables	-	-	-	-	-	-	-
Trade payables turnover ratio	Purchases of Goods and other expenses	Average Trade Payables	-	-	-	-	-	-	-
Net Capital turnover ratio	Revenue	Working Capital	1,88,236.93	97,505.70	89,736.94	1,28,085.07	1.93	0.70	1.23
Net Profit ratio	Net Profit	Revenue	58,052.53	1,88,236.93	4,329.65	89,736.94	0.31	0.05	0.26
Return on capital employed	Earnings before interest and taxes	Capital Employed	75,340.23	5,35,759.61	15,164.90	5,28,075.58	0.14	0.03	0.11
Return on Investment	Income generated from investments	Time weighted average investments	92,831.62	4,28,137.93	13,333.42	3,88,369.81	0.22	0.03	0.18

## **NOTICE**

Notice is hereby given that the 43<sup>rd</sup> Annual General Meeting (AGM) of the Members of M/s. Zoom Industrial Services Ltd ("the Company") will be held on Monday, 30<sup>th</sup>, September, 2024 at 1.00 p.m. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following businesses:

### **ORDINARY BUSINESS:**

#### **Item No. 1. Adoption of Audited Financial Statements (Standalone and Consolidated)**

To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company including Balance Sheet as at March 31, 2024, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

#### **Item No. 2. Re-appointment of a Director**

To appoint a director in place of Mr. Manoj Kumar Digga (DIN: 01090626), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-election.

### **Special Business:**

#### **Item No. 3: Appointment of Mr. Manoj Kumar Digga (DIN: 01090626) as Non-Executive Director of the Company**

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Manoj Kumar Digga (DIN: 01090626), who was appointed, as an Additional Director (Non-Executive and Non-Independent) of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director and/or the Company Secretary of the Company be and are hereby severally authorized to take such steps, as may be required, for obtaining necessary approvals, if any, and to settle all matters arising out of and incidental thereto and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the said resolution."

**Item No. 4. Appointment of Mrs. Arundhuti Dhar (DIN: 03197285) as a Non-Executive Independent Director of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”), and the Rules made thereunder read with Schedule IV of the Companies Act, 2013, including any statutory modifications, re-enactments and amendments thereof, Securities and Exchange Board of India (LODR) Regulations 2015 and based on the performance evaluation, recommendation of Nomination and Remuneration Committee, Mrs. Arundhuti Dhar (DIN: 03197285), who was appointed as an Additional Non-Executive Independent Director and who has submitted a declaration that she meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16 of the Securities and Exchange Board of India (LODR) Regulations 2015 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing her candidature for the office of director, be and is hereby appointed as the Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years w.e.f. 23<sup>rd</sup> July, 2024.

**RESOLVED FURTHER THAT** any Director and/or the Company Secretary of the Company be and are hereby severally authorized to take such steps, as may be required, for obtaining necessary approvals, if any, and to settle all matters arising out of and incidental thereto and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the said resolution.”

For **Zoom Industrial Services Ltd**

**Date:** 09.09.2024

**Place:** Kolkata

**Gunjan Shah**  
**Company Secretary**

**Notes:**

1. In compliance with the provisions of the Ministry of Corporate Affairs (“MCA”) General Circular No. 09/2023 dated September 25, 2023 read with MCA General Circular No. 10/2022, 02/2022, 20/2020 dated December 28, 2022, May 5, 2022, May 5, 2020 respectively (collectively referred to as “MCA Circulars”), and Master Circular No SEBI/HO/CFD/PoD2/CIR/P/2023/120 and Circular No SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated July 11, 2023 and October 7, 2023 respectively (Collectively referred to as “SEBI Circulars”) (MCA Circulars and SEBI Circulars together referred to as “Circulars”), the Company will be conducting its 43<sup>rd</sup> AGM through VC/OAVM.

In compliance with the applicable provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA Circulars, the 43<sup>rd</sup> AGM of the Company is being held through VC/OAVM.

2. Pursuant to the provisions of the Companies Act, 2013 read with rules made thereunder, 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 AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Corporate Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. Institutional/Corporate Members are requested to send a scanned copy (PDF/JPEG format) of the Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, to Scrutiniser at [contact.c3consulting@gmail.com](mailto:contact.c3consulting@gmail.com) with a copy marked to the company's email address i.e., [cs@zisl.co.in](mailto:cs@zisl.co.in) and National Securities Depository Limited i.e., [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
4. M/s. Niche Technologies Pvt. Ltd is appointed as Company's Registrar & Transfer Agents for its share registry (both, physical as well as electronic).
5. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
6. 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 AGM.
7. As per the provisions of Section 103 of the Companies Act, 2013, shareholders attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum.
8. In accordance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the Annual General Meeting along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or Depositories. Members may note that the Notice of AGM and Annual Report 2023-24 will also be available on the Company's website and website of The Calcutta Stock Exchange Limited.
9. Members are requested to notify changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, etc. to the concerned Depository Participant/Registrar and Transfer Agent/Company.

10. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available for on-line inspection at the AGM.
11. Information of Director proposed to be re-appointed at the forthcoming Annual General Meeting as required under Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings is provided in the annexure to this Notice.
12. The Register of Members shall remain closed from 24<sup>th</sup> September, 2024 to 30<sup>th</sup> September, 2024 (both days inclusive) for the purpose of 43<sup>rd</sup> AGM of the Company.
13. SEBI has mandated submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to provide their PAN details to their respective DPs with whom they are maintaining their demat accounts.

**Voting Through Electronic Means:**

14. Pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. Members will be able to attend the AGM through VC or OAVM or view the live webcast of the AGM provided by NSDL [www.evotingnsdl.com](http://www.evotingnsdl.com) by using their remote e-Voting login credentials and selecting the EVEN for the AGM. *The facility of casting votes by a member using remote e-Voting system as well as Venue Voting on the date of the AGM will be provided by NSDL.*
15. The Board of Directors has appointed Mrs. Twinkle Agarwal, Practicing Company Secretary (ACS: 52868, C.P.: 25605) as the Scrutinizer to scrutinize the remote e-voting and e-voting at the AGM in a fair and transparent manner.
16. Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
17. The remote e-voting period commences on **Friday, 27<sup>th</sup>, September, 2024 (9:00 am)** and ends on **Sunday, 29<sup>th</sup> September, 2024 (5:00 pm)**. During this period, members of the Company holding shares as on the cut-off date of **23<sup>rd</sup> September, 2024**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

18. The voting rights of shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, being **23<sup>rd</sup> September, 2024**. Any person, who ceases to be the Member of the Company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.
19. Any person who become member of the Company subsequent to the dispatch of the Notice of AGM and holds the shares as on the cut-off date i.e., **23<sup>rd</sup> September, 2024** may obtain the Login ID and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Company/RTA. However, if you are already registered with NSDL for remote e-voting then you can use your existing User ID and Password for casting your vote. If you have forgotten your password, you may reset your password by using "Forgot User Details/Password" option available on [www.evotingnsdl.com](http://www.evotingnsdl.com).
20. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

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

The remote e-voting period begins on Friday, 27<sup>th</sup> September, 2024 at 9:00 A.M. and ends on Sunday, 29<sup>th</sup> September, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23<sup>rd</sup> September, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23<sup>rd</sup> September, 2024.

#### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*





#### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
----------------------	--------------

<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div data-bbox="768 1381 1239 1665"> <p><b>NSDL Mobile App is available on</b></p> <div>  <b>App Store</b>  <b>Google Play</b> </div> <div>   </div> </div>
--	---



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****

c) For Members holding shares in Physical Form.	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>
---	--

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [contact.c3consulting@gmail.com](mailto:contact.c3consulting@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@zisl.co.in](mailto:cs@zisl.co.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@zisl.co.in](mailto:cs@zisl.co.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [cs@zisl.co.in](mailto:cs@zisl.co.in). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [cs@zisl.co.in](mailto:cs@zisl.co.in). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility,

then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)** which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the NSDL e-Voting System, you can write an email to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact at toll free no. 1800 21 09911.

**ANNEXURE TO THE NOTICE**

**Details of Directors seeking appointment / reappointment in Annual General Meeting in pursuance of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

<b>Name of Director</b>	<b>Manoj Kumar Digga</b>	<b>Arundhuti Dhar</b>
Date of birth	02.09.1969	21.06.1973
Nationality	Indian	Indian
Date of first appointment on the board	30.05.2024	23.07.2024
Qualification	Chartered Accountant, Company Secretary and Cost Accountant	Bachelor in Political Science (Hons.) with Economics & Maths
Experience in functional area	<p>He is an accomplished financial leader who with a proven track record in financial management and strategic planning, he has played a pivotal role in the company's recent restructuring efforts.</p> <p>He is also CFO of SPML Infra Ltd and have given significant contribution in the Company's financial health and strategic decision.</p>	<p>She is having 29 years of experience in HR, Banking, Finance, Trade, Infrastructure and Property Management with sound knowledge of EPC Sector. Presently, she is engaged in her own business in Property and Title audits along with impactful work for empowerment of underprivileged.</p>
Relationship with other Directors	Not Applicable	Not Applicable
Shareholding in the Company	NIL	NIL
List of directorship held in other Listed Companies	SPML Infra Limited	Eveready Industries India Ltd SPML Infra Limited
Committee membership in other Listed Companies	NIL	<p>Member of Audit Committee, Stakeholder Relationship Committee and Corporate Social Responsibility Committee in Eveready Industries India Ltd and,</p> <p>Member of Audit Committee and Corporate Social Responsibility Committee in SPML Infra Limited</p>

### **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("The Act")**

Item No. 3: As recommended by the Nomination and Remuneration Committee, the Board of Directors has at their meeting, appointed Mr. Manoj Kumar Digga as an Additional Director (Non-Executive and Non-Independent) of the Company, liable to retire by rotation, subject to the approval of the Members.

The Company has received a notice from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company. Mr. Manoj Kumar Digga has consented to act as Director of the Company along with a declaration to the effect that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has not been debarred or disqualified from being appointed or continuing as a Director of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. Further, Mr. Manoj Kumar Digga is not related to any other Director or Key Managerial Personnel of the Company.

Considering her leadership skills, expertise in finance and compliances relating to Companies Act & SEBI LODR, the Board recommends the resolution, pertaining to the appointment of Mr. Manoj Kumar Digga as Non-Executive Director, for approval by the Members of the Company by way of an Ordinary Resolution.

A brief profile of Mr. Manoj Kumar Digga, in terms of Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the ICSI, has been provided as an Annexure to this Notice. Except Mr. Manoj Kumar Digga, being the appointee and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution set out at Item No. 3.

The Board accordingly recommends the Ordinary Resolution as set out in Item No. 3 of this Notice for your approval.

#### **Item No. 4:**

On recommendation of Nomination & Remuneration Committee, the Board has proposed the appointment of Mrs. Arundhuti Dhar (DIN: 03197285) as the Non-Executive Independent Director of the Company at the meeting held on 23<sup>rd</sup> July, 2024 for a period of five consecutive years w.e.f. 23<sup>rd</sup> July, 2024.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature for appointment of Mrs. Arundhuti Dhar (DIN: 03197285), for the office of Non-Executive Independent Director of the Company.

The terms and conditions of appointment of Mrs. Arundhuti Dhar (DIN: 03197285), shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.



None of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise in the resolution of item no. 4.

Brief profile of Mrs. Arundhuti Dhar (DIN: 03197285), nature of his expertise in functional areas and names of listed companies in which he holds directorship and membership/chairmanship of Board Committees, shareholding and relationships between directors as required under SEBI Listing Regulations, 2015 and the Secretarial Standard – 2 and other provisions of applicable laws are annexed to the Notice.

The Board commends the Special Resolution set out at Item No. 4 for the approval of the Members of the Company.

For **Zoom Industrial Services Ltd**

**Date:** 09.09.2024

**Place:** Kolkata

**Gunjan Shah**  
**Company Secretary**