

MACFOS LIMITED

(Formerly known as Macfos Pvt Ltd ,CIN-U29309PN2017PTC172718)

Reg. office Add : S. NO. 78/1, Dynamic Logistics Trade Park,
Sumant Building, Bhosari Alandi Rd, Dighi, Pune, Maharashtra 411015
CIN-U29309PN2017PLC172718 | GST- 27AALCM3536H1ZA
🌐 : www.robu.in ✉ : info@robu.in
☎ : 1800 266 6123 / +91 20 68197600

Dated: 12/08/2023

To,
The General Manager
DCS-CRD
(Corporate Relationship Department)
BSE Ltd.
Rotunda Building
P.J. Tower, Dalal Street, Fort
MUMBAI-400001

BSE SCRIP Code: ROBU | 543787

Subject: Annual Report for the Financial Year 2022-23 including Notice of Annual General Meeting.

Dear Sir/Madam,

We wish to inform you that 06th Annual General Meeting ("AGM") of the Company will be held on Monday, 04th September, 2023 at 03:00 p.m. (IST) through Video Conferencing / Other Audio Visual Means in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India. Pursuant to Regulation 30 read with Para A, Part A of Schedule III of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report of the Company for the Financial Year 2022-23 including the Notice convening the 06th Annual General Meeting of Macfos Limited (Formerly Known As Macfos Private Limited), which is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/ Registrar & Share Transfer Agent/ Depository Participant(s). The Integrated Annual Report for the Financial Year 2022-23 along with Notice of the 06th AGM is also available on the website of the Company at www.robu.in.

Thanking you.

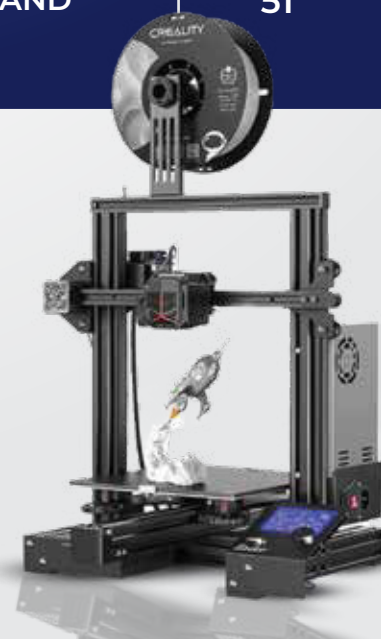
Yours Faithfully,
For, Macfos Limited
(Formerly Known As Macfos Private Limited)

Name: Sagar Gulhane
Company Secretary & Compliance Officer
Mem. No. A67610

ROBU.IN

Your Ideas, Our Parts

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CORPORATE INFORMATION:**Statutory Auditor:**

KISHOR GUJAR & ASSOCIATES
Chartered Accountant
Office No. 2, Mahalaxmi Heights,
Near Bank Of Maharashtra,
Pimpri, Pune- 411018

Internal Auditor:

Karwa Bhatia & Co.
FRN:- 148963W
MRS:- 150979
Partner:- Atish Phulphagar

Secretarial Auditor:

Chirag Chawra & Co.
Shop No.319, 3rd Floor, Heuu Industrial Spaces,
Near Kinetic Engineering Limited, MIDC Pimpri - Chinchwad , Pune - 411019

REGISTERED OFFICE:

S. No. 78/1, Dighi, Bhosari Alandi Road,
Pune ,Pune MH 411015 In

Tel : 020 68197600
Mobile: +91-975122248
Email id- binod@robu.in
Website- www.robu.in

SHARE TRANSFER AGENT:

Bigshare Services Private Limited
E-2/3, Ansa Industrial Estate,
Sakivihar Road,Saki Naka,
Andheri (E), Mumbai 400072

Tel: +91 22 6263 8200;
Fax: +91 22 6263 8299
Email Id: info@bigshareonline.com
Website: www.bigshareonline.com

BANKERS:

ICICI BANK
ADDRESS:- ICICI Bank Sheetal Plaza,
Cts no 1125, Shivaji Nagar, model
Colony, bhamburda, Pune 3411016

STOCK EXCHANGE:

BSE SME Ltd.

SECURITY CODE OF D-MAT:

For Equity Shares: 543787
ISIN: INE0OLH01013

BOARD OF DIRECTORS:



**Mr. Atul Maruti
Dumbre**
(Managing Director & Chairman)



Mr. Binod Prasad
Whole Time Director &
CFO(KMP)



**Mr. Nileshkumar
Purushottam Chavhan**
(Whole Time Director)



Mrs. Anamika Ajmera
(Independent Director)



Mr. Ankit Rathi
(Independent Director)



Mr. Ravi Jagetiya
(Independent Director)

KEY MANAGERIAL PERSONS:



**Mr. Nileshkumar
Purushottam Chavhan**
(Whole Time Director)



Mr. Atul Maruti Dumbre
(Managing Director & Chairman)



Mr. Binod Prasad
Whole Time Director &
CFO(KMP)



Mr. Sagar Gulhane
Company Secretary and
Compliance Officer



Inside Robu..



OPERATING & FINANCIAL PERFORMANCE

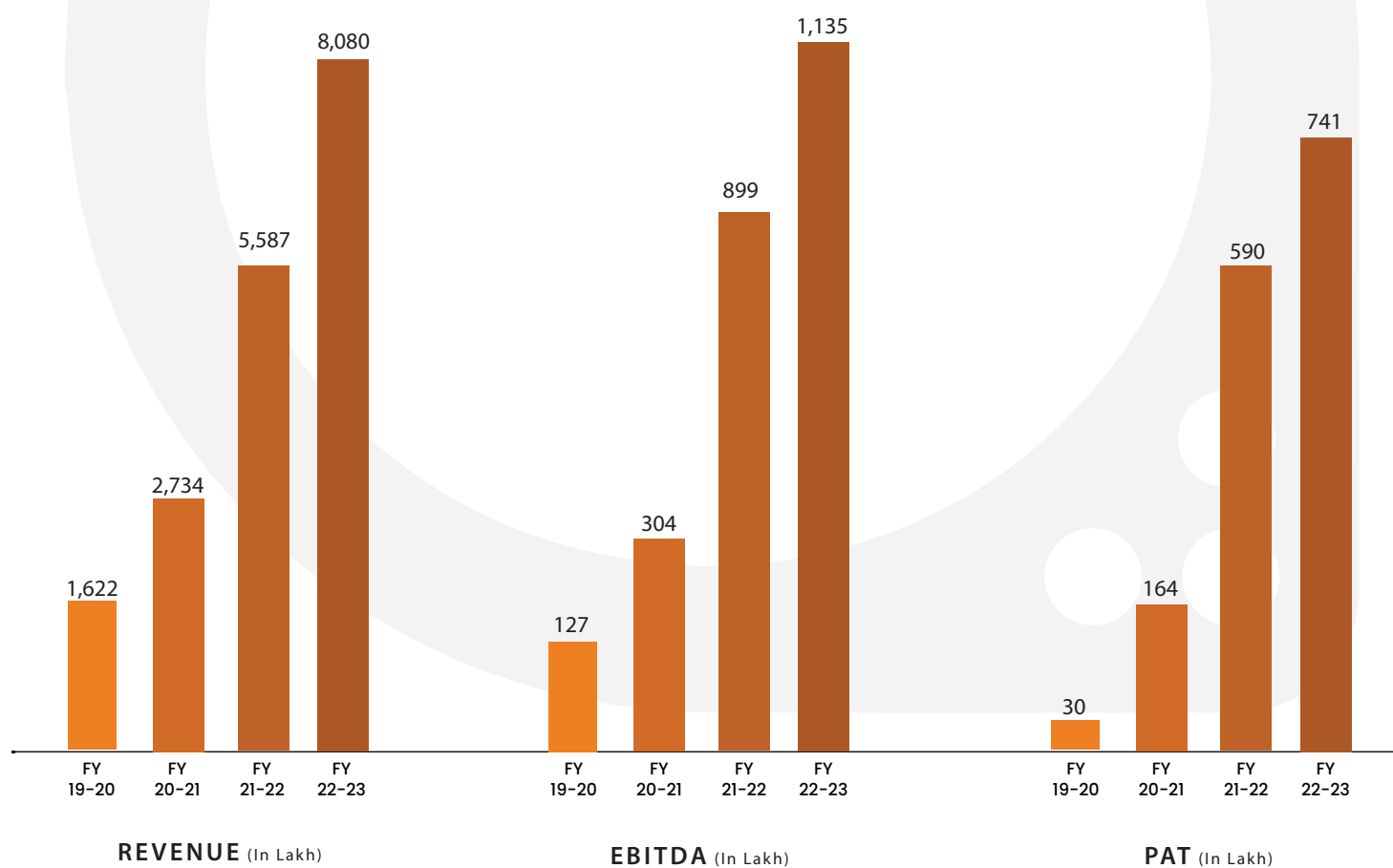
GROWTH TRENDS IN TOTAL REVENUE & PROFITABILITY

CAGR LAST 3 YEARS

- REVENUE = 71%

- EBITDA = 108%

- PAT = 191%



KEY RATIOS ON SUSTAINABLE FINANCIAL GROWTH

- ▶ **Business Challenges:**
 - Semiconductor/Chip shortages across the world.
 - Disturbed supply chain (due to ongoing Geo-Political situation).

- ▶ **Effect:**
 - Led to Higher Procurement cost and Delays in Supply-chain.

- ▶ **Present Scenario:**
 - Both situations are gradually improving and we expect to see its positive impact on business.

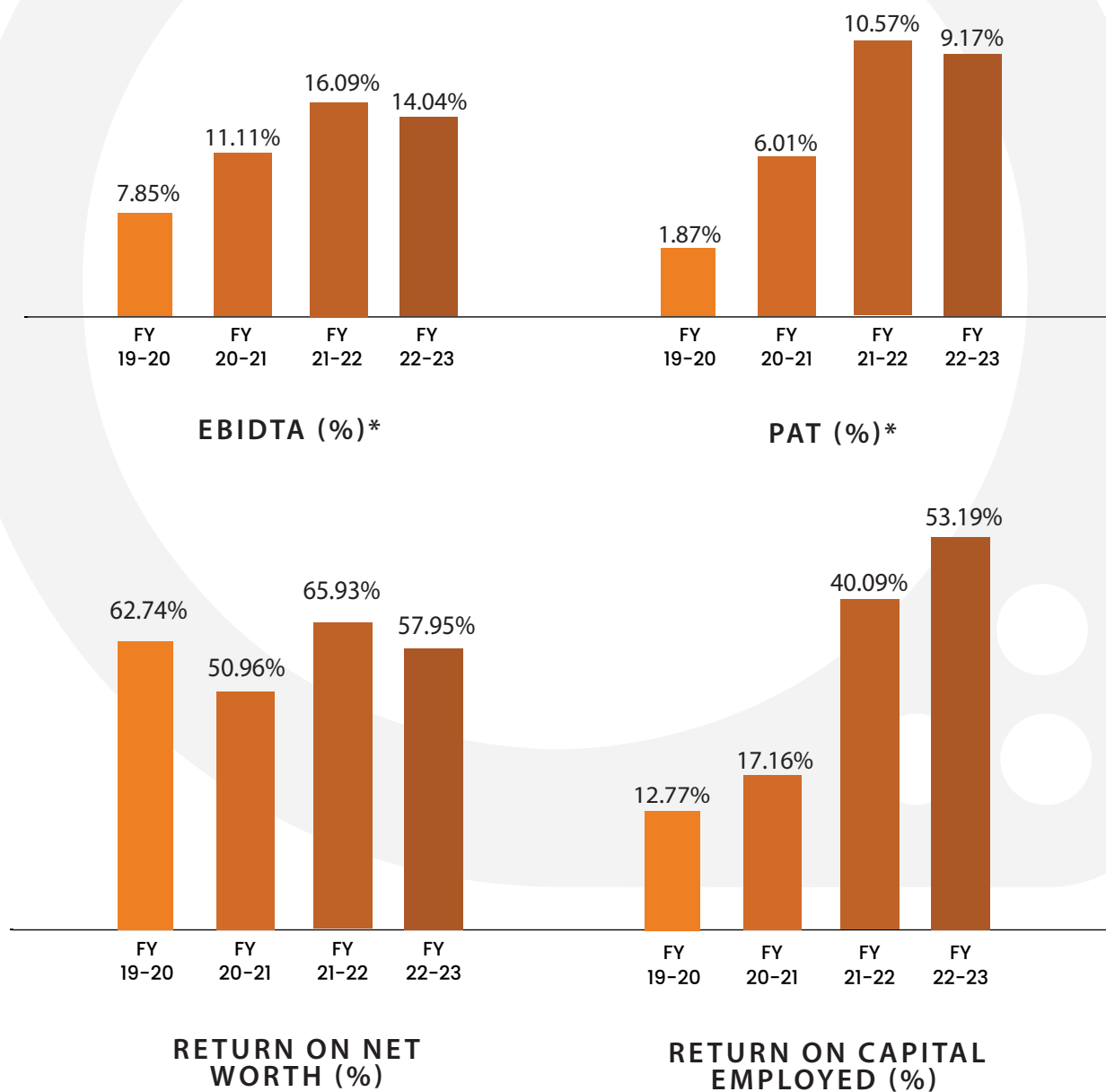
*Despite These Global Challenges, we were able to maintain this EBITDA & PAT

Formula used:

- Return on Net Worth= (Profit After tax/ Average Shareholder's Equity) X 100

- Return on Capital Employed= (EBIT/ (Total Debts**+ Equity) X 100

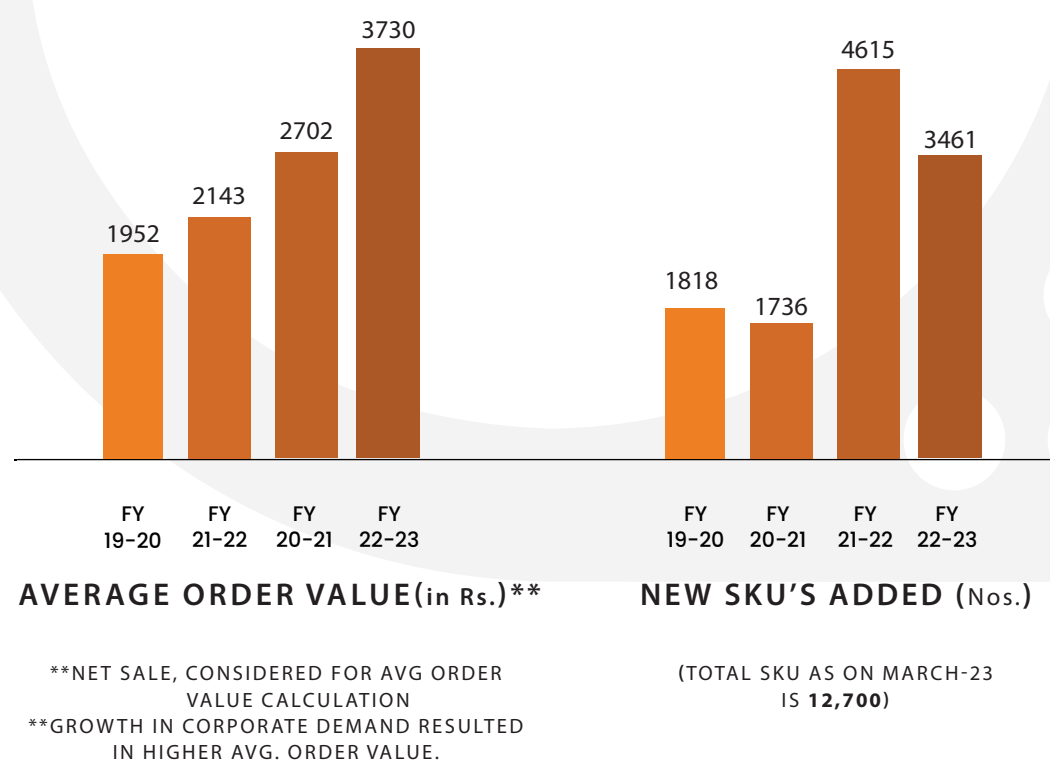
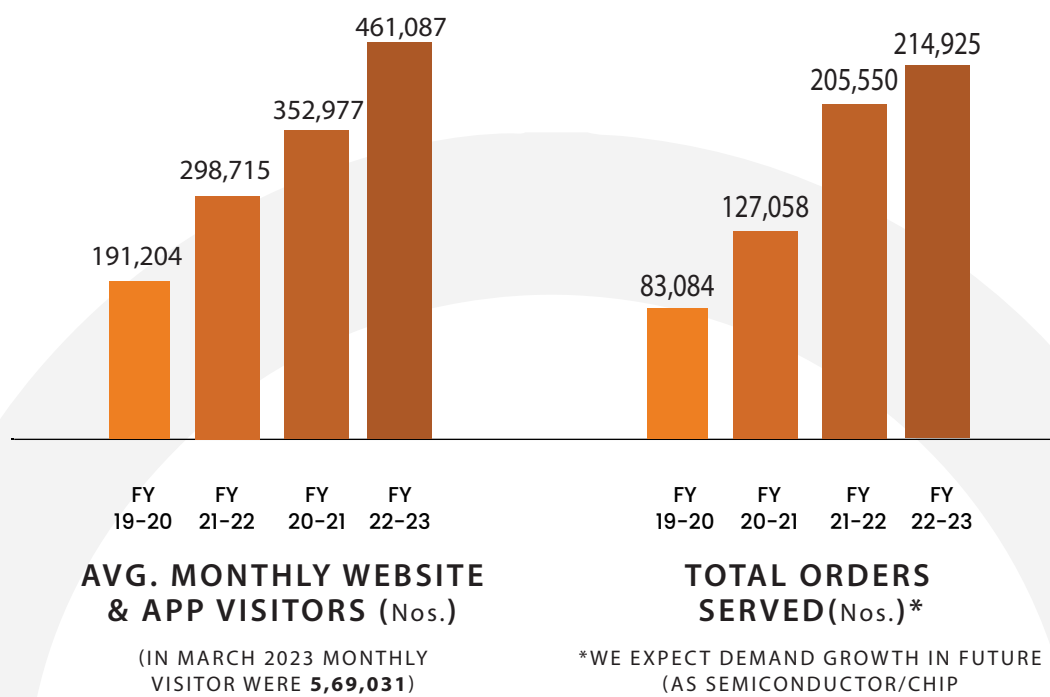
**(Term loan Rs. 2.5 Cr removed from total Debt calculation, as this fund used for Fixed immovable asset Purchase)



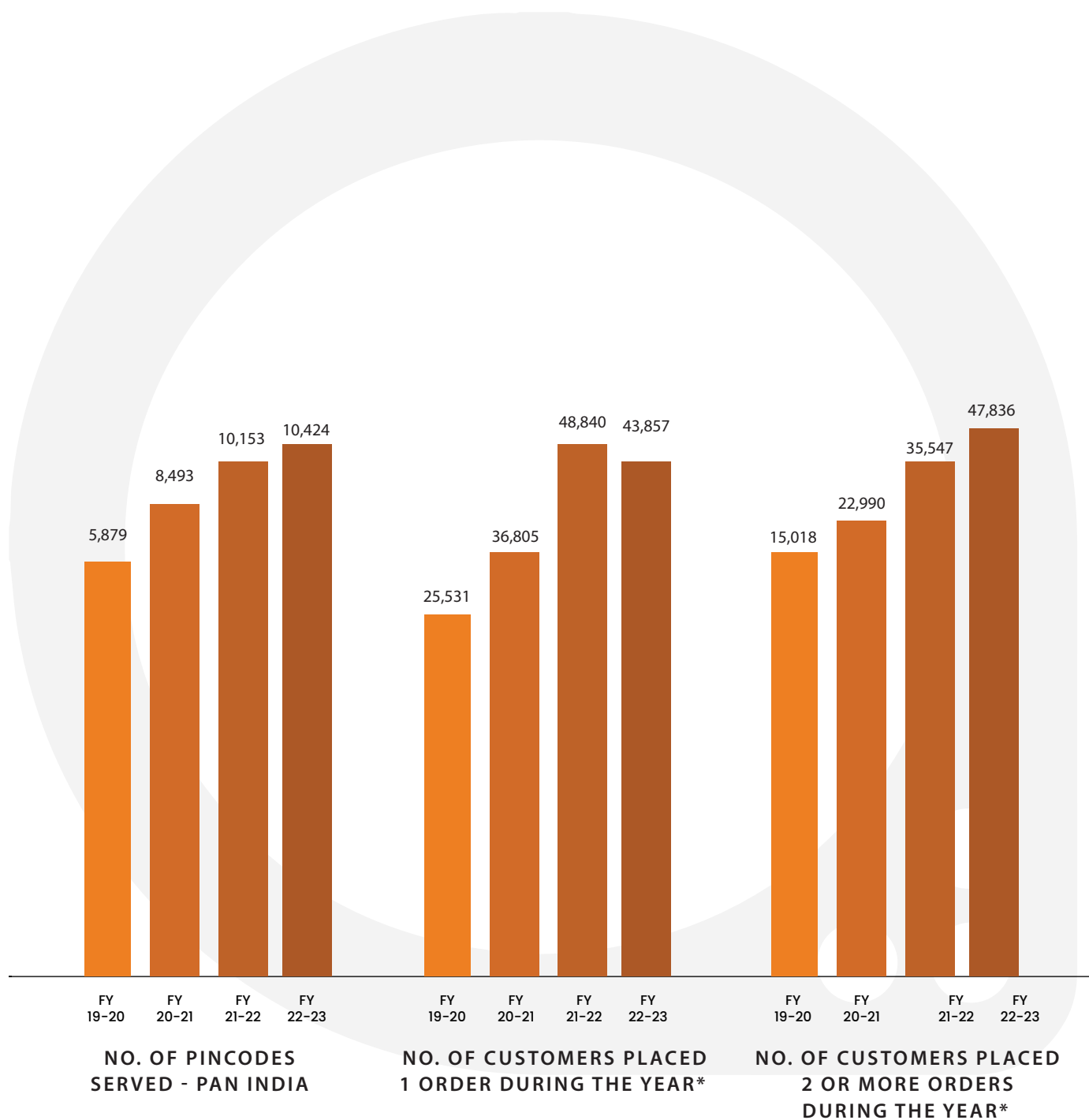


BUSINESS OVERVIEW

STEEP RISING CUSTOMER ENGAGEMENT



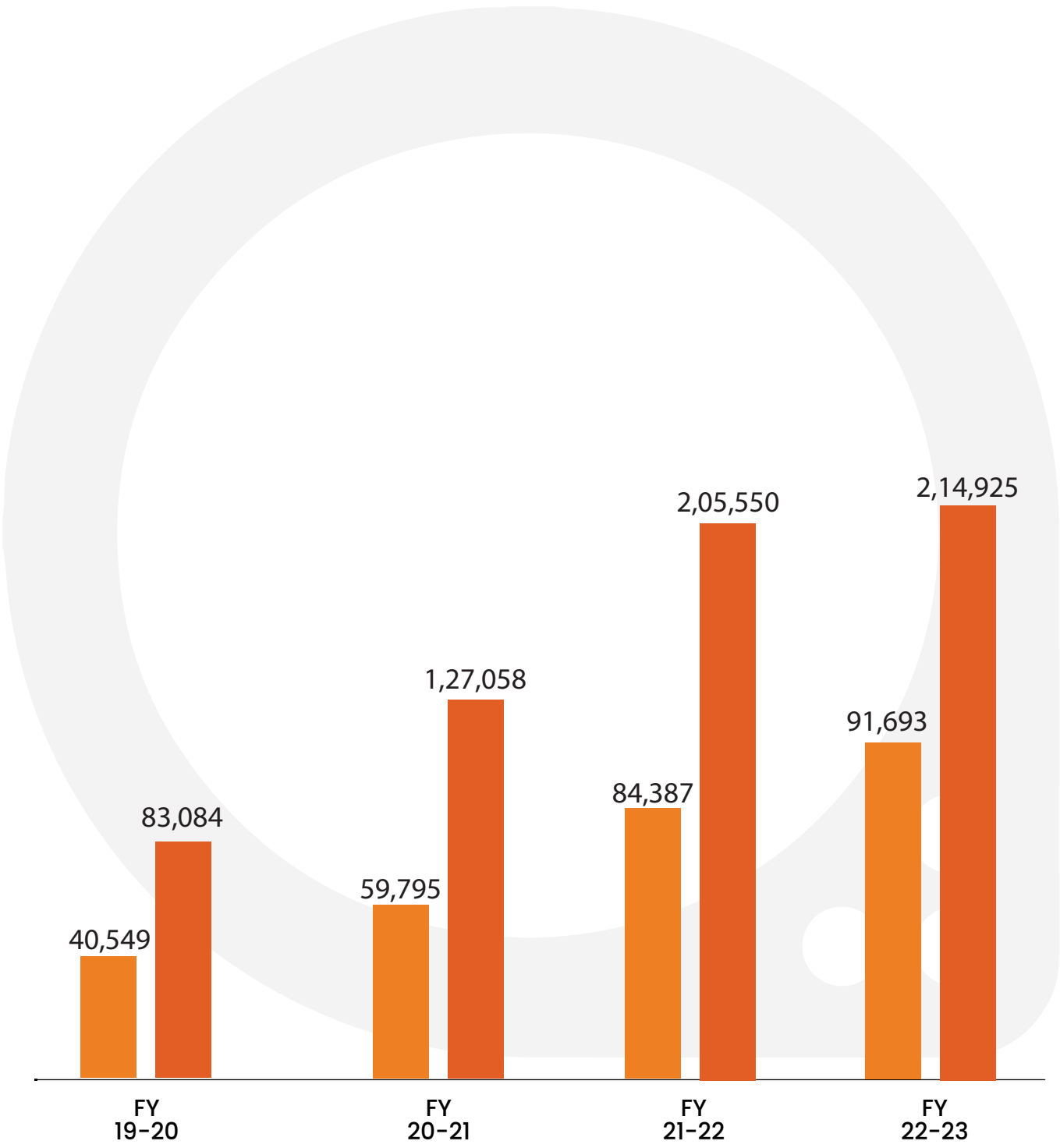
PINCOCES SERVED & CUSTOMER RETENTION PATTERN



*Due to addition of comprehensive product portfolio and Customer support touch points.
The decline in one-time customers is translating into growth in repeat order customers.

CUSTOMER/ORDER SERVED

- NO. OF CUSTOMERS SERVED
- NO. OF ORDERS



CATEGORY CONTRIBUTION TO REVENUE

CATEGORY	% CONTRIBUTION TO REVENUE
Development Boards	21.23%
Drone Parts	15.35%
Batteries Chargers and Accessories	12.76%
Electronic Modules and Displays	12.59%
Motors Drivers Pumps Actuators	8.89%
Sensors	8.88%
IoT and Wireless	6.89%
3D Printers and Parts	5.43%
Electronic Components	3.35%
Mechanical Components & Workbench Tools	2.86%
eBike Parts	1.02%
DIY Learning and Robot Kits	0.76%

*SOME SIMILAR CATEGORIES ARE CLUBBED TOGETHER WRT TO LAST YEAR

MESSAGE FROM CHAIRMAN AND MANAGING DIRECTOR



Dear Shareholders,

The Government of Indian has introduced several initiatives to boost the electronics industry in the country. Government wants more electronic products to be made in India. These initiatives included "Make in India," a policy on electronics, and a scheme called Production Linked Incentive (PLI). Government has also set up special places called Electronics Manufacturing Clusters (EMC) to support electronics companies.

Secondly, day by day our general life usage products are becoming more and more electronic in nature.

These Shift in trend and policies have created a favourable environment for our companies to work in the electronics field. There's now a huge demand for electronic parts and modules. This is a fantastic opportunity for us to grow and succeed as a company.

We are excited about these opportunities and look forward to contributing to India's growth story.



MESSAGE FROM WHOLE TIME DIRECTOR & CFO



Despite the challenges posed by a volatile global environment, including fears of war, recession, Semiconductor shortages and supply chain disruptions, our business fundamentals remain robust, positioning us on a trajectory of sustainable growth.

Our achievements are testament to our resilience—attaining growth in revenue, profit, and an expanding customer base.

We are continuing with our basic fundamentals, advancing ourselves by developing a scalable in-house IT infrastructure to accommodate future growth. Furthermore, we aim to enhance operational efficiency and accountability by maximizing the utilization of our in-house ERP system.

In future Our projected success will be underpinned by three key factors:

1. Expanding into new categories, introducing new products, and acquiring new brands.
2. Optimizing our supply chain.
3. Design and Development of new products with special focus on Drone & It's Parts.

Collectively, these strategic undertakings stand poised to fortify both our top and bottom lines.



MESSAGE FROM WHOLE TIME DIRECTOR



The current R&D landscape is distinct from the past. It has evolved to encompass not only specific tasks but also strict timelines. The product development process usually comprises of four distinct stages: prototyping, testing, and manufacturing. Among these phases, the R&D stage is rife with uncertainties and obstacles.

During this pivotal phase, companies and organizations must navigate a realm of unknowns, striving to refine their product within a designated time-frame. This endeavour necessitates swift access to essential parts, modules, and materials.

At Robu.in, we proactively engage with companies during the early stages of their product cycle. Our goal is to expedite their entire development journey, streamlining processes and facilitating efficient progress. By providing rapid access to critical components, we empower companies to optimize their entire product development cycle, ensuring timely and successful outcomes. This collaborative approach establishes enduring partnerships and cultivates lasting customer relationships.



MACFOS LIMITED

Reg. office Add: S. NO. 78/1, DIGHI, BHOSARI ALANDI ROAD, PUNE Pune MH 411015 IN

Tel: 1800 266 6123/+91 20 68197600 **Website:** www.robu.in

CIN: U29309PN2017PLC172718

NOTICE:

Dear Members,

NOTICE IS HEREBY GIVEN THAT THE SIXTH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE MACFOS LIMITED WILL BE HELD ON MONDAY, THE 04TH SEPTEMBER, 2023 AT 03:00 PM through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") to transact the following business:

Ordinary Business:

ITEM NO.1: To receive, consider and adopt the Audited Financial Statement of the Company as on 31st March, 2023 together with Reports of Board of Directors along with its Annexure and Auditors Report thereon.

"RESOLVED FURTHER THAT Mr. Binod Prasad, Whole-Time Director & CFO of the Company, be and is hereby authorised to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

ITEM NO.2: To appoint Director in place of Mr. Binod Prasad (DIN: 07938828) who retires by rotation and being eligible offers himself for re-appointment, as a "Director" of the Company 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 and/or the Rules framed thereunder, the approval of the Shareholders of the Company be and is hereby accorded to the re-appointment of Mr. Binod Prasad (DIN: 07938828) as a "Director" of the Company, who shall be liable to retire by rotation."

BY ORDER OF THE BOARD OF DIRECTORS
For, MACFOS LIMITED

Sd/-
SAGAR GULHANE
Company Secretary & Compliance Officer
Membership No:- A67610
Place: Pune
Date: 12th August, 2023

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. 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 facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.robust.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

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

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

The remote e-voting period begins on Friday, September 01, 2023 at 09:00 A.M. and ends on Sunday, September 03, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, August 28, 2023 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 Monday, August 28, 2023.

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

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





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1.Existing IDeAS user can visit the e-Services website of NSDL Viz. https://e-services.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com.Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3.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. 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 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 or joining virtual meeting & voting during the meeting.</p>

Type of shareholders	Login Method
	<p>4.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless</p> <div data-bbox="715 353 1241 676"> <p>NSDL Mobile App is available on</p> <div>  App Store  Google Play </div> <div>   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing Myeasi username & password.</p> <p>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 or joining virtual meeting & voting during the meeting. 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.</p> <p>3.If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 or joining virtual meeting & voting during the meeting.</p>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 or joining virtual meeting & voting during the meeting.

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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting 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 :

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID. For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

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.
- (b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9 After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1 After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

5. Upon confirmation, the message “Vote cast successfully” will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to chiragc-hawra@gmail.com with a copy marked to 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 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 or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Pallavi Mhatre at evoting@nsdl.co.in

5 Members who would like to express their views or ask questions during the Annual General Meeting may register themselves as a speaker and submit their questions by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at cs@robu.in at least 7 days in advance before the start of the meeting i.e. by 28th August, 2023 by 05.00 p.m. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably. Those Members who have registered themselves as a speaker will be allowed to express their views/ask questions during the Annual General Meeting. The same will be replied by the company suitably.

6. The Results shall be declared not later than 2 (Two) working days of conclusion of the AGM. The Results declared along with the Scrutinizer's Report will be placed on the website of the Company at www.robu.in immediately after the Result is declared by the Chairman and will simultaneously be submitted to BSE Limited, the Stock Exchanges where the Equity Shares of the Company are listed.

7. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM, i.e., Monday, 04th September, 2023.

By order of the Board of Directors
For Macfos Limited

Sd/-
Sagar Gulhane
Company Secretary and Compliance Officer
Membership No: A67610

Place: Pune
Date: 12th August, 2023

Annexure To The Notice

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT
 AT THE ANNUAL GENERAL MEETING**

PARTICULARS	MR. BINOD PRASAD
DIN	07938828
Date of Birth	05/05/1985
Date of Appointment	11/01/2023
Qualifications	Bachelor of Engineering (Mechanical)
Experience	13 Year Experience in the field of Electronics, Robotics and Finance.
Expertise in specific functional areas	Operational Management, Finance
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	NA
Memberships / Chairmanships of committees of other public companies	NA
Number of shares held in the Company	21,69,150 (24.55%) Equity Shares
Inter-se Relationship between Directors	NA

BOARD REPORT

Dear Members

Your Directors are pleased to present the Sixth Annual Report of the Company covering the operating and financial performance together with the Audited Financial Statements and the Auditors' Report thereon for the Financial Year ended on March 31, 2023.

1. FINANCIAL RESULTS:

During the year under review, performance of the company is as under:

(Rs. In lacs)

Particulars	Year ended	
	March 31, 2023	March 31, 2022
INCOME:		
Revenue from Operations	8,016.82	5,551.47
Other Income	63.50	35.60
Total Income	8,080.32	5,587.07
Total Expenses	7,075.29	4,792.04
Profit Before Interest, Depreciation & Taxation	1151.4	913.77
Less: Interest and Finance Charges (net)	101.19	80.05
Less: Depreciation	45.18	38.69
Profit Before Tax	1005.03	795.03
Add / (Less) Prior Period Adjustment- Income Tax	-	-
Add / (Less): Provision for current tax	266.96	208.14
Add/ (Less): MAT Credit Entitlement	-	-
Add / (Less) : Deferred tax	(3.06)	(3.51)
Add /(Less):- Mat Credit Entitlement Reversed	-	-
Profit After Tax	741.14	590.40
Less: Proposed Dividend / Interim Dividend including tax on dividend	-	-
Profit for the year	741.14	590.40

2. STATE OF COMPANY AFFAIRS AND FUTURE OUTLOOK:

During the year under review, the company has made Revenue from Operations of Rs. 8,016.82 lacs and Net Profit after Tax of Rs. 741.14 lacs. The Board of Directors of your Company is optimistic about the future prospects of the Company. Your directors are of the view that the progressive growth of the company will continue in the subsequent financial year and are hopeful for the bright future prospects. The financial result as reflected in the statement of profit and loss account of the company is self- explanatory.

3. TRANSFER TO RESERVES:

The Board has decided to transfer Rs. 741.14 lacs to the Reserves for the year under review.

4. DIVIDEND:

The Board of Directors of your company, after considering holistically the relevant circumstances and keeping in view the company's dividend distribution policy, has decided it would be prudent, not to recommend any Dividend for the year ended on 31st March, 2023 and the entire surplus be ploughed back to the reserve of the company.

5. SHARE CAPITAL:

During the year under review the Company has made changes in the share capital the details of the same are mentioned below:

I. Authorised Share Capital:

The Company's Authorized share capital has been increased from Rs. 5,00,000/- (Five Lakhs only) comprising of 50,000 (Fifty Thousand) equity share of Rs. 10/- (Ten rupees) each to Rs. 9,00,00,000/- (Nine Crore only) comprising of 90,00,000 (Ninety Lakhs) equity share of Rs. 10 (Ten rupees) each, vide Ordinary Resolution passed at their Shareholder Meeting dated 20th day of October, 2022.

II. Paid Up Share Capital:

The Company's paid up share capital has been increased by the way of Bonus issue from Rs. 1,01,440 (Rupees One Lakh One Thousand Four Hundred And Fourty) comprising of 10,144 Equity Share of Rs.10/- each to 8,83,54,240 (Rupees Eight Crore Eighty-Three Lakh Fifty Four Thousand Two Hundred and Forty) comprising of 88,35,424 equity shares of Rs.10/- each vide Special Resolution passed at their Extra Ordinary General Meeting dated 25th November 2022.

6. CONVERSION INTO PUBLIC LIMITED COMPANY:

The Board of Directors considered that the company should be converted into "Public Company" subject to approval of Registrar of Companies, Pune. The matter was duly considered in Board Meeting and obtained the approval of Members in their Extra Ordinary General Meeting held on 28th December, 2022, the Company has converted into "Public Company" and received fresh Certificate of Incorporation. Consequent upon Conversion from 'Private Company' to 'Public Company' from the Registrar of Companies dated 06th January, 2023.

7. DETAILS OF INITIAL PUBLIC OFFER (IPO):

The Company made its maiden public offer of equity shares by way of offer for sale by existing shareholder of the company in accordance with Chapter IX Of The SEBI (ICDR) Regulations, 2018 As Amended, wherein 23,28,000 Equity Shares were offered through the Initial Public Offer. The public offer was opened on February 17, 2023 and closed on February 21, 2023 for all applicants except Anchor Investor. For Anchor Investor Bid/Offer Period February 16, 2023 (Our Company and the Selling Shareholders in consultation with the BRLM, considered participation by Anchor Investors, in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date was one Working Day prior to the Bid/Offer Opening Date). The 23,28,000 equity share were offered at an offer price of ₹102/-per equity Share (including a share premium of ₹92/- per equity Share). The shares were allotted on February 28, 2023 to the respective successful applicants under various categories as approved in consultation with the Authorized Representative of the Designated Stock Exchange viz. BSE Limited. The Equity shares of the Company were listed on BSE Limited with effect from March 01, 2023. The Company's IPO received an overwhelming response; of all the initial public offerings (IPOs) that hit the market in FY 2022-23, Macfos Limited Product's stands out. Macfos Limited shares jumped over 80.39% to ₹184 on BSE as compared to the issue price of ₹102 on the listing day. Post listing also, your Company's market capitalization soared high backed by strong quarterly results and various new business inroads it made consistently. We see this as an endorsement of our consumer-focused approach as well as our ethos of trust, transparency, and innovation in everything we do. We are gratified and humbled by the faith shown in the Company by the market participants and grateful to our customers for their continued trust shown in our capabilities to deliver consistent high quality services & innovative solutions.

The change in paid-up share capital during the year was as under:

(Rs. In lakhs)

Particulars	No. of Securities Allotted	Cumulative Paid up Share Capital
Capital at the beginning of the year i.e. on April 01, 2022	10,144	1,01,440
Allotment of 88,25,280 equity shares of Rs.10/- each fully paid up pursuant to Bonus Issue On dated 25th November 2022.	88,25,280	8,82,52,800
Capital at the time of AGM	88,35,424	8,83,54,240

8. ALTERATION OF MEMORANDUM OF ASSOCIATION:

The name clause of the Memorandum of Association has been altered for conversion of company from private company to public company i.e., “MACFOS PRIVATE LIMITED” to “MACFOS LIMITED” vide Special Resolution passed at the Extra-Ordinary General Meeting held on 28th December, 2022.

Further, the company has made the alteration in the Memorandum of Association of the company by increased the Authorized Share Capital from Rs. 5,00,000/- (Rupees Five Lakhs) comprising of 50,000 (Fifty Thousand) equity share of Rs. 10/- (Ten rupees) each to Rs. 9,00,00,000/- (Nine Crore only) comprising of 90,00,000 (Ninety Lakhs) equity share of Rs. 10 (Ten rupees) each vide Ordinary Resolution passed at the Extra- Ordinary General Meeting held on 20th October, 2022. The Company has adopted new sets of Memorandum of Association in conformity with the provisions of the Companies Act-2013.

9. ALTERATION OF ARTICLES OF ASSOCIATION:

The Company has also adopted new sets of the Article of the Association as per the in compliance with Conversion of Private Limited into Public Limited vide Special Resolution passed at the Extra Ordinary General Meeting held on 28th December, 2022.

10. DETAILS OF UTILISATION OF FUNDS & STATEMENT OF DEVIATION(S) OR VARIATION(S):

Pursuant to Regulation 32 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations/LODR') there was no deviation/variation in the utilization of proceeds as mentioned in the objects stated in the Prospectus dated February 23, 2023, in respect of the Initial Public Offering of the Company.

11. STATE OF COMPANY AFFAIRS:

During the year under review, company made Total Income of Rs. 8,016.82/-Lakhs as against Rs. 5,551.47/-Lakhs in the previous year. The company has made Profit/loss before depreciation, Finance Costs, Exceptional items and Tax Expense of Rs. 1,151.4/-Lakhs against profit of Rs. 913.77/-Lakhs in the previous year in the financial statement. Your Company made net profit of Rs. 741.14 Lakhs as against Rs. 590.40/- in the previous year in the financial statement.

12. CHANGES IN NATURE OF BUSINESS:

During the year company have altered the Memorandum of Association of the Company, by adding up new business activities to the main object i.e. “To carry on the business of 3D printing Services, Prototyping Services & Assembly (Mechanical and Electronics) and Assembly of batteries” vide Special Resolution passed at the Extra-Ordinary General Meeting held on 28th December, 2022

During the year under review Mr. Nileshkumar Purushottam Chavhan (DIN: 07936897) has been appointed Whole Time Director of the company w.e.f. 11th January 2023 for the period of Three years from 11th January, 2023 to 10th January 2026 and being eligible to offer himself for re-appointment.

During the year under review Mr. Binod Prasad (DIN: 07938828) has been Appointed as the Whole Time Director w.e.f 11th January 2023 and being eligible to offer himself for re-appointment

• **Retirement by Rotation**

In accordance with the provisions of section 152 of the act, Mr. Binod Prasad (DIN: 07938828) Whole Time Director is liable to retires by rotation at the forthcoming annual General meeting and, being eligible offers himself for re-appointment. The Board recommends his re- appointment for the consideration of the members of the Company at the forthcoming Annual General meeting.

• **Cessation**

During the year under review Mr. Jayesh Jain (DIN: 07936862) have been resigned from the Directorship with effect from 03rd Day of December, 2022.

• **Independent Directors**

During the year under review Mr. Ankit Rathi (DIN: 08456577) has been appointed as Non-Executive Independent Directors at the Extraordinary General Meeting held on 11th January 2023. For the period of 3 years who is not liable for retirement by rotation.

During the year under review Mr. Ravi Jagetiya (DIN: 08734797) and Mrs. Anamika Ajmera (DIN:- 09748907) has been appointed as Non-Executive Independent Directors at the Extraordinary General Meeting held on 20th January 2023. For the period of 3 years who is not liable for retirement by rotation.

• **Key Managerial Personnel**

Sr.no	Name of Key Managerial Personnel	Designation
1	Atul Maruti Dumbre	Chairman and Managing Director
2	Binod Prasad	Whole Time Director & CFO
3	Nileshkumar Purshottam Chavhan	Whole Time Director
4	Sagar Subhash Gulhane	Company Secretary and Compliance Officer

19. DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received declaration pursuant to Section 149(7) of the Companies Act, 2013 from each of its Non-Executive and Independent Directors to the effect that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, Regulation 16(1) (b) and Regulation 25 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations"). These declarations have been placed before and noted by the Board.

20. DIRECTORS RESPONSIBILITY STATEMENT:

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state

- a) That in the preparation of Annual Accounts, the mandatory Accounting Standards have been followed along with proper explanation relating to material departures.

b) That proper Accounting policies have been selected and applied consistently; and, the judgments and estimates that are made are reasonable and prudent so as give a true and fair view of the state of affairs of the company as on 31st March 2023 and of the Profit of the Company for that period. the company as on 31st March 2023 and of the Profit of the Company for that period.

c) That proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the Companies Act, 2013, for safeguarding the assets of the company and preventing and detecting fraud and other irregularities.

d) That the Annual Accounts have been prepared on a going concern basis.

e) That the directors laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively.

f) That 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.

21. COMPOSITION OF BOARD AND VARIOUS COMMITTEES AND THEIR MEETINGS:

The Board of Directors along with its Committees provide leadership and guidance to the Management and directs and supervises the performance of the Company, thereby enhancing stakeholder value.

• BOARD OF DIRECTORS:

The Board has a fiduciary relationship in ensuring that the rights of all stakeholders are protected. The Board of MACFOS LIMITED comprises of Executive (Whole-Time) and Non-Executive Directors. Independent Directors are eminent persons with proven record in diverse areas like business, accounting, finance, economics, administration, etc. The composition of Board of Directors represents optimal mix of professionalism, qualification, knowledge, skill sets, track record, integrity, expertise and diversity. The Board of Directors, as on March 31, 2023, comprised of 6 Directors, out of which 1 was Executive Director ("ED") (MD & Chairman), 2 were Executive Directors Whole Time Directors ("EDs") of which 1 Director is Whole Time Director & CFO and 3 were Non-Executive Directors ("NEDs") Independent Directors ("IDs").

• COMPOSITION OF BOARD:

Sr.no	Name	Category	Designation
1	Mr. Nileshkumar Purshottam Chavhan	Executive Director	Whole Time Director
2	Mr. Atul Maruti Dumbre	Executive Director	Managing Director & Chairman
3	Mr. Binod Prasad	Executive Director	Whole Time Director & CFO(KMP)
4	Mr. Ankit Rathi	Independent Director	Independent Director
5	Mrs. Anamika Ajmera	Independent Director	Independent Director
6	Mr. Ravi Jagetiya	Independent Director	Independent Director

• BOARD MEETINGS:

The Board of Directors duly met 19 times at regular intervals during the mentioned financial year and in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose. The intervening gap between the two meetings was within the period prescribed under the Companies Act, 2013. The dates on which meetings were held are as follows:

Sr.no	Date of Board Meeting	Total Number of directors as on the date of meeting	Total Number of directors Attended the meeting	% of attendance
1	28-03-2022	4	4	100
2	27-06-2022	4	4	100
3	29-08-2022	4	4	100
4	07-09-2022	4	4	100
5	10-10-2022	4	4	100
6	31-10-2022	4	4	100
7	25-11-2022	4	4	100
8	30-11-2022	4	4	100
9	03-12-2022	3	3	100
10	07-01-2023	3	3	100
11	20-01-2023	4	4	100
12	19-01-2023	6	6	100
13	21-01-2023	6	6	100
14	12-01-2023	6	6	100
15	08-02-2023	6	6	100
16	23-02-2023	6	6	100
17	24-02-2023	6	6	100
18	02-03-2023	6	6	100
19	06-03-2023	6	6	100

**During the year under review 5(Five) Extra Ordinary General Meeting held on 20th October, 2022, 08th November 2022, 28th December 2022, 11th January 2023 and 20th January, 2023

• COMMITTEES OF THE BOARD:

STAKEHOLDERS RELATIONSHIP COMMITTEE			
	Name	Designation	Designation
	Mrs. Anamika Ajmera	Independent Director	Chairman
	Mr. Binod Prasad	Whole Time Director	Member
	Mr. Ankit Rathi	Independent Director	Member

22. DETAIL OF FRAUD REPORTED BY AUDITORS:

During the year under review, there is no fraud reported by the auditors to the Board under section 143(12) of the Companies Act, 2013.

23.POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:

The Company has formed Nomination and Remuneration Committee which has framed Nomination and Remuneration Policy. The Committee reviews and recommend to the Board of Directors about remuneration for Directors and Key Managerial Personnel and other employee up to one level below of Key Managerial Person

nel. The Company does not pay any remuneration to the Non-Executive Directors of the Company other than sitting fee for attending the Meetings of the Board of Directors and Committees of the Board. Remuneration to Executive Directors is governed under the relevant provisions of the Act and approvals. The Company has devised the Nomination and Remuneration Policy for the appointment, reappointment and remuneration of Directors, Key Managerial. All the appointment, reappointment and remuneration of Directors and Key Managerial Personnel are as per the Nomination and Remuneration Policy of the Company. The Nomination and Remuneration Policy is also available on the website of the Company <https://robu.in/investor-relations/#1673688606553-95981d9d-743a> in the head of Policies & Code.

The Board of Directors of the Company has laid down a code of conduct for all the Board Members and Senior Management of the Company. The main object of the Code is to set a benchmark for the Company's commitment to values and ethical business conduct and practices. Its purpose is to conduct the business of the Company in accordance with its value systems, fair and ethical practices, applicable laws, rules and regulations. Further, the Code provides for the highest standard of professional integrity while discharging the duties and to promote and demonstrate professionalism in the Company.

All the Board Members and Senior Management of the Company have affirmed compliance with the code of conduct for the financial year ended on March 31, 2023 as required by Regulation 26(3) of the Listing Regulations. A declaration signed by the Chairman & Managing Director to this effect is attached as a part of this Annual Report. The code of conduct is also available on the website of the Company <https://robu.in/investor-relations/>

24. POLICY FOR PREVENTION OF INSIDER TRADING:

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 came into effect from May 15, 2015 to put in place a framework for prohibition of insider trading in securities and to strengthen the legal framework thereof. Pursuant to Regulation 8 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated and adopted the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Code of Fair Disclosure") of the Company. The Code of Fair Disclosure is available on the website of the Company <https://robu.in/investor-relations/>

Further, pursuant to Regulation 9 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated and adopted the Code of Conduct for Prevention of Insider Trading. The Code lays down guidelines and procedures to be followed and disclosures to be made while dealing with the shares of the Company and cautioning them on the consequence of non-compliances. The Company Secretary has been appointed as a Compliance Officer and is responsible for monitoring adherence to the Code. The code of conduct to regulate, monitor and report trading by insiders is also available on the website of the Company <https://robu.in/investor-relations/>

25. VIGIL MECHANISM/WHISTLE BLOWER POLICY:

The Company is committed to principles of professional integrity and ethical behavior in the conduct of its affairs. The Whistle-blower Policy provides for adequate safeguards against victimisation of director(s) / employee(s) who avail of the mechanism and also provides for direct access to the Chairperson of the Audit Committee. It is affirmed that no person has been denied access to the Audit Committee. The Compliance officer and Audit Committee is mandated to receive the complaints under this policy. The Board on a yearly basis is presented an update on the whistleblower policy. Whistle Blower policy is available on the website of the Company at <https://robu.in/investor-relations/>. The Policy ensures complete protection to the whistle-blower and follows a zero tolerance approach to retaliation or unfair treatment against the whistle-blower and all others who report any concern under this Policy. During the year under review, the Company did not receive any complaint of any fraud, misfeasance etc. The Company's Whistle Blower Policy (Vigil Mechanism) has also been amended to make employees aware of the existence of policies and procedures for inquiry in case of leakage of Unpublished Price Sensitive Information to enable them to report on leakages, if any, of such information.

26. BOARD EVALUATION

- Degree of fulfillment of key responsibilities towards stakeholders (by way of monitoring corporate governance practices, participation in the long-term strategic planning, etc.);
- Structure, composition, and role clarity of the Board and Committees;
- Extent of co-ordination and cohesiveness between the Board and its Committees;
- Effectiveness of the deliberations and process management;
- Board/Committee culture and dynamics; and
- Quality of relationship between Board Members and the Management

The evaluation frameworks were the following key areas:

1. For Non-Executive & Independent Directors:

- Knowledge
- Professional Conduct
- Comply Secretarial Standard issued by ICSI Duties,
- Role and functions

2. For Executive Directors:

- Performance as leader
- Evaluating Business Opportunity and analysis of Risk Reward Scenarios
- Key set investment goal
- Professional conduct and integrity
- Sharing of information with Board.
- Adherence applicable government law

27. RISK MANAGEMENT POLICY:

The Company is aware of the risks associated with the business. It regularly analyses and takes corrective actions for managing/mitigating the same.

The Company has framed a formal Risk Management Policy for risk assessment and risk minimization which is periodically reviewed to ensure smooth operation and effective management control which is also available on our website <https://robu.in/investor-relations>. The Audit Committee also reviews the adequacy of the risk management framework of the Company, the key risks associated with the business and measure and steps in place to minimize the same.

28. DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:

Your Company provides equal opportunities and is committed to creating a healthy working environment that enables our Minds to work with equality and without fear of discrimination, prejudice, gender bias or any form of harassment at workplace. Your Company has in place a Prevention of Sexual Harassment (POSH) policy in accordance with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 which is also available on our website <https://robu.in/investor-relations>. Further, your company has setup an Internal Complaint Committee ("ICC") at the corporate office. ICC has equal representation of men and women and is chaired by senior woman of the Company. The composition of internal complaint committee is as follows:

	Name	Designation
	Sumeet Mahadik	Team Lead- HR
	Sampada Dharmadhikari	HR Executive
	Sanjivani More	Assistant HR Executive

29. AUDITORS:**i. STATUTORY AUDITORS:**

The Company has re-appoint M/s Kishor Gujar & Associates, Chartered Accountants, Pune having Firm Registration No. FRN-116747W, as the Statutory Auditor of the company for the Five consecutive years at the at the 2nd Annual General Meeting held on 30th September 2019 until the conclusion of the Annual General Meeting of the Company in the year 2024.

The Auditors' Report for the financial year ended on March 31, 2023 has been provided in "Financial Statements" forming part of this Annual Report.

The report of the Statutory Auditor does not contain any qualification, reservation, adverse remark or disclaimer. The observations made in the Auditor's Report are self-explanatory and therefore do not call for any further comments.

ii. INTERNAL AUDITORS:

M/s. Karwa Bhatia & Co. (FRN: 148963W) has been appointed as an Internal Auditor of the company on 20th July, 2023 for the Financial Year 2022-23 and 2023-24 and continues until resolved further. Internal Auditor is appointed by the Board of Directors of the Company on a yearly basis and based on the recommendation of the Audit Committee. The Internal Auditor reports their findings on the Internal Audit of the Company, to the Audit Committee on a half yearly basis. The scope of internal audit is approved by the Audit Committee.

ii. SECRETARIAL AUDITOR:

Pursuant to Section 204 of the Companies Act, 2013 and rules made thereunder, the Company has appointed M/s. Chirag Chawra & Co., Practicing Company Secretaries as Secretarial Auditor of the Company for the financial year ended on March 31, 2023. The Secretarial Audit Report in Form MR-3 for the financial year ended on March 31, 2023 is attached as to the Director's Report and forming part of this Annual Report. (Annexure – II) The report of the Secretarial auditor does not contain any qualification, reservation, adverse remark or disclaimer.

30. DIRECTORS' RESPONSE ON AUDITORS' QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMER MADE:

There is a no qualification or Disclaimer of Opinion in the Auditor's Report on the Financial Statements to the shareholders of the Company made by the Statutory Auditors in their Auditors.

31. COMPLIANCE WITH SECRETARIAL STANDARDS:

The Company has articulated proper systems to ensure compliance with Secretarial Standards Secretarial Standards issued by The Institute of Company Secretaries of India and its provisions and is in compliance with the same.

32. ANNUAL RETURN:

In accordance with Sections 134(3)(a) & 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, The annual return in Form No.MGT-7 for the financial year 2022-23 will be available on the website of the Company (www.robust.in). The due date for filing annual return for the financial year 2022- 23 is within a period of sixty days from the date of annual general meeting. Accordingly, the Company shall file the same with the Ministry of Corporate Affairs within prescribed time and a copy of the same shall be made available on the website of the Company (www.robust.in) as is required in terms of Section 92(3) of the Companies Act, 2013.

33. CORPORATE GOVERNANCE:

As per the Regulation 15 (Listing Obligations and Disclosure Requirements) Regulations, 2015 applicability of Corporate Governance shall not be mandatory for companies having listed on SME Platform. Since our company has registered on SME platform the requirement of the Corporate Governance has not applicable to us.

34. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management Discussion and Analysis Report as required under Regulation 34(2)(e) read with Schedule V Part B of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015") is annexed herewith as (Annexure III)

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

The details loans/guarantees/ investments (if any) made by the Company under Section 186 of the Companies Act, 2013 have been disclosed in the Financial Statement.

36. LOANS FROM DIRECTOR/ RELATIVE OF DIRECTOR:

The balances of monies accepted by the Company from Directors/ relatives of Directors at the beginning of the

The Funds has been given out of Directors own Funds and is not being given out of funds acquired by borrowing from others

37. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) of the Companies Act in Form AOC-2 is not applicable. Attention of the members is drawn to the disclosures of transactions with the related parties is set out in Notes to Accounts forming part of the financial statement.

38. CORPORATE SOCIAL RESPONSIBILITY:

Pursuant to section 135 of the companies Act. 2013 read with Rule 5 of the Corporate Social Responsibility Rules, 2014 and any other applicable provisions thereof (Including any statutory modification(s) or re-enactment thereof for the time being in force) as amended from time to time, and as per the company CSR policy approved by the Board of Director and as recommended by the Corporate Social Responsibility Committee consent of the Board of Directors be and is hereby accorded to approve the Contribution for the Financial Year 2022-23 of Rs. 10,00,000 (Rupees Ten Lakh) as the CSR Expenditure which is more than the actual CSR expenditure i.e. Rs. 704013 need to spend by the company to M/s EXCELSIOR FOUNDATION TRUST, Mount Litera School, 100,near Mhada, Township Kosar, New Chandrapur, MH,442401 having CSR Registration No CSR00020243, which is engaged in the CSR Activity i.e. Construction of School infrastructure with the purpose of achieving their objective to impart quality education to the students of Chandrapur

39. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an effective and reliable internal control system commensurate with the size of its operations. At the same time, it adheres to local statutory requirements for orderly and efficient conduct of business, safeguarding of assets, the detection and prevention of frauds and errors, adequacy and completeness of accounting records and timely preparation of reliable financial information. The efficacy of the internal checks and control systems is validated by self-audits and internal as well as statutory auditors.

40. PARTICULARS OF EMPLOYEES:

The information required under Section 197 of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as follows:

1. The ratio of the remuneration of each director to the median remuneration of the employees of the Company and percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer and Company Secretary in the financial year:

Name	Ratio to median remuneration	% increase in remuneration in the financial year
Executive Director		
MR. NILESHKUMAR CHAVHAN	10.24013	33.33
MR. ATUL MARUTI DUMBRE	10.24013	33.33
MR. BINOD PRASAD	10.24013	33.33
MR. JAYESH JAIN	10.24013	22.22
Company Secretary		
MR. SAGAR GULHANE	2.0480	NA

2. The percentage increase in the median remuneration of employees in the financial year: NIL
3. The number of permanent employees on the rolls of Company: -105
4. Average percentile increase 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.
5. Affirmation that the remuneration is as per the remuneration policy of the Company: The Company affirms that the remuneration is as per the remuneration policy of the Company. The statement containing names of top Ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate (ANNEXURE-IV) forming part of this report. Further, the report and the accounts are being sent to the Members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company. Any Member interested in obtaining a copy of the same may write to the Company Secretary.

41. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:

1. Conservation of Energy:

The steps taken or impact on conservation of energy: -

- i. The company is putting continues efforts to reduce the consumption of energy and maximum possible saving of energy.
- ii. The steps taken by the company for utilizing alternate sources of energy: - The Company has used alternate source of energy, whenever and to the extent possible.

iii. The capital investment on energy conservation equipment's: - NIL

1.2 Technology Absorption:

- a. The effort made towards technology absorption: -No specific activities have been done by the Company.
- b. The benefits derived like product improvement, cost reduction, product development or import substitution: -No specific activity has been done by the Company.
- c. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year: - N.A.
- d. The expenditure incurred on Research & Development: - NIL

1.3 Foreign Exchange Earnings and Outgo:

Further the details of foreign exchange earnings or outgoings during the year under review as required in accordance with the provisions of section 134 (m) of the companies Act, 2013 are as follows:

Particular	Amount (Rs. in lacs)
Foreign Exchange Earning	48.16/-
Foreign Exchange Outgo	4848.90/-

42. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

During the year under review, there were no significant and/or material orders passed by any Court or Regulator or Tribunal, which may impact the going concern status or the Company's operations in future.

43. INDUSTRIAL RELATIONS:

The company has maintained good industrial relations on all fronts. Your directors wish to place on record their appreciation for the honest and efficient services rendered by the employees of the company.

44. BUSINESS RESPONSIBILITY REPORT:

Pursuant to Regulation 34(2)(f) of the Listing Regulations read with notification SEBI/LADNRO/ GN/2015-16/27 dated December 22, 2015, the Business Responsibility Report is to be given only by top 500 listed companies based on market capitalization, therefore the same is not applicable to the Company as on March 31, 2023.

45. MAINTENANCE OF COST RECORD:

The Cost audit as specified by the Central Government under section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014 is not applicable to the company. However the maintenance of cost record is applicable as the turnover of the relevant HSN code is more than the prescribed limit. And your company is maintaining the cost record as per the applicable rules. The company had obtain the Certificate form the cost auditor with respect to the Maintaining the cost audit records.

46. DEMATERIALISATION OF SHARES:

The Demat activation number allotted to the Company is ISIN INE00LH01013. The shares of your Company are being traded in electronic form and the Company has established connectivity with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

47. INSOLVENCY AND BANKRUPTCY CODE

There is no application made or any proceeding pending under the Insolvency and bankruptcy Code, 2016 (31 of 2016) during the year. The details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof is not applicable to the Company.

48. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has laid down the set of standards, processes and structure which enables to implement internal financial control across the Organization and ensure that the same are adequate and operating effectively. To maintain the objectivity and independence of Internal Audit, the Internal Auditor reports to the Chairman of the Audit Committee of the Board.

The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with the operating systems, accounting procedures and policies of the Company. Based on the report of Internal Auditor, the process owners undertake the corrective action in their respective areas and thereby strengthen the Control. Significant audit observation and corrective actions thereon are presented to the Audit Committee of the Board.

48. WEB LINK OF ANNUAL RETURN:

The Annual Return of the Company as on 31st March, 2023 will be available on the website of the Company at www.robust.in

49. ACKNOWLEDGEMENTS:

The Board of Directors greatly appreciates the commitment and dedication of employees at all levels who have contributed to the growth and success of the Company. We also thank all our clients, vendors, investors, bankers and other business associates for their continued support and encouragement during the year.

We also thank the Government of India, Government of Maharashtra, Ministry of Commerce and Industry, Ministry of Finance, Customs and Excise Departments, Income Tax Department and all other Government Agencies for their support during the year and look forward to their continued support in future.

50. CAUTIONARY STATEMENT:

This report contains forward- looking statements based on the perceptions of the Company and the data and information available with the company. The company does not and cannot guarantee the accuracy of various assumptions underlying such statements and they reflect Company's current views of the future events and are subject to risks and uncertainties. Many factors like change in general economic conditions, amongst others, could cause actual results to be materially different.

On behalf of the Board of Directors
For, MACFOS LIMITED
(Formerly Known As Macfos Private Limited)

Sd/-
ATUL MARUTI DUMBRE
(Managing Director)
(DIN: 07938802)

Sd/-
BINOD PRASAD
(Whole Time Director)
(DIN: 07938828)

Date: 20/07/2023
Place: PUNE

Subsidiary Company Information (Annexure I)

Particulars	Details
Name of the target entity, details in brief such as size, turnover, etc.	<p>Nuo Zhan Technologies Limited has been Incorporated with effect from February 21, 2023 And become the subsidiary company of M/s Macfos Limited on July 5, 2023 by way of acquisition of shares in the target company.</p> <p>Share Capital: HKD 15,000.00 divided into 15000.00 Shares, of value HKD 1.00 each.</p> <p>Turnover: Not Applicable since it is a newly incorporated Company.</p>
Whether the acquisition would fall within related party transaction(s) and whether the promoter/promoter group/group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”.	<p>Nuo Zhan Technologies Limited Initially incorporated by the Promoter of Macfos Limited, later on the shareholding has been transferred to Macfos Limited.</p> <p>Acquisition of shares is fall within the purview of related party Transactions. The promoter promoter group / group companies are having interest in the newly incorporated entity.</p> <p>However the transfer taken place on “arm’s length”</p> <p>And, post incorporation Nuo Zhan Technologies Limited would be a Related Party, being the Wholly owned subsidiary of the Company.</p>
Industry to which the entity being acquired Belongs.	Service Industry
Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity).	<p>The nature of the business is “Trading”.</p> <p>This new entity formation would widen the solution offerings of the Company, and further strengthen the Company’s organic growth strategy.</p>
Brief details of any governmental or regulatory approvals required for the acquisition.	Not Applicable
Indicative time period for completion of the acquisition.	Not Applicable
Nature of consideration - whether cash consideration or share swap and details of the same.	In Cash
Cost of acquisition or the price at which the shares are acquired.	HKD 15,000, @ 1 HDK per share
Percentage of shareholding /control acquired and/ or number of shares acquired.	Macfos Limited acquired 100% shareholding of Nuo Zhan Technologies Limited.
Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief).	Nuo Zhan Technologies Limited is incorporated in Kowloon, HONG KONG, and registered with the Registrar of Companies of the Hong Kong Special Administrative Region.

Annexure II

MR-3
SECRETARIAL AUDIT REPORT

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

To the Members,
M/s MACFOS LIMITED
(Formerly Known As Macfos Private Limited)
S. NO. 78/1, DIGHI, BHOSARI ALANDI ROAD, PUNE MH 411015 IN

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s **Macfos Limited (Formerly Known As Macfos Private Limited)** [CIN: U29309PN2017PLC172718] (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 Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to me and the representations made by the management, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2023, generally 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. 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 31st March, 2023 and made available to me according to the provisions of:

- (i) The Companies Act, 2013 (“the Act”) and the rules made there under as applicable;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not applicable to the Company during the audit period);
- (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 Take overs) Regulations, 2011 as amended from time to time
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and 2015, as amended from time to time

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations;

(d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not applicable to the Company during the audit period);

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;- (Not applicable to the company for the financial year ended March 31, 2023)

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;- (Not applicable to the company for the financial year ended March 31, 2023)

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the company for the financial year ended March 31, 2023)

(vi) The other laws, as informed and confirmed by the management of the Company which are specifically applicable to the Company are as under:

(a) Business/Trade Related Laws/Regulations:

- i. The Micro, Small and Medium Enterprises Development Act, 2006
- ii. Competition Act, 2002
- iii. The Maharashtra Industrial Policy 2013.

(b) Employment and Labour Laws:

- i. The Employees' Provident Funds and [Miscellaneous Provisions] Act, 1952, the Employees' Provident Fund Scheme, 1952, Employees' Pension Scheme, 1995
- ii. The Employees' State Insurance Act, 1948; the Employees State Insurance (General)
- iii. The Maternity Benefit Act, 1961 and the State Rules made there under;
- iv. The Minimum Wages Act, 1948 and the Minimum Wages (Central) Rules, 1950;
- v. The Payment of Bonus Act, 1965 and the Payment of Bonus Rules, 1975;
- vi. The Payment of Gratuity Act, 1972 and the Payment of Gratuity (Central) Rules, 1972;
- vii. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal)Act, 2013;

(c) Other Laws:

- i. The Factories Act, 1948 ("Factories Act")
- ii. Trademarks Act, 1999
- iii. Shops and establishments laws
- iv. The Environment Protection Act, 1986 ("Environment Protection Act")
- v. Hazardous Waste (Management and Handling) Rules, 1989 ("Hazardous Waste

(d) General Laws applicable to the Company:

- i. Indian Contract Act 1872
- ii. Information Technology Act, 2000
- iii. Sale of Goods Act 1930
- iv. Consumer Protection Act 1986

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

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

During the period under review the Company has generally complied with the all material aspects of applicable provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above:

I further report that:

- a) The Compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial auditor and other designated professionals.
- b) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes if any in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- c) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent 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.
- d) Majority decision is carried through while the dissenting members' views 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, and regulations and guidelines.

The following event has occurred during the year which has a major bearing on the company's affairs in pursuance of the Laws, Rules, Regulations, Guidelines Standards etc. referred to above:

(i) The Capital clause of the Memorandum of Association has been altered for increase in Authorized share capital from Rs. 5,00,000/- (Five Lakhs only) comprising of 50,000 (Fifty Thousand) equity share of Rs. 10/- (Ten rupees) each to Rs. 9,00,00,000/- (Nine Crore only) comprising of 90,00,000 (Ninety Lakhs) equity share of Rs. 10 (Ten rupees) each, vide Ordinary Resolution passed at their Shareholder Meeting dated 20th Day of October, 2022.

(ii) During the year, the Company had issued 88,25,280 equity shares through Bonus issue vide special resolution passed at their Extra Ordinary General Meeting held on 25th November, 2022.

(iii) The name clause of the Memorandum of Association has been altered for conversion of company from private company to public company i.e., "MACFOS PRIVATE LIMITED" to "MACFOS LIMITED" and the object clause by adding new business activities to the main object i.e. "To carry on the business of 3D printing Services, Prototyping Services & Assembly (Mechanical and Electronics) and Assembly of batteries" vide Special Resolution passed at the Extra-Ordinary General Meeting held on 28th December, 2022.

(iv) During the year, the promoters of the company had offered their fully paid up equity shares to the public at an offer price of ₹102 per equity shares by virtue of initial public offer (IPO). The equity shares of the Company were got listed on SME Board of BSE Limited on March 01, 2023.

(v) During the year under review following Appointment/ Re-Appointment/Resignations of Directors and

KMP taken place :

a) Mr. Jayesh Jain (DIN: 07936862) has resigned from the Directorship with effect from 03rd Day of December, 2022.

b) Mr. Binod Prasad (DIN: 07938828) has been Appointed as the Whole Time Director w.e.f 11th January 2023 and being eligible to offer himself for re-appointment.

d) Mr. Atul Maruti Dumbre (DIN: 07938802) has been appointed as Managing Director and Chairman of the company w.e.f. 11th January 2023 for the period of three years from 11th January, 2023 to 10th January 2026 and has not been liable to retire by rotation.

e) Mr. Nileshkumar Purushottam Chavhan (DIN: 07936897) has been appointed Whole Time Director of the company w.e.f. 11th January 2023 for the period of three years from 11th January, 2023 to 10th January 2026 and being eligible to offer himself for re-appointment.

f) Mr. Ankit Rathi (DIN: 08456577) has been appointed as Non-Executive Independent Director at the Extraordinary General Meeting held on 11th January 2023.

g) Mr. Ravi Jagetiya (DIN: 08734797) and Mrs. Anamika Ajmera (DIN: 09748907) have been appointed as Non-Executive Independent Directors at the Extraordinary General Meeting held on 20th January 2023.

Yours faithfully,

SD/-

CHIRAG CHANDRAKANT CHAWRA

(Company Secretary in Practice)

Membership No. 5643

C.P. No. 7923

PEER REVIEW NO. 2599/2023

UDIN- F005643E000715396

Date: 01/08/2023

Place: Pune

Note:

This report is to be read with our letter of even date which is annexed as 'ANNEXURE-A' and forms an integral part of this report

ANNEXURE- A

**To the Members,
M/s MACFOS LIMITED
(Formerly Known As Macfos Private Limited)
S. NO. 78/1, DIGHI, BHOSARI ALANDI ROAD, PUNE MH 411015 IN**

My Secretarial audit report for the financial year 31st March, 2023 is to be read along with this letter.

Management's Responsibility

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

Auditor's Responsibility

2. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of the procedures on test basis. My Responsibility is to express an opinion on these secretarial records, standards and procedures followed by the company with respect to secretarial compliances.

3. We 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 Audit evidence and information obtained from the company's management is adequate and appropriate for us to provide a basis for our opinion.

4. Wherever required, I have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

5. 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.

6. I have not verified the correctness and appropriateness of financial records and books of account of the company.

Yours faithfully,

SD/-
CHIRAG CHANDRAKANT CHAWRA
(Company Secretary in Practice)
Membership No. 5643
C.P. No. 7923
PEER REVIEW NO. 2599/2023
UDIN- F005643E000715396
Date: 01/08/2023
Place: Pune

ANNEXURE- III

MANAGEMENT DISCUSSION & ANALYSIS REPORT

1. INTRODUCTION:

Our Company was originally incorporated on September 26, 2017 as “Macfos Private Limited” vide Registration No. 172718 under the provisions of the Companies Act, 2013 with the Registrar of Companies, Pune Maharashtra. The name of our Company was changed from “Macfos Private Limited” to “Macfos Limited” vide Fresh Certificate of Incorporation dated January 06, 2023, Consequent upon Change of Name pursuant to Shareholders Resolution passed at the Extra Ordinary General Meeting held on December 28, 2022 and New Corporate Identification Number U29309PN2017PLC172718. Further our Company has issued share pursuant to Initial Public Offer (IPO) and listed on SME platform of BSE LTD on 01st March 2023.

2. OVERVIEW OF BUSINESS:

Incorporated in the year 2017, we are engaged in the business of Developing, manufacturing, Reselling and dealing in Industrial Electronic, Engineering and R & D products in India or elsewhere and to carry on the business of 3D printing Services, Prototyping Services & Assembly (Mechanical and Electronics) and Assembly of Batteries.

Driven by the motto, “Your Ideas, Our Parts”, we are primarily an e-commerce based Company focused on the marketing of a broad range of electronic components which finds application in basic and advanced engineering products & projects, including emerging technologies such as IoT, Robotics, Automations, Drone, Electric Vehicles, 3D Printing and Auto Guided Vehicles. Our broad portfolio consists of over +12,000 SKU's of electronics components and parts that facilitate consumers such as manufacturers, electrical & mechanical engineering students, educational institutions, researchers and developers, to turn their ideas into reality as well as to speed up their product R&D and prototyping cycle.

3. IMPACT OF COVID-19 ON OUR BUSINESS:

The onset of the Covid-19 pandemic, while undoubtedly an unfortunate event, brought unforeseen opportunities for our business. As an ecommerce-first company, we witnessed a notable shift in customer behaviour, with a posi

In the initial month, we faced challenges as business activity slowed down significantly due to complete lockdown. However, we quickly adapted to the new landscape and witnessed a gradual return to normal sales levels. Fortunately, we had already established robust systems and processes that allowed us to seamlessly transition to a

This preparedness and adaptability became crucial factors that enabled us not only to sustain operations during such challenging times but also to thrive amidst the adversity. By leveraging technology and our digital infrastructure, we managed to meet customer demands effectively and maintain a strong presence in the market.

4. SWOT ANALYSIS:

A) OPPORTUNITIES

- In September 2021, the Government of India took significant strides towards promoting electronics manufacturing and bolstering the electronics industry within the nation. Among the notable initiatives are Make in India, National Policy on Electronics, Production Linked Incentive (PLI) Scheme, Electronics Manufacturing Clusters (EMC), and several others.

These initiatives collectively lay the groundwork for a supportive and conducive environment that fosters growth and innovation in the electronics sector. As a result, they have sparked a surge of interest among companies like ours to venture into this field.

The forward-looking policies not only encourage domestic manufacturing but also create an atmosphere ripe for technological advancements and investments. Consequently, this has led to an increased demand for various electronic parts and modules, representing an immense opportunity for companies like ours to thrive.

B) THREATS:

We procure and sell latest technology electronic product from all across the globe. any diverse change in Geopolitical scenario and Govt. policies can adversely affect our Supply chain/ Business.

C) STRENGTHS:

We believe the following business strengths allow us to successfully compete in the industry:

- a) The alignment of government priorities with the Make in India campaign, particularly concerning electronic products, is set to generate substantial demand within this industry. As a company, we find ourselves excellently positioned to capitalize on this opportunity.
- b) Extensive and diverse portfolio of electronic items and parts along with content rich platform
- c) Strong, diverse and growing customer base
- d) Scalable and reliable technology platform
- e) Experienced Promoters with strong management team having domain knowledge
- f) Consistent track record of profitable growth and strong financial performance

D) WEAKNESS:

- Our business is subjected to various risks and uncertainties, and the weakness factors including the following:
 1. General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies.
 2. Changes in consumer demand.
 3. Changes in laws and regulations that apply to the industries in which we operate.
 4. Our failure to keep pace with rapid changes in technology;

5. MITIGATION OF RISK /RISK MANAGEMENT:

The Board assesses and classifies risks across various domains such as operations, finance, marketing, regulatory compliance, and corporate affairs. The Internal Auditor, Statutory Auditor, and Company Secretary provide their insights on risk levels while auditing specific areas, reporting to the Audit Committee. The company is proactively implementing immediate and future-oriented measures to minimize any potential risks that might emerge.

6. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an effective and reliable internal control system commensurate with the size of its operations. At the same time, it adheres to local statutory requirements for orderly and efficient conduct of business, safeguarding of assets, the detection and prevention of frauds and errors, adequacy and completeness of accounting records and timely preparation of reliable financial information. The efficacy of the internal checks and control systems is validated by self-audits and internal as well as statutory auditors.

7. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

Share Capital:

During the year under review, the Company has increased Paid-up Share capital of Company as per details mentioned below:

	Sr. no	Date of Allotment	Nature of allotment	No. of Equity Shares allotted
	1	25th November, 2022	Bonus Issue	88,25,280

Reserves and Surplus:

The Reserve and Surplus of Company is Rs. 766.01 lacs as on period ended on 31st March, 2023.

Total Income:

The Company has earned total Income Rs. 741.14 lacs as on period ended on 31st March, 2023.

8. CORPORATE GOVERNANCE:

In addition to the applicable provisions of the Companies Act, 2013 with respect to Corporate Governance, provisions of the SEBI (LODR) Regulation, 2015 will also be complied with the extent applicable to our Company immediately upon the listing of the Equity Shares on the Stock Exchange. Our Company stands committed to good Corporate Governance practices based on the principles such as accountability, transparency in dealings with our stakeholders, emphasis on communication and transparent reporting. We have complied with the requirements of the applicable regulations, in respect of corporate governance including constitution of the Board and Committees there of. The Corporate governance framework is based on an effective Independent Board, the Board's Supervisory role from the executive management team and constitution of the Board Committees as required under law. The Board functions either as a full board or through the various committees constituted to oversee specific operational areas. As on the date, there are Five Directors on our Board out of which one third are Independent Director. Our Company is in compliance with the corporate governance norms prescribed under the Companies Act, 2013, particularly, in relation to appointment of Independent Directors to our Board and constitution of Board-level committees. Our Company undertakes to take all necessary steps to continue to comply with all the requirements of the SEBI (LODR) Regulation, 2015 and the Companies Act, 2013.

9. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:

Your Company follows a policy of building strong teams of talented professionals. People remain the most valuable asset of your Company. The Company recognizes people as its most valuable asset and the Company has kept a sharp focus on Employee Engagement. The Company's Human Resources is commensurate with the size, nature and operations of the Company. In continuous development company is also providing the health Insurance policy of recognized Insurance company M/s ICICI Lombard to our employee of which it provide the benefit of Health cover upto 3,00,000.

10. CAUTIONARY STATEMENT:

This report contains forward- looking statements based on the perceptions of the Company and the data and information available with the company. The company does not and cannot guarantee the accuracy of various assumptions underlying such statements and they reflect Company's current views of the future events and are subject to risks and uncertainties. Many factors like change in general economic conditions, amongst others, could cause actual results to be materially different.

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTOR

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
 The Members of
MACFOS LIMITED
 (Formerly Known As Macfos Private Limited)
 S. NO. 78/1, DIGHI, BHOSARI ALANDI ROAD, PUNE MH 411015 IN

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of MACFOS LIMITED (Formerly Known As Macfos Private Limited) having CIN: U29309PN2017PLC172718 and having registered office at S. NO. 78/1, DIGHI, BHOSARI ALANDI ROAD, PUNE MH 411015 IN (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

SN	DIN NO	NAME OF DIRECTORS	NATIONALITY	DESIGNATION	*DATE OF APPOINTMENT
1	07936897	MR. NILESHKUMAR PURUSHOTTAM CHAVHAN	INDIAN	WHOLE TIME DIRECTOR	26/09/2017
2	07938802	MR. ATUL MARUTI DUMBRE	INDIAN	MANAGING DIRECTOR & CHAIRMAN	26/09/2017
3	07938828	MR. BINOD PRASAD	INDIAN	WHOLE TIME DIRECTOR & CFO	26/09/2017
4	08456577	MR. ANKIT RATHI	INDIAN	INDEPENDENT DIRECTOR	11/01/2023
5	08734797	MR. RAVI JAGETIYA	INDIAN	INDEPENDENT DIRECTOR	20/01/2023
6	09748907	MRS. ANAMIKA AJMERA	INDIAN	INDEPENDENT DIRECTOR	20/01/2023

*the date of appointment is as per the MCA Portal.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Yours faithfully,
For, CHIRAG CHARA & CO;

CHIRAG CHANDRAKANT CHAWRA
(Company Secretary in Practice)
Membership No. 5643
C.P. No. 7923
PEER REVIEW NO. 2599/2023
UDIN- F005643E000749859

Date: 05/08/2023
Place: Pune

**DECLARATION ON COMPLIANCE WITH CODE OF CONDUCT UNDER REGULATION 26(3)
OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Pursuant to Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange, all the Board Members and the Senior Management Group have confirmed compliance with the Code of Conduct Macfos Limited (Formerly Known As Macfos Private Limited) for the financial year ended on March 31, 2023.

For MACFOS LIMITED
(Formerly Known As
Macfos Private Limited)

Sd/-

ATUL MARUTI DUMBRE
(Managing Director &
Chairman)
DIN:- 07938802

Place: Pune
Date: 20.07.2023



KISHOR GUJAR & ASSOCIATES
CHARTERED ACCOUNTANTS

OFF. NO.2, 1st FLOOR, MAHALAXMI HEIGHTS,
NEAR BANK OF MAHARASHTRA (PIMPRI BRANCH),
MUMBAI-PUNE ROAD, PIMPRI, PUNE - 411 018.
GSTIN : 27AAFFK2703H1ZL

E-mail : info.kgapune@gmail.com

www.kishorgujarandassociates.in

Tel. : 020-27478224, 27472930 Mob.: 7447448424

Independent Auditors Report

To the Members of **M/s. Macfos Limited**

Report on the Financial Statements

We have audited the accompanying Financial Statements of **M/s. Macfos Limited**. ("the Company"), which comprise the Balance Sheet as at 31st March 2023, the Statement of Profit & Loss and Cash flow for the year then ended and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023 and its profit/loss 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 there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The Company's Board of Directors is responsible for the other information.

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

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

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



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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance 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 accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

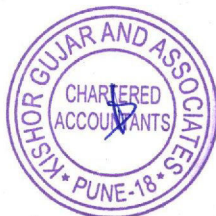
Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- 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 Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in



our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period 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.

Report on Other Legal and Regulatory Requirements

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

2. As required by Section 143(3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books

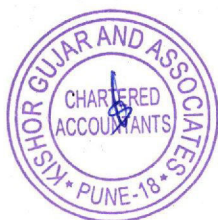
(c) The Balance Sheet, the Statement of Profit and Loss Statement dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164(2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:



- i. The Company does not have any pending litigations which would impact its financial position except mentioned in notes to accounts.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company. This point does not applies to the Company
 - iv. (a) The management has represented that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

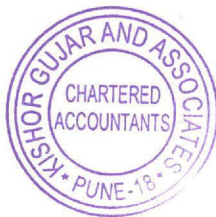
(b) The management has represented, that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.
 - v. The company has not declared or paid any dividend during the year.
- h) With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act, in our opinion and according to the information and explanations given to us, the limit prescribed by section 197 for maximum permissible managerial remuneration is applicable and followed by the company

For KISHOR GUJAR & ASSOCIATES
Chartered Accountants
Firm Registration No. - 116747W



CA Sangita V Kumbhar(Partner)
Membership No.:-156238
Place:-Pimpri, Pune:- 411 018
Date.: 20/07/2023
UDIN 23156238BGWIFQ3486



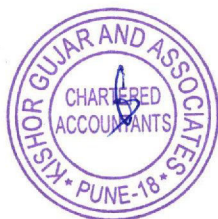


Annexure A to the Independent Auditors' Report

Referred to in paragraph 1 under the heading 'Report on other legal and regulatory requirements' of our report of even date to the members of M/s. Macfos Limited.

With reference to Annexure A referred to in the Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2023, we report the following:

- (i) (a) (A) The company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;
- (B) The company has maintained proper records showing full particulars of intangible assets;
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification
- (c) The Company does not have any immovable properties which are not held in the name of the company (other than properties where the Company is the lessee and the lease agreements are duly executed in favor of the lessee). Accordingly, clause 3(i)(c) of the Order is not applicable.
- (d) According to the information and explanations to us and on the basis of our examination of the records of the Company, the company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year;
- (e) According to the information and explanations to us and on the basis of our examination of the records of the Company, there are no proceedings have been initiated or pending against the company for holding any Benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder;



(ii) (a) The inventory has been physically verified by Management during the year. In our opinion, the frequency of verification is reasonable. No material discrepancies were noticed on such physical verification.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets;

In our opinion and according to the information and explanations given to us, the quarterly returns or statements filed by the company with concern banks/financial institutions, Statement of inventory and trade receivable are not in agreement with the unaudited books of account of the Company for those respective quarters. However, the reconciliation for the differences is available with the company management.

We also state that quarterly review of financial statements is not applicable to the company, hence we are not commenting on the statements submitted to the banks/financial institutions.

(iii) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has not made any investment in or provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, clause 3(iii) (a to f) of the Order is not applicable to the company.

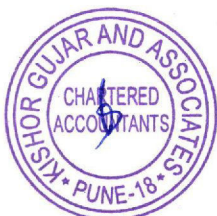
(iv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has neither made any investments nor has it given loans or provided guarantee or security as specified under Section 185 of the Companies Act, 2013 ("the Act") and the Company has not provided any security as specified under Section 186 of the Act. Accordingly, the provisions of section 185 and 186 of the Act are not applicable and hence not commented upon.

(v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, the provisions of clause 3 (v) of the Order are not applicable to the Company and hence not commented upon

(vi) According to the information and explanations given to us, the Central Government has prescribed the maintenance of cost records under Section 148(1) of the Act for the products of the company. Accordingly, clause 3(vi) of the Order is applicable and Company has taken adequate step for maintenance of records further obtain certificate from Cost auditor dated 18.07.2023 for the same

(vii)(a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into Goods and Services Tax ("GST")

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amount deducted /accrued in the books of



account in respect of undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, duty of customs, cess and any other statutory dues have been regularly deposited by the company with appropriate authorities.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Services Tax, provident fund, employees' state insurance, income-tax, duty of customs, cess and any other statutory dues applicable to the Company, were outstanding, at the year end, for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no statutory dues relating to GST, Provident Fund, Employees State Insurance, Income-Tax, Sales Tax, Service Tax, Duty of Customs, Value Added Tax or Cess or other statutory dues which have not been deposited on account of any dispute.

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

(ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not been declared a wilful defaulter by any bank or financial institution or government or government authority;

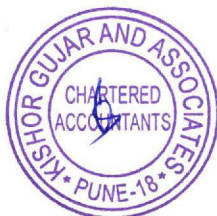
(c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained;

(d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short term basis have been used for long term purposes by the Company.

(e) According to the information and explanations given to us and procedure performed by us, the company does not hold any investment in any subsidiary, associate or joint venture (as defined in the Act) during the year ended 31st March, 2023. Accordingly, the clause 3 (xi)(e) of the Order not applicable to the company.

(f) According to the information and explanations given to us and procedure performed by us, the company does not hold any investment in any subsidiary, associate or joint venture (as defined in the Act) during the year ended 31st March, 2023. Accordingly, the clause 3 (xi)(f) of the Order not applicable to the company.

(x) (a) The Company has raised moneys by way of initial public offer and were applied for the purposes for which those are raised, however no further public offer (including debt



instruments) were made. Accordingly, clause 3(x)(a) of the Order to this extent is not applicable to the Company and hence not commented upon;

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

(xi) (a) Based on the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by Management, considering the principles of materiality outlined in the Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) According to the information and explanations given by Management, no whistle-blower complaints received during the year by the company;

(xii) In our opinion, the Company is not a Nidhi Company. Accordingly, the provisions of clause 3(xii) of the Order are not applicable to the Company and hence not commented upon.

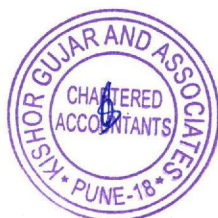
(xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the notes to the financial statements as required by the applicable accounting standards.

(xiv) During this year on 01-03-2023 the company has been listed on BSE-SME Platform accordingly the requirement of an internal Audit is applicable to the company. Therefore, in its upcoming Board Meeting Company will appoint their Internal Auditor, accordingly this clause 3(xiv)(a) and 3(xiv)(b) of the Order are applicable and hence commented upon.

(xv) In our opinion and according to the information and explanations given to us, the Company has entered into non-cash transactions with its directors of issuing bonus shares by capitalizing reserves and not entered into any non- cash transactions with persons connected to its directors and hence, provisions of Section 192 of the Act to that extent are not applicable to the Company.

(xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clauses 3(xvi)(a) and 3(xvi)(b) of the Order are not applicable.

(b) According to the information and explanations given by Management, the company has not conducted any Non-Banking Financial or Housing Finance activities during the year. Accordingly, clause 3(xvi)b) of the Order is not applicable to the Company and hence not commented upon.



(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

(d) According to the information and explanations provided to us during the course of audit, the Group does not have any CICs

(xvii) The company has not incurred cash losses in the current and in the immediately preceding financial year

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable and hence not commented upon;

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) In our opinion and according to the information and explanations given to us, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable for the year.

(xxi) In our opinion, the company does not have any subsidiary, associates and joint venture. Accordingly, clause 3(xxi) of the order is not applicable to the company.

For KISHOR GUJAR & ASSOCIATES

Chartered Accountants

Firm Registration No. - 116747W



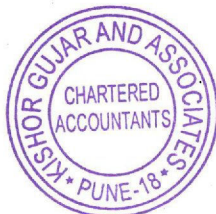
CA Sangita V Kumbhar
Partner

Membership No.:-156238

Place:-Pimpri, Pune:- 411 018

Date:- 20/07/2023

UDIN : 23156238BGWIFQ3486



Annexure B to the Independent Auditors' Report of even date on the Financial Statements of M/s. Macfos Limited

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

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

Management's Responsibility for Internal Financial Controls

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

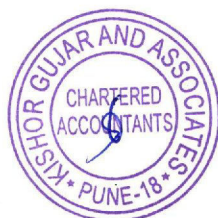
Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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



accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 Control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For KISHOR GUJAR & ASSOCIATES
Chartered Accountants
Firm Registration No. - 116747W



CA Sangita V Kumbhar
Partner
Membership No.:-156238
Place:-Pimpri, Pune:- 411 018
Date:- 20/07/2023
UDIN : 23156238BGWIFQ3486:



Macfos Limited (Formerly Known as Macfos Pvt. Ltd.)

CIN: U29309PN2017PLC172718

Address: S No 78/1, Dighi, Bhosari Alandi Road, Pune, Maharashtra 411015

Balance sheet as at March 31, 2023

(All amounts are in INR Lakhs unless stated otherwise)

Particulars	Notes	As at March 31, 2023	As at March 31, 2022
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	1	883.54	1.01
Reserves and surplus	2	766.01	907.41
		1,649.56	908.42
Non-current liabilities			
Long-term borrowings	3	405.59	315.34
Long-term provisions	4	-	-
		405.59	315.34
Current liabilities			
Short-term Borrowings	5	242.58	287.93
Trade payables	6	37.54	100.52
Total outstanding dues of micro enterprises and small enterprises		554.76	146.81
Total outstanding dues of creditors other than micro enterprises and small enterprises		86.84	56.42
Other current liabilities	7	310.47	228.26
Short-term provisions	8	-	-
		1,232.18	819.94
Total		3,287.33	2,043.70
ASSETS			
Non-current assets			
Fixed assets	9		
Property, plant and equipment		523.36	77.48
Intangible Assets		29.29	7.07
Non-current investments	10	19.02	15.96
Deferred tax assets			
Long-term loans and advances	11	98.02	94.67
Other non-current assets		669.68	195.18
Current assets			
Inventories	12	1,664.43	1,184.88
Trade receivables	13	243.26	173.23
Cash and bank balances	14	113.39	85.64
Short-term loans and advances	15	551.30	385.81
Other current assets	16	45.27	18.97
		2,617.65	1,848.52
Total		3,287.33	2,043.70

See accompanying notes to the financial statements

As per our report of even date

For KISHOR GUJAR AND ASSOCIATES

Chartered Accountants

Firm's Registration No. 116747W

CA Sangita Kumbhar

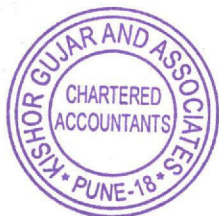
Partner

Membership No. 156238

UDIN: 23156238BGWIFQ3486

Place: Pimpri, Pune

Date: 20/07/2023



For and on behalf of the Board of Directors of Macfos Limited

Binod Prasad

Whole Time Director & CEO

DIN: 07938828

Nileshkumar Chavhan

Whole Time Director

DIN: 07936897

Atul Dumbre

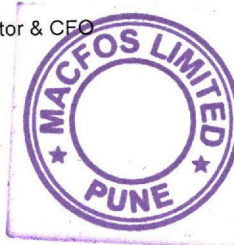
Chairman & M.D.

DIN: 07938802

SAGAR GULHANE

CS & Compliance Officer

PAN: BRJPG9011Q



Macfos Limited (Formerly Known as Macfos Pvt. Ltd.)

CIN: U29309PN2017PLC172718

Address: S No 78/1, Dighi, Bhosari Alandi Road, Pune, Maharashtra 411015

Statement of Profit and loss for the year ended March 31, 2023

(All amounts are in INR Lakhs unless stated otherwise)

Particulars	Notes	For the year ended March 31, 2023	For the year ended March 31, 2022
Income			
Revenue from operations	17	8,016.82	5,551.47
Other income	18	63.49	35.60
Total income (I)		8,080.32	5,587.07
Expenses (II)			
Cost of Material Consumed	19	22.82	26.06
Purchase of Stock-in-Trade	20	6,295.00	4,479.93
Changes in Inventory of Stock-in-Trade	21	(479.55)	(655.48)
Employee benefits expenses	22	457.08	302.64
Finance costs	23	101.19	82.26
Depreciation and Amortization Expenses		45.18	38.69
Other expenses	24	633.56	517.95
Total expenses		7,075.29	4,792.04
Profit before tax (I-II)		1,005.03	795.03
Tax expense			
Current tax		266.96	208.14
Deferred tax		(3.06)	(3.51)
Short / (excess) income tax of earlier years		-	-
Total tax expense		263.89	204.62
Profit for the year		741.14	590.40
Earnings per share	25		
Nominal value of shares Rs 10 each (March 31, 2022: Rs 10 each)			
- Basic		8.39	6.68
- Diluted		8.39	6.68

See accompanying notes to the financial statements

As per our report of even date

For KISHOR GUJAR AND ASSOCIATES

Chartered Accountants

Firm's Registration No. 116747W

For and on behalf of the Board of Directors of Macfos Limited

CA Sangita Kumbhar

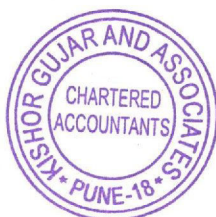
Partner

Membership No. 156238

UDIN: 23156238BGWIFQ3486

Place: Pimpri, Pune

Date: 20/07/2023



Binod Prasad

Whole Time Director & CFO

DIN: 07938828

Nijeshkumar Chavhan

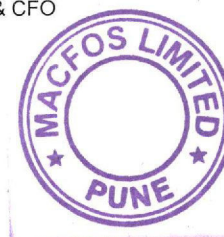
Whole Time Director

DIN: 07936897

Atul Dumbre

Chairman & M.D.

DIN: 07938802



SAGAR GULHANE

CS & Compliance Officer

PAN: BRJPG9011Q

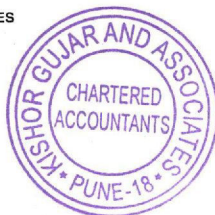
Macfos Limited (Formerly Known as Macfos Pvt. Ltd.)
CIN: U29309PN2017PLC172718
Address: S No 78/1, Dighi, Bhosari Alandi Road, Pune, Maharashtra 411015
Cash flow statement for the year ended March 31, 2023
(All amounts are in INR Lakhs unless stated otherwise)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Cash flows from operating activities		
Profit/(loss) before tax	1,005.03	795.03
Adjustment to reconcile loss before tax to net cash flows		
Depreciation expenses	45.18	38.69
Gain on sale of current investments in mutual funds	-	-
Finance Cost	101.19	82.26
Provision for diminution in value of investment	-	-
Loss on sale of investments (refer note 11)	-	-
Provision for doubtful debt	-	-
Interest on income tax	-	-
Balances written off	-	-
Fixed asset written off	-	-
Dividend income	-	-
Interest expense	-	-
Interest income on fixed deposits	-	-
Income Tax Adjustments	12.29	-
On non-convertible debentures & optionally convertible debentures	-	-
Interest income on loans to subsidiaries	-	-
Exchange difference of Foreign Currency	(48.16)	(31.50)
Interest income on Income tax refund	-	-
Interest income	(4.37)	(4.10)
Operating loss before working capital changes	1,111.15	880.38
Movements in working capital		
Decrease / (increase) in other current assets	(479.55)	(655.48)
Decrease / (increase) in Inventory	(76.51)	(192.54)
Increase in short term loan and advances	-	-
Increase in long term loan and advances	(70.04)	(86.25)
(Increase) / decrease in trade receivables	30.42	30.89
Increase in other current liabilities	-	-
Increase/(Decrease) in long-term provisions	23.39	9.86
Increase/(Decrease) in Short-term provisions	344.96	73.98
Decrease in trade payables	-	-
Cash used in operating activities (before tax)	883.81	60.83
Direct taxes paid (net of refunds)	335.71	122.56
Net cash flow used in operating activities [A]	548.10	(61.73)
Cash flows from investing activities		
Purchase of property, plant and equipment	(513.26)	(49.82)
(Increase)/ decrease in other non-current assets	(3.35)	(13.19)
Sale of equity shares of subsidiaries	-	-
Sale of preference shares of subsidiaries	-	-
Sale of debentures in subsidiaries	-	-
Investment in current investments	-	-
Proceeds from sale/ maturity of current investments	-	-
Investment in optionally convertible debentures/ non-convertible debentures	-	-
Dividend received	4.37	4.10
Interest received	-	-
Net cash flow from / (used in) investing activities [B]	(512.24)	(58.91)
Cash flows from financing activities		
Increase/(Decrease) in Short Term Borrowings	(45.35)	(20.15)
Increase/(Decrease) in Long Term Borrowings	90.26	273.29
Finance Cost	(101.19)	(82.26)
Net cash flow from financing activities [C]	(56.28)	170.87
Net increase in cash and cash equivalents [A+B+C]	(20.41)	50.23
Cash and cash equivalents at the beginning of the year	85.64	3.91
Exchange difference of Foreign Currency Cash and Cash equivalents	48.16	31.50
Cash and cash equivalents at the end of the year	113.39	85.64

Particulars	As at March 31, 2023	As at March 31, 2022
Components of cash and cash equivalents (refer note 15)		
Balances with banks- on current account	113.39	85.64
Deposits with original maturity of less than three months	-	-
Total	113.39	85.64

As per our report of even date
For KISHOR GUJAR AND ASSOCIATES
Chartered Accountants
Firm's Registration No. 116747W


CA Sangita Kumbhar
Partner
Membership No. 156238
UDIN: 23156238BGWIFQ3486
Place: Pimpri, Pune
Date: 20/07/2023



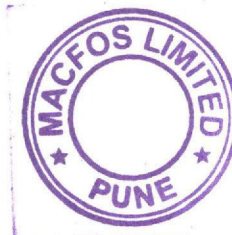
For and on behalf of the Board of Directors


Binod Prasad
Whole Time Director & CFO
DIN: 07938828


Atul Dumbre
Chairman & M.D.
DIN: 07938802


Nilesh Kumar Chavhan
Whole Time Director
DIN: 07936897


SAGAR GULHANE
CS & Compliance Officer
PAN: BRJPG9011Q



1. Share capital

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	Amount		
Authorised share capital Equity Shares of par value Rs.10 each	90,00,000	900.00	50,000	5.00
Issued, subscribed and fully paid Equity Shares of par value Rs.10 each	88,35,424	883.54	10,144	1.01
Total	88,35,424	883.54	10,144	1.01

(a) Reconciliation of the number of shares outstanding as at the beginning and at the end of the year

Particulars	As at March 31, 2023		As at March 31, 2022	
	Number of shares	Amount	Number of shares	Amount
Balance as at beginning of the year	10,144	1.01	10,144	1.01
Add: Bonus shares issued during the year	88,25,280	882.53	-	-
Balance at the end of the year	88,35,424	883.54	10,144	1.01

(b) Terms/rights attached to equity shares

i. The Company has only one class of equity shares having a par value of Rs.10 per share.

ii. Each shareholder is eligible for one vote per share.

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

(c) Details of shareholders holding more than 5% of the aggregate equity shares in the Company

Particulars	As at March 31, 2023		As at March 31, 2022	
	Numbers	In %	Numbers	In %
Equity shares of Rs. 10/- each fully paid up:				
Mr. Nileshkumar Chavhan	21,69,150	24.55%	2,536	25.00%
Mr. Atul Dumbre	21,69,100	24.55%	2,536	25.00%
Mr. Binod Prasad	21,69,150	24.55%	2,536	25.00%
Mr. Jayesh Jain	-	-	2,536	25.00%
Total	65,07,400	73.65%	10,144	100.00%

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

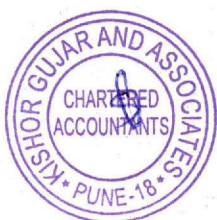
(d) Aggregate number of bonus shares issued for consideration other than cash during the period of five years immediately preceding the reporting date:

Particulars	As at March 31, 2023 (Numbers)	As at March 31, 2022 (Numbers)
Equity shares of Rs. 10/- each fully paid up:		
Equity shares allotted as fully paid-up	88,25,280	-
Total	88,25,280	-

The aggregate number equity shares issued by way of bonus shares in immediately preceding five financial years ended
31st March, 2023- 88,25,280 (31st March, 2022- NIL) (31st March, 2021- NIL) (31st March, 2020- NIL) (31st March, 2019- NIL)

(e) Disclosure of Shareholding of Promoters

Particulars	As at March 31, 2023		% change during the year
	Numbers	% of Total Shares	
Equity shares of Rs. 10/- each fully paid up:			
Mr. Nileshkumar Chavhan	21,69,150	24.55%	-0.45%
Mr. Atul Dumbre	21,69,100	24.55%	-0.45%
Mr. Binod Prasad	21,69,150	24.55%	-0.45%
Mr. Jayesh Jain	-	-	-25.00%
Total	65,07,400	73.65%	-26.35%



For MACFOS LIMITED

[Signature]
Director

2. Reserves and Surplus

Particulars	As at March 31, 2023	As at March 31, 2022
Securities premium		
Balance at the beginning of the year	99.78	99.78
Less: Utilisation for issuing Bonus share	(99.78)	-
Balance as at the end of the year	-	99.78
General Reserve as at the beginning and end of the year	3.04	3.04
Balance in statement of profit and loss		
Balance at the beginning of the year	804.59	214.18
Add: Profit for the year	741.14	590.40
Less: Utilisation for issuing Bonus share	(782.75)	-
Balance as at the end of the year	762.98	804.59
Total	766.01	907.41

Note: During the year, the company has issued bonus shares to its existing shareholders in a proportion of 870:1 by capitalising reserves.

3. Long-term borrowings

Particulars	As at March 31, 2023	As at March 31, 2022
Secured Term loans		
-from Banks	206.74	-
-from Others	-	-
Unsecured Term loans		
-from Banks	70.22	224.57
-from Others	48.72	72.51
Unsecured Loans and advances from related parties		
- from Directors	79.91	3.26
- from Related parties*	-	15.00
Total	405.59	315.34

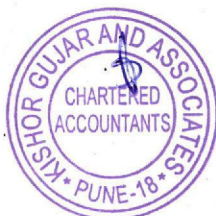
*Jayesh Jain (Directors) & Sakshi Jain (Wife of Director) Ceased to be a related party w.e.f 03/12/2022 consequent to the resignation of Director Jayesh Jain

Particulars of Borrowings

Name of Lender	Nature of Security	Maturity Date	Rate of Interest	Monthly Installments	No of Installment
Aditya Birla Finance Ltd.	Unsecured	05-01-2025	16%	1.76	36.00
Axis Bank	Unsecured	05-07-2024	15.50%	1.75	36.00
Bajaj Finserv	Unsecured	02-12-2024	16%	1.01	36.00
Deutsche Bank	Unsecured	05-07-2024	18.90%	1.76	36.00
FedBank	Unsecured	02-07-2024	16%	1.05	36.00
HDFC Bank	Unsecured	06-07-2025	15%	1.39	48.00
ICICI Bank Ltd	Unsecured	05-07-2024	16%	0.88	36.00
ICICI Bank Ltd	Unsecured	01-02-2025	9.25%	2.58	34.00
ICICI Bank Ltd	Secured, Against Immovable Property	31-07-2018	8.4%	5.38	73.00
IndusInd Bank	Unsecured	04-11-2024	16%	1.76	36.00
IndusInd Bank	Unsecured	05-08-2024	9.25%	0.08	48.00
Kotak Bank	Unsecured	01-07-2024	16%	1.05	36.00
Kotak Bank	Unsecured	07-07-2024	8%	0.08	48.00
Poonawalla Finance	Unsecured	03-12-2024	16%	0.94	36.00
Poonawalla Finance	Unsecured	03-11-2024	14%	0.11	48.00
RBL Bank	Unsecured	06-07-2024	17%	0.17	36.00
Standard Chartered	Unsecured	01-07-2024	16%	1.76	36.00
Yes Bank	Unsecured	04-07-2024	16%	1.75	36.00

4. Long-term provisions

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for Employee Benefit:		
- Compensated Absences	-	-
- Gratuity Payable	-	-
Total	-	-



For MACFOS LIMITED

[Signature]

[Signature]
Director

5. Short-term borrowings

Particulars	As at March 31, 2023	As at March 31, 2022
Secured Loans		
Loans repayable on demand from Banks	-	130.73
Current maturities of long-term borrowings	242.58	157.20
Total	242.58	287.93

Particulars of Borrowings

Name of Lender/Type of Loan	Nature of Security	Rate of Interest
ICICI Bank	Current Assets	8.90
ICICI Bank	1.Fixed Deposit (Others), 2.Current Assets.	8.00
Indusind Bank	1. Current Assets. 2. Immovable Fixed Assets, Purushottam Uddhaorao Chavan	9.00

6. Trade payables

Particulars	As at March 31, 2023	As at March 31, 2022
Dues of micro enterprises and small enterprises	37.54	100.52
Dues other than micro enterprises and small enterprises	554.76	146.81
Total	592.30	247.34

6.1 Trade payables

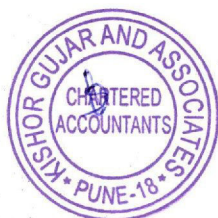
Particulars	As at March 31, 2023	As at March 31, 2022
MSME		
Less Than 1 Year	37.54	100.52
1-2 Years	-	-
2-3 Years	-	-
More than 3 Years	-	-
Total	37.54	100.52
Others		
Less Than 1 Year	554.76	146.81
1-2 Years	-	-
2-3 Years	-	-
More than 3 Years	-	-
Total	554.76	146.81

7. Other current liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Statutory dues payable	64.89	43.89
Employee benefits payable	14.94	12.45
Unspent CSR	7.01	-
Other payables	-	0.08
Total	86.84	56.42

8. Short-term provisions

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for income tax	266.96	208.14
Provision for compensated absences	9.84	-
Provision for gratuity	23.34	13.99
Others	10.34	6.13
Total	310.47	228.26



For MACFOS LIMITED

[Signature]
Director

Macfos Limited (Formerly Known as Macfos Pvt. Ltd.)
(All amounts are in INR Lakhs unless stated otherwise)

9. Property, plant and equipment

Name of Assets	Gross Block		Depreciation and Amortization		Net Block	
	As on 01-04-2022	Addition Deduction	As on 01-04-2022	for the year Deduction	As on 31-03-2023	As on 31-03-2022
(i) Property, Plant and Equipment						
Leasehold Land	-	425.72	-	-	425.72	-
Leasehold Improvements	13.53	3.80	10.54	2.37	12.92	2.98
Furniture and Fixtures	73.99	26.99	33.62	14.27	47.90	40.37
Vehicles	0.70	-	0.46	0.06	0.53	0.24
Office equipment	65.05	14.43	43.33	11.31	54.64	21.71
Computers	32.77	16.16	20.60	13.21	33.81	12.17
Total	186.04	487.10	108.56	41.23	149.79	77.48
Previous Year	143.46	42.59	74.30	34.27	108.56	69.16
(ii) Intangible Assets						
Computer software	14.70	26.17	8.84	3.78	12.62	5.86
Product Development	16.42	-	15.22	0.17	15.39	1.21
Total	31.12	26.17	24.06	3.95	28.01	7.07
Previous Year	23.87	7.25	19.64	4.42	24.06	4.24



For MACFOS LIMITED

(Signature)
Director

10 Deferred tax assets (net)

Particulars	As at March 31, 2023	As at March 31, 2022
Deferred tax asset		
Fixed assets: impact of difference between tax depreciation and depreciation charged for the financial reporting	19.02	15.96
Expenses that are allowed on payment basis	-	-
Deferred tax liability		
Fixed assets: impact of difference between tax depreciation and depreciation charged for the financial reporting	-	-
Deferred tax assets (net)	19.02	15.96

11 Other non-current assets

Particulars	As at March 31, 2023	As at March 31, 2022
Security Deposits	37.64	34.67
Bank Deposit having maturity of greater than 12 months	60.38	60.00
Total	98.02	94.67

12. Inventories

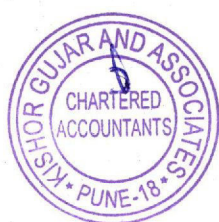
Particulars	As at March 31, 2023	As at March 31, 2022
Stock-in-trade	1,664.43	1,184.88
Total	1,664.43	1,184.88

13. Trade receivables

Particulars	As at March 31, 2023	As at March 31, 2022
Trade receivables		
Unsecured, considered good	243.26	173.23
Unsecured, considered doubtful	-	-
Less: Provision for doubtful receivables	-	-
Total	243.26	173.23

13.1 Trade Receivables ageing schedule

Particulars	As at March 31, 2023	As at March 31, 2022
Undisputed Trade receivables, considered good		
Less than 6 months	243.26	173.23
6 months- 1 year	-	-
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-
	243.26	173.23
Undisputed Trade receivables, considered doubtful		
Less than 6 months	-	-
6 months- 1 year	-	-
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-
Total	243.26	173.23



For MACFOS LIMITED

[Signature]
Director

14. Cash and cash equivalents

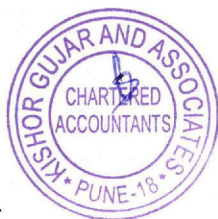
	As at March 31, 2023	As at March 31, 2022
Cash and cash equivalents		
Cash in Hand	0.11	0.45
Balance with banks	113.28	85.18
	113.39	85.64
Other bank balances		
Deposits with remaining maturity for more than 12 months	60.38	60.00
	60.38	60.00
Amount disclosed under non-current assets (refer note 11)	60.38	60.00
Total	113.39	85.64

15. Short term loans and advances

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good		
Advance to suppliers	290.58	271.44
Advance Income Tax	226.02	110.00
	516.60	381.44
Provision for doubtful advances	-	-
	516.60	381.44
Other loans and advances		
Balances with government authorities	24.29	-
Other	10.41	4.37
Total	551.30	385.81

16. Other current assets

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good		
Interest accrued on Deposits	0.57	4.35
Other Current Assets	44.71	14.62
Total	45.27	18.97



For MACFOS LIMITED

[Signature]
 Director

17. Revenue from operations

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Sale of Products	8,016.82	5,535.27
Sale of Services	-	16.20
Total	8,016.82	5,551.47

18. Other income

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest income	4.37	4.10
Foreign exchange gain	48.16	31.49
Other non-operating income	10.96	0.01
Total	63.49	35.60

19. Cost of Material Consumed

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Purchase of Raw Materials & Components	22.82	26.06
Total	22.82	26.06

20. Purchase of Stock-in-Trade

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Development Boards	1,769.80	1,160.78
Electronic Components	1,610.58	1,106.19
Mechanical Components and Workbench Tools	1,145.39	969.13
Drone Parts	965.99	663.03
Batteries \Chargers and Accessories	803.24	580.79
Total	6,295.00	4,479.93

21. Changes in inventories of Stock-in-Trade

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Opening stock	1,184.88	529.40
Closing stock	1,664.43	1,184.88
Change in Inventory	(479.55)	(655.48)

22. Employee benefits expense

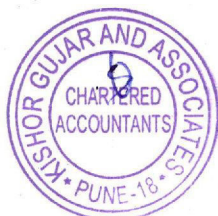
Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Salaries, wages and bonus	422.23	269.84
Contribution to provident and other funds	21.66	14.62
Gratuity expense	9.35	13.99
Staff welfare expenses	3.84	4.19
Total	457.08	302.64

Defined Contribution Plan

Particulars	31 March 2023	31 March 2022
Employers Contribution to Provident Fund	18.25	12.65
Employers Contribution to Employee State Insurance	2.57	1.39

23. Finance costs

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest Expenses	96.66	68.06
Other borrowing costs	4.53	14.21
Total	101.19	82.26



For MACFOS LIMITED

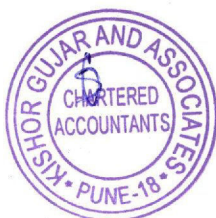
[Signature]
Director

Macfos Limited (Formerly Known as Macfos Pvt. Ltd.)
(All amounts are in INR Lakhs unless stated otherwise)

Macfos Limited (Formerly Known as Macfos Pvt. Ltd.)
(All amounts are in INR Lakhs unless stated otherwise)

24. Other expenses

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Legal and professional fees	13.94	12.69
Rates and taxes	12.93	8.40
Rent	87.01	55.33
Payment to auditors (Refer Note A)	7.30	2.45
Prior Period Expenses	0.28	0.07
Power and fuel	7.58	6.49
Insurance	5.08	3.58
Advertising and Business Promotion Expenses	151.42	133.12
Packaging and Delivery Expenses	229.82	188.67
Server Related Expenses	30.77	19.36
Repair and maintenance	11.63	15.57
Bad Debts	-	1.23
IPO Related Expenses	3.45	-
Commission Expenses	31.44	43.11
Miscellaneous Expenses	33.92	27.88
CSR Expenses (Refer Note K)	7.01	-
Total	633.56	517.95



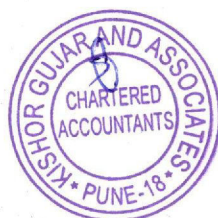
For MACFOS LIMITED

 *Chamkany*
Director

Macfos Limited (Formerly Known as Macfos Pvt. Ltd.)
(All amounts are in INR Lakhs unless stated otherwise)

25 Earning per share

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit attributable to equity shareholders (In Rs)	741.14	590.40
Weighted average number of equity shares	88.35	88.35
Earnings per share basic (Rs)	8.39	6.68
Earnings per share diluted (Rs)	8.39	6.68
Face value per equity share (Rs)	10.00	10.00



For MACFOS LIMITED


Director

A Auditors' Remuneration

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Payments to auditor as		
- Auditor	4.50	2.00
- Others	4.80	0.45
Total	9.30	2.45

Note: 2.50 lakhs /- paid for IPO work shown under current asset

B Micro and Small Enterprise

Particulars	For the year ended March 31, 2023		For the year ended March 31, 2022	
	Principal	Interest	Principal	Interest
Amount Due to Supplier	37.54	-	100.52	-
Principal amount paid beyond appointed date	-	-	-	-
Interest due and payable for the year	-	-	-	-
Interest accrued and remaining unpaid	-	-	-	-
Total	37.54	-	100.52	-

C Leases

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Future minimum rental payables under non-cancellable operating lease		
- Not later than one year	106.16	56.34
- Later than one year and not later than five years	516.44	21.69
- Later than five years	87.01	55.33
(c) lease payments recognised in the statement of profit and loss for the period, with separate amounts for minimum lease payments and contingent rents.		

D Earnings in Foreign Currencies

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Export of Goods calculated on FOB basis	1.79	12.82
Total	1.79	12.82

E Expenses in Foreign Currency

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Professional and Consultation Fees	-	0.19
Interest	-	0.17
Other Matters	26.18	14.05
Advertisement	-	0.08
Total	26.18	14.49

Others include :- Rent Mobile Application, Server Print Expense, Server Rent
Professional and Consultation Fees include :-Software Development

F Value of Import on CIF basis

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Capital goods	-	12.93
Stock-in-trade	5,379.92	3,335.56
Total	5,379.92	3,348.50

Import CIF includes :- Purchase Import, Shipping Charges, Clearing Charges

G Value of imported and indigenous raw materials, spare parts and components consumed

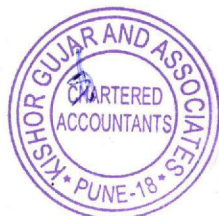
Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Raw Materials	-	-
- Indigenous	22.82	26.06
Consumables	-	-
- Indigenous	9.28	8.22
Total	32.09	34.28

Consumables are grouped under Purchase of Stock-in-Trade

H Reconciliation between Current Assets as per Quarterly statement filed with Bank and Current Asset as per Books of Account

Particulars	June, 2022	September, 2022	December, 2022	March, 2023
Current Assets as per Quarterly Return filed with Bank	1,626.26	1,736.80	1,863.41	1,894.23
Add:				
Valuation Difference	-	-	-	-
Difference due to Physical verification	-	14.00	(0.00)	10.37
Purchase Bill accounted later	-	-	-	-
others 1	-	-	-	-
others 2	-	-	-	-
Less:				
Valuation Difference	-	-	-	-
Difference due to Physical verification	-	-	-	-
Sale Bill accounted later	-	-	-	-
others 1	20.86	4.15	1.17	(3.10)
others 2	-	-	-	-
Current Assets as per Books of Account	1,605.40	1,746.65	1,862.24	1,907.69

Statement to bank is submitted within 15 days from the end of the quarter by which the physical verification is not finalised resulting in variance as per books and statement submitted to bank.
The same is accounted properly in the books of accounts.



For MACFOS LIMITED

[Signature]
Director

I Related Party Disclosure

(i) List of Related Parties

	Relationship
Sakshi Jain	Wife of Director
Atul Dumbre	Director
Binod Prasad	Director
Jayesh Jain	Director
Nilesh Chavan	Director

(ii) Related Party Transactions

Particulars	Relationship	For the year ended March 31, 2023	For the year ended March 31, 2022
Loan received			
- Sakshi Jain	Wife of Director	-	15.00
- Nilesh Chavan	Director	-	2.14
- Atul Dumbre	Director	32.76	-
- Binod Prasad	Director	32.60	-
- Nilesh Chavan	Director	32.72	-
Interest on Unsecured Loan			
- Sakshi Jain	Wife of Director	1.65	0.99
Repayment of Loan			
- Atul Dumbre	Director	6.56	0.71
- Binod Prasad	Director	6.56	0.71
- Jayesh Jain	Director	1.74	0.71
- Nilesh Chavan	Director	6.56	2.85
Director Salary			
- Atul Dumbre	Director	24.00	18.00
- Binod Prasad	Director	24.00	18.00
- Jayesh Jain	Director	22.00	18.00
- Nilesh Chavan	Director	24.00	18.00

(iii) Related Party Balances

Particulars	Relationship	For the year ended March 31, 2023	For the year ended March 31, 2022
Loan Closing Balance			
- Sakshi Jain	Wife of Director	15.00	15.00
- Atul Dumbre	Director	26.52	0.32
- Binod Prasad	Director	26.64	0.60
- Jayesh Jain	Director	-	1.74
- Nilesh Chavan	Director	26.75	0.59
Director Remuneration Payable			
- Atul Dumbre	Director	4.03	3.07
- Binod Prasad	Director	3.92	3.00
- Jayesh Jain	Director	-	3.09
- Nilesh Chavan	Director	3.72	3.12

Jayesh Jain (Directors) & Sakshi Jain (Wife of Director) Ceased to be a related party w.e.f 03/12/2022 consequent to the resignation of Director Jayesh Jain

J Registration of Charge

Book debts; Floating charge; Movable property (not being pledge); -Rs.296 lakhs
Book debts; Floating charge; Movable property (not being pledge); -Rs.13 lakhs
Book debts; Floating charge; Movable property (not being pledge); Current Assets-Rs. 1000 lakhs
Book debts; Floating charge; Movable property (not being pledge); Current Assets-Rs. 250 lakhs

K CSR Expenditure

Particulars	31 March 2023	31 March 2022
(a) Gross amount required to be spent by the company during the year	7.01	-
(b) Amount spent	-	-
i) Construction/acquisition of any asset	-	-
ii) On purposes other than (i) above	-	-
Total	7.01	-

Note: The Company has paid an amount of Rs. 10 lakhs /- towards CSR expenses on 24/04/2023.

L Other Statutory Disclosures as per the Companies Act, 2013

- The company does not have any benami property, where any proceeding has been initiated or is pending against the company for the holding any benami property.
- The company has not traded or invested in crypto currency or virtual currency during the financial year
- The company has not advanced or loaned or invested fund to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding 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.
- The company has not received any fund from any person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the company shall -
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.
- The company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income tax act, 1961 (such as, search or survey or any other relevant provision of the Income tax Act, 1961).
- The company has complied with the number of layers prescribed under clause (87) of the section 2 of the Act read with the companies (Restriction on number of Layers) Rule 2017
- The company is not declared wilful defaulter by and bank or financial institution or lender during the financial year
- The company does not have any charges or satisfaction which is yet to be registered with ROC during the financial year
- Quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts subject to disclosure made in Note H above.
- The company has used the borrowings from banks and financial institutions for the specific purpose for which it was obtained
- The company does not have any transactions with companies which are struck off

M Ratio analysis

Particulars	Numerator/Denominator	31 March 2023	31 March 2022	Change in %
(a) Current Ratio	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$	2.12	2.25	-5.77%
(b) Debt-Equity Ratio	$\frac{\text{Total Debts}}{\text{Equity}}$	0.39	0.66	-40.83%
(c) Debt Service Coverage Ratio	$\frac{\text{Earning available for Debt Service}}{\text{Interest + Installments}}$	2.53	2.58	-1.76%
(d) Return on Equity Ratio	$\frac{\text{Profit after Tax}}{\text{Average Shareholder's Equity}}$	0.58	0.96	-39.81%
(e) Inventory turnover ratio	$\frac{\text{Total Turnover}}{\text{Average Inventories}}$	5.63	6.48	-13.12%
(f) Trade receivables turnover ratio	$\frac{\text{Total Turnover}}{\text{Average Account Receivable}}$	38.50	42.67	-9.78%
(g) Trade payables turnover ratio	$\frac{\text{Total Purchases}}{\text{Average Account Payable}}$	8.82	13.49	-34.59%
(h) Net capital turnover ratio	$\frac{\text{Total Turnover}}{\text{Net Working Capital}}$	5.79	5.40	7.21%
(i) Net profit ratio	$\frac{\text{Net Profit}}{\text{Total Turnover}}$	0.09	0.11	-13.07%
(j) Return on Capital employed	$\frac{\text{Net Profit}}{\text{Capital Employed}}$	0.32	0.39	-17.41%

Reasons for Variances

Current Ratio: Not required
Debt-Equity Ratio:- Decrease due to Increase in Shareholders Equity
Debt Service Coverage Ratio: Not required
Return on Equity Ratio: Due to increase in Shareholders equity return on equity ratio reduce compared to profit
Inventory turnover ratio: Decrease in ratio due to substantial increase in stock in trade
Trade receivables turnover ratio: Decrease in ratio due to increase in turnover
Trade payables turnover ratio: Decrease in ratio due to increase in purchase
Net capital turnover ratio: Not required
Net profit ratio: Decrease due to lower margin during the current year
Return on Capital employed: Decrease due to lower margins during the current year along with increase in capital employed

For MACFOS LIMITED

[Signature]
Director



M/s. Macfos Limited, (Formerly known as Macfos Private Limited) Pune.

Background/ Introduction of the Company

MACFOS LIMITED (Formerly known as Macfos Private Limited) is a Limited company. Its registered address is: Sumant Building, Dynamic Logistics Trade Park, Survey No. 78/1, Dighi, Bhosari Alandi Road, Pune - 411015, Maharashtra. It was incorporated on 26/09/2017. This company is registered under Registrar of Companies (RoC-Pune) and it is classified as the non-govt company. Its present authorized capital is Rs. 9,00,00,000 and its paid-up capital is Rs.8,83,54,240.

During the year, Company has been listed on SME platform of BSE ON 1ST March ,2023. Company has got listed on BSE-SME Platform by way of offer for sale of 23,28,000 equity shares of Rs. 10 each at a price of Rs. 102 per share Aggregating to Rs. 2374.56 Lakhs .

MACFOS LIMITED Corporate Identification Number (CIN) is U29309PN2017PLC172718 and its registration No. is 172718.

MACFOS LIMITED industry code is 29309 and it's involved in Electric domestic appliances parts and accessories, Manufacturing of other (non-electric) domestic appliances N.E.C., Non-electric domestic appliances parts and accessories, manufacturing, Other non-electric domestic appliances N.E.C., manufacturing.

Note No. 26: - Significant Accounting Policies: -

(a) Basis of preparation

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. Pursuant to section 133 of the Companies Act, 2013 read with rule 7 of Companies (Accounts) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the Accounting Standards notified under section 211(3C) of the Companies Act, 1956 [Companies (Accounting Standards) Rules, 2006, as amended] and other relevant provisions of the Companies Act, 2013.

(b) Use of estimates

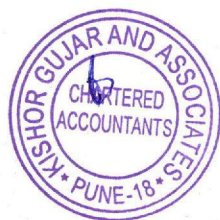
The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosures of contingent liabilities at the date of these financial statements. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods affected.

(c) Revenue recognition

The Company recognizes revenues on the sale of products, (The discounts and sales incentives are shown separately, when the products are delivered to the dealer /customer or when delivered to the carrier for sales, which is when risks and rewards of ownership pass to the dealer / customer.

Sale of products is presented Net of GST.

The Company recognizes income (including interest etc.) on accrual basis. However, where the ultimate collection of the same lacks reasonable certainty, revenue recognition is postponed to the extent of uncertainty.



For MACFOS LIMITED


Director

Interest income is recognized on the time basis determined by the amount outstanding and the rate applicable and where no significant uncertainty as to measurability or collectability exists.

(d) Depreciation and amortization

For the current year, depreciation is provided on a pro rata basis on the written down value method over the useful lives of the assets.

Useful Life of Assets is determined by the Management as those prescribed by Schedule II Part 'C' of the Companies act, 2013.

Depreciation on fixed assets purchased during the year is provided on pro rata basis. Depreciation on assets sold, discarded or demolished during the year is provided at their rates up to the date such assets are sold, discarded or demolished.

(e) Fixed assets

(i) Fixed assets are stated at cost of acquisition or construction less accumulated depreciation/ amortization and accumulated impairment, if any.

(ii) Cost includes purchase price, taxes and duties, labour cost and directly attributable overhead expenditure for self-constructed assets incurred up to the date the asset is ready for its intended use. Borrowing cost incurred for qualifying assets is capitalized up to the date the asset is ready for intended use, based on borrowings incurred specifically for financing the asset or the weighted average rate of all other borrowings, if no specific borrowings have been incurred for the asset.

(f) Impairment

At each Balance Sheet date, the Company assesses whether there is any indication that the fixed assets with finite lives may be impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. Where it is not possible to estimate the recoverable amount of individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

(g) Transactions in Foreign Currencies

During the year, Company has imported major of its materials from outside India

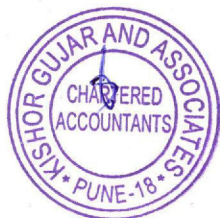
On initial recognition, all foreign currency transactions are recorded at foreign exchange rate on the date of transaction. Foreign currency denominated monetary assets and liabilities are re-measured into the functional currency at the exchange rate prevailing on the balance sheet date.

Foreign exchange loss or gain related with Revenue Expenditure are credited or debited to Statement to Profit & Loss Account

(h) Inventories

Inventories are valued at the lower of cost and net realizable value. Costs are ascertained on FIFO basis. The Value of Closing Stock as on 31st March, 2023 computed and provided as per computerized inventory management system maintained by the management.

Net realizable value is estimated at selling price in the ordinary course of business less estimated cost of completion and selling expenses.



For MACFOS LIMITED


Director

(i) Employee benefits

ESIC/PF

The eligible employees of the Company are entitled to receive benefits in respect of ESIC/PF, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary. The contributions as specified under the law are made to the ESIC/PF fund.

GRATUITY

The gratuity amount has been calculated as per the Actuarial Valuation report submitted by the management upto sept, 2022 and based on the management estimates from oct, 22 to March, 2023.

(i) Investments

Company has made investment in Fixed Deposit as security against hedging contract. Investment is stated at cost value.

(k) Income taxes

Provision for tax is made for the current accounting period (reporting period) on the basis of the taxable profits computed in accordance with the Income Tax Act, 1961.

Deferred tax resulting from timing difference between book profits and taxable profits are accounted for to the extent deferred tax assets and liabilities are expected to crystalize with reasonable certainty. However, in case of deferred tax assets, representing unabsorbed depreciation or carried forward losses are recognized, if and only if there is virtual certainty that there would be adequate future taxable income against which such deferred tax assets can be realized.

Impact of Tax Rate Changes: The Management has exercised the option permitted under Section 115BAA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019. Accordingly, the Management has re-measured its Deferred Tax Asset basis the rate prescribed in the said section.

(l) Liabilities and contingent liabilities

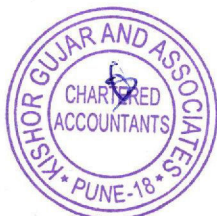
The Company records a liability for any claims where a potential loss is probable and capable of being estimated and discloses such matters in its financial statements, if material. For potential losses that are considered possible, but not probable, the Company provides disclosure in the financial statements but does not record a liability in its accounts unless the loss becomes probable.

(m) Related Party Disclosures

Related parties as defined under Accounting Standard - 18 'Related Party Disclosures' have been identified based on representations made by management and information available with the Company. All transactions with related parties are in the ordinary course of business and on arms' length basis.

(n) MSME Suppliers:

Based on the Management Representation letter received, Company makes payment to their suppliers as per Companies credit policy. Hence Company has not provided or paid interest to Micro Small Medium Enterprises suppliers for delayed payment over 45 days period as required under MSME Act.



For MACFOS LIMITED

 
Director

Based on the Management Representation letter received, Company makes payment to their suppliers as per Companies credit policy. Hence Company has not provided or paid interest to Micro Small Medium Enterprises suppliers for delayed payment over 45 days period as required under MSME Act.

(o) Leases:

The Company has taken the factory on lease and classified as an operating lease and lease rentals are recognized in profit and loss account as per lease terms

(p) Other Details

- 1) Companies' valuation of current assets, loans and advances is based on the book value of the said assets and none of these are doubtful of recovery or considered doubtful.
- 2) Previous year figure has been regrouped and rearranged wherever necessary.
- 3) Expenses incurred for formation of the Company is to be written off over 5 year's period.
- 4) During the Company has made Public Issue offer, the Expenses incurred for Public issue has been capitalized and will be written off over a period of 5 years. Commencing from current year.

For KISHOR GUJAR & ASSOCIATES
Chartered Accountants
Firm Registration No. - 116747W

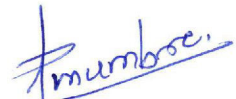


CA Sangita V Kumbhar (Partner)
Membership No: 156238
UDIN:23156238BGWIFQ3486
Place: - Pune
Date: - 20/07/2023

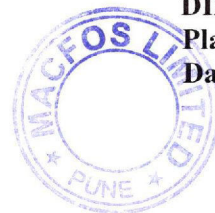
For M/s. MACFOS LIMITED



Binod Prasad
Whole Time Director & CFO
DIN: - 07938828
Place: - Pune
Date: - 20/07/2023



Atul Dumbre
Chairman & M.D.
DIN: 07938802
Place: - Pune
Date: - 20/07/2023



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