



# DIRECTORS' REPORT

Dear Members,

The Board of Directors of your Company take pleasure in presenting the Annual Report together with Audited Financial Statements of the Company for the financial year ended March 31, 2022.

## 1. FINANCIAL PERFORMANCE

(Amount in Rs.'000s)

| PARTICULARS          | AS ON MARCH 31,<br>2022 | AS ON MARCH 31,<br>2021 |
|----------------------|-------------------------|-------------------------|
| TOTAL RECEIPTS       | 68,235.13               | 56,478.37               |
| TOTAL PAYMENT        | 25,263.37               | 22,721.60               |
| SURPLUS FOR THE YEAR | 42,971.76               | 33,756.77               |

The total receipt of the Company for the FY 2021-22 increased to Rs. 68,235,134/- from Rs. 56,478,368/- in the preceding financial year. The payments have increased to Rs. 25,263,371/- from Rs. 22,721,600/-. Accordingly, the Company had reported a net surplus of Rs. 33,756,768/- in the preceding financial year and has reported a net surplus of Rs. 42,971,763/- in the current financial year. Several of the initiatives planned for the year were postponed to next financial year and are currently being executed.

## 2. DIVIDEND

The Company has been restricted by its articles and section 8 of Companies Act, 2013 to pay any dividend to its Members.

## 3. REVISION OF FINANCIAL STATEMENT

There was no revision of the financial statements for the year under review.

## 4. DISCLOSURES UNDER SECTION 134(3)(1) OF THE COMPANIES ACT, 2013

Except as disclosed elsewhere in this report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this report.

## 5. CHANGE IN NATURE OF BUSINESS, IF ANY

There were no changes in the nature of business during the financial year ending March 31, 2022

## 6. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:

During the year under review there has been no such significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

## 7. SHARE CAPITAL

Since the Company is registered under Section 8 and the liability of its members is limited by guarantee, there is no share capital in the Company. Accordingly, the Company is exempted from giving disclosures under Sections 43(a)(ii), 54(1)(d), 62(1)(b) and 67(3) of the Companies Act, 2013.

## 8. INFORMATION ABOUT SUBSIDIARY/ JV/ ASSOCIATE COMPANY

The Company does not have any Subsidiary, Joint venture or Associate Company.

## 9. REPORTING OF FRAUD

There are no frauds reported by the Statutory Auditors of the Company under Section 143(12).

## 10. DECLARATION OF INDEPENDENT DIRECTOR

As the Company is a Section 8 Company, the provisions of the Section 149 of the Companies Act, 2013 shall not be applicable.

## 11. BOARD OF DIRECTORS AND BOARD MEETINGS

Composition & Constitution of Board of Director:

At the Annual General Meeting dated September 22, 2021, Mr. Navneet Munot, Mr. Anil Ghelani and Ms. Ritika Anand Mankar vacated their office of directorship. Such vacation of office of directorship shall be subject to receipt of approval from the Central Government or Government of India, Ministry of Home Affairs (MHA), Foreigners Division (FCRA Wing) (hereinafter referred as 'FCRA Authority'). At the said Annual General Meeting, the Regular Members of the Company also cast their majority of votes for the appointment of Mr. Ravi Gautham, Mr. Shamit Chokshi, Ms. Jayna Gandhi and Ms. Monika Chopra as Directors of the Company. Such appointment of directors shall be effective from the date of receipt of approval from the FCRA Authority.

It is pertinent to note that pursuant to Rule 17A of Foreign Contribution (Regulation) Rules, 2011 as amended by Foreign Contribution (Regulation) (Amendment) Rules, 2020, ("amended provisions of FCRA Laws") any changes.



(i.e. appointment, retirement or resignation or any other changes including change in Chief Functionary) in the Board of the Company shall be effective only after final approval by the FCRA Authority.

Accordingly, the Company has filed Form FC-6E under the provisions of the FCRA Laws for its approval. As on the date of this Report, the approval for the changes as mentioned above is still awaited and thus, as on the date of this Report, your Board comprised of the following Directors (in alphabetical order):

1. Mr. Abhishek Loonker
2. Mr. Anil Vallabhdas Ghelani
3. Mr. Biharilal Laxman Deora
4. Mr. Chetan Gulabchand Shah
5. Mr. Jitendra Chawla
6. Mr. Kishor Bagri
7. Ms. Meera Siva
8. Mr. Navneet Munot
9. Mr. Rajendra Kalur
10. Ms. Ritika Anand Mankar
11. Mr. Vinay Bagri

During the year under review, the Board of your Company met Ten (10) times. The details of Board Meeting held, and participation of Directors thereat is as given below:

| DATE OF MEETING | TOTAL NO. OF DIRECTORS ON THE DATE OF MEETING | NO. OF DIRECTORS ATTENDED | % OF ATTENDANCE |
|-----------------|---|---------------------------|-----------------|
| 14-04-2021      | 11  | 10                        | 90.91%          |
| 15-05-2021      | 11  | 11                        | 100%            |
| 27-07-2021      | 11  | 8                         | 72.73%          |
| 24-08-2021      | 11  | 9                         | 81.82%          |
| 05-10-2021      | 11  | 9                         | 81.82%          |
| 30-10-2021      | 11  | 11                        | 100%            |
| 11-12-2021      | 11  | 6                         | 54.55%          |
| 27-01-2022      | 11  | 8                         | 72.73%          |
| 19-02-2022      | 11  | 7                         | 63.64%          |
| 30-03-2022      | 11  | 8                         | 72.73%          |

The details of Board Meetings held till March 31, 2022 and attendance of each Director (in alphabetical order) thereat is as follows:

| NAME OF THE BOARD MEMBERS  | NO. OF MEETINGS ENTITLED TO ATTEND | NO. OF MEETINGS ATTENDED |
|----------------------------|------------------------------------|--------------------------|
| MR. ABHISHEK LOONKER       | 10                                 | 7                        |
| MR. ANIL GHELANI           | 10                                 | 6                        |
| MR. BIHARILAL LAXMAN DEORA | 10                                 | 9                        |
| MR. CHETAN SHAH            | 10                                 | 9                        |
| MR. JITENDRA CHAWLA        | 10                                 | 9                        |
| MR. KISHOR BAGRI           | 10                                 | 8                        |
| MS. MEERA SIVA             | 10                                 | 8                        |
| MR. NAVNEET MUNOT          | 10                                 | 9                        |
| MR. RAJENDRA KALUR         | 10                                 | 9                        |
| MS. RITIKA ANAND MANKAR    | 10                                 | 3                        |
| MR. VINAY BAGRI            | 10                                 | 10                       |

The members are informed that at the ensuing Annual General Meeting (AGM), there are three (3) vacancies coming up at the Board of Directors of the Company due to the completion of the terms of directorship of Mr. Chetan Shah, Mr. Kishor Bagri and Mr. Vinay Bagri.

As per the process, the Nomination Committee (formed as per the provision of the Articles of Association (AoA) of the Company) received nine (9) applications for the position of Directors on the Board against three (3) vacancies out of which five (5) applications were withdrawn by the respective applicants. The Nomination Committee reviewed all the applications and after deliberations recommended vide their email dated August 16, 2022, the candidature of the following applicants (in alphabetical order):

1. Mr. Litesh Gada
2. Mr. Navin Vohra
3. Mr. Sandeep Gupta



The recommendations made by the Nomination Committee are not binding on the Regular Members of the Company. The right of selection lies with the Regular Members at the Annual General Meeting of the Company and the Regular Members are free to cast their vote and select the best three candidates as they may deem fit and are not obliged to act as per the recommendation of the Nomination Committee. However, such appointment and vacation of office of Directorship shall be effective only upon receipt of approval from the FCRA Authority.

Accordingly, the candidature of the following applicants contesting for the directorship at the ensuing annual general meeting is mentioned below (in alphabetical order):

1. Mr. Ishwar Chidambaram
2. Mr. Litesh Gada
3. Mr. Navin Vohra
4. Mr. Sandeep Gupta

## 12. AUDIT COMMITTEE

### Composition & Constitution of Audit Committee:

Pursuant to the provisions of the Companies Act, 2013, the Company is not required to constitute an Audit Committee. However, for better governance, the Company has formed an Audit and Risk Committee on October 27, 2017. The Committee met seven (7) times during the year under review. The details of Committee meetings held and participation of Members of the Committee there at is given below:

| DATE OF MEETING | TOTAL NO. OF COMMITTEE MEMBERS ON THE DATE OF MEETING | NO. OF COMMITTEE MEMBERS ATTENDED | % OF ATTENDANCE |
|-----------------|---|-----------------------------------|-----------------|
| 07-04-2021      | 3   | 2                                 | 66.67%          |
| 09-06-2021      | 3   | 3                                 | 100%            |
| 09-07-2021      | 3   | 2                                 | 66.67%          |
| 28-10-2021      | 3   | 3                                 | 100%            |
| 06-12-2021      | 3   | 3                                 | 100%            |
| 15-02-2022      | 3   | 3                                 | 100%            |
| 30-03-2022      | 3   | 2                                 | 66.67%          |

During the year under review and as on March 31, 2022, the Committee comprised of following members:

1. Mr. Abhishek Loonker
2. Mr. Biharilal Deora
3. Mr. Rajendra Kalur

The details of Committee Meetings held till March 31, 2022 and attendance of each Member there at is as follows:

| NAME OF THE BOARD MEMBERS  | NO. OF MEETINGS ENTITLED TO ATTEND | NO. OF MEETINGS ATTENDED |
|----------------------------|------------------------------------|--------------------------|
| MR. ABHISHEK LOONKER       | 7                                  | 4                        |
| MR. BIHARILAL LAXMAN DEORA | 7                                  | 7                        |
| MR. RAJENDRA KALUR         | 7                                  | 7                        |

## 13. NOMINATION COMMITTEE

As the Members are aware that pursuant to the provisions of the Companies Act, 2013, the Company is not required to form a Nomination Committee. However, for better governance and as per the provisions of the Articles of Association, the Company has formulated Nomination Committee, which is an adhoc Committee and not a Board Committee.

## 14. INTERNAL CONTROL SYSTEM & RISK MANAGEMENT

The internal controls of the Company are in place and as the Company is a Section 8 Company, which is formed for the professional development of its Regular and Affiliate members, there are no risks associated with the Company's business.

## 15. AUDITORS

### a. Statutory Auditors

The Members of the Company at their Annual General Meeting held on September 23, 2017, had appointed M/s Sampat & Mehta, Chartered Accountants, having FRN: 109031W, as Statutory Auditors of the Company for a period of five years subject to ratification in every annual general meeting.



However, as per the Companies (Audit and Auditors) Amendment Rules, 2018 there is no need to ratify auditor's appointment at every annual general meeting.

Accordingly, at 14th Annual General Meeting, the Members ratified appointment of M/s Sampat & Mehta, Chartered Accountants, having FRN: 109031W, Statutory Auditors to hold office till Annual General Meeting to be held in year 2022.

The Board recommends appointment of M/s. KNAV & Co. LLP, Chartered Accountants having FRN: 120458W/W100679, as Statutory Auditors of the Company for a period of five years from the conclusion of ensuing Annual General Meeting till the conclusion of Annual General Meeting to be held for FY 2026-2027. The consent letter dated July 27, 2022 has been received from them for their appointment as Statutory Auditors of the Company.

#### **b. Comment on Auditors' Report**

The report of the Auditors along with notes to schedules forms part of this Annual Report. The observations made by the Auditors in the Auditors' Report are self-explanatory and therefore do not call for any further comments.

#### **16. RELATED PARTY TRANSACTIONS**

There are no related party transactions falling under Section 188 of the Companies Act, 2013.

#### **17. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:**

There are no transactions for the financial year 2021-22 that fall under provisions of Section 186 of the Companies Act, 2013.

#### **18. COPY OF ANNUAL RETURN**

In terms of the Companies Act, 2013 as amended, the Annual Return of the Company can be accessed at <https://bit.ly/3TcF4Wt>.

#### **19. PUBLIC DEPOSITS**

Your Company has not accepted any deposits from the public in terms of Section 73, 74, 75, 76 of the Companies Act, 2013.

#### **20. PARTICULARS OF EMPLOYEES**

The Company does not have any employee whose particulars are required to be given in terms of the provisions of Section 197(12) of the Companies Act, 2013 read along with Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Your Directors stated that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 related to the Company.

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

The particulars relating to conservation of energy and technology absorption and Foreign exchange earnings and outgo stipulated in the Companies (Accounts) Rules, 2014 is attached as **Annexure 1**.

#### **22. DIRECTORS' RESPONSIBILITY STATEMENT**

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;

b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;

c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;



d) the directors had prepared the annual accounts on a going concern basis; and

e) 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.

### 23. APPRECIATION

Your Directors would like to express their appreciation for co-operation and assistance received from Government authorities, financial institutions, banks, vendors, members and other business associates during the year under review.

For and on behalf of the Board of Directors of  
**INDIAN ASSOCIATION OF INVESTMENT PROFESSIONALS**

--Sd--

**Rajendra Kalur**  
**Director**  
**(DIN: 03321321)**

--Sd--

**Abhishek Loonker**  
**Director**  
**(DIN: 02069419)**

Place: Mumbai  
Date: September 5, 2022



# ANNEXURE 1

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

### A. CONSERVATION OF ENERGY:-

|   |  |
|---|--|
| (i) the steps taken or impact on conservation of energy                       | Saving electricity consumption wherever possible |
| (ii) the steps taken by the Company for utilising alternate sources of energy | Nil  |
| (iii) the capital investment on energy conservation equipment                 | Nil  |

### B. TECHNOLOGY ABSORPTION:-

|  |     |
|--|-----|
| (i) the efforts made towards technology absorption;  | Nil |
| (ii) the benefits derived like product improvement, cost reduction, product development or import substitution;                |     |
| (iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- | Nil |
| (a) the details of technology imported;  | Nil |
| (b) the year of import;  |     |
| (c) whether the technology been fully absorbed;  |     |
| (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and                            |     |
| (iv) the expenditure incurred on Research and Development.   | Nil |

### C. FOREIGN EXCHANGE EARNINGS AND OUTGO-

|  |   |
|--|---|
| The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows. | Foreign Earnings –<br>Rs. 55,235,714.80 |
|  | Foreign Outflows-<br>Rs. 688,922.00     |

For and on behalf of the Board of Directors of  
**Indian Association of Investment Professionals**

--Sd--  
**Rajendra Kalur**  
Director  
(DIN: 03321321)

--Sd--  
**Abhishek Loonker**  
Director  
(DIN: 02069419)

Place: Mumbai  
Date: September 5, 2022