



Marshall Machines Limited

Regd. Office & Works :

C-86, Phase-V, Focal Point, LUDHIANA-141 010 (India)
Ph.: +91-161-5012406, 5012407, 5019648, 4600237, 4600238
Email: headoffice@marshallcnc.com Web: www.marshallcnc.com

Automated Solutions Division :

D-116A, Phase-V, Focal Point, LUDHIANA-141 010 (India)

MARSHALL IoTQ CENTRE

75-B, Sector-5, IMT Manesar, Gurgaon. Ph.: 0124-4241813/14/15

Helpline No. 1800-102-4288, 1800-103-4288, 1800-103-3288

MARSHALL AUTOMATION AMERICA, INC.

Suite #23, 2885 North Berkeley Lake Road, NW,
Duluth, GEORGIA-30096 (USA)

Email: sales@marshallautomationamerica.com
Web: www.marshallautomationamerica.com

MARSHALL/2024-25

10.08.2024

To
National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
Mumbai – 400 051

Ref: MARSHALL- INE00SZ01018

Subject: Intimation of Submission of Annual Report

Pursuant to Regulation 34 of SEBI (Listing Obligation and Disclosure Requirement), 2015, the Annual Report of the Company for the Financial Year Ended 31st March 2024 is attached herewith.

You are requested to kindly take note of the same and please take suitable action for dissemination of this Information through your website at the earliest.

This is for your information please.

Thanking You,

For MARSHALL MACHINES LIMITED

SIDDHANT SARUP
(Wholetime Director)
(DIN: 07779416)



2023-24

MARSHALL MACHINES LIMITED

ANNUAL REPORT

2023-24



Marshall machines ltd.

TRANSFORMING Manufacturing... **Smartly!**



CORPORATE INFORMATION

BOARD OF DIRECTORS	BANKERS
Mr. Gaurav Sarup - Managing Director	HDFC Bank Limited
Mr. Prashant Sarup - Whole Time Director	Plot B/XIX/65/SE,
Mr. Siddhant Sarup - Whole Time Director	The Mall, LGF 1, 1 st Mall,
Mrs. Archana Sarup - Whole Time Director	Ludhiana (Pb.)-141001
Mrs. Rita Aggarwal - Independent Director	
Mr. Anil Singla - Independent Director	GENERAL INFORMATION
Mr. Satvinder Singh - Independent Director	(CIN): L29299PB1994PLC014605
Mr. Surinder Bir Singh - Independent Director (Appointed w.e.f. 27.06.2023)	Company is Listed at NSE
	Symbol: MARSHALL ISIN INE00SZ01018
CHIEF FINANCIAL OFFICER	
Mr. Prashant Sarup	30TH ANNUAL GENERAL MEETING
	06th September, 2024 at 11:00 A.M.
COMPANY SECRETARY	Venue:
Ms. Gauri Agarwal	C-86, Phase -V, Focal Point, Ludhiana, Punjab-141010
STATUTORY AUDITORS	SECRETARIAL AUDITORS
M/s. S. Sood & Co.	M/s. Bhambri & Associates,
Chartered Accountants	Company Secretaries
Office No. 2, 7 th Floor,	SCO 9, 2 nd Floor, Jandu Tower, Miller Ganj,
108-Surya Tower, The Mall, Ludhiana-141001	Ludhiana-141003
	8968930333, https://bhambri.co.in/
REGISTRAR & SHARE TRANSFER AGENT	CONTENTS
BIGSHARE SERVICES PVT. LTD.	OVERVIEW
1st Floor, Bharat Tin Works Building,	Corporate Information
Opp. Vasant Oasis, Makwana Road,	
Marol, Andheri East, Mumbai- 400059	STATUTORY REPORTS
Email id: investor@bigshareonline.com	Notice
	Directors' Report
REGISTERED OFFICE	Corporate Social Responsibility Report
C-86, Phase -V,	Management Discussion & Analysis
Focal Point, Ludhiana (Pb.)-141010	
Email id: csmarshall@marshallcnc.com	FINANCIAL STATEMENTS
	Independent Auditor's Report
	Balance Sheet
	Statement of Profit & Loss



CHAIRMAN'S MESSAGE TO THE SHAREHOLDERS

Dear Shareholders, as the Chairman of Marshall Machines Limited, it gives me immense pleasure to address you today at this pivotal moment for our company.

First and foremost I want to extend my deepest gratitude to our shareholders. The success of our recent Rights issue is a clear testament to your unwavering confidence in our company and its future. Your support and belief in our vision are the pillars upon which we continue to build and grow. This successful capital infusion allows us to strengthen our financial foundation and fuel our strategic initiatives.

To our esteemed customers, your steadfast faith in Marshall Machines has been instrumental in our journey. Your loyalty and continued business are the ultimate validation of our efforts. We are committed to delivering the highest quality products and services, ensuring that your trust in us is well placed.

Our suppliers have shown exceptional commitment in supporting our business needs, often going above and beyond to ensure timely delivery and quality. Your partnership is crucial to our operations, and we are deeply appreciative of your unwavering support.

I am pleased to report that our order book is robust, and the order pipeline looks very promising. This strong demand is a clear indicator of the market's trust in our capabilities and products. It reflects the hard work and dedication of our team and the growing recognition of our innovative solutions in the industry.

In these challenging times, we are intensifying our focus on cutting fixed costs to make the company more flexible and resilient. This strategic move is crucial to ensure we remain competitive and agile in the face of dynamic market conditions. By optimizing our cost structure, we can better navigate uncertainties and position ourselves for sustained growth.

The acquisition of new technology is vital as we look towards emerging sectors such as electric vehicles (EVs), defence, and the semiconductor industry. These sectors present significant growth opportunities, and we are committed to positioning ourselves as leaders in these fields. Our investment in advanced technology will enable us to meet the evolving demands of these industries and capitalize on the opportunities they present.

Furthermore, the emphasis on Industry 4.0 and automation is more critical now than ever before. Embracing these advancements is not just about staying relevant; it is about setting the pace in an increasingly digital and automated world. By integrating smart manufacturing technologies and automation into our processes, we can enhance efficiency, reduce costs, and improve product quality.

We are on the brink of a new era for Marshall Machines Limited, and your continued support and dedication will be the driving force behind our success. Together, we are poised to achieve great things and make significant strides in the industry.

Thank you all for your unwavering commitment and trust. Let's work together to ensure a bright and prosperous future for Marshall Machines Limited.

Warm regards,

GAURAV SARUP

Chairman, Marshall Machines Limited



MARSHALL MACHINES LIMITED

CIN: L29299PB1994PLC014605

Registered Office: C-86, Phase -V, Focal Point, Ludhiana - 141010

Email: csmarshall@marshallcnc.com

Website: www.marshallcnc.com

NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of the Members of MARSHALL MACHINES LIMITED will be held on Friday, 06th day of September, 2024 at Registered Office of the Company at C - 86, Phase V, Focal Point, Ludhiana, Punjab-141010 at 11:00 A.M., to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended 31st March, 2024 along with the Reports of Directors and Auditors thereon.
2. To consider and approve, with or without modification, the re-appointment of Mr. Gaurav Sarup (DIN: 00777489), who retires by rotation as a director and being eligible, offers himself for re-appointment.
3. To consider and approve, with or without modification, appointment of M/s. JM & Associates, Chartered Accountants, Firm Registration No. 011270N as Statutory Auditor of the Company for one Year. (Special Resolution).

“RESOLVED THAT in pursuance of the provisions of Section 139 and other applicable provisions of the Companies Act, 2013, M/s. JM & Associates, Chartered Accountants, Firm Registration No. 011270N be and are hereby appointed as Statutory Auditor of the Company for the term commencing from 30th Annual General Meeting held in the year 2024 till the conclusion of 31st Annual General Meeting to be held in the year 2025, at a remuneration of Rs. 4 Lacs per annum.”

SPECIAL BUSINESS:

4. To Consider and approve, with or without modification, reappointment of Mr. Gaurav Sarup (DIN: 00777489) as Managing Director of the Company. (Special Resolution).

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), as recommended and approved by Nomination and Remuneration Committee, **Mr. Gaurav Sarup (DIN: 00777489)**, whose term of office is expiring, be and is hereby appointed as Managing Director of the Company **for a period of five years w.e.f. 31.03.2025**, liable to retire by rotation, upon terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to vary/alter, at any time, the remuneration, if any, terms and conditions of the said appointment in such manner as may be approved by the Board of Directors of the Company and acceptable to the Sh. Gaurav Sarup, Managing Director of the Company as permissible under the Companies Act, 2013.



RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution and also to make necessary filings of any statutory forms or other documents and to do all such acts and things as may be necessary in this regard."

5. To Consider and approve, with or without modification, reappointment of Mr. Prashant Sarup (DIN: 01257440) as Wholetime Director of the Company. (Special Resolution)

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), as recommended and approved by Nomination and Remuneration Committee, **Mr. Prashant Sarup (DIN: 01257440)**, whose term of office is expiring, be and is hereby appointed as Wholetime Director of the Company for a period of **Five years w.e.f. 28.02.2025**, liable to retire by rotation, upon terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to vary/alter, at any time, the remuneration, if any, terms and conditions of the said appointment in such manner as may be approved by the Board of Directors of the Company and acceptable to the Sh. Prashant Sarup, Wholetime Director of the Company as permissible under the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution and also to make necessary filings of any statutory forms or other documents and to do all such acts and things as may be necessary in this regard."

6. To Consider and approve, with or without modification, reappointment of Mrs. Archana Sarup (DIN: 07780273) as Wholetime Director of the Company. (Special Resolution)

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), as recommended and approved by Nomination and Remuneration Committee, **Mrs. Archana Sarup (DIN: 07780273)**, whose term of office is expiring, be and is hereby appointed as Wholetime Director of the Company for a period of **Five years w.e.f. 30.09.2024**, liable to retire by rotation, upon terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to vary/alter, at any time, the remuneration, if any, terms and conditions of the said appointment in such manner as may be approved by the Board of Directors of the Company and acceptable to the Mrs. Archana Sarup, Wholetime Director of the Company as permissible under the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution and also to make necessary filings of



any statutory forms or other documents and to do all such acts and things as may be necessary in this regard."

7. To Consider and approve, with or without modification, Related Party Transactions.
(Special Resolution)

"RESOLVED THAT pursuant to the provisions of Section 188 and any other applicable provisions of the Companies Act, 2013 and of the Rules made thereunder (including any statutory modifications, or re-enactment thereof for the time being in force), the approval of the members of the Company be and is hereby given to the Board of Directors of the Company to enter into contracts and/or agreements with Related Parties (as per details mentioned in the Statement annexed to the notice) for sale/purchase of machine equipment for the financial year 2024-2025.

RESOLVED FURTHER THAT the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and further authorised to determine the actual sums to be involved in the proposed transactions and the terms & conditions related thereto and all other matters arising- out of or incidental to the proposed transactions and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

By order of the Board of Directors,
MARSHALL MACHINES LIMITED

Sd/-

Date: 10.08.2024
Place: Ludhiana

PRASHAN SARUP
(Wholetime Director and CFO)
(DIN: 01257440)

GAURAV SARUP
(MANAGING DIRECTOR)
(DIN: 00777489)



NOTES:

- i) A member entitled to attend and vote at the Annual General Meeting (the “meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the company. The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting.
- ii) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- iii) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- iv) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Bigshare Services Private Limited.
- v) **The Register of Members and the Share Transfer Book of the company will remain closed from 31st August, 2024 to 06th September, 2024 (both days inclusive).**
- vi) The Notice of the AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or with the Depository Participant(s), unless members have requested for the hard copy of the same. Members who have not registered their email address with the Company Depository Participant(s) are requested to visit the Company’s website to download the Notice of the AGM and Annual Report or can also download the same from NSE as the provision of sending of Annual report for the year 2024 has been relaxed by SEBI. Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Gate of Venue of the AGM. Members may note that the Notice and Annual Report 2023-24 is also available on the Company’s website at: <https://marshallcnc.com/>, website of the Stock Exchange, i.e., NSE Limited at <https://www.nseindia.com/> .
- vii) Any queries regarding the Annual Accounts or otherwise must be sent to Registered Office of the Company at least 10 days before the date of meeting.
- viii) M/s Bhambri & Associates, Company Secretary in practice has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner



(including the ballot forms received from members who do not have access to the e voting process). The scrutinizer shall upon the conclusion of General Meeting, unblock the votes in presence of at least two witnesses not in employment of the Company and make a report of the votes cast in favour or against, if any, forthwith to the chairman of the Company.

- ix) The Results of the resolutions passed at the AGM of the Company will be declared within 48 working hours of the conclusion of AGM. The Results declared along with the Scrutinizer's report shall be placed on Company's website of CDSL and will be communicated to the stock exchanges.
- x) **Voting through Electronic Means:** Pursuant to the Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management And Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to the Members a facility to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means.
- xi) **The instructions for shareholders voting electronically are as under:**
 - (i) The voting period begins on **03.09.2024 at 09.00 am** and ends on **05.09.2025 at 05.00 pm**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **30-08-2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date through e-voting would not be entitled to vote at the meeting value.
 - (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



	<p>2) If the user is 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
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 022- 23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,



- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the **EVSN <240810006>** for the relevant **<MARSHALL MACHINES LIMITED>** on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.



- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; csmarshall@marshallcnc.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. **For Physical shareholders** - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company / RTA email id** (mukesh@bigshareonline.com) and (bssdelhi@bigshareonline.com).

2. **For Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP).

3. **For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.



EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 4: Mr. Gaurav Sarup (DIN: 00777489) has been serving as Managing Director and Chairman of the Company. His term of office as Managing Director is expiring and his reappointment for **five years** has been recommended by the Board to be effective from 31.03.2025 if approved by the shareholders at the following terms and conditions:

a) Annual salary: Re. 1.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Gaurav Sarup (himself), Mr. Prashant Sarup, Mrs. Archana Sarup and Mr. Siddhant Sarup to the extent of their shareholding are concerned or interested, financially or otherwise, in the resolution. The Board recommends the said resolution to be passed as a special resolution.

ITEM NO. 5: Mr. Prashant Sarup (DIN: 01257440) has been serving in two capacities one as Wholetime Director and one as CFO of the Company. His term of office as wholetime director is expiring and his reappointment for five years has been recommended by the Board to be effective from 28.02.2025 if approved by the shareholders at the following terms and conditions:

a) Annual salary: Re. 1.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Gaurav Sarup, Mr. Prashant Sarup(himself), Mrs. Archana Sarup and Mr. Siddhant Sarup to the extent of their shareholding are concerned or interested, financially or otherwise, in the resolution. The Board recommends the said resolution to be passed as a special resolution.

ITEM NO. 6: Mrs. Archana Sarup (DIN: 07780273) has been serving as Wholetime Director of the Company. Her term of office as wholetime director is expiring and her reappointment for five years has been recommended by the Board to be effective from 30.09.2024 if approved by the shareholders at the following terms and conditions:

a) Annual salary: Re. 1.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Gaurav Sarup, Mr. Prashant Sarup, Mrs. Archana Sarup (herself) and Mr. Siddhant Sarup to the extent of their shareholding are concerned or interested, financially or otherwise, in the resolution. The Board recommends the said resolution to be passed as a special resolution.

ITEM NO. 7:

Pursuant to Section 188 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Second Amendment Rules, 2014 requires the prior approval of the members for specified transactions with Related Parties beyond threshold limits.

Your Company from time to time renders and avails various services.

Since, the transaction value for such services with related parties may exceed the prescribed threshold limits as prescribed under Sec 188 of the Act and the Rules made there under, therefore, as a matter of abundant precaution, the proposal is being put before the members



of the Company for their approval, despite being on arm's length basis and in ordinary course, provisions of Section 188 are not applicable. The disclosures required to be provided under the provisions of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Second Amendment Rules, 2014 are given herein below for perusal of the members.

Sr No.	Name of related party and its relation	Nature of Transaction	Transaction value proposed
1.	Related Party: Micron Machines Relation: Mr. Siddhant Sarup, Wholetime director / promoter group member is a 33.33 % partner in the firm	Sale of Machine Equipment	20 Crores
2.	Related Party: Micron Machines Relation: Mr. Siddhant Sarup, Wholetime director / promoter group member is a 33.33 % partner in the firm	Purchase of Machine Equipment	20 Crores

The Board considers that the existing arrangements with above related parties are in the ordinary course of business and at arm's length basis.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Siddhant Sarup (directly) and Mr. Gaurav Sarup, Mr. Prashant Sarup, Mrs. Archana Sarup (Indirectly) are concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution as set out in Item No. 7 of this Notice for approval of the Members.

By order of the Board of Directors,
MARSHALL MACHINES LIMITED

Sd/-

Date: 10.08.2024
Place: Ludhiana

PRASHAN SARUP
(Wholetime Director and CFO)
(DIN: 01257440)

GAURAV SARUP
(MANAGING DIRECTOR)
(DIN: 00777489)

**BOARD'S REPORT**

To
The Members,
Marshall Machines Limited,

Your Directors have great pleasure of presenting the 30th Annual Report on the affairs of the Company for the financial year ended 31st March, 2024.

FINANCIAL SUMMARY OF THE COMPANY

The summary of Company's Financial Results for the financial year ended 31st March, 2024 is as under:

(Rs. In Lakhs)

Particulars	Financial	Financial Year
	Year Ended	Ended
	31.03.2024	31.03.2023
Revenue from Operations	2,796.25	3449.53
Other Income	44.28	250.36
Total Revenue	2,840.53	3699.89
Total Expenses	3,557.63	4619.27
Profit before tax	-717.10	-919.38
Tax expenses	-177.23	-229.43
Profit for the period	-539.87	-689.95
Total Comprehensive Income for the period	-560.13	-644.88
EPS	-2.26	-4.74

RESERVES

No amount is being transferred to reserve & surplus during the period under review.

DIVIDEND

Keeping in view the present economic situations, the board recommends retaining the earnings in the Company, hence, the Board has not recommended any dividend on the equity share capital of the Company.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Since there was no dividend declared and paid last year, the provisions of Section 125 of the Companies Act, 2013 does not apply.

OPERATIONAL REVIEW AND STATE OF AFFAIR

Yours Company is engaged in a single segment i.e. developing, manufacturing and marketing of Machines Tool Equipment including wide range of single spindle, patented double and four spindle CNC machines, automated robotic solutions and patent pending IOTQ suit of intelligent equipment. Therefore, disclosure requirements as required under Accounting Standard (AS)-17 issued by Institute of Chartered Accountant of India, are not applicable.



During the period under review, your Company has reported total Income of Rs. 2840.53 lakhs for the financial year ended 31st March, 2024 as compared to Rs. 3449.53 lakhs in the previous year and the net profit / Loss (Total comprehensive income) for the year under review amounted to Rs. -560.13 lakhs in the current year as compared to Rs. -644.88 lakhs of previous year.

CHANGE IN THE NATURE OF BUSINESS, IF ANY:

There were no changes in the nature of the business of your Company during the year under review.

MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There were No Material changes and commitment affecting the financial position of the Company in the financial year to which these financial statements relate other than the position of sales and profits as per the financials for 31.03.2024.

CHANGES IN SHARE CAPITAL

During the year the company had come out with the right issue of shares and 93,51,217 Equity Shares were allotted on 31.10.2023. The new share Capital of the Company as on 31.03.2024 is Rs. 23,90,12,170/-

DISCLOSURE RELATING TO EQUITY SHARES WITH DIFFERENTIAL RIGHTS

Your Company has not issued any equity shares with differential rights during the year under review and hence no information as per provisions of Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

DISCLOSURE RELATING TO SWEAT EQUITY SHARES

Your Company has not issued any sweat equity shares during the year under the review and hence no information as per provisions of Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

DISCLOSURE RELATING TO EMPLOYEE STOCK OPTION SCHEME AND EMPLOYEE STOCK PURCHASE SCHEME

Your Company has not issued any Employee Stock Option Scheme and Employee Stock Purchase Scheme. Hence no information as per the provisions of Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 has been furnished.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Company's Board comprised Eight Directors as on 31st March, 2024, viz, Mr. Gaurav Sarup-Managing Director, Mr. Prashant Sarup-Whole Time Director cum CFO, Mr. Siddhant Sarup-Whole Time Director, Mrs. Archana Sarup-Whole Time Director, Mrs. Rita Aggarwal – Non-executive Independent Director and Mr. Satvinder Singh - Independent Directors, Mr. Anil Singla – Non-Executive Independent Director, Mr. Surinder Bir Singh- Non-Executive Independent Director

The Board, therefore, presently comprises of Eight Directors.

APPOINTMENT / RE-APPOINTMENT / RETIREMENT OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

In order to ensure compliance with Section 152(6) of the Act, the Board has considered Mr. Gaurav Sarup (DIN: 00777489) who shall retire by rotation at the ensuing AGM and being eligible, offers himself for re-appointment, for ensuring compliance with Section 152(6) of Act.



During the year under review the following directors had been appointed or resigned from the Company:

1. Mrs. Komal Bhalla was appointed as an additional (Non-Executive Independent) director on 02.06.2023
2. Mr. Surinder Bir Singh was appointed as an additional (Non-Executive Independent) director on 27.06.2023
3. Mrs. Komal Bhalla had resigned w.e.f. 11.07.2024.

The reappointment of the following directors is due and is proposed in the ensuing AGM

1. Mr. Gaurav Sarup, Managing Director
2. Mr. Prashant Sarup, Wholetime Director
3. Mrs. Archana Sarup, Wholetime Director

DECLARATION BY INDEPENDENT DIRECTORS

The Independent Directors of the Company have submitted the declaration of independence, as required pursuant to the provisions of Section 149(7) of the Companies Act, 2013, stating that they meet the criteria of Independence as provided under Section 149(6). They have also confirmed that they meet the requirements of Independent Director as mentioned under Regulation 16(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

KEY MANAGERIAL PERSONNEL

Mr. Gaurav Sarup-Managing Director, Mr. Prashant Sarup-Whole Time Director cum CFO, Mr. Siddhant Sarup-Whole Time Director, Mrs. Archana Sarup-Whole Time Director and Ms. Gauri Agarwal-Company Secretary of the Company are the Key Managerial Personnel as per the provisions of the Companies Act, 2013 and rules made thereunder.

BOARD MEETINGS

The Directors of your Company met at regular intervals with the gap between two meetings not exceeding 120 days to review Company's policies and strategies apart from the Board matters. The notices of the meeting were given in advance. Additional meetings were held on the basis of the requirements of the Company. During the year under review, the Board of Directors met Twelve (12) times on:

Sr. No.	Date
1	06-04-2023
2	20-05-2023
3	02-06-2023
4	27-06-2023
5	11-07-2023
6	12-08-2023
7	01-09-2023
8	20-09-2023
9	22-09-2023
10	03-10-2023
11	14-11-2023
12	24-02-2024

MEETING OF MEMBERS

During the year under review, an Annual General Meeting of the Company was held on Friday, 29th day of September, 2023 respectively and resolutions passed by way of postal ballot dated 11.08.2023 and 03.11.2023



COMMITTEES OF BOARD

In accordance with provisions of Companies Act, 2013 read with rules and regulations made thereunder and further read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has constituted following Committees:

- ✧ Audit Committee
- ✧ Nomination and Remuneration Committee
- ✧ Stakeholder Relationship Committee
- ✧ Corporate Social Responsibility Committee
- ✧ Finance Committee

APPOINTMENT AND REMUNERATION POLICY

The Board on the recommendation of the Nomination and Remuneration Committee has framed a policy for Appointment and Remuneration of Directors, Senior Management and other employees as provided under Section 178(3) of the Companies Act, 2013. The Company's Policy of Appointment and Remuneration includes criteria for determining Qualification, Positive Attributes, Independence of Directors and other matters, as required under Section 178(3) of the Companies Act, 2013. The policy also laid down the criteria for determining the remuneration of directors, key managerial personnel and other employees. The Appointment and Remuneration Policy of the Company is available on the Company's website and can be accessed at link:

<https://marshallcnc.com/wp-content/uploads/2020/11/Nomination-and-Remuneration-Policy.pdf>

BOARD EVALUATION

The provisions of the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, mandate that a formal annual performance evaluation is to be made by the Board of its own performance and that of its Committee and individual Directors and Schedule IV of the Companies Act, 2013 states that performance evaluation of the Independent Director shall be done by Directors excluding the Directors being evaluated.

The Board carried out a formal annual performance evaluation as per criteria/framework laid down by the Nomination and Remuneration Committee and adopted by the Board. The evaluation was carried out through a structured evaluation process to evaluate the performance of individual Directors including the Chairman of the Board. They were evaluated on parameters such as their education, knowledge, experience, expertise, skills, behaviour, leadership qualities, level of engagement and contribution, independence of judgement, decision making ability for safeguarding the interest of the Company, stakeholders and its shareholders. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors were carried out by the Independent Directors in their meeting held on 24.02.2024. The Board was satisfied with evaluation process and approved the evaluation results thereof.

REMUNERATION TO DIRECTORS/EMPLOYEES AND RELATED ANALYSIS

During the year under review, no employee of the Company received salary in excess of the limits as prescribed under the Act. Accordingly, no particulars of employees are being given pursuant to Section 134 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The details pertaining to the ratio of the remuneration of each director to the median employee's remuneration and other prescribed details as required under section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment And Remuneration of Managerial Personnel) Rules, 2014 are annexed herewith as Annexure - B and forms part of this report.



DIRECTORS' RESPONSIBILITY STATEMENT

To the best of knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statement pursuant to provision of Section 134(3)(c) of the Companies Act, 2013, that:

- (a) in the preparation of the accounts for the financial year ended 31st March, 2024, the applicable accounting standards have been followed along with proper explanation relation to material departures;
- (b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the said financial year and of the profit and loss of the company for the said financial year;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the accounts for the year ended 31st March, 2024 on a going concern basis;
- (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.
- (f) the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively.

INTERNAL FINANCIAL CONTROLS

The Company has a proper and adequate system of internal control, to ensure that all assets are safeguarded, properly utilized and protected against loss from un-authorized use or disposition and those transactions are authorized and recorded by the concerned departments properly and reported to the Audit Committee/Board correctly.

The Company has also in place adequate internal financial controls with reference to financial statement. Such controls are tested from time to time and no re-portable material weakness in the design or operation has been observed so far.

However, the statutory auditor has reported that “there was no proper quarterly and annual Internal Audit plan and documentation of the quarterly/ annual audit available. The Internal Auditor has not covered many areas for audit i.e., Inventory, Financing, Human Resources, confirmations from Trade Receivables and Trade Payables, Compliance and Information Technology (IT systems). Company should re-visit the existing internal audit plans and procedures and strengthen them since there are requirement of improvements.”

The items stated and suggested by the statutory auditor have been taken a note of and the Company shall implement such practices from here onwards.

DISCLOSURES RELATING TO SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

During the year under review, your company did not have any subsidiary, associate and joint venture company except the company had invested in two subsidiaries:

1. MARPTS TRADING PRIVATE LIMITED

(CIN: U46599PB2023PTC058625)

Date of incorporation 26/05/2023

2. MAR-TURN SOLUTIONS PRIVATE LIMITED

(CIN: U28221PB2023PTC058688)



Date of incorporation 30/05/2023

It is also hereby stated that the company had sold off its investments in the above subsidiaries on 20.09.2023 and **they had ceased to be subsidiaries of the Company w.e.f. 20.09.2023**

DEPOSITS

During the year under review, your company neither accepted any deposits nor there any outstanding at the beginning of the year which were classified as deposit in term of Section 73 to 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014 and hence requirements of furnishing details of deposits which are not in compliance with Chapter V of the Companies Act, 2013, is not applicable. However, the advance from customers on account of trade advances which are more than one year old amounting to Rs. 296.85 Lacs.

PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

During the year under the review, the Company has not given any loan, guarantee, provided security to any person or other body corporate or acquired by the way of subscription, purchase or otherwise, the securities of anybody corporate, exceeding the limit prescribed under section 186 of the Companies Act, 2013.

PARTICULARS OF CONTRACTS OR ARRANGMENTS WITH RELATED PARTIES

All related party transactions entered into during financial year 2023-24 were on an arm's length basis and in the ordinary course of business. Accordingly, the disclosure of related party transactions, as required under Section 134(3)(h) of the Act in Form AOC-2 is not applicable to the Company.

The details of the transactions with related parties, if any, are provided in the accompanying financial statements.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Corporate Social Responsibility Committee (CSR Committee) had formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, and the same was duly approved by the Board. The CSR Policy can be accessed on the website of the Company at link <https://marshallcnc.com/wp-content/uploads/2020/11/CSR-Policy.pdf>

During the year under review, the provisions were **not applicable** to the Company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo as required under Section 134(3)(m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2015 is annexed as Annexure - D herewith and forms part of this Report.

RISK MANAGEMENT

The Company has adopted Risk Management Policy which has been approved by the Board of Directors of the Company. The aim of the Risk Management Policy is to maximize opportunities in all activities and to minimize adversity. The policy includes identifying types of risks and its assessment, risk handling and monitoring and reporting, which in the opinion of



the Board may threaten the existence of the Company. The Risk Management policy can be accessed on the Company's website at the link:

<https://marshallcnc.com/wp-content/uploads/2020/11/RISK-MANAGEMENT-POLICY.pdf>

ESTABLISHMENT OF VIGIL MECHANISM / WHISTLE BLOWER POLICY

Your Company promotes ethical behaviour in all the business activities and has put in place a mechanism wherein employees are free to report illegal or unethical behaviour, actual or suspected fraud or violation of Company's Code of Conduct or Corporate Governance Policies or any improper activity to the Chairman of the Audit Committee of the Company. The whistle blower policy is duly communicated with your Company. The functioning of the Vigil Mechanism is reviewed by the Audit Committee from time to time. The Vigil Mechanism/Whistle Blower Policy can be accessed on the Company's website at the link:

<https://marshallcnc.com/wp-content/uploads/2020/11/WHISTLE-BLOWER-POLICY.pdf>

AUDITORS

STATUTORY AUDITORS

M/s. S. Sood & Co., Chartered Accountants, Firm Registration No. 010801N, were appointed as Statutory Auditor of the Company by the Members of the Company, for the term of five consecutive years starting from the conclusion of the 22nd Annual General Meeting up to conclusion of the 27th Annual General Meeting of the Company to be held in the year 2021. Thereafter they were reappointed in the years 2021 and 2022 further in the year they were re-appointed for a period of One Year, commencing from 29th Annual General Meeting held in the year 2023 till the conclusion of 30th Annual General Meeting to be held in the year 2024, at a remuneration to be decided by the Managing Director of the company.

The Board has appointed M/s JM and Associates, Chartered Accountants (FRN: 011270N), (Peer review certificate number 014571 valid up to 31/08/2026) for a period of one year commencing from the Conclusion of the ensuing AGM(2024) till the AGM to be held in the year 2025 for FY 2024-25, subject to approval by the members.

AUDIT REPORT

The Statutory Auditors have submitted Audit Report on the Financial Statements of the Company for the financial year ended 31st March, 2024. The observations and comments given by the Auditors in their Report read together with the Notes to the Accounts are self-explanatory except the following:

Qualification Remark

1. Trade Receivables amounting to Rs. 612.71 Lacs are pending for realization for more than 3 years, Company had sent communications to its Debtors to confirm the Balances. but only 6 Debtors have confirmed the Balances out of total 198 Debtors count.

Management Comments: The Debtors are good & fully realisable, due to COVID, our relationship with many Customers was affected and recently due to Cash flow issues (before right issue), we were unable to fulfil many orders on time on time. due to this some Debtors have not responded to Balance Confirmation request from Company. However as things improve we are certain to realize the funds.

2. No Balance Confirmation Certificate of HDFC Bank Limited as on 31st March, 2024 is available with the Company, in the absence of such confirmation, we are unable to comment on its current status as a Standard Asset in the Bank.

Management Comments: The Balances of HDFC Bank Limited are duly reconciled with the bank statements & the same is also produced before the Auditors and balance is verified by them as on 31.03.2024 (as per Bank Statement). The due amount outstanding Rs. 16.78 Lacs (for CC Interest) is



duly recorded in the books & hence as per Management, the impact of Qualification is NIL. Also, post Audit the Company has arranged the Certificate regarding Account status (as Standard) from HDFC Bank.

Emphasis of Matters

1. The Company has transferred Funds out of its Right Issue Proceeds to its Director and Other Parties Bank account to make some payments.

Management Comments: The Company has transferred some funds to its Employee's Imprest & Directors account to meet regular day-to-day expenses of Company & payment of some statutory dues & repayment of loans to Banks/NBFC's.

Also, Company has ensured that the Funds are fully used for the specified purposes only & unused funds (if any) is returned to the Company.

2. The Company has disclosed impact of its pending litigations in the books of accounts, except in One case which has been shown under Contingent Liability. However, no interest has been provided in the books of accounts since the decision of the cases are pending.

Management Comments: The Directors are of the opinion that there will not be any financial liability in the said cases in view of the nature of these litigations.

3. Company is not regular in repayment of its loans and interest thereon to the financial institutions and banks. Loan facilities of some Banks have been classified as Substandard/written off.

Management Comments: There was some delay in Re-payment of Loans, due to certain order delays and delay in lifting of orders from customers, thus leading to a temporary cash crunch.

4. Company has taken Trade Advances from its Customers amounting to Rs. 364.34 Lacs. This includes advances of Rs. 296.85 Lacs which are more than a year old. Balances of Sundry Advances are subject to confirmation and reconciliations.

Management Comments: Trade advance is taken as per terms of Order. Due to Cash flow issues, we were unable to fulfil many orders on time and these advances are likely to be set-off against the supply to be made in near future.

5. Company has not deposited the Tax Deducted at Source amounting to Rs. 51.53 Lacs which has been deducted on account of payments in respect of Right Issue Expenses.

Management Comments: There was a clerical error due to which TDS amount was not deducted correctly and so the deposit couldn't be made due to this calculation mistake.

Key Audit Matters

1. Company has not realized its Foreign Debtor amounting to Rs.106.55 Lacs within the time prescribed under the regulations of the FEMA Act, 1999. Subject to which penalty under the provisions of Act may be levied on violation.

Management Comments: The delay was due to the dispute arising during the Covid2019 times, which could not be resolved.

2. Sundry creditors amounting to Rs. 2404.50 Lacs are due for more than 180 days, which include the creditors which are subject to the provisions of section 16(2) of the CGST Act, 2017, Input Tax



Credit of GST which has been taken against such unpaid creditors has to be reversed and further the Interest and penalty may be levied on such amounts.

Management Comments: before right issue, Payment to Creditors delayed due to Cash flow issues, we were unable to fulfil many orders and deliveries to Customer on time, which impacted the working Capital Cycle.

CARO

1. The stock statements submitted by the company to the bank at the end of every quarter is compared with the books of accounts & noticed some difference.

Management Comments: The differences are because the statements filed with the lenders are based on financial statements which are prepared on provisional basis and also on account of exclusion of certain other current liabilities in the statements filed with the lenders.

2. Company has not accepted deposits from public during the year, however the advances received from the customers on account of trade advances which are more than one year old amounting to Rs. 296.85 Lacs will be termed as deposits. To the extent of such deposits the Company has not complied with the provisions of section 73 to 76 of The Companies Act, 2013 and Rules framed there under while accepting Deposits.

Management Comments: Trade advance is taken as per terms of Order. Due to Cash flow issues, we were unable to fulfil many orders and deliveries on time and these advances are likely to be set-off against the supply to be made in near future.

3. The Company has not been regular in depositing with the appropriate authorities its undisputed statutory dues including Provident Fund, Employees' State Insurance, TDS, TCS, GST and other material statutory dues applicable to it. However, the Company did not have dues in arrears as at 31st March 2024 for a period of more than six months from the date they became payable except the GST amounting to Rs. 23.47 Lacs and Provident Fund amounting to Rs. 1.53 Lacs along with Interest thereon which are outstanding for more than six months.

Management Comments: There was a temporary delay in payment of Statutory dues, due to certain order delays and delay in lifting of orders from customers, thus leading to a temporary cash crunch.

4. In some cases, the Company has defaulted in the repayment of Loans or Borrowings of banks and financial institutions, some of them have already been classified as Substandard, Doubtful & Written Off by the Financial Institutions. In many cases delay of EMIs have been exceeded 90 days to become the account substandard. However, updated status from some financial Institutions are not available. And in other cases, there has been delay in Repayment of instalments during the year.

Management Comments: There was a delay in Re-payment of Loans, due to certain order delays and delay in lifting of orders from customers, thus leading to a temporary cash crunch.

5. There exists material uncertainty as on the date of the audit report about the company 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.

Management Comments: In the opinion of the management the company will have the sufficient internal cash accruals in the next financial year to meet its current liabilities.

SECRETARIAL AUDITOR



The Board of Directors, pursuant to provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, had appointed M/s Bhambri & Associates, Company Secretaries in practice, having Certificate of Practice No. 22626 as Secretarial Auditor of Company for the financial year 2024-25 and onwards.

SECRETARIAL AUDIT REPORT and ANNUAL SECRETARIAL COMPLIANCE REPORT

The Secretarial Audit Report for the financial year ended 31st March, 2024 is annexed as Annexure - E herewith in the prescribed format i.e. MR-3 and forms part of this Report.

Also with the Annexure – F another certificate regarding “Certificate of Non-Disqualification of Directors” as per schedule V of the SEBI LODR Regulations is annexed.

The Annual Secretarial Compliance Report is available on the website of the Company at: <https://marshallcnc.com/secretarial-compliance-report/>

The following were the observations of Secretarial Auditor which are commented and explained by the Board as under:

1. *The Company had not complied to the following LODR Regulations in a timely manner for which SOP fine was levied on some of them by the Stock Exchange (NSE):*
 - a) *Payment of Annual Listing Fee 2023-24*
 - b) *Regulation 29 Intimation of Board Meeting for Financial Results for Quarter ended 31.03.2023.*
 - c) *Regulation 29 Intimation of Board Meeting for Financial Results for Quarter ended 31.12.2023.*
 - d) *Regulation 33 Financial results for the Quarter ended 31.03.2023.*
 - e) *Regulation 33 Financial Results for the Quarter ended 31.12.2023.*
 - f) *Regular Updation of the Website.*
 - g) *Regulation 30 of SEBI LODR 2015, Delay in submission of Intimation of appointment.*
 - h) *Regulation 30 of SEBI LODR 2015, delayed disclosure (C1) and (C2) for events pertaining to November 2022, March 2023 etc on 01.06.2023*
 - i) *Regulation 30 of SEBI LODR 2015, delayed disclosure (C2) for events pertaining to March 2023.*
 - j) *Regulation 30 of SEBI LODR 2015, not made the disclosures (C1 and C2) for defaults in payment of principal/interest for the periods from November 2023 to March 2024*

Management Comments: *Delay in declaration of Result was due to delay in closing of books amid right issue compliance during the Year and extended procedure adopted by Statutory Auditors to check all right issue related payment/transactions.*

2. *The Company had not complied with Regulation 3(5) and 3(6) of SEBI PIT regulations, had not captured the internal sharing of information / UPSI in its complete essence during the Quarters 30.06.2023, 30.09.2023 and 31.12.2023.*

Management Comments: based on NSE's team observations & Suggestion, we have started capturing the sharing of information with HOD's of other operational areas like Sales, Procurement & Production etc.

3. *The Company had not complied with Regulation 3(5) and 3(6) of SEBI PIT regulations, had not captured some events in a timely manner during the Quarters 30.06.2023, 30.09.2023.*

Management Comments: based on NSE's team observations & Suggestion, retrospectively we captured the sharing of information with HOD's of other operational areas like Sales, Procurement & Production etc.



4. *Mr. Satvinder Singh, an Independent Director of the company was unable to renew his registration as an independent director in independent director's databank maintained by IICA within the stipulated time, due to which his registration expired from the databank.*

Management Comments: *Due to Personal commitments Mr. Satvinder ji couldn't complete the formalities and renew his registration. However on the date of the report the process is on going and will be complete shortly.*

5. *Company has not accepted deposits from public during the year, however the advances received from the customers on account of trade advances which are more than one year old amounting to Rs. 296.85 Lacs will be termed as deposits. To the extent of such deposits the Company has not complied with the provisions of section 73 to 76 of The Companies Act, 2013 and Rules framed there under while accepting Deposits.*

Management Comments: Trade advance is taken as per terms of Order. Due to Cash flow issues, we were unable to fulfil many orders and deliveries on time and these advances are likely to be set-off against the supply to be made in near future.

6. *The Company has not been regular in depositing with the appropriate authorities its undisputed statutory dues including Provident Fund, Employees' State Insurance, TDS, TCS, GST and other material statutory dues applicable to it. However, the Company did not have dues in arrears as at 31st March 2024 for a period of more than six months from the date they became payable except the GST amounting to Rs. 23.47 Lacs and Provident Fund amounting to Rs. 1.53 Lacs along with Interest thereon which are outstanding for more than six months.*

Management Comments: There was a temporary delay in payment of Statutory dues, due to certain order delays and delay in lifting of orders from customers, thus leading to a temporary cash crunch.

7. *Company has not realized its Foreign Debtor amounting to Rs.106.55 Lacs within the time prescribed under the regulations of the FEMA Act, 1999.*

Management Comments: The delay was due to the dispute arising during the Covid2019 times, which could not be resolved.

8. *The company is not regular in repayment of its loans and interest thereon to the financial institutions and banks. The loan installments have been delayed many times during the year.*

Management Comments: There was some delay in Re-payment of Loans, due to certain order delays and delay in lifting of orders from customers, thus leading to a temporary cash crunch.

9. *The Company has transferred Funds out of its Right Issue Proceeds to its Director and Other Parties' Bank account to make some payments on behalf of the Company.*

Management Comments: The Company has transferred some funds to its Employee's Imprest & Directors account to meet regular day-to-day expenses of Company & payment of some statutory dues & repayment of loans to Banks/NBFC's. Also, Company has ensured that the Funds are fully used for the specified purposes only & unused funds (if any) is returned to the Company.

INTERNAL AUDITOR

The Board of Directors, pursuant to provisions of Section 138 of the Companies Act, 2013 read with Rule 13(1) of the Companies (Accounts) Rules, 2014, had re-appointed Mr. Suresh Kumar, Bachelor of Technology - PAN EHQP7835A, as an Internal Auditor of Company for the financial year 2024-25 and onwards.



BOARD'S RESPONSE ON AUDITOR'S QUALIFICATION, RESERVATION OR ADVERSE REMARKS OR DISCLAIMER MADE

The qualification, reservations or adverse remarks made by the statutory auditors in their report for the year ended 31st March, 2024 have already been explained above. During the year, there were no instances of frauds reported by auditors under Section 143(12) of the Companies Act, 2013.

COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND GENERAL MEETINGS

Your Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings and General Meetings.

ANNUAL RETURN

The Annual Return of the Company, pursuant to the provisions of Companies act 2013 for the financial year 2022-23 (Form MGT-7) is available on Company's website and can be accessed at the link:

<https://marshallcnc.com/wp-content/uploads/2024/07/Annual-Return-2022-23-MML.pdf>

OTHER DISCLOSURES- CORPORATE POLICIES

CORPORATE SOCIAL RESPONSIBILITY POLICY

Pursuant to the provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the CSR Committee had formulated the CSR Policy which has been adopted by the Board. The CSR Policy outlines the various programs/projects/activities to be undertaken by the Company as laid down in schedule VII of the Companies Act, 2013. The CSR policy can be accessed on the Company's website at the link:

<https://marshallcnc.com/wp-content/uploads/2020/11/CSR-Policy.pdf>

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Board members are provided with necessary documents/brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices. The details of such familiarization programs for Independent Directors are posted on the Company's website and can be accessed at link:

<https://marshallcnc.com/wp-content/uploads/2020/11/Familiarization-Programme-for-Independent-Directors.pdf>

POLICY FOR DETERMINATION OF MATERIALITY

Pursuant to Regulation 30(4) read with schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board had adopted policy and procedure with regard to determination of materiality of event. The policy for determination of materiality is available on Company's website and can be accessed at the link:

<https://marshallcnc.com/wp-content/uploads/2020/11/Policy-for-Determination-of-Materiality.pdf>

POLICY FOR PRESERVATION OF DOCUMENTS

The policy segregates the documents to be preserved permanently and documents to be preserved at least for a period of eight years as per requirement of law. The policy for preservation of documents is available on Company's website and can be accessed at link:

<https://marshallcnc.com/wp-content/uploads/2020/11/Policy-on-Preservation-of-Documents.pdf>



INSIDER TRADING POLICY

In order to prevent Insider Trading in securities of the company on basis of Unpublished Price Sensitive Information, the Board of Directors had approved and adopted Code of Practice & Procedure for Fair Disclosure in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015, issued by Securities Exchange Board of India (SEBI) vide its notification dated 15th January, 2015. The SEBI vide its notification dated 31st December, 2018 has amended the same which is now hereby referred as SEBI (Prohibition of Insider Trading)(Amendment) Regulations, 2018 and put in place a framework for prohibition of insider trading in securities. The framework adopted by the Company to prevent insider trading in securities of the Company is available on Company's website and can be accessed at the link:

https://marshallcnc.com/wp-content/uploads/2019/04/Code_of_Conduct_for_Prohibition_of_Insider_Trading_compressed.pdf

RELATED PARTY TRANSACTION POLICY

Pursuant to the requirements of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board had approved a policy on Materiality of Related Party Transactions and Dealing with Related Party Transactions. The policy regulates the transaction between the Company and its Group/Associates Companies, if any, and related parties. The Related Party Transaction Policy is available on Company's website and can be accessed at the link:

<https://marshallcnc.com/wp-content/uploads/2020/11/Related-Party-Transaction-Policy.pdf>

CEO AND CFO CERTIFICATION

By virtue of Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the compliance with the CEO and CFO Certification provisions as specified under Regulation 17(8) is done by the Company. The Company has received a certificate as required under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 duly signed by Mr. Gaurav Sarup, Managing Director and Mr. Prashant Sarup, Whole Time Director cum CFO which is annexed herewith as Annexure – G and forms the part of this report.

DISCLOSURE OF ACCOUNTING TREATMENT

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

SEPARATE MEETING OF INDEPENDENT DIRECTORS

The Company's Independent Directors held their meeting on 24.02.2024 without the attendance of Non-Independent Directors and members of the management. All Independent Directors were present at the meeting. They reviewed i. the performance of non-Independent directors and the Board as a whole; ii. the performance of the Chairman of the Company taking into account the views of Executive Directors and Non- Executive Directors; iii. Assessed the quality and timeliness of the flow of information between the company's Management and the Board which is necessary for the Board to effectively and reasonably perform their duties.

ENVIRONMENT, HEALTH AND SAFETY

Your Company considers it is essential to protect the Earth and limited natural resources as well as the health and well-being of every person. The Company strives to achieve safety, health and environmental excellence in all aspects of its business activities. Acting responsibly with a focus on safety, health and the environment is a part of the Company's DNA.



HUMAN RESOURCES AND INDUSTRIAL RELATIONS

Your Company lays emphasis on competence and commitment of its human capital recognizing its pivotal role for organization growth. During the year, the Company maintained a record of peaceful employee relations.

Your Directors wish to place on record their appreciation for the commitment shown by the employees throughout the year.

STATEMENT OF DEVIATION(S) OR VARIATION(S)

The statement of deviation(s) or variation(s) in utilizing of public issue proceeds have been provided at the website of the Company at:

The funds that were raised during the Rights Issue had been partially utilized and only towards the purposes as were stated in objects clause of the offer document. The statement of deviations can be accessed at

<https://marshallcnc.com/statements-of-deviations-or-variations-as-specified-in-regulation-32-of-these-regulations/>

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the Company's performance during the year under review as stipulated under the Regulation 34(2)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is discussed hereunder:

Global Machine Tool Industry

The global machine tool industry is a vital sector in the manufacturing landscape, supporting the production of complex and precise components used in various industries such as automotive, aerospace, electronics, and medical devices. This industry includes a wide array of machinery, such as lathes, milling machines, grinders, and Computer Numerical Control (CNC) machines.

Market Size and Growth

As of 2023, the global machine tools market is estimated at approximately USD 87.94 billion and is projected to grow to USD 137.02 billion by 2030, with a Compound Annual Growth Rate (CAGR) of 5.7% from 2022 to 2030. This growth is driven by increasing demand for automation, precision manufacturing, and the need for efficient production processes across various sectors.

Key Drivers

1. **Automation and CNC Technology:** CNC machines dominate the market due to their precision, efficiency, and capability to perform complex operations with minimal human intervention. They are extensively used in automotive and aerospace industries where high precision is critical.
2. **Industrial Growth in Asia-Pacific:** The Asia-Pacific region, particularly countries like China, India, and Japan, leads the global machine tools market. This dominance is attributed to rapid industrialization, growing manufacturing sectors, and favorable government policies. Low labor costs and significant foreign investments also contribute to this growth.



- 3. Technological Advancements:** The adoption of advanced manufacturing technologies, such as Industry 4.0, has propelled the demand for sophisticated machine tools. These technologies enhance production capabilities and efficiency, driving market growth.

Challenges

The machine tool industry faces several challenges:

- **Economic Fluctuations:** The industry is highly sensitive to global economic conditions. Economic slowdowns can reduce demand for machine tools, affecting market growth.
- **Technological Obsolescence:** Rapid technological advancements necessitate continuous innovation to stay competitive.
- **Supply Chain Disruptions:** Factors like natural disasters, political instability, and trade disputes can disrupt supply chains, impacting production timelines.

Future Outlook

Despite the challenges, the future of the machine tool industry looks promising with continuous investments in R&D, increasing adoption of automation, and expanding manufacturing activities worldwide. The industry's growth is supported by the rising demand for high-precision components and the ongoing advancements in CNC technology, ensuring its pivotal role in the global manufacturing ecosystem.

The Indian Machine Tool Industry

Industry Overview

The Indian machine tool industry is a crucial segment of the manufacturing sector, playing a pivotal role in the industrialization and economic development of the country. It provides the foundational machinery required for producing other capital goods, thus acting as a backbone for various manufacturing processes. As of 2023, the Indian machine tool industry is valued at around USD 1.5 billion and is expected to witness significant growth in the coming years, driven by increasing industrialization, advancements in technology, and government initiatives.

Market Size and Expected Growth

The Indian machine tool market is projected to grow at a compound annual growth rate (CAGR) of around 12% from 2022 to 2027. This robust growth is attributed to several factors, including the rising demand for precision manufacturing, the expansion of the automotive and aerospace sectors, and the government's push towards "Make in India" and other industrial policies aimed at boosting manufacturing capabilities.

Key Sectors Driving Growth



1. **Automotive Sector:** The automotive sector is the largest consumer of machine tools in India, accounting for a significant share of the market. The demand for high-precision components, increased production of vehicles, and the push towards electric vehicles (EVs) have led to a surge in the requirement for advanced machine tools. CNC machines, in particular, are in high demand due to their ability to produce complex and precise parts efficiently.
2. **Aerospace and Defence:** The aerospace and defense sectors are emerging as major drivers of the machine tool industry in India. The need for high-precision machining for components used in aircraft and defense equipment has led to increased investments in advanced machine tools. Additionally, the Indian government's focus on self-reliance in defense manufacturing (Aatmanirbhar Bharat) is boosting the demand for sophisticated machining solutions.
3. **Industrial and Infrastructure Development:** Rapid industrialization and infrastructure development are also significant contributors to the growth of the machine tool industry. The expansion of industries such as construction, power, and heavy engineering requires robust and high-performance machine tools to manufacture essential components and machinery.
4. **Electrical and Electronics:** The growth of the electrical and electronics industry is another key factor driving the machine tool market. The production of electronic devices and components necessitates high-precision tools capable of handling small and intricate parts. The push towards automation and miniaturization in electronics manufacturing further fuels the demand for advanced machine tools.

Government Initiatives

The Indian government has launched several initiatives to bolster the machine tool industry, including the "Make in India" campaign, which encourages domestic manufacturing and reduces reliance on imports. Additionally, the establishment of technology centers and innovation hubs, along with favorable policies for foreign direct investment (FDI), are expected to enhance the capabilities and competitiveness of the Indian machine tool industry.

Challenges and Opportunities

While the Indian machine tool industry is poised for growth, it faces challenges such as technological obsolescence, competition from international manufacturers, and the need for skilled labor. However, these challenges also present opportunities for innovation, upskilling, and collaboration with global players to adopt cutting-edge technologies and best practices.

Conclusion

The Indian machine tool industry is set to experience robust growth, driven by demand from key sectors and supportive government policies. By embracing technological advancements and fostering innovation, the industry can overcome challenges and contribute significantly to India's manufacturing prowess and economic development.

Company Overview

Marshall Machines, founded by Mr Gautam Sarup in 1961, is a well-known brand in the Indian machine tool industry. Marshall started out by manufacturing high-precision bench lathes, heavy-duty lathes, and capstan lathes. However, in the last two decades, under the aegis of second-generation promoters Mr Gaurav Sarup and Mr Prashant Sarup, the Company's single-minded focus on product innovation, research and development, automation, and Industry 4.0 technologies has positioned it as a niche player in a somewhat commoditized industry. Resultantly, Marshall is currently a front-runner in the space of automated, Industry 4.0-enabled, and smart IoT-enabled CNC solution offerings to India's leading manufacturing



companies. Marshall's clientele is spread across numerous industries, including automobile, consumer durables & appliances, and general engineering, to name a few.

Business Overview

Marshall Machines is in the business of designing, manufacturing, and deploying solution offerings, providing after sales services for machine tool equipment. Products offered by the Company include single spindle CNC machines, innovative two spindle & four spindle CNC machines, automated robotic CNC machine solutions, and Industry 4.0 products such as SmartCorrect Gauging Stations. Since then, the Company has grown into a well-regarded player in automated solutions, smart and technologically superior machine tool offerings that enable its clients to enhance productivity, reduce cost per component, and generate a higher return on investment (ROI) from their machines. Constant product innovation, achieved via rigorous research and development, intellectual property generation and protection, has enabled the Company to produce solutions that meet the emerging needs of its clients.

The Company's machines are being used in a number of industries, including the automobile industry, consumer durables and appliances, and general engineering, among others. They are used to manufacture a variety of products such as axles, crankshafts, auto components, fans, and pumps. They are also used to manufacture bearings, gear blanks, bushes, and other similar items. These machines are well-regarded for their quality, dependability, and precision performance. In addition, Marshall provides its clients with the ability to create and implement customised solutions with the desired flexibility. As a result, customers' unique requirements are met with these customised solutions that are designed to maximise the efficiency with which these equipment are used in their operations.

Marshall and Maruti Center for Excellence

During the year, the Company launched a significant initiative along with Automobiles major Maruti by launching India's 1st comprehensive Training Program for Industry 4.0 Technologies at MACE. In this initiative, Marshall has installed proprietary equipment for training on four types of machines at MACE, i.e., Vertical Machining Center, CNC Turning Center, Injection Moulding Machine, and Hydraulic Press.

The training will cover the three most important areas for machine shops Productivity, Quality and Health. In addition, through the LOPI (Learn, Observe, Practice, Implement) model, trainees will learn to implement Industry 4.0 Technologies in their respective factories.

Outlook

Post completion of the recent CAPEX cycle (2018-2021), the Company has created a cumulative capacity of ₹250 crores in Revenues from erstwhile ₹75 crores. The Company will rely on the increased deployment of Industry 4.0 and affordable automation solution offerings in order to enhance revenues and capacity utilisation. Marshall Machines has a complete gamut of product offerings that address these needs, and we will be at the forefront of addressing these problems with our meticulously developed product portfolio.

With the completion of acquisition of new Technology in the Last financial year and the coming financial year the company aims to complete their product portfolio to offer state of the art solutions to a wide range of customers and industries. The technology will give a cutting edge to Marshall specially in high growth and upcoming sectors like EV, Defence and Semi conductor manufacturing. The company aims to create import substitutes since the Indian Machine tool industry is still dependent on Import substitutes.

INSOLVENCY PROCEEDINGS

There are three insolvency proceedings pending against the Company in NCLT namely:



Sr. No.	Case	NCLT Bench	Status
1	Marposs India Pvt. Ltd. Vs Marshall Machines Limited	Chandigarh	Disposed
2	Rollman Trading Company Vs Marshall Machines Limited	Chandigarh	Disposed
3	Dn Solutions Co. Ltd. Vs Marshall Machines Limited	Chandigarh	Pending
4	Uno Minda Limited Vs Marshall Machines Limited	Chandigarh	Pending
5	Amrit Castings Vs Marshall Machines Limited	Chandigarh	Pending

CORPORATE GOVERNANCE

The Corporate Governance Report is annexed to the report as Annexure A.

SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance for sexual harassment for women at workplace and has adopted a policy against sexual harassment in line with Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder. The Company has complied with the provisions relating to the constitution of Internal Complaint Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the financial year 2023-24, the Company has not received any complaints on sexual harassment and hence no complaint remains pending as on 31st March, 2024.

ACKNOWLEDGMENT

Your Directors thanks all the Stakeholders including investors, customers, vendors, bankers, auditors, consultants and advisers for their continued support during the year. We are place on record our appreciation of the contributions of our employees at all the levels.

The Management is deeply grateful for the confidence and faith that all the stakeholders have reposed in them. Your Directors look forward for their continued support in the future for the consistent growth of the Company.

By order of the Board of Directors,
MARSHALL MACHINES LIMITED

Sd/-

Date: 10.08.2024
Place: Ludhiana

PRASHAN SARUP
(Wholetime Director and CFO)
(DIN: 01257440)

GAURAV SARUP
(MANAGING DIRECTOR)
(DIN: 00777489)

**'ANNEXURE – A'****CORPORATE GOVERNANCE REPORT****(1) A brief statement on listed entity's philosophy on code of governance.**

Marshall is a differentiated machine tool manufacturer, and a front-runner in areas of Affordable Automation and Industry 4.0 technology.

Marshall Machines, founded by Mr. Gautam Sarup in 1961, is a well-known brand in the Indian machine tool industry. Marshall started out with manufacturing high-precision bench lathes, heavy-duty lathes, and capstan lathes. However, in the last two decades with the guidance of Mr. Gaurav Sarup and Mr. Prashant Sarup, the Company's single-minded focus on product innovation, research and development, automation, and Industry 4.0 technologies has positioned it as a niche player in a rather commoditized industry. As a result, Marshall is currently a front-runner in the space of automated, Industry 4.0-enabled, and smart IoT enabled - CNC solution offerings to India's leading manufacturing companies. These companies belong to a wide range of industries including, automobile, consumer durables & appliances, and general engineering, to name a few.

(2) Board of directors:**(a) composition and category of directors**

Mr. Gaurav Sarup	-	Managing Director
Mr. Prashant Sarup	-	Whole Time Director
Mr. Siddhant Sarup	-	Whole Time Director
Mrs. Archana Sarup	-	Whole Time Director
Mrs. Rita Aggarwal	-	Independent Director
Mr. Anil Singla	-	Independent Director
Mr. Satvinder Singh	-	Independent Director
Mr. Surinder Bir Singh	-	Independent Director ^{&}
Mrs. Komal Bhalla	-	Additional (Independent) Director [*]

** Resigned w.e.f. 11.07.2023 and was appointed 02.06.2023
& Appointed w.e.f. 27.06.2023*

(b) attendance of each director at the meeting of the board of directors and the last annual general meeting. Also number of meetings of the board of directors held and dates on which held;

Board Meeting

Sr. No.	Date	Gaurav sarup	Prashant sarup	Archana sarup	Siddhant Sarup	Satvinder Singh
1	06-04-2023	Attended	Attended	Attended	Attended	Attended
2	20-05-2023	Attended	Attended	Attended	Attended	Attended
3	02-06-2023	Attended	Attended	Attended	Attended	Attended
4	27-06-2023	Attended	Attended	Attended	Attended	Attended
5	11-07-2023	Attended	Attended	Attended	Attended	Attended
6	12-08-2023	Attended	Attended	Attended	Attended	Attended
7	01-09-2023	Attended	Attended	Attended	Attended	Attended
8	20-09-2023	Attended	Attended	Attended	Attended	Attended



9	22-09-2023	Attended	Attended	Attended	Attended	Attended
10	03-10-2023	Attended	Attended	Attended	Attended	Attended
11	14-11-2023					
12	24-02-2024	Attended	Attended	Attended	Attended	Attended
Sr. No.	Date	Anil Singla	Rita Aggarwal	Surinder Bir Singh		
1	06-04-2023	Attended	Attended	NA		
2	20-05-2023	Attended	Attended	NA		
3	02-06-2023	Attended	Attended	NA		
4	27-06-2023	Attended	Attended	NA		
5	11-07-2023	Attended	Attended	Attended		
6	12-08-2023	Attended	Attended	Attended		
7	01-09-2023	Attended	Attended	Attended		
8	20-09-2023	Attended	Attended	Attended		
9	22-09-2023	Attended	Attended	Attended		
10	03-10-2023	Attended	Attended	Attended		
11	14-11-2023	Attended	Attended	Attended		
12	24-02-2024	Attended	Attended	Attended		

NA- Not Applicable

Komal Bhalla attended only meeting held on 27.06.2023, had resigned thereafter

Annual General Meeting

Sr. No.	Date	Gaurav sarup	Prashant sarup	Archana sarup	Siddhant Sarup	Satvinder Singh
1	29.09.2023	Attended	Attended	Attended	Attended	Attended
Sr. No.	Date	Anil Singla	Rita Aggarwal	Surinder Bir Singh		
1	29.09.2023	Attended	Attended	Attended		

(c) number of other board of directors or committees in which a directors is a member or chairperson, including separately the names of the listed entities where the person is a director and the category of directorship;

Name	Number				Name of Listed entity (if any)(Other than Marshall Machines Limited)
	As a member of BOD (including unlisted companies)	As a chairperson of BOD	As a member of Committee (Including only Audit, Nomination and Stakeholder Committee)	As a chairperson of Committee	
Gaurav Sarup	1	1	1	0	NA
Prashant Sarup	1	0	1	0	NA
Archana sarup	1	0	1	0	NA
Siddhant sarup	1	0	0	0	NA
Satvinder Singh	1	0	3	3	NA
Rita Aggarwal	2	0	2	0	NA
Anil Singla	1	0	1	0	NA
Surinder Bir Singh	1	0	1	0	NA



(d) disclosure of relationships between directors inter-se;
The Directors namely Mr. Gaurav Sarup, Mr. Prashant Sarup, Mrs. Archana Sarup and Mr. Siddhant Sarup are related. All other directors are not related inter-se.

(e) number of shares and convertible instruments held by non- executive directors;
NIL

(f) web link where details of familiarisation programmes imparted to independent directors is disclosed.
<https://marshallcnc.com/wp-content/uploads/2020/11/Familiarization-Programme-for-Independent-Directors.pdf>

(g) A chart or a matrix setting out the skills/expertise/competence of the board of directors specifying the following:

(i) The list of core skills/expertise/competencies identified by the board of directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the board; and

The core skills/expertise/competencies identified by the board of directors are:

- Skills or experience in Engineering.
- Skills or experience in management of the Company.
- Skills or experience in machine tool industry
- Skills or experience in design and electronic integration.
- Skills or experience in Human Resource Development
- Skills or experience in Company's legal and statutory compliance management.

(ii) The names of directors who have such skills / expertise / competence

Gaurav Sarup	36 years of expertise in the machine tool industry, with a specialization in ideation, design, and development of revolutionary machine tools
Prashant Sarup	over 33 years of expertise in design and electronic integration. He has been instrumental in designing machines, electronic integration, and interfacing systems to develop various machine tools
Archana sarup	more than 13 years in the Human Resource Development (HRD) arena. Mrs. Sarup leads the charge of the Company's HRD department and administration
Siddhant sarup	more than eight years of work experience. He is presently in charge of automated and smart machine manufacturing, inspection, and testing.
Satvinder Singh	He has vast experience of more than 39 years in mechanical engineering.
Rita Aggarwal	She has experience of more than 20 years in management of Company
Anil Singla	He has experience of more than 11 years in law and management of legal requirements of a Company.
Surinder Bir Singh	He has experience in the Machine tools industry for more than 10 years.

(g) confirmation that in the opinion of the board, the independent directors fulfill the conditions specified in these regulations and are independent of the management.

The Board has confirmed that the independent directors fulfil the conditions specified in the LODR Regulations and are independent of the management vide their letter dated 01.04.2024. Also, all the independent directors as on date have cleared the proficiency test by IICA except Mr. Surinder Bir Singh who shall clear it in due time.



(i) detailed reasons for the resignation of an independent director(s) who resigned before the expiry of his/her tenure along with a confirmation by such director that there are no other material reasons other than those provided.

The reasons depicted by the resigning independent director(s) were of personal nature and the same has been stated in their resignation letter. Also, a written confirmation from the resigning independent director(s) was received that there are no other material reasons other than those provided.

(3) AUDIT COMMITTEE

The company had constituted Audit Committee of the Company in compliance with provisions of Section 177 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by consisting following Members/Chairman:

Sr. No.	Name of Directors	Designation
1	Mr. Satvinder Singh	Chairman
2	Mr. Gaurav Sarup	Member
3	Mrs. Rita Aggarwal	Member

All the Members of Audit Committee are financially literate and have accounting knowledge to interpret and understand the financial statements. During the year under review, the Audit Committee Members, met Five (5) times on 02.06.2023, 12.08.2023, 01.09.2023, 14.11.2023 and 24.02.2024.

(4) NOMINATION AND REMUNERATION COMMITTEE

The company had constituted Nomination and Remuneration Committee of the Company in compliance with provisions of Section 178 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 19 of SEBI (LODR) Regulations, 2015 by consisting following Members/Chairman:

Sr. No.	Name of Directors	Designation
1	Mr. Satvinder Singh	Chairman
2	Mrs. Rita Aggarwal	Member
3	Mr. Anil Singla	Member

The Nomination and Remuneration Committee Members met four (4) times on 20.05.2023, 02.06.2023, 27.06.2023, 01.09.2023. The Nomination and Remuneration Committee has framed a policy on Remuneration of Directors, Key Managerial Personnel & Senior Employees called as “Nomination and Remuneration Policy” which is available on the website of the company and can be accessed at

<https://marshallcnc.com/wp-content/uploads/2020/11/Nomination-and-Remuneration-Policy.pdf>

(5) STAKEHOLDER RELATIONSHIP COMMITTEE

The company had constituted Stakeholder Relationship Committee (SRC) of the Company in compliance with provisions of Section 178 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by consisting following Members/Chairman:



Sr. No.	Name of Directors	Designation
1	Mr. Satvinder Singh	Chairman
2	Mr. Prashant Sarup	Member
3	Mrs. Archana Sarup	Member

The complaints received during the year, if any, were duly resolved. The Company Secretary is the Compliance Officer of the Committee. The Committee meets as and when required, to deal with the investor related matters.

The Stakeholder Relationship Committee Members met one (1) time on 01.09.2023.

(6) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

As per requirement of Section 135 of the Companies Act, 2013 read with Schedule VII of the said Act and further read with Companies (Corporate Social Responsibility) Rules, 2014, the Company had constituted “Corporate Social Responsibility (CSR) Committee” consisting following Members/Chairman:

Sr. No.	Name of Directors	Designation
1	Mr. Gaurav Sarup	Chairman
2	Mr. Siddhant Sarup	Member
3	Mr. Satvinder Singh	Member

During the year under review, CSR Committee Members met once on 01.09.2023 and CSR provisions are not applicable to the Company.

The CSR policy is available on company’s website and can be accessed at link <https://marshallcnc.com/wp-content/uploads/2020/11/CSR-Policy.pdf>

The provisions of CSR were not applicable to the Company in the year 2023-24.

(7) Remuneration of directors:

(a) all pecuniary relationship or transactions of the non-executive directors vis-à-vis the listed entity;

There is no pecuniary relationship of the non-executive directors apart from the sitting fee.

(b) criteria of making payments to non-executive directors. Alternatively, this may be disseminated on the listed entity’s website and reference drawn thereto in the annual report;

<https://marshallcnc.com/wp-content/uploads/2020/11/Criteria-of-Making-Payments-to-Non-Executive-Directors.pdf>

(c) disclosures with respect to remuneration: in addition to disclosures required under the Companies Act, 2013, the following disclosures shall be made:

(i) all elements of remuneration package of individual directors summarized under major groups, such as salary, benefits, bonuses, stock options, pension etc;



(ii) details of fixed component and performance linked incentives, along with the performance criteria;

(iii) service contracts, notice period, severance fees;

(iv) stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable.

(8) General body meetings:

(a) Details last three annual general meetings held and SR passed

Year	AGM	Venue	Date	Time	Special Resolution Passed
2022-23	29 th	C-86, Phase – V, Focal Point, Ludhiana – 141010	29.09.2023	04.00 PM	To consider and approve, with or without modification, re-appointment of M/s. S. Sood & Co., Chartered Accountants, Firm Registration No. 010801N as Statutory Auditor of the Company for One Year. (Special Resolution)
2021-22	28 th	C-86, Phase – V, Focal Point, Ludhiana – 141010	30.09.2022	04.00 pm	1 To re-appoint M/s. S. Sood & Co., Chartered Accountants, Firm Registration No. 010801N as Statutory Auditor 2 To reappoint Mr. Gaurav Sarup (DIN: 00777489) as Managing Director of the Company.
2020-21	27 th	C-86, Phase – V, Focal Point, Ludhiana – 141010	28.09.2021	11.00 am	To reappoint Mr. Prashant Sarup (DIN: 01257440) as Wholetime Director of the Company.

(b) whether any special resolution passed last year through postal ballot – details of voting pattern;

POSTAL BALLOT 11-08-2023

Resolution No. 2. Increase in Authorised Share Capital of the Company from Rs. 15 Crores to Rs. 65 Crores.								
Resolution required: (Ordinary/ Special)						Special		
Whether promoter/ promoter group are interested in the agenda/resolution?						NO		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on vote polled	% of Votes against on votes polled
		1	2	$\frac{3}{100} = \frac{[(2)/(1)] * 100}{100}$	4	5	$\frac{6}{0} = \frac{[(4)/(2)] * 100}{0}$	$\frac{7}{0} = \frac{[(5)/(2)] * 100}{0}$



Promoter and Promoter Group	E-Voting	6887946	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Evoting)		6887946	100.00	6887946	0	100.00	0
	Total	6887946	6887946	100.00	6887946	0	100.00	0.00
Public-Institutions	E-Voting	0	0	0	0	0	0.00	0.00
	Poll		0		0	0	0	0
	Postal Ballot (Evoting)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting	7662054	0	0.00	0		0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Evoting)		12998	0.17	12998	0	100.00	0.00
	Total	7662054	12998	0.17	12998	0	100.00	0.00
Total		14550000	6900944	47.43	6900944	0	100.00	0.00



Resolution No. 3. Re-Appointment of Mr. Siddhant Sarup (DIN: 07779416) as Wholetime Director of the Company.								
Resolution required: (Ordinary/ Special)						Special		
Whether promoter/ promoter group are interested in the agenda/resolution?						NO		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	3 = $[(2)/(1)] * 100$	4	5	6 = $[(4)/(2)] * 100$	7 = $[(5)/(2)] * 100$
Promoter and Promoter Group	E-Voting	6887946	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Evoting)	6887946	6887946	100.00	6887946	0	100.00	0
	Total	6887946	6887946	100.00	6887946	0	100.00	0.00
Public-Institutions	E-Voting	0	0	0	0	0	0.00	0.00
	Poll		0		0	0	0	0
	Postal Ballot (Evoting)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting	7662054	0	0.00	0		0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Evoting)	12998	12998	0.17	12997	1	99.99	0.01
	Total	7662054	12998	0.17	12997	1	99.99	0.01
Total		14550000	6900944	47.43	6900943	1	99.9999	0.00001



Resolution No. 4. Re-Appointment of Mr. Satvinder Singh (DIN: 08148602) as an Independent Director of the Company for the second term								
Resolution required: (Ordinary/ Special)						Special		
Whether promoter/ promoter group are interested in the agenda/resolution?						NO		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	3 = $[(2)/(1)] * 100$	4	5	6 = $[(4)/(2)] * 100$	7 = $[(5)/(2)] * 100$
Promoter and Promoter Group	E-Voting	6887946	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (E voting)		6887946	100.00	6887946	0	100.00	0
	Total		6887946	6887946	100.00	6887946	0	100.00
Public-Institutions	E-Voting	0	0	0	0	0	0.00	0.00
	Poll		0		0	0	0	0
	Postal Ballot (E voting)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	7662054	0	0.00	0		0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (E voting)		12998	0.17	12997	1	99.99	0.01
	Total		7662054	12998	0.17	12997	1	99.99
Total		14550000	6900944	47.43	6900943	1	99.9999	0.00001



POSTAL BALLOT 03.11.2023

Resolution No. 1. Ratification Of Authorized Share Capital Of The Company From Rs. 15 Crores To Rs. 25 Crores. (Special Resolution)								
Resolution required: (Ordinary/ Special)						Special		
Whether promoter/ promoter group are interested in the agenda/resolution?						NO		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	3 = $\frac{(2)}{(1)} \times 100$	4	5	6 = $\frac{(4)}{(2)} \times 100$	7 = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting	6887946	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Evoting)		6887946	100.00	6887946	0	100.00	0
	Total		6887946	6887946	100.00	6887946	0	100.00
Public-Institutions	E-Voting	0	0	0	0	0	0.00	0.00
	Poll		0	0	0	0	0	0
	Postal Ballot (Evoting)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	7662054	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Evoting)		7409	0.0967	7409	0	100.00	0.00
	Total		7662054	7409	0.0967	7409	0	0.00
Total		14550000	6895355	47.3908	6895355	0	100.00	0.00

(c) person who conducted the postal ballot exercise;
Evoting Service by CDSL

(d) whether any special resolution is proposed to be conducted through postal ballot;
Yes, Disclosed above.

(9) Means of communication:

(a) quarterly results;
Available on both nseindia.com and marshallcnc.com.

(b) newspapers wherein results normally published;



Financial Express (English) and Desh Sewak (Punjabi)

(c) any website, where displayed;
nseindia.com and marshallcnc.com

(d) whether it also displays official news releases;
Press release also available on both nseindia.com and marshallcnc.com.

(e) presentations made, if any, to institutional investors or to the analysts.
Available on both nseindia.com and marshallcnc.com.

(10) General shareholder information:

AGM 2024 details

Date & Time	06.09.2024 at 11.00 A.M.
Venue	C-86, Phase – V, Focal Point, Ludhiana – 141010
Financial Year	1 st April 2023 to 31 st March 2024

(a) dividend payment date;
Not Applicable.

(b) the name and address of each stock exchange(s) at which the listed entity's securities are listed and a confirmation about payment of annual listing fee to each of such stock exchange(s); **NSE (Main Board).**

(c) stock code: **MARSHALL (NSE Symbol).**

(d) market price data and performance in comparison to broad-based indices;

Month	NSE				
	Share Prices		Volume (in Thousands)	Nifty	
	High	Low		High	Low
April, 2023	52.07	40.21	1937.04	18089.15	17312.75
May, 2023	62.37	47.10	2990.26	18662.45	18042.40
June, 2023	62.80	52.34	3473.49	19201.70	18464.55
July, 2023	59.57	50.59	1420.93	19991.85	19234.40
August, 2023	56.17	45.79	1040.43	19795.60	19223.65
September, 2023	61.23	45.66	2812.66	20222.45	19255.70
October, 2023	60.30	51.80	3756.93	19849.75	18837.85
November, 2023	60.00	42.30	6306.75	20158.70	18973.70



December, 2023	56.40	43.30	5922.14	21801.45	20183.70
January, 2024	50.80	42.60	6496.65	22124.15	21137.20
February, 2024	45.20	36.95	4639.17	22297.50	21530.20
March, 2024	39.45	23.40	4406.94	22526.60	21710.20

(e) registrar to an issue and share transfer agents;

The Company has M/s Bigshare Services Pvt. Ltd., Registrar & Share Transfer Agent of the Company, all communication in respect of share transfer, demat / remat, change of address etc. to our registrar at below mentioned address: M/s. Bigshare Services Pvt. Ltd., 302, Kushal Bazar, 32-33, Nehru Place, New Delhi-110019 E-mail Address: mukesh@bigshareonline.com and may also approach their respective depositories.

(f) share transfer system;

The transfer of shares is done compulsorily in demat form, physical transfer of shares is not allowed. Any shareholder, in possession of physical shares desirable to transfer his / her shares will have to get them dematerialised prior to such transfer.

(h) distribution of shareholding;

Sr. No.	Category of shareholders	No. of Shares	%
1.	Promoters/Promoters Group	6903946	28.89
Public			
1.	Mutual Funds/ Financial Institutions/Banks/NBFCs	0	0
2.	Body Corporates	1718335	7.19
3.	NRIs	829040	3.47
4.	Others (incl Individuals etc.)	14449896	60.46
	TOTAL	23901217	100.00

SR NO	SHAREHOLDING OF NOMINAL		NUMBER OF SHAREHOLDERS	% TO TOTAL	SHARES	% TO TOTAL
1	1	500	5300	68.3166	652479	2.7299
2	501	1000	844	10.8791	701053	2.9331
3	1001	2000	591	7.6179	907607	3.7973
4	2001	3000	284	3.6607	745122	3.1175
5	3001	4000	121	1.5597	430908	1.8029
6	4001	5000	125	1.6112	591520	2.4749
7	5001	10000	229	2.9518	1673209	7.0005
8	10001	9999999999	264	3.4029	18199319	76.1439
TOTAL			7758	100.0000	23901217	100.0000

(i) dematerialization of shares and liquidity;

As on 31st March, 2024, 99.99% of the total Equity Share Capital has been dematerialized. The shareholder (s) who have not gone in for dematerialization of shares till date, are requested to opt for dematerialization of the shares at the earliest. Your Company has



appointed M/s Bigshare Services Pvt. Ltd., as Registrar & Share Transfer Agent of the Company. Accordingly, all the shareholders, Investors, Members of the Stock Exchanges, Depository Participants and all other concerned are requested to send all communication in respect of share transfer, demat/remat, change of address etc. to our registrar at below mentioned address: M/s. Bigshare Services Pvt. Ltd., 302, Kushal Bazar, 32-33, Nehru Place, New Delhi-110019 E-mail Address: mukesh@bigshareonline.com and may also approach their respective depositories.

Also as per the latest SEBI circular, It shall be mandatory for all holders of physical securities in listed companies to furnish PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers.

SEBI Circular Link

https://www.sebi.gov.in/legal/circulars/mar-2023/common-and-simplified-norms-for-processinginvestor-s-service-requests-by-rtas-and-norms-for-furnishing-pan-kyc-details-andnomination_69105.html

Company Announcement Link

<https://marshallcnc.com/wp-content/uploads/2022/03/Marshall-Letter-for-updation-as-per-SEBI-Circular.pdf>

(i) outstanding global depository receipts or american depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity;
Not Applicable.

(j) commodity price risk or foreign exchange risk and hedging activities;
Not Applicable.

(k) plant locations;

C-86, Phase -V, Focal Point, Ludhiana (Pb.)-141010.
Email id: csmarshall@marshallcnc.com

(l) address for correspondence.
Gauri Agarwal (Company Secretary)
C-86, Phase -V, Focal Point, Ludhiana (Pb.)-141010.
Email id: csmarshall@marshallcnc.com

(m) list of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad.
Not Applicable.

(11) Other Disclosures:

(a) disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large;
Not Applicable

(b) details of non-compliance by the listed entity, penalties, strictures imposed on the



listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years;

The Company has incurred late fee from NSE on account of:

- Regulation 14 late payment of Annual Listing Fee
- Regulation 29 intimation of Board meeting.
- Regulation 33 Financial results for the Quarter ended 31.03.2023
- Regulation 33 Financial results for the Quarter ended 31.12.2023.
- Regulation 33 Financial results for the Quarter ended 31.12.2022.
- Regulation 33 Financial Results for the Quarter ended 31.03.2023.

Non-Compliances other than above

- Non Compliance of Regulation 3(5) and 3(6) of SEBI PIT regulations during quarters 30.06.2023 and 30.09.2023
- Delayed Intimation of defaults on payment of interest / principal amount on loans from banks / financial institutions [(C1) and (C2) for events pertaining to November 2022, March 2023 etc on 01.06.2023] , [(C2) for events pertaining to March 2023] and [(C1 and C2) for defaults in payment of principal/interest for the periods from November 2023 to March 2024]
- Delay in submission of intimation of appointment.
- Timely updation of website of the Company

But no penalties, strictures are imposed on the Company by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years.

(c) details of establishment of vigil mechanism / whistle blower policy, and affirmation that no personnel has been denied access to the audit committee

Your Company promotes ethical behaviour in all the business activities and has put in place a mechanism wherein employees are free to report illegal or unethical behaviour, actual or suspected fraud or violation of Company's Code of Conduct or Corporate Governance Policies or any improper activity to the Chairman of the Audit Committee of the Company. The whistle blower policy is duly communicated with your Company. The functioning of the Vigil Mechanism is reviewed by the Audit Committee from time to time. The Vigil Mechanism/Whistle Blower Policy can be accessed on the Company's website at the link:

<https://marshallcnc.com/wp-content/uploads/2020/11/WHISTLE-BLOWER-POLICY.pdf>

The Board hereby affirms that no personnel has been denied access to the audit committee.

(d) details of compliance with mandatory requirements and adoption of the non-mandatory requirements;

All the mandatory requirements are met with by the Company and duly adopted.

(e) web link where policy for determining 'material' subsidiaries is disclosed;
Not Applicable.



(f) web link where policy on dealing with related party transactions;
<https://marshallcnc.com/wp-content/uploads/2020/11/Policy-for-Determination-of-Materiality.pdf>

(j) disclosure of commodity price risks and commodity hedging activities.

Not Applicable.

(h) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).

Not Applicable.

(i) a certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

Attached as Annexure-F.

(j) where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year, the same to be disclosed along with reasons thereof:

Not Applicable.

(k) total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.

Not Applicable.

(l) disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

- | | |
|--|-------------|
| a. number of complaints filed during the financial year. | 0 |
| b. number of complaints disposed of during the financial year. | N.A. |
| c. number of complaints pending as on end of the financial year. | 0 |

(m) disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount':

Not Applicable.

(12) Non-compliance of any requirement of corporate governance:

There was not any instance of non-compliance relating to the provisions of corporate governance.

(13) Certificate of Compliance of Code of Conduct:

The affirmation to the compliance of Code of Conduct was received from the Directors and KMPs. The Certificate of Compliance of Code of Conduct by the Board has been annexed to the report as Annexure H.

(14) Certificate of Compliance of Corporate Governance:

The Certificate of Compliance of Corporate Governance provisions by Company Secretary in Practice has been annexed to the report as Annexure I.

(15) Statement of Impact of Audit Qualifications

The Statement of impact of Audit Qualifications for 31.03.2024 can be found under
<https://marshallcnc.com/financial-results/>

**'ANNEXURE – B'****DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

(a) Ratio of the remuneration of each director to the median remuneration of employee of the Company and the percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary for the financial year 2023-24:

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director / KMP for financial year 2023-24	% Increase in Remuneration in the financial year 2023-24	Ratio of remuneration of each Director/to median remuneration of employees
1	Mr. Gaurav Sarup (Managing Director)	0.00	0	0.00 : 1
2	Mr. Prashant Sarup (Wholetime Director cum CFO)	6.75	0	2.07 : 1
3	Mrs. Archana Sarup (Wholetime Director)	4.50	0	1.38 : 1
4	Mr. Siddhant Sarup (Wholetime Director)	0.00	0	0.00 : 1
5	Mr. Satvinder Singh (Independent Director)	0.75	0	0.23 : 1
6	Ms. Rita Agarwal (Non-executive Independent Director)	0.75	0	0.23 : 1
7	Mr. Anil Singla (Non-executive Independent Director)	0.75	0	0.23 : 1
8	Mr. Surinder Bir Singh* (Non-executive Independent Director)	0.57	0	0.17 : 1
9	Ms. Gauri Agarwal (Company Secretary)	1.92	0	0.59 : 1

* Appointed w.e.f. 27-June-2023

(b) Mr Surinder Bir Singh has been appointed during the year.

(c) The median remuneration of employees of the Company during the financial year 2023-24 was Rs. 3.27 Lac p.a. (approx).

(d) There were 127 permanent employees on the roll of the Company as on 31st March, 2024.

(e) Average percentage change in the salaries of the employees other than the managerial personnel in the financial year 2022-23 was approx. -18.02 % (after taking in account a period whereas there was no increase in the managerial remuneration for the same financial year).

(f) It is hereby affirmed that the remuneration paid during the year ended 31st March, 2024 is as per the Remuneration Policy of the Company.



(g) The promoter directors namely Gaurav Sarup and Siddhant Sarup have surrendered their salaries for the full year and Prashant Sarup and Archana Sarup have surrendered 9 months salaries pursuant to the financial condition of the company during the year.

Statement pursuant to Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

LIST OF TOP TEN EMPLOYEES IN TERMS OF REMUNERATION DRAWN:

Statement pursuant to Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

List of top ten employees in terms of remuneration drawn:

Sr. No.	Name	Deptt	Salary PM	Qualification	D.O.J.	D.O.B.	Age (Years) as on 31 st Mar 2022
1	Arvinder Singh	Sales Head	1,50,000	B.Tech (Electrical)	01-Apr-2023	07-Oct-1971	52
2	Arjun Kumar Ray	Sales	86,135	10+2 (Arts)	17-Feb-2007	05-May-1990	33
3	Jaswinder Singh	Application	63,700	ITI auto electrical	01-Apr-2012	27-Sep-1976	47
4	Rajiv Sharma	Electrical	61,757	Diploma in Electricals communication	01-Apr-2013	23-Sep-1980	43
5	Manpreet Singh	Machine Shop	61,291	Diploma in Mechanical machine	01-Dec-2014	01-Apr-1981	42
6	B.Gobinda Rao	Service Engineer	61,152	B.Tech	06-Oct-2012	16-Apr-1983	40
7	Ravinder Kumar	Sales & Service	60,000	Diploma in Electrical Engg.	03-Jan-2024	10-Jan-1989	35
8	Darshan Singh	Application	58,437	Diploma in Mechanical	03-Oct-2009	20-Feb-1974	50
9	Suresh Kumar	Production	54,830	Diploma in Mechanical	22-Aug-2011	05-Nov-1987	36
10	Prabhanshu Srivstav	Purchase	51,205	B.com	01-Aug-2023	18-Jan-1991	33

Note:

1. Details of Top Ten Employees in the terms of Remuneration has been given excluding Managing Director and Whole Time Directors of the Company.

For on behalf of the Board of
MARSHALL MACHINES LIMITED

Sd/-

Date: 10.08.2024
Place: Ludhiana

PRASHAN SARUP
(Wholetime Director and CFO)
(DIN: 01257440)

GAURAV SARUP
(MANAGING DIRECTOR)
(DIN: 00777489)



'ANNEXURE – C' CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. A brief outline of the Company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs:

Pursuant to the provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the CSR Committee framed the Corporate Social Responsibility Policy (CSR Policy). The CSR policy is available on the website of the Company and can be accessed at link <https://marshallcnc.com/wp-content/uploads/2020/11/CSR-Policy.pdf>

2. Composition of the CSR Committee:

Pursuant to the provisions of Section 135 of the Companies Act, 2013, the Company has also constituted Corporate Social Responsibility Committee comprising of three Directors namely:

Sr. No.	Name of Directors	Designation
1	Mr. Gaurav Sarup	Chairman
2	Mr. Siddhant Sarup	Member
3	Mr. Satvinder Singh	Member

3. Details of CSR spend for the financial year:

Not Applicable in 2023-24

For MARSHALL MACHINES LIMITED

Sd/-

(Gaurav Sarup)

(Managing Director / Chairman of CSR Committee)

(DIN: 00777489)

**'ANNEXURE – D' STATEMENT FOR CONSERVATION OF ENERGY****(A) CONSERVATION OF ENERGY**

1. The steps taken on impact on conservation of energy : None
2. The steps taken by the company for utilizing alternate source of energy : None
3. The capital investment on energy equipment's : Nil

Total Energy Consumption**(A) Power & Fuel Consumption**

Particulars	2023-24	2022-23
a) Electricity Consumed (Rs.)	24,91,437/-	41,31,703/-
b) Coal	Nil	Nil
c) Furnace Oil	Nil	Nil
Total	24,91,437/-	41,31,703/-

(B) TECHNOLOGY ABSORPTION

1. The efforts made towards technology absorption : None
2. The benefit derived like product improvement, cost reduction, product development or import substitution : None
3. Any important technology : None
4. The expenditure incurred on Research and Development during the year: None

(C) Foreign Exchange Earning and Outgo

1. Total Foreign Exchange Earnings during the year (FOB) : NIL
2. Total Foreign Exchange Outgo (CIF) : NIL

For on behalf of the Board of
MARSHALL MACHINES LIMITED

Sd/-

PLACE: LUDHIANA
DATE: 10/08/2024

(GAURAV SARUP)
(MANAGING DIRECTOR)
(DIN: 00777489)



‘ANNEXURE – E’ SECRETARIAL AUDIT REPORT

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2024
[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the
Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

**The Members,
Marshall Machines Limited,
C-86, Phase V, Focal Point, Ludhiana
CIN: L29299PB1994PLC014605**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **MARSHALL MACHINES LIMITED** (hereinafter called the **Company**). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification, on test basis, of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the **financial year ended on 31st March, 2024** (‘Audit Period’) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined, on test basis, the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2024, to the extent applicable and according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;



- (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - (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, 2021;
 - (h) The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018; and
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- vi) We 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 laws relating to, inter alia:
- Environmental Laws.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India to the extent of its applicability.
- (ii) The Listing Agreement entered into by the Company with the NSE Limited read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

10. The Company had not complied to the following LODR Regulations in a timely manner for which SOP fine was levied on some of them by the Stock Exchange (NSE):

- k) Payment of Annual Listing Fee 2023-24*
- l) Regulation 29 Intimation of Board Meeting for Financial Results for Quarter ended 31.03.2023.*
- m) Regulation 29 Intimation of Board Meeting for Financial Results for Quarter ended 31.12.2023.*
- n) Regulation 33 Financial results for the Quarter ended 31.03.2023.*
- o) Regulation 33 Financial Results for the Quarter ended 31.12.2023.*
- p) Regular Updation of the Website.*
- q) Regulation 30 of SEBI LODR 2015, Delay in submission of Intimation of appointment.*
- r) Regulation 30 of SEBI LODR 2015, delayed disclosure (C1) and (C2) for events pertaining to November 2022, March 2023 etc on 01.06.2023*
- s) Regulation 30 of SEBI LODR 2015, delayed disclosure (C2) for events pertaining to March 2023.*
- t) Regulation 30 of SEBI LODR 2015, not made the disclosures (C1 and C2) for defaults in payment of principal/interest for the periods form November 2023 to March 2024*

11. The Company had not complied with Regulation 3(5) and 3(6) of SEBI PIT regulations, had not captured the internal sharing of information / UPSI in its complete essence during the Quarters 30.06.2023, 30.09.2023 and 31.12.2023.



12. *The Company had not complied with Regulation 3(5) and 3(6) of SEBI PIT regulations, had not captured some events in a timely manner during the Quarters 30.06.2023, 30.09.2023.*
13. *Mr. Satvinder Singh, an Independent Director of the company was unable to renew his registration as an independent director in independent director's databank maintained by IICA within the stipulated time, due to which his registration expired from the databank.*
14. *Company has not accepted deposits from public during the year, however the advances received from the customers on account of trade advances which are more than one year old amounting to Rs. 296.85 Lacs will be termed as deposits. To the extent of such deposits the Company has not complied with the provisions of section 73 to 76 of The Companies Act, 2013 and Rules framed there under while accepting Deposits.*
15. *The Company has not been regular in depositing with the appropriate authorities its undisputed statutory dues including Provident Fund, Employees' State Insurance, TDS, TCS, GST and other material statutory dues applicable to it. However, the Company did not have dues in arrears as at 31st March 2024 for a period of more than six months from the date they became payable except the GST amounting to Rs. 23.47 Lacs and Provident Fund amounting to Rs. 1.53 Lacs along with Interest thereon which are outstanding for more than six months.*
16. *Company has not realized its Foreign Debtor amounting to Rs.106.55 Lacs within the time prescribed under the regulations of the FEMA Act, 1999.*

We further report that

The Board of Directors of the Company is duly constituted. 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. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent 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.

All decisions at Board Meetings and Committee Meetings are carried out unanimously or by the majority as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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

We further report that during the audit period the Company has following specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. as detailed below:

1. *The company is not regular in repayment of its loans and interest thereon to the financial institutions and banks. The loan installments have been delayed many times during the year.*
2. *The Company has transferred Funds out of its Right Issue Proceeds to its Director and Other Parties' Bank account to make some payments on behalf of the Company.*

Place: Ludhiana

Dated: 07-08-2024



(Ansh Bhambri)

Bhambri & Associates

Company Secretary in whole time practice

C.P. No. 22626

UDIN: A060218F000922233

Peer review number: 2971/2023

Note: This report is to be read with our letter of even date which is annexed as Annexure-1 and forms an integral part of this report.

‘ANNEXURE-1’

**The Members,
Marshall Machines Limited,
C-86, Phase V, Focal Point,
Ludhiana**

CIN: L29299PB1994PLC014605

Based on audit, our responsibility is to express an opinion on the compliance with the applicable laws and maintenance of records by the Company. Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected. Our report of even date is to be read along with this letter.

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.
2. 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. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company and for which we relied on the report of statutory auditor.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Ludhiana

Dated: 07-08-2024

(Ansh Bhambri)

Bhambri & Associates

Company Secretary in whole time practice

C.P. No. 22626

UDIN: A060218F000922233

Peer review number: 2971/2023

**'ANNEXURE – F' CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

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

The Members of,
MARSHALL MACHINES LIMITED,
C-86, PHASE-V,
FOCAL POINT, LUDHIANA-141010

I/We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **MARSHALL MACHINES LIMITED** having CIN: L29299PB1994PLC014605 and having registered office at C-86, PHASE-V, FOCAL POINT, LUDHIANA-141010 (hereinafter referred to as 'the Company'), produced before me/us 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/our opinion and to the best of my / our 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 / us by the Company & its officers, I/We hereby certify that none of the Directors on the Board of the Company as stated below for the **Financial Year ending on 31st March, 2024** 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.

Directors Details			
Sr. No.	DIN/PAN	Name	Date of appointment / Cessation
1	00777489	GAURAV SARUP	11/03/2002
2	01257440	PRASHANT SARUP	28/02/2002
3	07404704	ANIL SINGLA	26/10/2021
4	07779416	SIDDHANT SARUP	29/03/2017
5	07780273	ARCHANA SARUP	29/03/2017
6	08148602	SATVINDER SINGH	05/06/2018
7	09288976	RITA AGGARWAL	20/10/2021
8	10216266	SURINDER BIR SINGH ^{&}	27/06/2023

& Appointed w.e.f. 27.06.2023

Mrs. Komal Bhalla (DIN 09106916) was appointed on 02.06.2023 and thereafter Resigned w.e.f. 11.07.2023

The registration of Mr. Satvinder Singh on independent director's databank has been expired and not yet renewed.

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.

For BHAMBRI & ASSOCIATES

Sd/-

(Ansh Bhambri)

Proprietor

Membership No.: A60218

C.P. No. 22626

Place: Ludhiana

Dated: 07.08.2024

UDIN: A060218F000922167

Peer review number: 2971/2023



'ANNEXURE – G' CEO / CFO CERTIFICATE

[Pursuant to Regulation 17(8) read with Part B of Schedule III of SEBI (LODR) Regulations, 2015]

To

The Board of Directors,

MARSHALL MACHINES LIMITED

We, the undersigned, in our respective capacities as Managing Director and Whole Time Director cum Chief Financial Officer of Marshall Machines Limited ("the Company"), to the best of our knowledge and belief certify that:

a. We have reviewed the financial statements and the cash flow statement for the year ended on **31st March, 2024** and based on our knowledge and belief, we state that:

I. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

II. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b. We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.

c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

d. We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and the Audit committee:

I. significant changes, if any, in internal control over financial reporting during the year;

II. significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

III. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or any employee having significant role in the Company's internal control system over financial reporting.

FOR MARSHALL MACHINES LIMITED

Sd/-

Sd/-

PLACE: LUDHIANA
DATE: 10/08/2024

(GAURAV SARUP)
(MANAGING DIRECTOR)
(DIN: 00777489)

(PRASHANT SARUP)
(WHOLETIME DIRECTOR CUM CFO)
(DIN: 01257440)



'ANNEXURE – H'
CERTIFICATE OF COMPLIANCE OF THE CODE OF CONDUCT BY THE
COMPANY

This is to state that the Company had duly adopted a Code of Conduct. After adoption of the Code of Conduct, the same was circulated to all the Board Members and Senior Management Personnel for compliance. It is affirmed that all the Board Members and Senior Management Personnel have complied with the Code of Conduct and have given a confirmation in this regard.

For Marshall Machines Limited

Sd/-

Place: Ludhiana
Date: 10/08/2024

Prashant Sarup
(Whole Time Director cum CFO)
(DIN: 01257440)



'ANNEXURE – I'

COMPLIANCE CERTIFICATE FOR CORPORATE GOVERNANCE

Practicing Company Secretary's Certificate on compliance with the conditions of Corporate Governance under Schedule V of the SEBI (LODR) regulations, 2015.

**The Members,
MARSHALL MACHINES LIMITED,
C-86, Phase V, Focal Point,
Ludhiana
CIN: L29299PB1994PLC014605**

I have examined the compliance of conditions of Corporate Governance by **MARSHALL MACHINES LIMITED** ('the Company'), for the year ended on **31st March, 2024**, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of sub regulation (2) of regulation 46 and Para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as "SEBI Listing Regulations, 2015" as amended from time to time).

During the year, the provisions of the corporate governance were applicable to the company.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (LODR) regulations, 2015 for the year ended on **March 31, 2024**.

I further state that 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.

**Place: Ludhiana
Dated: 07.08.2024**

Sd/-

**(Ansh Bhambri)
Bhambri & Associates
Company Secretary in whole time practice
C.P. No. 22626**

**UDIN: A060218F000922191
Peer review number: 2971/2023**

INDEPENDENT AUDITORS' REPORT

To the Members of **MARSHALL MACHINES LIMITED**

Report on the Audit of Financial Statements

Qualified Opinion

1. We have audited the accompanying Standalone Financial Statements of **MARSHALL MACHINES LIMITED** ("the Company"), which comprise the balance sheet as at 31st March 2024, and the statement of Profit and Loss, statement of changes in equity and statement of cash flows for the year ended on that date, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information. (hereinafter referred to as "the Standalone Financial Statements").
2. Except for the effects / possible effects of our observations stated in para 3 (Basis of Qualified opinion), in para 4 (Emphasis of Matters) & in para 5 (Key Audit Matters) below, 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, 2024, and its financial performance and its cash flows for the year ended on that date.

- Basis for Qualified Opinion

A. As per the Financial Statements, out of Total Trade Receivables of Rs. 3,528.26 Lacs, the Trade Receivables amounting to Rs. 612.71 Lacs are pending for realization for more than 3 years and Rs. 165.98 Lacs are pending for realization for more than 2 years but less than 3 years. During the Year under audit, Company had sent communications to its Debtors to confirm the Balances as on 31.12.2023. Out of Total 198 Debtors count amounting to Rs. 3,528.26 Lacs, as on 31.12.2023 only 6 Debtors with an outstanding amount of Rs. 1,673.65 Lacs have confirmed their Balances. However, the Management of the Company is of the view that the unconfirmed Trade Receivables are good and fully realizable. Balances of Sundry Debtors which have not been confirmed are subject to confirmation and reconciliations.

B. The Balances of HDFC Bank Limited are duly reconciled with the bank statements produced and verified by us as on 31.03.2024. However, No Balance Confirmation Certificate of HDFC Bank Limited as on 31st March, 2024 is available with the Company. The Company had written to the bank seeking to provide Certificate of Balance Confirmation and Status of Company's Accounts. However the Bank has not provided any information. Further a letter seeking confirmation of the balances as on 31.03.2024 and the status of the account was also written by us but no response has been received till date. As per the Books of Accounts there is an overdue amount in the account amounting to Rs. 16.78 Lacs. As per the last communication received from HDFC bank Limited vide Certificate dated 20th March 2024, the Bank had confirmed that the account is not NPA as on 18.03.2024 but

asked the Company to arrange credits amounting to Rs. 31.22 Lacs in order to avoid account becoming NPA due to inadequate churning in the account. Under such circumstances, in the absence of such confirmation we are unable to comment on its current status as a Standard Asset in the Bank.

We have 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 Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion on the Standalone Financial Statements.

4. Emphasis of Matter

Attention is drawn to the following matters:

1. In respect of Inventories during the Year under audit, the management has engaged an Independent Chartered Accountancy firm for the Physical Verification and Valuation of Inventory as on 31.03.2024 as per IND AS 2. The firm has submitted its Inventory Valuation report dated 01.05.2024.
In our opinion, the comparative inventory holding levels, in view of steep decline in the Turnover of the Company as compared to earlier years are higher.
2. During the Year under audit, the Company has arranged funds through Right Issue of its shares. Initial offer of the Right Issue was for an amount of Rs. 4,562.88 Lacs but it was under subscribed and the Company received an amount of Rs. 4,189.35 Lacs from the proceeds of the Right Issue.

Details provided by the Management are as follows:

(Amount in Lacs Rs.)

Particulars of Object Clause of Offer Letter	Object clause of Right Issues (As per Offer Letter to SEBI)	Subscribed Amount of Right Issue	Amount Utilized as per the Management
Working Capital requirements	1 515.17	1,286.05	1,293.07
Repayment of Loans	629.16	580.58	577.21
Technology Fee (Capital Expenditure)	1,935.00	1,898.00	1,896.11
Expenditure for General Corporate Purposes	428.55	395.46	393.70
Right Share Issue Expenses	55 .00	29.26	29.26
Total	4562.88	4,189.35	4,189.35

- i) There has been delay in the completion of the work undertaken by the company out of the Proceeds of Right Issue. We have been informed by the Company that the delay has been informed to NSE vide letter dated 10th June, 2024. Details of Amount Utilized from the Right Issue Proceeds with Original Date of Completion and the Revised Date of Completion of Work as per the Management Certificate is as follows:

Nature of Payment as per Management	Amount In Lacs Rs.	Original date of completion of work	Revised Expected date of work completion as per Management
Working Capital requirements			
Business Development	205.00	30.06.2024	30.09.2024
	50.00	31.12.2024	31.12.2024
Working Capital Arrangement's	25.00	31.05.2024	31.08.2024
	11.00	30.06.2024	30.09.2024
Technology Fee (Capex)			
Technology Fee	1132.20	30.04.2024	31.10.2024
Total	1,423.20		

The above Utilized amounts are on account of Advance Payments made by the Company before the actual completion of work by the Suppliers and such payments are not as per the original terms and conditions of their respective agreements with the suppliers.

- ii) The Company has transferred the Right Issue Proceeds from Kotak Mahindra Bank Limited Escrow Account to Kotak Mahindra Bank Limited Current Account instead of HDFC Bank Limited where the Company is availing its Cash Credit facilities.
- iii) The Company has transferred Funds out of its Right Issue Proceeds to its Director and Other Parties Bank account to make payments as follows.

(Amount in Lacs Rs.)

Name of Party	Amount
Director	
Amount Paid by the Company	366.29
Less: Amount spent on behalf of Company:	
Repayment of Loans (HDFC Cash Credit Account)	317.00
Repayment of Loans (HDFC Term Loan Account)	40.60
Repayment of Loans (SIDBI Term Loan)	8.69
Balance Unused	NIL
Other parties	
Amount Paid by the Company	200.39
Less: Amount spent on behalf of Company:	
Statutory Dues (TDS, ESIC, PSDT)	65.11
Employee Dues	37.93
Repayment of Loans (HDFC Cash Credit Account)	63.44
Repayment or Term Loans	1.91
Other Expenses	2.00
Balance Unused Returned to the Company	30.00
(As per the Certificate of the Management and the documents provided to us, the Unused balance of Rs. 30.00 Lacs has been	

recovered by the company before 31.03.24)	
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3. There are number of pending cases against the Company in various Courts of law. The Company has mentioned the cases in the respective Note of the Standalone Financial Statements. The amount under dispute has already been booked in the books of accounts of the company Except in One case which has been shown under Contingent liability. However, no interest has been provided in the books of accounts since the decision of the cases are pending and in the opinion of the Directors the cases will be in the favour of the company. Directors of the Company have certified that except the mentioned cases, there are no other cases on the company in any forum.
4. With reference to the comments in our Independent Audit Report (Part B) CARO-2020 under the clause IX (a) (i), In our opinion the company is not regular in repayment of its loans and interest thereon to the financial Institutions and banks. The loan instalments have been delayed many times during the year {for individual instances refer clause IX a (i) of Annexure B of this report (The CARO-2020 report order)}. But loans of Tata Capital Financial Services Limited, Hero Fincorp Limited, Aditya Birla Finance limited and Deutsche Bank have been classified as Substandard / written off for an amount of Rs. 53.44 Lacs, Rs. 80.87 Lacs, Rs. 8.04 Lacs and Rs. 8.93 Lacs respectively as on date of audit report. Letter of Credits taken from the bank, in four number of cases have not been paid so far after the due date. All these four cases of Letter of credits are delayed for more than one year.
5. Company has taken Trade Advances from its Customers amounting to Rs. 364.34 Lacs. This includes advances of Rs. 296.85 Lacs which are more than a year old. Balances of Sundry Advances are subject to confirmation and reconciliations.
6. Company has not deposited the Tax Deducted at Source amounting to Rs. 51.53 Lacs which has been deducted on account of payments in respect of Right Issue Expenses.

Our opinion is not modified in the matters mentioned in this above Para-4

5. Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

1. Company has not realized its Foreign Debtor amounting to Rs.106.55 Lacs within the time prescribed under the regulations of the FEMA Act, 1999. Subject to which penalty under the provisions of Act may be levied on violation. According to the Directors the delay was due to the dispute arising during the Covid2019 times which could not be resolved.
2. As per Note No. 14 of the Standalone Financial Statements, sundry creditors amounting to Rs. 2404.50 Lacs are due for more than 180 days, which include the creditors which are subject to the provisions of section 16(2) of the CGST Act, 2017, Input Tax Credit of GST which has been taken against such unpaid creditors has to be reversed and further the Interest and penalty may be levied on such amounts.

Our opinion is not modified in the matters mentioned in this above Para-5

Information other than the Standalone Financial Statements and Auditors' Report thereon The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the standalone financial statements and our auditors' report thereon.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information 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 on the other information obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate 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 Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone 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.

The 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.
- 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 standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 to those charged with governance, we determine those matters that were of most significance in the audit of Standalone 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 preclude 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 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 of changes in equity and the Cash Flow Statement dealt with by this report are in agree 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, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
 - 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 A**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - 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 has disclosed impact of its pending litigations in the books of accounts except interest on such pending amounts which may arise in future has not been disclosed in the Note no 29A of the Standalone Financial Statements, which would impact its financial position.
 - (II) The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (III) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - (IV) a) The management has represented that, to the best of its 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(s) or entity(ies), 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 its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), 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 (a) and (b) contain any material mis-statement.

(v) The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.

(h) With respect to the other matters to be Included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in times of Section 143(11) of the Companies Act 2013, we give in "**Annexure B**" a statement on the matters specified in paragraphs 3 and 4 of the order.

For S. Sood & Co.
Chartered Accountant
Firm Registration No. **010801N**

Sanjay Sood
Partner
Membership No. 089457
UDIN: 24089457BKALFT7717
Place: Ludhiana
Dated: 14th June, 2024

Annexure "A" to the Independent Auditor's Report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **Marshall Machines Limited** of even date)

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

We have audited the internal Financial controls over Financial reporting of **Marshall Machines Limited** ("the Company") as of March 31, 2024 in conjunction with our audit of the Standalone Financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. 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 respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable Financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company 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") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal Financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

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

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

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) pertains 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.

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 and to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over Financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over Financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For S. Sood & Co.

Chartered Accountant

Firm Registration No. **010801N**

Sanjay Sood

Partner

Membership No. 089457

UDIN: 24089457BKALFT7717

Place: Ludhiana

Dated: 14th June, 2024

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

Report 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

(Refer to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

With reference to the **Annexure B** referred to in the Independent Auditors' Report to the members of the Company on the financial statements for the year ended March 31, 2024, we report the following:

- i) **In respect of Fixed Assets**
 - (a)(A) The Company has proper records related to full particulars including quantitative details and situation of Property, Plant and Equipment.
 - (B) The Company has proper records related to full particulars of Intangible Assets.
 - (b) In our opinion Property, Plant and Equipment have been physically verified by the management at reasonable intervals. No material discrepancies were noticed on such verification during the year.
 - (c) As per the information & explanation given to us and the examination of records of the company, the title deeds of immovable properties are held in the name of the company.
 - (d) The company has not revalued its Property, Plant and Equipment during the year. Therefore, the provisions of Clause (i)(d) of paragraph 3 of the order are not applicable to the company.
 - (e) No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Therefore, the provisions of Clause (i)(e) of paragraph 3 of the order are not applicable to the company.
- ii.) **In respect of Inventory & Working Capital**
 - (a) In our opinion, physical verification of inventory has been conducted at reasonable intervals during the year and at the end of the year by the management through an Independent Chartered Accountant. For the Closing Inventory which includes Raw Material, Finished Goods, Work in Process and Scrap, the Quantity & Valuations have been taken & relied upon on the basis of the Inventory Valuation Report as per Ind AS 2 which has been prepared and Certified by an independent Chartered Accountancy firm M/s Jasminder Singh & Associates who had been appointed by the management.
 - (b) The company has been enjoying the working capital limits in excess of Rs. Five crores from banks or financial institutions on the basis of security of current assets. The stock statements submitted by the company to the bank at the end of every quarter is compared with the books of accounts as follows:

Rupees In Crores

Quarter ending	*Value as per books of account	Value as per statement filled with lender	Difference	Reason for differences provided by the Management
June 30, 2023	42.62	44.64**	(2.02)	**As explained by the management, the differences are because the statements filed with the lenders are based on financial statements which are prepared on provisional basis and also on account of exclusion of certain other current liabilities in the statements filed with the lenders.
September 30, 2023	40.99	46.65**	(5.66)	
December 31, 2023	48.06	49.13**	(1.07)	
March 31, 2024	44.31	49.97**	(5.66)	

•value means: (Stock+ Trade Receivables -Trade Payables)

••value as per statement filed with the lender is based on provisional figures as per books as on 26th June, 2023, 31st Oct 2023, 31st Jan. 2024 & 24th March, 2024. However corresponding books figures are as on 30th June, 2023, 30th Sep. 2023, 31st Dec. 2023 & 31st March, 2024 respectively.

(iii) Compliance under section 189 of The Companies Act, 2013

During the year, the company has not made any investments in, 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. Therefore, the provisions of clause 3(iii) of the said Order are not applicable to the company.

(iv) Compliance under section 185 and 186 of The Companies Act, 2013

The company has not made any loans, investments, guarantees and security on which provisions of section 185 and 186 of the Companies Act 2013 are applicable. Therefore, the provisions of clause 3(iv) of the said Order are not applicable to the company.

(v) Compliance under section 73 to 76 of The Companies Act, 2013 and Rules framed there under while accepting Deposits

In our opinion and according to the Information and explanations given to us, the Company has not accepted deposits from public during the year however the advances received from the customers on account of trade advances which are more than one year old amounting to Rs. 296.85 Lacs will be termed as deposits. To the extent of such deposits the Company has not complied with the provisions of section 73 to 76 of The Companies Act, 2013 and Rules framed there under while accepting Deposits.

(vi) Maintenance of cost records

We have broadly reviewed the books of accounts relating to materials, labour and other items of cost maintained by the company pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 and we are of the opinion that prima-facie

the prescribed accounts and records have been made and maintained. We have not made however a detailed examination of the record with a view to determine whether they are complete or accurate.

(vii) Deposit of Statutory Dues

a) The Company has not been regular in depositing with the appropriate authorities its undisputed statutory dues including Provident Fund, Employees' State Insurance, TDS, TCS, GST and other material statutory dues applicable to it. However, the Company did not have dues in arrears as at 31st March 2024 for a period of more than six months from the date they became payable except the following

I) "GST amounting to Rs. 23.47 Lacs and Provident Fund amounting to Rs. 1.53 Lacs along with Interest thereon which are outstanding for more than six months.

II) There are no dues of Income Tax etc. on account of any disputes which are pending for payments.

(viii) Unrecorded Income

In our opinion and according to the intonation and explanations given to us, there is no any transaction which is not recorded in the books of accounts and there has not been any such surrendered or undisclosed income which is required to show as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

(ix) Repayment of Loans and Borrowings

a) In our opinion and according to the information and explanations given to us, in some cases the Company has defaulted in the repayment of Loans or Borrowings of banks and financial Institutions, some of them have already been classified as Substandard, Doubtful & Written Off by the Financial Institutions. In many cases delay of EMIs have been exceeded 90 days to become the account substandard however updated status from some financial Institutions are not available. And in other cases, there has been delay in Repayment of installments during the year.

i) Following are the cases of Delayed payment of Bank/Financial Institutions Loans during the year:

Nature of Borrowing	Name of Lender	Amount not paid on due date	Whether Principal or Interest	No. of days delay or unpaid	Related Month
Secured Loan	Electronica Finance Limited	419,685	Both	295 Days	Oct-22
Secured Loan	Electronica Finance Limited	419,685	Both	264 Days	Nov-22
Finance Lease	Siemens Financial Services Private Limited	480,454	Rental	364 Day	Nov-22
Unsecured Loan	Ashv Finance Limited	578,381	Both	385 Days	Nov-22
Unsecured Loan	Clix Capital Services Private Limited	90,930	Both	393 Days	Nov-22
Unsecured Loan	IDFC First Bank Limited	119,765	Both	371 Days	Nov-22
Unsecured Loan	NeoGrowth Credit Private Limited	29,517	Both	368 Days	Nov-22

Unsecured Loan	NeoGrowth Credit Private Limited	29,517	Both	353 Days	Nov-22
Secured Loan	Electronica Finance Limited	419,685	Both	234 Days	Dec-22
Secured Loan	Hero Fincorp Limited	147,022	Both	361 Days	Dec-22
Finance Lease	Siemens Financial Services Private Limited	480,454	Rental	363 Days	Dec-22
Secured Loan	Tata Capital Financial Services Limited	210,505	Both	360 Days	Dec-22
Secured Loan	Tata Capital Financial Services Limited	379,299	Both	355 Days	Dec-22
Unsecured Loan	Tata Capital Financial Services Limited	91,558	Both	359 Days	Dec-22
Unsecured Loan	Aditya Birla Finance Limited	187,237	Both	347 Days	Dec-22
Unsecured Loan	Aditya Birla Finance Limited	31,807	Both	338 Days	Dec-22
Unsecured Loan	Ashv Finance Limited	578,381	Both	355 Days	Dec-22
Unsecured Loan	Clix Capital Services Private Limited	90,930	Both	363 Days	Dec-22
Unsecured Loan	IDFC First Bank Limited	119,765	Both	341 Days	Dec-22
Secured Loan	IDFC First Bank Limited	38,662	Both	341 Days	Dec-22
Secured Loan	Jain Sons (Ashv Finance Limited)	119,304	Both	360 Days	Dec-22
Unsecured Loan	Moneywise Financial Services Private Limited	96,412	Both	348 Days	Dec-22
Unsecured Loan	NeoGrowth Credit Private Limited	29,517	Both	338 Days	Dec-22
Unsecured Loan	NeoGrowth Credit Private Limited	29,517	Both	323 Days	Dec-22
Secured Loan	Electronica Finance Limited	419,685	Both	203 Days	Jan-23
Secured Loan	Hero Fincorp Limited	147,022	Both	330 Days	Jan-23
Secured Loan	Hero Fincorp Limited	286,456	Both	302 Days	Jan-23
Finance Lease	Siemens Financial Services Private Limited	480,454	Rental	332 Days	Jan-23
Secured Loan	Tata Capital Financial Services Limited	206,741	Both	329 Days	Jan-23
Secured Loan	Tata Capital Financial Services Limited	375,951	Both	324 Days	Jan-23
Secured Loan	Tata Capital Financial Services Limited	8,298	Interest	311 Days	Jan-23
Unsecured Loan	Tata Capital Financial Services Limited	91,558	Both	328 Days	Jan-23
Unsecured Loan	Aditya Birla Finance Limited	187,237	Both	316 Days	Jan-23
Unsecured Loan	Aditya Birla Finance Limited	31,807	Both	307 Days	Jan-23
Unsecured Loan	Ashv Finance Limited	578,381	Both	324 Days	Jan-23
Unsecured Loan	Clix Capital Services Private Limited	90,930	Both	332 Days	Jan-23
Unsecured Loan	IDFC First Bank Limited	119,765	Both	310 Days	Jan-23
Secured Loan	IDFC First Bank Limited	38,662	Both	310 Days	Jan-23
Secured Loan	Jain Sons (Ashv Finance Limited)	119,304	Both	329 Days	Jan-23
Unsecured Loan	Magma Fincorp Limited	59,709	Both	310 Days	Jan-23
Unsecured Loan	Moneywise Financial Services Private Limited	96,412	Both	317 Days	Jan-23
Unsecured Loan	NeoGrowth Credit Private Limited	29,517	Both	307 Days	Jan-23
Unsecured Loan	NeoGrowth Credit Private Limited	29,517	Both	292 Days	Jan-23
Secured Loan	Electronica Finance Limited	419,685	Both	172 Days	Feb-23
Secured Loan	Hero Fincorp Limited	147,022	Both	299 Days	Feb-23
Secured Loan	Hero Fincorp Limited	286,456	Both	300 Days	Feb-23
Secured Loan	Small Industries Development Bank of India	713,618	Both	83 Days	Feb-23
Secured Loan	Small Industries Development Bank of India	204,035	Both	83 Days	Feb-23
Finance Lease	Siemens Financial Services Private Limited	480,454	Rental	301 Days	Feb-23
Secured Loan	Tata Capital Financial Services Limited	204,999	Both	298 Days	Feb-23
Secured Loan	Tata Capital Financial Services Limited	371,626	Both	293 Days	Feb-23

Secured Loan	Tata Capital Financial Services Limited	8,298	Interest	280 Days	Feb-23
Unsecured Loan	Tata Capital Financial Services Limited	91,558	Both	297 Days	Feb-23
Unsecured Loan	Aditya Bina Finance Limited	187,237	Both	285 Days	Feb-23
Unsecured Loan	Aditya Bina Finance Limited	31,807	Both	276 Days	Feb-23
Unsecured Loan	Ashv Finance Limited	578,381	Both	293 Days	Feb-23
Unsecured Loan	Clix Capital Services Private Limited	90,930	Both	301 Days	Feb-23
Unsecured Loan	IDFC First Bank Limited	119,765	Both	279 Days	Feb-23
Secured Loan	IDFC First Bank Limited	38,662	Both	279 Days	Feb-23
Secured Loan	Jain Sons (Ashv Finance Limited)	119,304	Both	298 Days	Feb-23
Unsecured Loan	Magma Fincorp Limited	59,709	Both	279 Days	Feb-23
Unsecured Loan	Moneywise Financial Services Private Limited	96,412	Both	286 Days	Feb-23
Unsecured Loan	NeoGrowth Credit Private Limited	29,517	Both	276 Days	Feb-23
Unsecured Loan	NeoGrowth Credit Private Limited	29,517	Both	261 Days	Feb-23
Secured Loan	Electronica Finance Limited	419,685	Both	144 Days	Mar-23
Secured Loan	HDFC Bank Limited	116,408	Both	54 Days	Mar-23
Secured Loan	HDFC Bank Limited	148,462	Interest	54 Days	Mar-23
Secured Loan	HDFC Bank Limited	1,258,073	Both	54 Days	Mar-23
Secured Loan	HDFC Bank Limited	18,341	Both	56 Days	Mar-23
Secured Loan	Hero Fincorp Limited	147,022	Both	271 Days	Mar-23
Secured Loan	Hero Fincorp Limited	286,456	Both	272 Days	Mar-23
Secured Loan	Small Industries Development Bank of India	713,618	Both	87 Days	Mar-23
Secured Loan	Small Industries Development Bank of India	204,035	Both	87 Days	Mar-23
Finance Lease	Siemens Financial Services Private Limited	480,454	Rental	273 Days	Mar-23
Secured Loan	Tata Capital Financial Services Limited	199,720	Both	270 Days	Mar-23
Secured Loan	Tata Capital Financial Services Limited	365,626	Both	265 Days	Mar-23
Secured Loan	Tata Capital Financial Services Limited	8,298	Interest	252 Days	Mar-23
Unsecured Loan	Tata Capital Financial Services Limited	91,558	Both	269 Days	Mar-23
Unsecured Loan	Aditya Birla Finance Limited	187,237	Both	257 Days	Mar-23
Unsecured Loan	Aditya Birla Finance Limited	31,807	Both	248 Days	Mar-23
Unsecured Loan	Ashv Finance Limited	578,381	Both	265 Days	Mar-23
Unsecured Loan	Clix Capital Services Private Limited	90,930	Both	273 Days	Mar-23
Unsecured Loan	IDFC First Bank Limited	119,765	Both	251 Days	Mar-23
Secured Loan	IDFC First Bank Limited	38,662	Both	251 Days	Mar-23
Secured Loan	Jain Sons (Ashv Finance Limited)	119,304	Both	270 Days	Mar-23
Unsecured Loan	Magma Fincorp Limited	59,709	Both	251 Days	Mar-23
Unsecured Loan	Moneywise Financial Services Private Limited	96,412	Both	258 Days	Mar-23
Unsecured Loan	NeoGrowth Credit Private Limited	29,517	Both	248 Days	Mar-23
Unsecured Loan	NeoGrowth Credit Private Limited	29,517	Both	233 Days	Mar-23
Secured Loan	Electronica Finance Limited	419,685	Both	212 Days	Apr-23
Secured Loan	HDFC Bank Limited	116,408	Both	43 Days	Apr-23
Secured Loan	HDFC Bank Limited	148,462	Interest	43 Days	Apr-23
Secured Loan	HDFC Bank Limited	18,796	Both	77 Days	Apr-23
Secured Loan	HDFC Bank Limited	1,258,073	Both	46 Days	Apr-23
Secured Loan	HDFC Bank Limited	18,341	Both	45 Days	Apr-23
Secured Loan	Hero Fincorp Limited	147,022	Both	240 Days	Apr-23

Secured Loan	Hero Fincorp Limited	286,456	Both	240 Days	Apr-23
Secured Loan	Small Industries Development Bank of India	694,289	Both	84 Days	Apr-23
Secured Loan	Small Industries Development Bank of India	186,507	Both	84 Days	Apr-23
Finance Lease	Siemens Financial Services Private Limited	480,454	Rental	242 Days	Apr-23
Secured Loan	Tata Capital Financial Services Limited	201,516	Both	239 Days	Apr-23
Secured Loan	Tata Capital Financial Services Limited	362,975	Both	234 Days	Apr-23
Secured Loan	Tata Capital Financial Services Limited	143,923	Both	221 Days	Apr-23
Unsecured Loan	Tata Capital Financial Services Limited	91,558	Both	238 Days	Apr-23
Unsecured Loan	Aditya Birla Finance Limited	187,237	Both	226 Days	Apr-23
Unsecured Loan	Aditya Birla Finance Limited	31,807	Both	217 Days	Apr-23
Unsecured Loan	Ashv Finance Limited	578,381	Both	234 Days	Apr-23
Unsecured Loan	Clix Capital Services Private Limited	90,930	Both	242 Days	Apr-23
Unsecured Loan	IDFC First Bank Limited	119,765	Both	220 Days	Apr-23
Secured Loan	IDFC First Bank Limited	38,662	Both	220 Days	Apr-23
Secured Loan	Jain Sons (Ashv Finance Limited)	119,304	Both	239 Days	Apr-23
Unsecured Loan	Magma Fincorp Limited	59,709	Both	220 Days	Apr-23
Unsecured Loan	Moneywise Financial Services Private Limited	96,412	Both	227 Days	Apr-23
Unsecured Loan	NeoGrowth Credit Private Limited	29,517	Both	217 Days	Apr-23
Unsecured Loan	NeoGrowth Credit Private Limited	29,517	Both	202 Days	Apr-23
Secured Loan	Electronica Finance Limited	419,685	Both	182 Days	May-23
Secured Loan	HDFC Bank Limited	116,408	Both	54 Days	May-23
Secured Loan	HDFC Bank Limited	148,462	Interest	57 Days	May-23
Secured Loan	HDFC Bank Limited	18,796	Both	55 Days	May-23
Secured Loan	HDFC Bank Limited	1,258,073	Both	16 Days	May-23
Secured Loan	HDFC Bank Limited	18,341	Both	59 Days	May-23
Secured Loan	Hero Fincorp Limited	147,022	Both	210 Days	May-23
Secured Loan	Hero Fincorp Limited	286,456	Both	210 Days	May-23
Secured Loan	Small Industries Development Bank of India	686,487	Both	85 Days	May-23
Secured Loan	Small Industries Development Bank of India	184,850	Both	85 Days	May-23
Finance Lease	Siemens Financial Services Private Limited	480,454	Rental	212 Days	May-23
Secured Loan	Tata Capital Financial Services Limited	198,708	Both	209 Days	May-23
Secured Loan	Tata Capital Financial Services Limited	358,371	Both	204 Days	May-23
Secured Loan	Tata Capital Financial Services Limited	142,097	Both	191 Days	May-23
Unsecured Loan	Tata Capital Financial Services Limited	91,558	Both	208 Days	May-23
Unsecured Loan	Aditya Birla Finance Limited	187,237	Both	196 Days	May-23
Unsecured Loan	Aditya Birla Finance Limited	31,807	Both	187 Days	May-23
Unsecured Loan	Ashv Finance Limited	578,381	Both	204 Days	May-23
Unsecured Loan	IDFC First Bank Limited	119,765	Both	190 Days	May-23
Secured Loan	IDFC First Bank Limited	38,662	Both	190 Days	May-23
Secured Loan	Jain Sons (Ashv Finance Limited)	119,304	Both	209 Days	May-23
Unsecured Loan	Magma Fincorp Limited	59,709	Both	190 Days	May-23
Unsecured Loan	Moneywise Financial Services Private Limited	96,412	Both	197 Days	May-23
Unsecured Loan	NeoGrowth Credit Private Limited	29,517	Both	187 Days	May-23
Unsecured Loan	NeoGrowth Credit Private Limited	29,517	Both	172 Days	May-23

Secured Loan	HDFC Bank Limited	116,408	Both	23 Days	Jun-23
Secured Loan	HDFC Bank Limited	148,462	Interest	79 Days	Jun-23
Secured Loan	HDFC Bank Limited	18,796	Both	24 Days	Jun-23
Secured Loan	HDFC Bank Limited	1,258,073	Both	79 Days	Jun-23
Secured Loan	HDFC Bank Limited	18,341	Both	81 Days	Jun-23
Secured Loan	Hero Fincorp Limited	147,022	Both	179 Days	Jun-23
Secured Loan	Hero Fincorp Limited	286,456	Both	179 Days	Jun-23
Secured Loan	Small Industries Development Bank of India	687,222	Both	83 Days	Jun-23
Secured Loan	Small Industries Development Bank of India	184,394	Both	83 Days	Jun-23
Finance Lease	Siemens Financial Services Private Limited	480,454	Rental	181 Days	Jun-23
Secured Loan	Tata Capital Financial Services Limited	198,034	Both	178 Days	Jun-23
Secured Loan	Tata Capital Financial Services Limited	354,325	Both	173 Days	Jun-23
Secured Loan	Tata Capital Financial Services Limited	140,493	Both	160 Days	Jun-23
Unsecured Loan	Tata Capital Financial Services Limited	91,558	Both	177 Days	Jun-23
Unsecured Loan	Aditya Bina Finance Limited	187,237	Both	165 Days	Jun-23
Unsecured Loan	Aditya Birla Finance Limited	31,807	Both	156 Days	Jun-23
Unsecured Loan	Ashv Finance Limited	578,381	Both	173 Days	Jun-23
Unsecured Loan	IDFC First Bank Limited	119,765	Both	159 Days	Jun-23
Secured Loan	IDFC First Bank Limited	38,662	Both	159 Days	Jun-23
Secured Loan	Jain Sons (Ashv Finance Limited)	119,304	Both	178 Days	Jun-23
Unsecured Loan	Magma Fincorp Limited	59,709	Both	159 Days	Jun-23
Unsecured Loan	Moneywise Financial Services Private Limited	96,412	Both	166 Days	Jun-23
Unsecured Loan	NeoGrowth Credit Private Limited	29,517	Both	156 Days	Jun-23
Unsecured Loan	NeoGrowth Credit Private Limited	29,517	Both	141 Days	Jun-23
Secured Loan	HDFC Bank Limited	116,408	Both	49 Days	Jul-23
Secured Loan	HDFC Bank Limited	148,462	Interest	49 Days	Jul-23
Secured Loan	HDFC Bank Limited	18,796	Both	49 Days	Jul-23
Secured Loan	HDFC Bank Limited	1,258,073	Both	49 Days	Jul-23
Secured Loan	HDFC Bank Limited	18,341	Both	51 Days	Jul-23
Secured Loan	Hero Fincorp Limited	147,022	Both	149 Days	Jul-23
Secured Loan	Hero Fincorp Limited	286,456	Both	149 Days	Jul-23
Secured Loan	Small Industries Development Bank of India	678,815	Both	87 Days	Jul-23
Secured Loan	Small Industries Development Bank of India	182,547	Both	87 Days	Jul-23
Finance Lease	Siemens Financial Services Private Limited	480,454	Rental	151 Days	Jul-23
Secured Loan	Tata Capital Financial Services Limited	195,337	Both	148 Days	Jul-23
Unsecured Loan	Tata Capital Financial Services Limited	91,558	Both	147 Days	Jul-23
Unsecured Loan	Aditya Bina Finance Limited	187,237	Both	135 Days	Jul-23
Unsecured Loan	Aditya Birla Finance Limited	31,807	Both	126 Days	Jul-23
Unsecured Loan	Ashv Finance Limited	578,381	Both	143 Days	Jul-23
Unsecured Loan	IDFC First Bank Limited	119,765	Both	129 Days	Jul-23
Secured Loan	IDFC First Bank Limited	38,662	Both	129 Days	Jul-23
Secured Loan	Jain Sons (Ashv Finance Limited)	119,304	Both	148 Days	Jul-23
Unsecured Loan	Magma Fincorp Limited	59,709	Both	129 Days	Jul-23
Unsecured Loan	Moneywise Financial Services Private Limited	96,412	Both	136 Days	Jul-23

Unsecured Loan	NeoGrowth Credit Private Limited	29,517	Both	126 Days	Jul-23
Unsecured Loan	NeoGrowth Credit Private Limited	29,517	Both	111 Days	Jul-23
Secured Loan	HDFC Bank Limited	116,408	Both	18 Days	Aug-23
Secured Loan	HDFC Bank Limited	148,462	Interest	55 Days	Aug-23
Secured Loan	HDFC Bank Limited	18,796	Both	18 Days	Aug-23
Secured Loan	HDFC Bank Limited	1,258,073	Both	18 Days	Aug-23
Secured Loan	HDFC Bank Limited	18,341	Both	57 Days	Aug-23
Secured Loan	Hero Fincorp Limited	147,022	Both	118 Days	Aug-23
Secured Loan	Hero Fincorp Limited	286,456	Both	118 Days	Aug-23
Secured Loan	Small Industries Development Bank of India	679,074	Both	88 Days	Aug-23
Secured Loan	Small Industries Development Bank of India	182,021	Both	88 Days	Aug-23
Finance Lease	Siemens Financial Services Private Limited	480,454	Rental	120 Days	Aug-23
Secured Loan	Tata Capital Financial Services Limited	194,551	Both	117 Days	Aug-23
Unsecured Loan	Tata Capital Financial Services Limited	91,558	Both	116 Days	Aug-23
Unsecured Loan	Aditya Birla Finance Limited	187,237	Both	104 Days	Aug-23
Unsecured Loan	Aditya Birla Finance Limited	31,807	Both	95 Days	Aug-23
Unsecured Loan	Ashv Finance Limited	578,381	Both	112 Days	Aug-23
Unsecured Loan	IDFC First Bank Limited	119,765	Both	98 Days	Aug-23
Secured Loan	IDFC First Bank Limited	38,662	Both	98 Days	Aug-23
Secured Loan	Jain Sons (Ashv Finance Limited)	119,304	Both	117 Days	Aug-23
Unsecured Loan	Magma Fincorp Limited	59,709	Both	98 Days	Aug-23
Unsecured Loan	Moneywise Financial Services Private Limited	96,412	Both	105 Days	Aug-23
Unsecured Loan	NeoGrowth Credit Private Limited	29,517	Both	95 Days	Aug-23
Unsecured Loan	NeoGrowth Credit Private Limited	29,517	Both	80 Days	Aug-23
Secured Loan	HDFC Bank Limited	116,408	Both	72 Days	Sep-23
Secured Loan	HDFC Bank Limited	148,462	Interest	72 Days	Sep-23
Secured Loan	HDFC Bank Limited	18,796	Both	14 Days	Sep-23
Secured Loan	HDFC Bank Limited	1,258,073	Both	72 Days	Sep-23
Secured Loan	HDFC Bank Limited	18,341	Both	74 Days	Sep-23
Secured Loan	Hero Fincorp Limited	147,022	Both	87 Days	Sep-23
Secured Loan	Hero Fincorp Limited	286,456	Both	87 Days	Sep-23
Secured Loan	Small Industries Development Bank of India	674,799	Both	80 Days	Sep-23
Secured Loan	Small Industries Development Bank of India	180,761	Both	80 Days	Sep-23
Finance Lease	Siemens Financial Services Private Limited	480,454	Rental	89 Days	Sep-23
Secured Loan	Tata Capital Financial Services Limited	195,809	Both	86 Days	Sep-23
Unsecured Loan	Tata Capital Financial Services Limited	91,558	Both	85 Days	Sep-23
Unsecured Loan	Aditya Birla Finance Limited	187,237	Both	73 Days	Sep-23
Unsecured Loan	Aditya Birla Finance Limited	31,807	Both	64 Days	Sep-23
Unsecured Loan	Ashv Finance Limited	578,381	Both	81 Days	Sep-23
Unsecured Loan	IDFC First Bank Limited	110,765	Both	67 Days	Sep-23
Secured Loan	IDFC First Bank Limited	38,662	Both	67 Days	Sep-23
Secured Loan	Jain Sons (Ashv Finance Limited)	119,304	Both	86 Days	Sep-23
Unsecured Loan	Magma Fincorp Limited	59,709	Both	67 Days	Sep-23
Unsecured Loan	Moneywise Financial Services Private Limited	96,412	Both	74 Days	Sep-23

Unsecured Loan	NeoGrowth Credit Private Limited	29,517	Both	64 Days	Sep-23
Unsecured Loan	NeoGrowth Credit Private Limited	29,517	Both	49 Days	Sep-23
Secured Loan	HDFC Bank Limited	116,408	Both	42 Days	Oct-23
Secured Loan	HDFC Bank Limited	148,462	Interest	42 Days	Oct-23
Secured Loan	HDFC Bank Limited	1,258,073	Both	42 Days	Oct-23
Secured Loan	HDFC Bank Limited	18,341	Both	44 Days	Oct-23
Secured Loan	Hero Fincorp Limited	147,022	Both	57 Days	Oct-23
Secured Loan	Hero Fincorp Limited	286,456	Both	57 Days	Oct-23
Secured Loan	Small Industries Development Bank of India	667,750	Both	50 Days	Oct-23
Secured Loan	Small Industries Development Bank of India	179,282	Both	50 Days	Oct-23
Finance Lease	Siemens Financial Services Private Limited	480,454	Rental	59 Days	Oct-23
Secured Loan	Tata Capital Financial Services Limited	190,282	Both	56 Days	Oct-23
Unsecured Loan	Tata Capital Financial Services Limited	91,558	Both	55 Days	Oct-23
Unsecured Loan	Aditya Birla Finance Limited	187,237	Both	43 Days	Oct-23
Unsecured Loan	Aditya Birla Finance Limited	31,807	Both	34 Days	Oct-23
Unsecured Loan	Ashv Finance Limited	578,381	Both	51 Days	Oct-23
Unsecured Loan	IDFC First Bank Limited	119,765	Both	37 Days	Oct-23
Secured Loan	IDFC First Bank Limited	38,662	Both	37 Days	Oct-23
Secured Loan	Jain Sons (Ashv Finance Limited)	119,304	Both	56 Days	Oct-23
Unsecured Loan	Magma Fincorp Limited	59,709	Both	37 Days	Oct-23
Unsecured Loan	Moneywise Financial Services Private Limited	96,412	Both	44 Days	Oct-23
Unsecured Loan	NeoGrowth Credit Private Limited	29,517	Both	34 Days	Oct-23
Unsecured Loan	NeoGrowth Credit Private Limited	29,517	Both	19 Days	Oct-23
Secured Loan	HDFC Bank Limited	116,408	Both	18 Days	Nov-23
Secured Loan	HDFC Bank Limited	148,462	Interest	18 Days	Nov-23
Secured Loan	HDFC Bank Limited	1,258,073	Both	11 Days	Nov-23
Secured Loan	HDFC Bank Limited	18,341	Both	20 Days	Nov-23
Secured Loan	Hero Fincorp Limited	147,022	Both	26 Days	Nov-23
Secured Loan	Hero Fincorp Limited	286,456	Both	26 Days	Nov-23
Secured Loan	Small Industries Development Bank of India	667,756	Both	19 Days	Nov-23
Secured Loan	Small Industries Development Bank of India	178,686	Both	19 Days	Nov-23
Finance Lease	Siemens Financial Services Private Limited	480,454	Rental	28 Days	Nov-23
Secured Loan	Tata Capital Financial Services Limited	189,326	Both	25 Days	Nov-23
Unsecured Loan	Tata Capital Financial Services Limited	91,558	Both	24 Days	Nov-23
Unsecured Loan	Aditya Birla Finance Limited	187,237	Both	12 Days	Nov-23
Unsecured Loan	Aditya Birla Finance Limited	31,807	Both	3 Days	Nov-23
Unsecured Loan	Ashv Finance Limited	578,381	Both	20 Days	Nov-23
Unsecured Loan	IDFC First Bank Limited	119,765	Both	6 Days	Nov-23
Secured Loan	IDFC First Bank Limited	38,662	Both	6 Days	Nov-23
Secured Loan	Jain Sons (Ashv Finance Limited)	119,304	Both	25 Days	Nov-23
Unsecured Loan	Magma Fincorp Limited	59,709	Both	6 Days	Nov-23
Unsecured Loan	Moneywise Financial Services Private Limited	96,412	Both	13 Days	Nov-23
Secured Loan	HDFC Bank Limited	1,258,073	Both	2 Days	Dec-23
Secured Loan	Hero Fincorp Limited	147,022	Both	1 Days	Dec-23

Secured Loan	Hero Fincorp Limited	286,456	Both	1 Days	Dec-23
Secured Loan	Small Industries Development Bank of India	656,684	Both	1 Days	Dec-23
Secured Loan	Small Industries Development Bank of India	176,030	Both	1 Days	Dec-23
Unsecured Loan	Tata Capital Financial Services Limited	91,558	Both	2 Days	Dec-23
Unsecured Loan	Ashv Finance Limited	578,381	Both	20 Days	Dec-23
Secured Loan	HDFC Bank Limited	1,162,649	Both	3 Days	Jan-24
Secured Loan	Small Industries Development Bank of India	648,894	Both	5 Days	Jan-24
Secured Loan	Small Industries Development Bank of India	173,125	Both	5 Days	Jan-24
Secured Loan	HDFC Bank Limited	148,462	Interest	3 Days	Feb-24
Secured Loan	HDFC Bank Limited	1,162,649	Both	3 Days	Feb-24
Secured Loan	HDFC Bank Limited	18,341	Both	5 Days	Feb-24
Secured Loan	Hero Fincorp Limited	147,022	Both	Un Paid	Feb-24
Secured Loan	Hero Fincorp Limited	286,456	Both	Un Paid	Feb-24
Secured Loan	Small Industries Development Bank of India	637,214	Both	74 Days	Feb-24
Secured Loan	Small Industries Development Bank of India	172,182	Both	74 Days	Feb-24
Finance Lease	Siemens Financial Services Private Limited	480,454	Rental	Un Paid	Feb-24
Secured Loan	Tata Capital Financial Services Limited	184,102	Both	Un Paid	Feb-24
Unsecured Loan	Tata Capital Financial Services Limited	91,558	Both	Un Paid	Feb-24
Unsecured Loan	Aditya Birla Finance Limited	187,237	Both	Un Paid	Feb-24
Unsecured Loan	Aditya Birla Finance Limited	31,807	Both	Un Paid	Feb-24
Secured Loan	Jain Sons (Ashv Finance Limited)	119,304	Both	Un Paid	Feb-24
Unsecured Loan	Magma Fincorp Limited	59,709	Both	Un Paid	Feb-24
Unsecured Loan	Moneywise Financial Services Private Limited	96,412	Both	Un Paid	Feb-24
Secured Loan	HDFC Bank Limited	148,462	Interest	24 Days	Mar-24
Secured Loan	HDFC Bank Limited	1,162,649	Both	78 Days	Mar-24
Secured Loan	HDFC Bank Limited	18,341	Both	26 Days	Mar-24
Secured Loan	Hero Fincorp Limited	147,022	Both	Un Paid	Mar-24
Secured Loan	Hero Fincorp Limited	286,456	Both	Un Paid	Mar-24
Secured Loan	Small Industries Development Bank of India	639,072	Both	88 Days	Mar-24
Secured Loan	Small Industries Development Bank of India	171,427	Both	88 Days	Mar-24
Finance Lease	Siemens Financial Services Private Limited	480,454	Rental	Un Paid	Mar-24
Secured Loan	Tata Capital Financial Services Limited	181,350	Both	Un Paid	Mar-24
Unsecured Loan	Tata Capital Financial Services Limited	91,558	Both	Un Paid	Mar-24
Unsecured Loan	Aditya Birla Finance Limited	187,237	Both	Un Paid	Mar-24
Unsecured Loan	Aditya Birla Finance Limited	31,807	Both	Un Paid	Mar-24
Secured Loan	Jain Sons (Ashv Finance Limited)	119,304	Both	Un Paid	Mar-24
Unsecured Loan	Magma Fincorp Limited	59,709	Both	Un Paid	Mar-24
Unsecured Loan	Moneywise Financial Scrvce3 Private Limited	96, 12	Both	Un Paid	Mar-24

(b) In our opinion and according to the information and explanations given to us, the company has not been a declared willful defaulter by any bank or financial institution or other lender.

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

(d) In our opinion and according to the information and explanations given to us, there are no funds raised on short term basis which have been utilized for long term purposes.

(e) In our opinion and according to the information and explanations given to us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(f) In our opinion and according to the information and explanations given to us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

(x) Utilization of Money Raised by Public Offers and Term Loan for which they Raised

(a) The Company has raised money by way of Right Issue offer during the year. Therefore, the provisions of Clause (x) (a) of paragraph 3 of the order are applicable to the Company and the details have been mentioned in 'Emphasis of Matters' Para 4 (2) of this Independent Audit report.

(b) In our opinion and according to the information and explanations given to us, the company has not made preferential allotment or private placement of shares during the year. In our opinion & as per explanation given to us, the requirements of section 42 and section 62 of the Companies Act, 2013 have been complied with and the funds raised have been used for the purposes for which the funds were raised.

(xi) Reporting of Fraud during the Year & Whistle blower complaints

a) To the best of our knowledge and according to the Information and explanations given to us, no fraud by the company or any fraud on the Company by its officers or employees during the year has been noticed or reported. The management has also not reported any case of fraud during the year.

(b) During the year no report under sub-section (12) of section 143 of the Companies 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) As auditor, we did not receive any whistle- blower complaint during the year.

(xii) Compliance by Nidhi Company Regarding Net Owned Fund to Deposits Ratio

The company is not a Nidhi Company. Therefore, the provisions of Clause (xii) of paragraph 3 of the order are not applicable to the Company.

(xiii) Related party compliance with Section 177 and 188 of companies Act - 2013

As per the information and explanations received to us all transactions with the related parties are in compliance with the provisions of sections 177 and 188 of Companies Act where applicable, and the details have been disclosed in the standalone financial statements, etc., as required by the applicable accounting standards. Identification of related parties were made and provided by the management of the company.

(xiv) Appointment of Internal Auditor:

- a.) The company is covered by section 138 of the Companies Act, 2013, related to appointment of internal auditor of the company. The company has an internal audit system commensurate with the size and nature of its business. As per information and explanation provided to us, the company has appointed an Internal Auditor for the year under audit.
- b.) However there was no proper quarterly and annual Internal Audit plan and documentation of the quarterly/ annual audit available. The Internal Auditor has not covered many areas for audit i.e., Inventory, Financing, Human Resources, confirmations from Trade Receivables and Trade Payables, Compliance and Information Technology (IT systems). Company should re-visit the existing internal audit plans and procedures and strengthen them since there are requirement of improvements

(xv) Compliance under section 192 of Companies Act - 2013

The Company has not entered into any non-cash transactions with directors or persons connected with him for the year under audit. Therefore, the provisions of Clause (xv) of paragraph 3 of the order are not applicable to the Company.

(xvi) Requirement of Registration under 45-IA of Reserve Bank of India Act, 1934

- (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
 - (b) The company has not conducted any Non-Banking Financial or Housing Finance activities during the year.
 - (c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India
 - (d) As per the information and explanations received, the group does not have any CIC as part of the group.
- (xvii) The company has incurred cash loss during the current financial year.
- (xviii) There has been no resignation of the previous statutory auditors during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, continuous decline in the turnover of the company, year on year losses, increase in more than One year balances of the Debtors and Creditors of Rs. 1653.10 Lacs and Rs. 2438.87 Lacs respectively, delays & defaults in the repayment of bank loan, irregularity in depositing its statutory dues including TDS & GST etc. and other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that there exists material uncertainty as on the date of

the audit report about the company 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. However, in the opinion of the management the company will have the sufficient internal cash accruals in the next financial year to meet its current liabilities.

(xx) Corporate Social Responsibility Expenditure

- a.) Company has incurred losses during the current and previous year. Therefore it is not required to spend any amount on CSR activities since the provisions of CSR are not applicable on the company.

In the opinion of directors of the Company there is no unspent amount which is required to be deposited in a fund specified in the schedule VII to the Companies Act with in specified time period.

- b. There is no remaining unspent amount under sub section 5 of section 135 of the Companies Act, pursuant to any ongoing project. Therefore, no amount was required to be transferred to special account as per the provisions of sub section (6) of section 135 of the said Act.

- (xxi) The company has not made investments in any subsidiary company. Therefore, the company does not require to prepare consolidated financial statement.

For S. Sood & Co.
Chartered Accountant
Firm Registration No. **010801N**

Sanjay Sood
Partner
Membership No. 089457
UDIN: 24089457BKALFT7717
Place: Ludhiana
Dated: 14th June, 2024

Marshall Machines Limited

CIN: L29299PB1994PLC014605

Regd. Office: C-86, Phase V, Focal Point, Ludhiana-141010

Balance Sheet

As at March 31, 2024

₹ in Hundreds

Particulars	Notes	As at 31.03.2024	As at 31.03.2023
ASSETS			
Non-Current Assets			
a) Property, Plant and Equipment	2	48,89,881.86	53,42,712.03
b) Capital Work in Progress	2	-	-
c) Intangible Assets	2	11,56,001.64	4,06,564.46
d) Other Financial assets	3	1,66,826.15	1,26,950.80
Current Assets			
a) Inventories	4	42,60,308.13	50,36,816.62
b) Financial Assets			
i) Trade Receivables	5	35,28,259.02	28,39,816.75
ii) Cash and Cash equivalents	6	42,148.02	30,838.93
iii) Other Financial assets	7	7,736.42	43,910.64
c) Other Current Assets	8	15,80,394.20	3,01,343.01
TOTAL ASSETS		1,56,31,555.44	1,41,28,953.24
EQUITY AND LIABILITIES			
Equity			
a) Equity Share Capital	9	23,90,121.70	14,55,000.00
b) Other Equity	10	52,11,917.70	24,98,057.83
Non-Current Liabilities			
a) Financial Liabilities			
i) Borrowings	11	13,44,335.64	17,89,944.14
b) Provisions	12	52,427.40	55,887.20
c) Deferred Tax Liabilities (Net)	13	1,14,829.24	2,99,180.83
Current Liabilities			
a) Financial Liabilities			
i) Borrowings	11	24,96,207.08	27,35,218.03
ii) Trade Payables	14	33,57,891.83	38,14,327.56
iii) Other Financial Liabilities	15	20,495.60	17,200.23
b) Other Current Liabilities	16	6,40,751.14	13,70,902.40
c) Provisions	12	2,578.11	4,648.04
d) Current tax liabilities (net)	17	-	88,586.98
TOTAL EQUITY AND LIABILITIES		1,56,31,555.44	1,41,28,953.24

Corporate information and significant accounting policies 1

See accompanying notes forming part of the financial statements

As per our report of even date attached

For **S. Sood & Co.**

Chartered Accountants

FRN: 010801N

(Sanjay Sood)

Partner

M.No.: 089457

(Mr. Gaurav Sarup)

Managing Director

DIN: 00777489

For and on behalf of Board of

Marshall Machines Limited

(Mr. Prashant Sarup)

Whole Time Director & CFO

DIN: 01257440

Place: Ludhiana

Date : June 14, 2024

(Mr. Siddhant Sarup)

Whole Time Director

DIN: 07779416

(Ms. Gauri Agarwal)

Company Secretary

PAN: BVHPA7319B

Marshall Machines Limited

CIN: L29299PB1994PLC014605

Regd. Office: C-86, Phase V, Focal Point, Ludhiana-141010

Statement of Profit and Loss

For the Year ended March 31, 2024

₹ in Hundreds

Particulars	Notes	Year Ended 31.03.2024	Year Ended 31.03.2023
I Revenue from Operations	18	27,96,247.66	34,49,529.79
II Other Income	19	44,284.09	2,50,361.02
III Total Income (I+II)		28,40,531.75	36,99,890.81
IV Expenses			
Cost of Materials Consumed	20	12,00,518.74	17,67,373.14
Purchases of Stock-in-Trade	20	-	12,58,794.50
Changes in Inventories of Finished Goods, WIP	21	6,97,804.79	(2,70,400.36)
Employee Benefits Expense	22	4,53,188.06	6,21,352.44
Finance Costs	23	3,82,532.40	4,41,442.48
Depreciation and amortisation expense	2	4,93,505.47	5,87,251.21
Other Expenses	24	3,30,076.78	2,13,458.37
Total Expenses		35,57,626.24	46,19,271.78
V Profit before tax (III-IV)		(7,17,094.49)	(9,19,380.97)
VI Tax Expense:	25		
Current Tax		-	-
Deferred Tax		(1,77,231.92)	(2,29,428.10)
Total tax expense (VI)		(1,77,231.92)	(2,29,428.10)
VII Profit/(Loss) for the Year (V-VI)		(5,39,862.57)	(6,89,952.87)
VIII Other Comprehensive Income			
<i>Items that will not be reclassified to profit or loss:</i>			
Remeasurements of the defined benefit plans		(27,383.35)	60,909.21
Income tax relating to items that will not be reclassified to profit or loss		7,119.67	(15,836.39)
Total other comprehensive income (VIII)		(20,263.68)	45,072.82
IX Total Comprehensive Income for the Year (VII+VIII)		(5,60,126.25)	(6,44,880.05)
X Earnings per equity share (face value of ₹ 10/- each):	37		
1) Basic		(2.26)	(4.74)
2) Diluted		(2.26)	(4.74)

See accompanying notes forming part of the financial statements

As per our report of even date attached
For **S. Sood & Co.**
Chartered Accountants
FRN: 010801N

(Sanjay Sood)
Partner
M.No.: 089457

Place: Ludhiana
Date: June 14, 2024

(Mr. Gaurav Sarup)
Managing Director
DIN: 00777489

(Mr. Siddhant Sarup)
Whole Time Director
DIN: 07779416

For and on behalf of Board of
Marshall Machines Limited

(Mr. Prashant Sarup)
Whole Time Director & CFO
DIN: 01257440

(Ms. Gauri Agarwal)
Company Secretary
PAN: BVHPA7319B

Marshall Machines Limited

CIN: L29299PB1994PLC014605

Regd. Office: C-86, Phase V, Focal Point, Ludhiana-141010

Cash Flow Statement

For the Year ended March 31, 2024

₹ in Hundreds

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
A. Cash Flow from Operating Activities		
Profit/(Loss) for the Year	(5,39,862.57)	(6,89,952.87)
<i>Adjustments for:</i>		
Depreciation and amortisation expense	4,93,505.47	5,87,251.21
Interest Income	(6,890.27)	(6,556.11)
Finance costs	3,82,532.40	4,41,442.48
Income Tax Expense	(1,77,231.92)	(2,29,428.10)
Profit on Sale of PPE	(2,574.64)	-
Previous Year Adjustments	19,762.60	-
Changes in working capital:		
<i>Adjustments for (increase) / decrease in operating assets:</i>		
Inventories	7,76,508.49	4,098.82
Trade Receivables	(6,88,442.27)	(10,39,533.06)
Other Non-Current Financial assets	(39,875.35)	29,404.33
Other Current Financial assets	36,174.22	3,816.04
Other Current assets	(1,89,240.89)	(1,36,999.12)
<i>Adjustments for increase / (decrease) in operating liabilities:</i>		
Trade Payables	(4,56,435.73)	13,24,547.50
Provisions	(52,675.68)	11,247.88
Other Current Liabilities	(7,30,151.26)	(3,30,172.72)
Cash generated from operations	(11,74,897.40)	(30,833.72)
Net income tax (paid)	(73,550.90)	(2,551.53)
Net cash flow from operating activities (A)	(12,48,448.30)	(33,385.25)
B. Cash Flow from investing activities		
Capital expenditure on Property, Plant and Equipment	(18,79,112.65)	(39,529.07)
Proceeds from disposal of Property, Plant and Equipment	6,491.04	-
Interest received	6,890.27	6,556.11
Net cash used in investing activities (B)	(18,65,731.34)	(32,972.96)
C. Cash Flow from financing activities		
Proceeds from Right Issue of Shares	41,89,345.22	-
Proceeds/(Repayment) of Current Borrowings	(1,73,194.04)	1,75,895.79
Proceeds/(Repayment) of Non-Current Borrowings	(5,11,425.42)	3,31,653.31
Interest Paid	(3,79,237.03)	(4,37,498.43)
Net cash used in financing activities (C)	31,25,488.73	70,050.67
Net increase/(decrease) in cash and cash equivalents (A+B+C)	11,309.09	3,692.46
Cash & Cash Equivalents - Opening Balance (refer Note - 6)	30,838.93	27,146.47
Cash & Cash Equivalents - Closing Balance (refer Note - 6)	42,148.02	30,838.93

Notes: The Cash Flow Statement has been prepared under the "Indirect Method" as set out in Ind AS 7 on Cash Flow Statement.

As per our report of even date attached

For **S. Sood & Co.**

Chartered Accountants

FRN: 010801N

(Sanjay Sood)
Partner
M.No.: 089457

Place: Ludhiana
Date : June 14, 2024

(Mr. Gaurav Sarup)
Managing Director
DIN: 00777489

(Mr. Siddhant Sarup)
Whole Time Director
DIN: 07779416

For and on behalf of Board of
Marshall Machines Limited

(Mr. Prashant Sarup)
Whole Time Director & CFO
DIN: 01257440

(Ms. Gauri Agarwal)
Company Secretary
PAN: BVHPA7319B

Marshall Machines limited

CIN: L29299PB1994PLC014605

Regd. Office: C-86, Phase V, Focal Point, Ludhiana-141010

Statement of Changes in Equity

For the Year ended March 31, 2024

₹ in Hundreds

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
A. Equity Share Capital		
Share Capital at the beginning of the Year	14,55,000.00	14,55,000.00
<i>Addition/(Deduction) during the Year</i>	9,35,121.70	-
Share Capital at the end of the Year	23,90,121.70	14,55,000.00
B. Other Equity		
Securities Premium		
Balance at the beginning of the Year	11,63,419.49	11,63,419.49
<i>Add: Addition during the Year</i>	32,54,223.52	-
<i>Less: Deduction during the Year</i>	-	-
Balance at the end of the Year	44,17,643.01	11,63,419.49
Retained earnings		
Balance at the beginning of the Year	13,34,638.34	19,79,518.39
<i>Add: Profit/(Loss) for the Year</i>	(5,39,862.57)	(6,89,952.87)
<i>Add: Other comprehensive income for the Year (net of income tax)</i>	(20,263.68)	45,072.82
<i>Less: Tax Adjustments relating to Previous Year</i>	(19,762.60)	-
Balance at the end of the Year	7,94,274.69	13,34,638.34
Total Other Equity	52,11,917.70	24,98,057.83

As per our report of even date attached
For **S. Sood & Co.**
Chartered Accountants
FRN: 010801N

(Sanjay Sood)
Partner
M.No.: 089457

Place: Ludhiana
Date : June 14, 2024

(Mr. Gaurav Sarup)
Managing Director
DIN: 00777489

(Mr. Siddhant Sarup)
Whole Time Director
DIN: 07779416

For and on behalf of Board of
Marshall Machines Limited

(Mr. Prashant Sarup)
Whole Time Director & CFO
DIN: 01257440

(Ms. Gauri Agarwal)
Company Secretary
PAN: BVHPA7319B

Marshall Machines limited

Notes to the Financial Statements

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES

1.1 Corporate Information:

Marshall Machines limited (the "Company") was incorporated on May 23, 1994 as a private limited company under the provisions of Companies Act, 1956 with Registrar of Companies, Punjab, H.P. & Chandigarh in the name and style of 'V. B. Spinning Mills Private Limited'. The Company's name was changed to 'Marshall Machines Private Limited' on January 02, 2002. The Company is engaged in the business of developing, manufacturing and marketing of Machine Tool Equipment including wide range of single spindle, patented double and four spindle CNC machines, automated robotic solutions and patent pending IoT suite of intelligent equipment. The Company has its manufacturing base in Ludhiana and also have a R&D, Marketing and Technology Display Centre at IMT Manesar, Gurugram.

Company has been migrated to main board of NSE w.e.f. 22.11.2021 & INDAS is adopted considering the transition date of 01.04.2020

The name of the company has been changed to "Marshall Machines Limited" from "Marshall Machines Private Limited" pursuant its conversion into a public company vide shareholders' approval dated April 24, 2018 and a fresh Certificate of Incorporation dated May 17, 2018 was issued by Registrar of Companies, Chandigarh.

1.2 Summary of Significant Accounting Policies

a) Statement of Compliance

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under the Section 133 of the Companies Act, 2013, Companies (Indian Accounting Standards) Amendment Rules, 2020 and other relevant provisions of the Act.

b) Basis of Preparation

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the Historical cost is generally based on the fair value of the consideration given in exchange for goods and Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

c) Use of Estimates and Judgments

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities (including contingent liabilities) as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

d) Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable. Amount disclosed as revenue are net of returns, rebates, goods & services tax and value added taxes. The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Company's activities, as described below. The Company bases its estimate of return on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement. Revenue from sale of goods is recognised as and when the Company satisfies performance obligations by transferring control of the promised goods to its customers. Revenue from services is recognized by reference to the stage of completion of the contract and related costs are incurred.

e) Operating Lease

Lease arrangements, where the risks and rewards incidental to ownership of an asset substantially vest with the lessor, are recognised as operating lease. Rental expenses from operating lease payments are recognised on a straight line basis over the lease term, unless the lease agreement explicitly states that increase is on account of inflation in the Statement of Profit and Loss.

f) Borrowing Costs

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

g) Income Taxes

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognised in Statement of Profit and Loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

- Current income taxes

The amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income-tax Act, 1961 and other applicable tax laws.

Advance taxes and provisions for current income taxes are presented in the Balance Sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant tax paying units intends to settle the asset and liability on a net basis.

- Deferred income taxes

Deferred income tax is recognised using the Balance Sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount.

- MAT credit entitlement

The Company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward.

h) Provisions And Contingencies

A provision is recognized when Company has a present obligation as a result of past event and it is probable that an outflow of resources embodying economic benefit will be required to settle the obligation and in respect of which a reliable estimate can be made. Provisions are determined based on best estimate of the expenditure required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes, forming part of the financial statements.

i) Property, Plant And Equipment (PPE)

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment loss, if any.

Capital work-in-progress is considered at cost comprising direct cost incurred and related incidental expenses. Depreciation is provided for property, plant and equipment so as to expense the cost less residual values over their estimated useful lives.

Depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

j) Intangible assets

Intangible assets with finite useful lives that are self-developed are carried at cost comprising direct cost incurred and related incidental expenses less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives.

k) Impairment

- Financial assets (other than at fair value)

The Company assesses at each date of Balance Sheet as per Ind AS 109 whether a financial asset or a group of financial assets is impaired and an impairment loss (if any) is recognised in the Statement of Profit and Loss.

- Non-financial assets (other than at fair value)

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the Statement of Profit and Loss.

l) Employee Benefits

- Defined benefit plans

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future.

These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The retirement benefit obligations recognised in the statement of financial position represents the present value of the defined benefit obligations reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to the present value of available refunds and reductions in future contributions to the scheme.

- Defined contribution plans

Contributions to defined contribution plans are recognised as expense when employees have rendered services entitling them to such benefits.

- Compensated absences

The employees of the Company are entitled to leave encashment for each year of service and part thereof and subject to the limits specified the unavailed portion of such leaves can be accumulated or encashed during/at the end of the service period. The plan is not funded. Leave Encashment liabilities are being accounted for by the company on due basis.

m) Foreign exchange gains and losses

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period.

n) Inventories

Inventories are valued at the lower of cost and the net realizable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to the point of sale, including taxes and other levies and handling charges wherever applicable. Work-in-progress and finished goods include appropriate proportion of overheads.

o) Earning per Share

Basic earnings per share are computed by dividing profit or loss attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The Company did not have any potentially dilutive securities in any of the periods presented.

Marshall Machines Limited

NOTE 2: PROPERTY, PLANT AND EQUIPMENT AS AT 31.03.2024

	₹ in Hundreds									
Tangible Assets	Land #	Building *	Computer	Electric Installation	Furniture & Fixtures	Motor Vehicles	Office Equipments	Leasehold Plant & Machinery	Plant & Machinery	Total Tangible Assets
Cost or deemed cost										
Balances as at March 31, 2022	1,72,697.82	6,11,467.72	51,666.42	49,520.75	33,978.63	1,47,064.73	68,876.92	2,50,412.49	63,02,343.90	76,88,029.38
Additions	-	-	843.22	-	-	-	333.26	-	57,544.96	58,721.44
Disposals	-	-	-	-	-	-	-	-	-	-
Balances as at March 31, 2023	1,72,697.82	6,11,467.72	52,509.64	49,520.75	33,978.63	1,47,064.73	69,210.18	2,50,412.49	63,59,888.86	77,46,750.82
Additions	-	-	-	-	-	-	523.53	-	-	523.53
Disposals	-	-	-	-	-	10,195.58	-	-	-	10,195.58
Balances as at March 31, 2024	1,72,697.82	6,11,467.72	52,509.64	49,520.75	33,978.63	1,36,869.15	69,733.71	2,50,412.49	63,59,888.86	77,37,078.77
Accumulated depreciation										
Balances as at March 31, 2022	-	1,74,934.67	45,476.23	43,549.71	25,262.71	1,00,213.82	61,306.39	47,665.27	14,54,635.33	19,53,044.13
Depreciation for the year	-	19,454.28	2,201.46	1,919.24	1,787.96	8,151.48	2,103.20	15,859.46	3,99,517.58	4,50,994.66
On disposals	-	-	-	-	-	-	-	-	-	-
Balances as at March 31, 2023	-	1,94,388.95	47,677.69	45,468.95	27,050.67	1,08,365.30	63,409.59	63,524.73	18,54,152.91	24,04,038.79
Depreciation for the Year	-	19,507.57	1,145.92	1,570.67	1,001.57	8,353.16	1,343.36	15,902.92	4,00,612.15	4,49,437.32
On disposals	-	-	-	-	-	6,279.20	-	-	-	6,279.20
Balances as at March 31, 2024	-	2,13,896.52	48,823.61	47,039.62	28,052.24	1,10,439.26	64,752.95	79,427.65	22,54,765.06	28,47,196.91
Carrying amount as at March 31, 2023	1,72,697.82	4,17,078.77	4,831.95	4,051.80	6,927.96	38,699.43	5,800.59	1,86,887.76	45,05,735.95	53,42,712.03
Carrying amount as at March 31, 2024	1,72,697.82	3,97,571.20	3,686.03	2,481.13	5,926.39	26,429.89	4,980.76	1,70,984.84	41,05,123.80	48,89,881.86

Notes: # Land Situated at D-116A, Focal Point Phase V, Ludhiana, whereas the *Building situated at C-86, Focal Point Phase V, Ludhiana is constructed on Leasehold Land.

Marshall Machines Limited

NOTE 2: PROPERTY, PLANT AND EQUIPMENT AS AT 31.03.2024 Continued....

Intangible Assets	Research - New Products	Patent, Pattern & Softwares	Total Intangible Assets	Research - New Products (CWIP)	Patent, Pattern & Softwares (CWIP)	Intangible assets incl. CWIP
Cost or deemed cost						
Balances as at March 31, 2022	7,32,315.53	62,161.09	7,94,476.62	2,79,738.92	52,652.29	11,26,867.83
Additions	-	-	-	25,314.46	4,798.98	30,113.44
Disposals	-	-	-	-	-	-
Balances as at March 31, 2023	7,32,315.53	62,161.09	7,94,476.62	3,05,053.38	57,451.27	11,56,981.27
Additions	-	203.00	203.00	27,454.80	7,65,847.53	7,93,505.33
Disposals	-	-	-	-	-	-
Balances as at March 31, 2024	7,32,315.53	62,364.09	7,94,679.62	3,32,508.18	8,23,298.80	19,50,486.60
Accumulated depreciation						
Balances as at March 31, 2022	5,66,081.30	48,078.94	6,14,160.24	-	-	6,14,160.24
Amortisation for the year	1,27,538.89	8,717.68	1,36,256.57	-	-	1,36,256.57
On disposals	-	-	-	-	-	-
Balances as at March 31, 2023	6,93,620.19	56,796.62	7,50,416.81	-	-	7,50,416.81
Amortisation for the Year	38,695.34	5,372.81	44,068.15	-	-	44,068.15
On disposals	-	-	-	-	-	-
Balances as at March 31, 2024	7,32,315.53	62,169.43	7,94,484.96	-	-	7,94,484.96
Carrying amount as at March 31, 2023	38,695.34	5,364.47	44,059.81	3,05,053.38	57,451.27	4,06,564.46
Carrying amount as at March 31, 2024	-	194.66	194.66	3,32,508.18	8,23,298.80	11,56,001.64

Marshall Machines Limited

NOTE 3: OTHER FINANCIAL ASSETS (Non-Current)

₹ in Hundreds

Particulars	As at 31.03.2024	As at 31.03.2023
a) Security Deposits	59,951.06	14,322.26
b) Margin Money against Borrowings	6,740.25	21,101.55
c) Security Deposits against Borrowings	96,408.18	85,746.48
d) Balance with government authorities	3,726.66	5,780.51
Total	1,66,826.15	1,26,950.80

NOTE 4: INVENTORIES

₹ in Hundreds

Particulars	As at 31.03.2024	As at 31.03.2023
(at cost or net realisable value, whichever is lower)		
a) Raw Materials	2,45,892.11	3,24,595.81
b) Work in Progress	36,91,522.70	44,18,768.11
c) Finished goods	2,45,154.32	2,34,993.70
d) Scrap	77,739.00	58,459.00
Total	42,60,308.13	50,36,816.62

Notes: 1. Taken as Valued & Certified by the Management of the Company.

2. The method of valuation of inventories has been stated in note 1.2(n).

NOTE 5: TRADE RECEIVABLES

₹ in Hundreds

Particulars	As at 31.03.2024	As at 31.03.2023
a) Considered good - Secured	-	-
b) Considered good - Unsecured	35,28,259.02	28,39,816.75
Total	35,28,259.02	28,39,816.75

Ageing of Trade Receivables:

Undisputed Trade receivables - considered good		
Less than 6 Months	15,47,756.94	17,87,329.20
6 Months - 1 Year	3,27,404.54	2,19,140.03
1-2 Years	8,74,414.47	1,74,513.59
2-3 Years	1,65,975.50	2,73,342.98
More than 3 Years	6,12,707.57	3,85,490.95
Total	35,28,259.02	28,39,816.75

The credit period on sale of goods generally vary, on case to case basis, business to business, based on market conditions etc., No interest is payable by the Customer for the delay in payments of the amounts outstanding.

NOTE 6: CASH AND CASH EQUIVALENTS

₹ in Hundreds

Particulars	As at 31.03.2024	As at 31.03.2023
a) Cash on Hand	27,278.48	9,923.14
b) Balances with Banks		
- In Current Accounts	14,869.54	20,915.79
Total	42,148.02	30,838.93

NOTE 7: OTHER FINANCIAL ASSETS (Current)

₹ in Hundreds

Particulars	As at 31.03.2024	As at 31.03.2023
a) Margin Money against Borrowings*	7,736.42	43,910.64
Total	7,736.42	43,910.64

*Having original maturity of 12 months or less.

Marshall Machines Limited

NOTE 8: OTHER CURRENT ASSETS

₹ in Hundreds

Particulars	As at 31.03.2024	As at 31.03.2023
a) Advances to Suppliers	15,50,114.46	2,55,077.86
b) Other advances, deposits and prepayment	30,279.74	46,265.15
Total	15,80,394.20	3,01,343.01

NOTE 9: EQUITY SHARE CAPITAL

₹ in Hundreds

Particulars	As at 31.03.2024	As at 31.03.2023
a) Authorised Share Capital :		
2,50,00,000 Equity Shares of ₹ 10 each (March 31, 2023: 1,50,00,000 Equity Shares of ₹ 10 each)	25,00,000.00	15,00,000.00
b) Issued, Subscribed and fully paid :		
2,39,01,217 Equity Shares of ₹ 10 each (March 31, 2023: 1,45,50,000 Equity Shares of ₹ 10 each)	23,90,121.70	14,55,000.00

c) Reconciliation of the number of equity shares outstanding

Particulars	As at 31.03.2024		As at 31.03.2023	
	Nos. of Shares	Amount	Nos. of Shares	Amount
at the beginning of the Year	1,45,50,000	14,55,000.00	1,45,50,000	14,55,000.00
Add: Addition during the Year*	93,51,217	9,35,121.70	-	-
at the end of the Year	2,39,01,217	23,90,121.70	1,45,50,000	14,55,000.00

*During the Year, addition of 93,51,217 no. of shares @ ₹ 44.80 per share (including premium of ₹ 34.80 per share) on Right issue basis to the eligible Equity Shareholders of Company in the Ratio of 7 Rights Equity Shares for every 10 Equity Shares held. the details of utilization of proceeds from Right issue is as follows:

Purpose of Utilization	₹ in Hundreds
To meet Working Capital Requirements	12,93,061.52
Repayment of Loans	5,77,210.14
Technology Fee	18,96,110.00
Funding Expenditure for General Corporate Purposes	3,93,700.27
Share Issue Expenses	29,263.29
Total	41,89,345.22

d) Details of shares held by each shareholder holding more than 5% shares

Particulars	As at 31.03.2024		As at 31.03.2023	
	Nos. of Shares	% of Holding	Nos. of Shares	% of Holding
Mr. Prashant Sarup*	33,65,123	14.08%	40,45,124	27.80%
Mr. Gaurav Sarup*	27,64,051	11.56%	27,58,051	18.96%

*Promoters of Company.

e) Rights, preference and restriction attached to equity shares

The company has only one class of equity shares having par value of ₹ 10 per share. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the company, the holder of equity shares will be entitled to receive the realised value of the assets of the company, remaining after payment of all preferential dues. The distribution will be in proportion to the number of equity shares held by the shareholders.

NOTE 10: OTHER EQUITY

₹ in Hundreds

Particulars	As at 31.03.2024	As at 31.03.2023
a) Securities Premium	44,17,643.01	11,63,419.49
b) Retained earnings	7,94,274.69	13,34,638.34
Total	52,11,917.70	24,98,057.83

10.a - Securities Premium

Balance at the beginning of the current reporting period	11,63,419.49	11,63,419.49
Add: Addition during the Year - on account of Rights Issue	32,54,223.52	-
Less: Deduction during the Year	-	-
Balance at the end of the current reporting period	44,17,643.01	11,63,419.49

Marshall Machines Limited

10.b - Retained earnings

Balance at the beginning of the current reporting period	13,34,638.34	19,79,518.39
Add: Profit/(Loss) for the Year	(5,39,862.57)	(6,89,952.87)
Add: Other comprehensive income for the Year (net of income tax)	(20,263.68)	45,072.82
Less: Tax Adjustments relating to Previous Year	(19,762.60)	-
Balance at the end of the current reporting period	7,94,274.69	13,34,638.34

NOTE 11: BORROWINGS

₹ in Hundreds

Particulars	As at 31.03.2024	As at 31.03.2023
Non-Current		
a) from Banks		
i) Term Loans - Secured	2,04,773.73	4,39,327.28
ii) Term Loans - Unsecured	-	17,915.87
iii) Vehicle Loans - Secured	182.31	2,510.41
b) from NBFC's/Others		
i) Term Loans - Secured	29,112.21	1,73,620.87
ii) Term Loans - Unsecured	590.22	85,682.85
c) Others Loans		
i) Term Loans - Unsecured	65,275.00	57,175.00
ii) Loans from Directors - Unsecured	10,31,364.02	9,44,640.00
d) Lease Liabilities	13,038.15	69,071.86
Total Non-Current Borrowings (A)	13,44,335.64	17,89,944.14
Current		
a) from Banks		
i) Repayable on Demand - Secured	18,06,735.89	21,98,243.72
ii) Working Capital Demand Loan	2,39,622.20	48,143.33
b) Current maturities of Long-term Debts	3,81,782.92	4,47,599.83
c) Lease Liabilities	68,066.07	41,231.15
Total Current Borrowings (B)	24,96,207.08	27,35,218.03
Total (A+B)	38,40,542.72	45,25,162.17

Refer to Note 26 for information on Details of Security for Secured Borrowings & Maturity Profile.

NOTE 12: PROVISIONS

₹ in Hundreds

Particulars	As at 31.03.2024	As at 31.03.2023
Non-Current		
a) Provision for Employee Benefits*	52,427.40	55,887.20
Total Non-Current Provisions (A)	52,427.40	55,887.20
Current		
a) Provision for Employee Benefits*	2,578.11	4,648.04
Total Current Provisions (B)	2,578.11	4,648.04
Total (A+B)	55,005.51	60,535.24

*Please refer note 28

NOTE 13: DEFERRED TAX LIABILITIES (NET)

₹ in Hundreds

Particulars	As at 31.03.2024	As at 31.03.2023
a) Deferred Tax Liability	7,28,076.05	7,40,602.16
b) Deferred Tax Asset	6,13,246.81	4,41,421.33
Deferred Tax Liabilities (a-b)	1,14,829.24	2,99,180.83

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2023-24

Particulars	April 1, 2023	Recognised in Profit/(Loss)	Recognised in Retained earnings	Recognised in OCI	March 31, 2024
Deferred tax liabilities					
Property, Plant and Equipment	7,40,602.16	(12,526.11)	-	-	7,28,076.05
Deferred tax assets					
Deductible Temporary differences	12,814.72	(14,349.68)	-	7,119.67	5,584.71
Carry forward of Unused Tax Losses	4,05,807.25	1,79,055.49	-	-	5,84,862.74
Carry forward of Unused Tax Credits	22,799.36	-	-	-	22,799.36
Net deferred tax liabilities	2,99,180.83	(1,77,231.92)	-	(7,119.67)	1,14,829.24

2022-23

Particulars	April 1, 2022	Recognised in Profit/(Loss)	Recognised in Retained earnings	Recognised in OCI	March 31, 2023
Deferred tax liabilities					
Property, Plant and Equipment	7,61,103.95	(20,501.79)	-	-	7,40,602.16
Deferred tax assets					
Deductible Temporary differences	28,651.11	-	-	(15,836.39)	12,814.72
Carry forward of Unused Tax Losses	1,96,880.94	2,08,926.31	-	-	4,05,807.25
Carry forward of Unused Tax Credits	22,799.36	-	-	-	22,799.36
Net deferred tax liabilities	5,12,772.54	(2,29,428.10)	-	15,836.39	2,99,180.83

NOTE 14: TRADE PAYABLES

₹ in Hundreds

Particulars	As at 31.03.2024	As at 31.03.2023
Trade Payables		
a) Total Outstanding Dues of MSME*	3,68,660.95	1,33,432.50
b) Total Outstanding Dues of other than MSME*	29,89,230.88	36,80,895.06
Total	33,57,891.83	38,14,327.56

*MSME - 'Micro Enterprises and Small Enterprises' as defined in 'The Micro, Small and Medium Enterprises Development Act, 2006'.

Ageing of Trade Payables:

MSME		
Less than 1 Year	1,21,007.15	-
1-2 Years	20,232.47	1,03,980.10
2-3 Years	1,91,041.35	21,819.80
More than 3 Years	36,379.98	7,632.60
Others		
Less than 1 Year	7,97,942.54	19,94,811.20
1-2 Years	8,01,177.70	11,67,365.09
2-3 Years	9,57,719.26	2,95,973.24
More than 3 Years	4,32,391.38	2,22,745.53
Total	33,57,891.83	38,14,327.56

NOTE 15: OTHER FINANCIAL LIABILITIES

₹ in Hundreds

Particulars	As at 31.03.2024	As at 31.03.2023
a) Interest accrued	20,495.60	17,200.23
Total	20,495.60	17,200.23

NOTE 16: OTHER CURRENT LIABILITIES

₹ in Hundreds

Particulars	As at 31.03.2024	As at 31.03.2023
a) Advance received from Customers	3,64,346.34	9,63,238.50
b) Statutory Remittances	94,699.44	1,52,762.75
c) Employee Benefits	32,953.31	89,219.88
d) Other Liabilities	1,48,752.05	1,65,681.27
Total	6,40,751.14	13,70,902.40

NOTE 17: CURRENT TAX LIABILITIES

₹ in Hundreds

Particulars	As at 31.03.2024	As at 31.03.2023
a) Income Tax Payable	-	88,586.98
Total	-	88,586.98

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NOTE 18: REVENUE FROM OPERATIONS

₹ in Hundreds

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
Sale of products		
-CNC Machines	27,07,378.84	17,54,865.57
-Machinery Parts	63,806.92	4,05,219.91
-Other Traded Parts	-	12,71,382.45
Sale of services		
Service Charges Received	25,061.90	18,061.86
Total	27,96,247.66	34,49,529.79

NOTE 19: OTHER INCOME

₹ in Hundreds

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
Interest income from bank on deposits	6,890.27	6,556.11
Profit on Sale of Property, Plant & Equipment	2,574.64	-
Credit Balances Written-off	34,229.17	2,41,293.36
Foreign Exchange Fluctuation	590.01	2,511.55
Total	44,284.09	2,50,361.02

NOTE 20: COST OF MATERIALS CONSUMED

₹ in Hundreds

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
a). Cost of Material Consumed		
Opening Stock of Raw Material	3,24,595.81	5,99,094.99
Add: Purchases (net)	11,21,815.04	14,92,873.96
Less: Closing Stock of Raw Material	2,45,892.11	3,24,595.81
Cost of raw material consumed during the year	12,00,518.74	17,67,373.14
b). Purchases of Stock-in-Trade		
Opening Stock-in-Trade	-	-
Add: Purchases of Stock-in-Trade	-	12,58,794.50
Less: Closing Stock-in-Trade	-	-
Purchases of Stock-in-Trade during the year	-	12,58,794.50

NOTE 21: CHANGES IN INVENTORIES OF FINISHED GOODS, WIP

₹ in Hundreds

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
Opening Stocks		
-Work in Process	44,18,768.11	42,47,696.58
-Finished Goods	2,34,993.70	1,62,878.77
-Scrap	58,459.00	31,245.10
	(A) 47,12,220.81	44,41,820.45
Closing Stocks		
-Work in Process	36,91,522.70	44,18,768.11
-Finished Goods	2,45,154.32	2,34,993.70
-Scrap	77,739.00	58,459.00
	(B) 40,14,416.02	47,12,220.81
Decrease/(Increase) in Inventories	(A-B) 6,97,804.79	(2,70,400.36)

NOTE 22: EMPLOYEE BENEFITS EXPENSE

₹ in Hundreds

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
Salaries and Wages	4,20,184.15	5,78,091.31
Director's Remuneration	11,250.00	21,000.00
Contribution to Provident and other Funds	17,702.82	14,959.98
Staff Welfare Expenses	4,051.09	7,301.15
Total	4,53,188.06	6,21,352.44

NOTE 23: FINANCE COSTS

₹ in Hundreds

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
Interest on Working Capital Limits	2,33,619.25	1,76,730.09
Interest on Term Loans	1,28,180.98	1,82,727.02
Finance Charges on Finance Leases	210.15	31,160.29
Other borrowing costs	20,522.02	50,825.08
Total	3,82,532.40	4,41,442.48

NOTE 24: OTHER EXPENSES

₹ in Hundreds

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
Job Work Expenses	2,831.32	6,742.15
Power and Fuels	24,914.37	41,317.03
Packing Charges	219.67	423.40
Audit Fee	6,000.00	6,000.00
Car Running & Maintenance Charges	5,999.80	9,412.01
Director Sitting Fees	2,904.83	3,000.00
Festival Expenses	721.14	742.34
Fees, Rates and Taxes	13,205.55	13,715.84
Fine & Penalty Charges	50.00	20.00
Insurance Expenses	18,553.24	13,462.13
Legal and Professional Charges	1,81,025.02	40,453.76
Misc. Expenses	7,428.55	11,993.92
Postage and Courier Expenses	1,211.60	2,524.35
Printing and Stationery Charges	1,285.55	1,205.85
Prior Period Expenses	-	750.00
Rebate and Discounts	3,003.73	355.90
Repairs and Maintenance	3,014.48	7,983.55
Rent	2,400.00	2,400.00
Telephone Expenses	4,926.76	5,050.04
Travelling Expenses	43,845.38	36,004.47
Advertisement & Business Promotion Expenses	4,667.43	1,959.58
Freight & Cartage Outward	1,245.53	5,583.67
Brokerage & Commission	-	1,080.27
Loading & Unloading Charges	622.83	1,278.11
Total	3,30,076.78	2,13,458.37

NOTE 25: TAX EXPENSE

₹ in Hundreds

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
Current Tax		
In respect of the current year	-	-
Deferred tax		
In respect of the current year	(1,77,231.92)	(2,29,428.10)
Total	(1,77,231.92)	(2,29,428.10)

NOTE 26: TERMS OF REPAYMENT OF LOANS

(₹ In Lakhs)

Loan Category	Frequency of repayments	Interest rate	Repayments during				Total
			2024-25	2025-26	2026-27	2027-28	
Term Loans - Secured	Monthly	8.27% to 17.75%	139.31	79.28	0.00	0.00	218.59
Term Loans - Unsecured	Monthly	18.00% to 24.50%	42.42	0.59	0.00	0.00	43.01
ECGLS Loans	Monthly	8.25% to 14.00%	197.94	61.55	67.49	25.58	352.56
Other Loans	Monthly	7.40% to 10.00%	2.10	0.18	0.00	0.00	2.28

Details of Security for Secured Borrowings (Short Term & Term Loans)

Term loans from Banks & Financial Institutions are secured by first Pari-passu charge on the underlying Property, Plant and Equipment of the company. Short Term borrowings taken as Cash credit are secured by equitable mortgage created on all the immovable assets of the company and further secured by first Pari-passu charge on the entire current assets of the company. Details of securities provided by the company against the debts of banks & financial Institutions are as follows:

Nature of debt	Financial Institution	Security Offered
Cash Credit Limit & Machinery Term Loan	HDFC Bank Limited	<ol style="list-style-type: none"> Equitable mortgage of properties situated at: C-86, Phase-V, Focal Point, Ludhiana, & D-116A, Phase-V, Focal Point, Ludhiana. First Charge in favor of bank by way of hypothecation of entire stocks of Raw Materials, WIP, Semi Finished Goods, and finished goods, consumable stores & spares including book debts both present & future of the company. Unconditional & irrevocable personal guarantees of all the directors and property holders.
Machinery Term loans	Other Banks & Financial Institutions	Hypothecation of plant & machinery financed and FDRs given as margins to respective financial institutions.
Emergency Credit Line Guarantee Scheme (ECGLS)	Other Banks & Financial Institutions	Emergency Credit Line Guarantee Scheme having 100% guarantee coverage by National Credit Guarantee Trustee Company (NCGTC)

NOTE 27: DETAILS OF INTANGIBLE ASSETS UNDER DEVELOPMENT

The company is into the business of manufacturing of advanced machinery and machinery products wherein it has developed various machines through its in-house research activities. The Aging & Completion Schedule of Intangible assets under development are as below:

₹ in Hundreds

<i>Aging Schedule (Projects in-progress)</i>	31.03.2024	31.03.2023
Less than 1 year	7,93,302.33	30,113.44
1-2 years	30,113.44	41,507.91
2-3 years	41,507.91	98,175.98
More than 3 years	2,90,883.30	1,92,707.32
Total	11,55,806.98	3,62,504.65

<i>Completion Schedule (To be completed in)</i>	31.03.2024	31.03.2023
Less than 1 year	11,55,806.98	-
1-2 years	-	3,62,504.65
2-3 years	-	-
More than 3 years	-	-
Total	11,55,806.98	3,62,504.65

Marshall Machines Limited

NOTE 28: EMPLOYEE BENEFIT OBLIGATIONS

a) Defined Contribution Plans

The Company makes Provident Fund and Employee State Insurance Scheme contributions which are defined contribution plans for qualifying employees. Under the schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The contributions to these plans payable by the Company are at rates specified in the rules of the schemes.

b) Defined Benefit Plans

Gratuity: Every employee who departs the company after completion of 5 years of service or more is eligible for gratuity calculated at fifteen days salary (last drawn salary) for each completed year of service, in accordance with the Payment of Gratuity Act, 1972. The same is payable at the time of separation or retirement, whichever is earlier. The benefits vest after 5 years of continuous service.

Reconciliation of opening and closing balances of obligation

₹ in Hundreds

Particulars	Year Ending 31.03.2024	Year Ending 31.03.2023
Opening defined benefit obligation	60,535.24	1,10,196.58
Current Service Cost	9,584.15	8,334.02
Past Service Cost	-	-
Interest Cost	4,509.88	7,625.60
Actuarial (gains)/losses		
Arising from changes in financial assumptions	24,642.23	(1,969.67)
Arising from changes in demographic assumptions	(2,838.36)	(4,082.50)
Arising from experience variance	5,579.49	(54,857.04)
Benefits Paid	(47,007.12)	(4,711.75)
Closing defined benefit obligation	55,005.51	60,535.24

Amount recognized in Balance Sheet

₹ in Hundreds

Particulars	Year Ending 31.03.2024	Year Ending 31.03.2023
Defined benefit obligation	55,005.51	60,535.24
Fair Value of Plan Assets at the end of the year	-	-
Funded Status*	(55,005.51)	(60,535.24)
Unrecognised Actuarial (gain)/ loss	-	-
Net Asset/ (Liability) recognized in the Balance Sheet	(55,005.51)	(60,535.24)
Current	(2,578.11)	(4,648.04)
Non-Current	(52,427.40)	(55,887.20)

*This is the excess/(shortfall) of the fair value of plan assets over the Plan Liability.

Expense recognized in the Year

₹ in Hundreds

Particulars	Year Ending 31.03.2024	Year Ending 31.03.2023
Current Service Cost	9,584.15	8,334.02
Past Service Cost	-	-
Interest Cost	4,509.88	7,625.60
Expected Return on Plan Assets	-	-
Expenses recognised in Statement of Profit and Loss	14,094.03	15,959.62

Assumptions

Particulars	Year Ending 31.03.2024	Year Ending 31.03.2023
Discount Rate	7.23%	7.45%
Rate of increase in Compensation levels	10.00%	5.00%
Rate of Return on Planned Assets	Not Applicable	Not Applicable
Expected Future Service	22.70 Years	18.18 Years
Mortality Rate	100% of IALM 2012-14	100% of IALM 2012-14

Marshall Machines Limited

Sensitivity analysis - defined benefit obligation

Particulars	Year Ending	Year Ending
	31.03.2024	31.03.2023
Discount rate + 50 basis points	-5.03%	-4.21%
Discount rate - 50 basis points	5.45%	4.52%
Salary increase rate + 100 basis points	10.38%	9.53%
Salary increase rate - 100 basis points	-9.11%	-8.38%

Compensated absences: The employees of the Company are entitled to leave encashment for each year of service and part thereof and subject to the limits specified the unavailed portion of such leaves can be accumulated or encashed during/at the end of the service period. The plan is not funded. Leave Encashment liabilities are being accounted for by the company on due basis.

NOTE 29: CONTINGENT LIABILITIES AND COMMITMENTS

The company has not paid its creditors amounting to ₹ 24.05 Crores against GST purchases, which are due but not paid for more than 180 days. Subject to the provisions of section 16 (2) of CGST Act, 2017, input Tax Credit of GST taken has to be reversed and could be availed when the principle amount is paid. In view of above, there may arise interest and penalty subject to the provisions of the CGST Act, 2017.

Particulars	₹ in Hundreds	
	31.03.2024	31.03.2023
(a) Claims against the company not acknowledged as debt	1,93,260.70	1,90,578.77
(b) Guarantees excluding financial guarantees	-	-
(C) Commitments for the acquisition of property plant & equipment	-	-
(D) Other money for which the Company is contingently liable		
i) Disputed Income Tax / Other Tax matters	-	-
ii) Others pending litigations against Company*	-	-

* The Company has received the legal notices from below parties for payment of their dues. the amount has already been acknowledged in the financial statements, however no interest has been provided in the books of accounts since the decision of the cases are pending and in the opinion of Directors the cases will be in favour of the Company.

₹ in Hundreds				
#	Parties	Nature of Dues	Amount	Current Status
1.	Techtronics Automation, Faridabad	Payment of Creditors	11,639.48	Presently Case is under settlement. Party had supplied faulty material, which caused us some production loss, Company has asked supplier to accept the Debit Note for damage.
2.	Marotia Tools & Alloys Pvt. Ltd., Ludhiana	Payment of Creditors	4,609.61	
3.	Nexco Automation Technologies Pvt. Ltd., Vadodara	Payment of Creditors	30,959.75	There is a serious product service issue, party is ready for settlement. We have set some service conditions as pre-requisite.
4.	Protection Engineering, Faridabad	Payment of Creditors	56,394.40	Company has asked Supplier to replace the faulty material & claim the payment.
5.	Infinite Uptime India Pvt. Ltd.	Payment of Creditors	4,092.00	In discussion with the vendor to solve issue at customer site and claim the payment.
6.	Ringfeder Power Transmission India Pvt. Ltd	Payment of Creditors	6,085.22	
7.	Shri laxmi engineering	Payment of Creditors	3,702.00	This is a small customer, who filed case for return of advance money, when our policy is advance is non refundable.
8.	Goodluck Engineering, Delhi	Payment of Creditors	5,992.25	
9.	Navyug Enterprise, Ludhiana	Payment of Creditors	5,857.58	In discussion with the vendor to solve the issue and restart the business.
10.	Laxmi Factory Tools Pvt. Ltd., New Delhi	Payment of Creditors	14,698.99	
11.	Premier India Bearings Ltd., Ludhiana	Payment of Creditors	29,589.39	
12.	Siemens Limited	Payment of Creditors	1,52,886.33	The company has been referred to mediation and the company is in discussion to amicably settle the case and restart business relationship with the supplier.

NOTE 30: MICRO, SMALL AND MEDIUM ENTERPRISES

With the promulgation of the Micro, Small and Medium Enterprises Development Act, 2006, the Company is required to identify Micro, Small and Medium Enterprise (MSME) suppliers and pay them interest on overdue beyond the specified period irrespective of the terms with the suppliers. The Company has circulated letter to all suppliers seeking their status under MSME. Based on the confirmation received, there are 27 parties which have been disclosed as due but not paid under MSME category of the creditors and the amount due is ₹ 3.69 Crores as on March 31, 2024.

NOTE 31: TRANSFER OF UNPAID DIVIDEND CLAIM TO IEPF

Pursuant to the provisions of section 205A and 205C of the Companies Act, as amended, read with Investor Education and Protection fund (awareness and Protection of Investors) rules, 2001, dividend which remains unpaid or unclaimed for a period of 7 years will be transferred to the Investor Education and Protection Fund of the Central Government. As the company has not declared any dividend as of 31st March 2024, no such amounts were due to be transferred to the IEPF by the Company.

NOTE 32: DIRECTOR'S REMUNERATION

₹ in Hundreds

Particulars	2023-24	2022-23
i) Salary to whole-time Directors	11,250.00	21,000.00
ii) Sitting Fee to Independent Directors	2,904.83	3,000.00
iii) Monetary value of perquisites	-	-
Total	14,154.83	24,000.00

NOTE 33: AUDITOR'S REMUNERATION

₹ in Hundreds

Particulars	2023-24	2022-23
i) As a Auditor	3,000.00	3,000.00
ii) for Taxation matters	3,000.00	3,000.00
iii) for Company Law matters	-	-
iv) for Other Services	-	-
v) Reimbursement of Expenses	-	-
Total	6,000.00	6,000.00

NOTE 34: SEGMENTAL INFORMATION

The Company's operations fall within a single business segment i.e. "Manufacturing CNC Machines", The Company is engaged in the business of developing, manufacturing and marketing of Machine Tool Equipment including wide range of single spindle, patented double and four spindle CNC machines, automated robotic solutions i.e. same type/class of services and has no other operations and as such there is no reportable segment as per Ind-AS 108.

NOTE 35: DEPRECIATION AND AMORTIZATION

Effective from 1st April 2020, method of providing depreciation for Fixed Assets by the Company has been changed to Straight Line Method from Written Down Value Method. This change is aligned with the change in Company's expectation of the pattern of consumption of the economic benefits arising from these assets in future as against the past and technical evaluation.

Till FY20, The Company was following Written Down Value (WDV) depreciation method. Based on evaluation during the year, Company considered to change the depreciation method from WDV to Straight Line Method (SLM) and has given effect from April 01, 2020.

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NOTE 36: RELATED PARTIES DISCLOSURE

a) Names of related parties and related party relationships.

(in respect of which transactions have taken place)

- Key Management Personnel (KMP) and Relatives of Key Managerial Personnel

Mr. Gaurav Sarup	(Managing Director)	
Mr. Prashant Sarup	(Whole Time Director & CFO)	
Mrs. Archana Sarup	(Wholetime Director)	
Mr. Siddhant Sarup	(Wholetime Director)	
Mr. Satvinder Singh	(Independent Director)	
Ms. Rita Agarwal	(Independent Director)	
Mr. Anil Singla	(Independent Director)	
Mr. Surinder Bir Singh	(Independent Director)	w.e.f. 27-June-2023
Ms. Gauri Agarwal	(Company Secretary)	

- Enterprises in which key management personnel (KMP) have significant influence.

Marshall Industries	Partnership Firm	- having Directors of Company as Partner
Traintech Digital Solutions Pvt. Ltd.	Private Limited Company	- having Directors of Company as Director

b) Details of transaction with related parties are as follows

₹ in Hundreds

Particulars	2023-24	2022-23
1) Rent payable to related parties		
-Enterprises in which KMP have significant influence	2,400.00	2,400.00
2) Sitting fees / Managerial Remunerations to KMP's		
-Key Managerial Persons and their relatives	14,154.83	24,000.00
3) Loan Received/ (Repaid)		
-Key Managerial Persons and their relatives	86,724.02	5,59,400.00
4) Sales of Goods		
-Enterprises in which KMP have significant influence	-	2,57,307.71

Based on the information provided to us, no other related party transactions have taken place for the above mentioned years.

c) Balances Payable/(Receivable) at the end of the year

₹ in Hundreds

Particulars	2023-24	2022-23
-Enterprises in which KMP have significant influence	10,949.88	9,772.00
-Key Managerial Persons and their relatives	10,91,541.08	9,68,772.35

NOTE 37: EARNINGS PER SHARE (EPS)

₹ in Hundreds

Particulars	2023-24	2022-23
Profit for the Year		
(Numerator used for calculating basic EPS)	(5,39,862.57)	(6,89,952.87)
Weighted average number of equity share outstanding		
(Denominator used for calculating basic (EPS)	2,39,01,217 Shares	1,45,50,000 Shares
Earnings / share (EPS) - (Face value ₹ 10 per share)	(2.26)	(4.74)

NOTE 38: VALUE OF IMPORTS

Calculated on C.I.F Basis by the Company during the Financial Year in respect of:-

₹ in Hundreds

Particulars	2023-24	2022-23
Raw materials	-	-
Components and spare parts	-	34,426.75
Capital goods	-	49,335.00
Total	-	83,761.75

Marshall Machines Limited

NOTE 39: CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company was required to spend ₹ Nil (March 31, 2023 : ₹ Nil) towards CSR during the year in accordance with the provisions of Section 135 of the Companies Act, 2013.

Particulars	₹ in Hundreds	
	2023-24	2022-23
Amount required to be spent by the company during the year	Nil	Nil
Amount of expenditure incurred during the year on:		
a) Construction/acquisition of asset	-	-
b) On purposes other than (a) above	-	-
Shortfall at the end of the year	-	-
Total of previous years shortfall	-	-
Reason for shortfall	NA	NA

NOTE 40: LEASE ARRANGEMENTS

a) Operating Lease

The Company has entered into an operating lease arrangement of Land situated at C-86, Focal Point Ludhiana.

Particulars	₹ in Hundreds	
	2023-24	2022-23
Payment recognised as expense		
Minimum lease payments	2,400.00	2,400.00
Future minimum rentals payable under lease is as follows:		
Not later than one year	2,400.00	2,400.00
Later than one year and not later than five years	9,600.00	9,600.00
Later than five years	31,200.00	33,600.00

b) Finance Lease

The Company has entered into an Finance lease arrangement of Machines used in production process.

Particulars	₹ in Hundreds	
	2023-24	2022-23
Details of contractual maturities of lease liabilities at end of Year		
Not later than one year	68,066.07	41,231.15
Later than one year and not later than five years	13,038.15	69,071.86
Later than five years	-	-

NOTE 41: KEY FINANCIAL RATIOS

Particulars	2023-24	2022-23
Current Ratio	1.45	1.03
Debt-Equity Ratio	0.51	1.14
Debt Service Coverage Ratio	0.18	1.03
Return on Equity Ratio	(9.34) %	(16.14) %
Inventory turnover Ratio	0.60	0.68
Trade Receivables turnover Ratio	0.88	1.49
Trade payables turnover Ratio	0.31	0.47
Net capital turnover Ratio	0.52	1.17
Net profit Ratio	(19.31) %	(20.00) %
Return on Capital employed	(3.07) %	(6.02) %
Return on investment	(76.86) %	35.68 %

Marshall Machines Limited

NOTE 42: APPROVAL OF FINANCIAL STATEMENTS

The Financial Statements were considered by the Board of Directors on June 14, 2024.

NOTE 43: Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

As per our report of even date attached

For **S. Sood & Co.**

Chartered Accountants

FRN: 010801N

For and on behalf of Board of
Marshall Machines Limited

(Sanjay Sood)

Partner

M.No.: 089457

(Mr. Gaurav Sarup)

Managing Director

DIN: 00777489

(Mr. Prashant Sarup)

Whole Time Director & CFO

DIN: 01257440

Place: Ludhiana

Date : June 14, 2024

(Mr. Siddhant Sarup)

Whole Time Director

DIN: 07779416

(Ms. Gauri Agarwal)

Company Secretary

PAN: BVHPA7319B



MARSHALL MACHINES LIMITED

CIN: L29299PB1994PLC014605

Registered Office: C-86, Phase -V, Focal Point, Ludhiana - 141010

Email: csmarshall@marshallcnc.com

Website: www.marshallcnc.com

ATTENDANCE SLIP

Venue of the Meeting

Marshall Machines Limited

Registered Office: C-86, Phase – V,

Focal Point, Ludhiana – 141010

Day, Date and Time

Friday, 06th September, 2024 at 11:00 a.m.

Full Name of the Member Attending:

Ledger Folio No. / Client ID No:

Number of Shares Held:

Number of Proxy:

(To be filled in, if the proxy attends instead of the member)

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 30th Annual General Meeting of the MARSHALL MACHINES LIMITED (the Company) held on Friday, 06th September, 2024 at 11:00 a.m. at Registered Office at C-86, Phase – V, Focal Point, Ludhiana – 141010.

Member's/Proxy's Signature

Note:

Please fill this attendance slip and hand it over at the entrance of the meeting venue.



MARSHALL MACHINES LIMITED

CIN: L29299PB1994PLC014605

Registered Office: C-86, Phase -V, Focal Point, Ludhiana - 141010

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FORM MGT – 11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of Member(s) ;

Registered Address:

Email ID :

Folio No. / DP ID:

I/We, being the member(s) holding _____ Equity Shares of the above-named Company, hereby appoint

Name: _____

Address: _____

E-mail Id: _____

Aadhaar number: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 30th Annual General Meeting of members of the Company, to be held on Friday, 06th September, 2024 at 11:00 a.m. at C-86, Phase – V, Focal Point, Ludhiana – 141010 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution no.	Brief details of the Resolution	VOTING PREFERENCE	
		For	Against
ORDINARY BUSINESS:			
1	To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended 31 st March, 2024 along with the Reports of Directors and Auditors thereon.		
2	To consider and approve, with or without modification, the re-appointment of Mr. Gaurav Sarup (DIN: 00777489), who retires by rotation as a director and being eligible, offers himself for re-appointment.		
3	To consider and approve, with or without modification, appointment of M/s. JM & Associates, Chartered Accountants, Firm Registration No. 011270N as Statutory Auditor of the Company for One Year. (Special Resolution).		
SPECIAL BUSINESS			
4	To Consider and approve, with or without modification, reappointment of Mr. Gaurav Sarup (DIN: 00777489) as Managing Director of the Company. (Special Resolution).		
5	To Consider and approve, with or without modification, reappointment of Mr. Prashant Sarup (DIN: 01257440) as Wholetime Director of the Company. (Special Resolution)		
6	To Consider and approve, with or without modification, reappointment of Mrs. Archana Sarup (DIN: 07780273) as Wholetime Director of the Company. (Special Resolution)		
7	To Consider and approve, with or without modification, Related Party Transactions. (Special Resolution)		

Signed this _____ day of _____ 2024

Signature of shareholder: _____ Signature of Proxy holder(s): _____

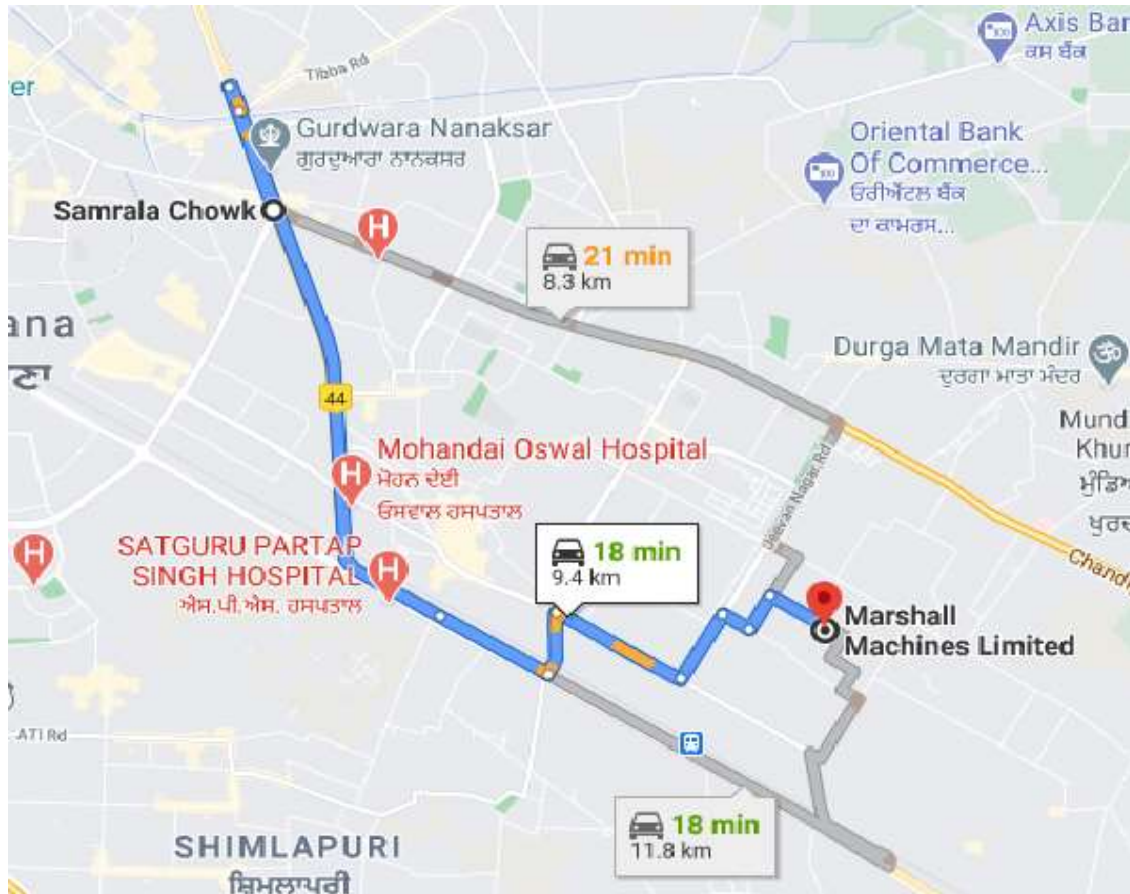
Affix
Revenue
Stamp of
Rs. 1/-

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, atleast 48 hours before the commencement of the Meeting.



ROUTE MAP: 30th Annual General Meeting (AGM)

MARSHALL MACHINES LIMITED
C-86, Phase – V, Focal Point,
Ludhiana – 141010



MARSHALL MACHINES LIMITED

CIN: L29299PB1994PLC014605

Registered Office: C-86, Phase -V, Focal Point, Ludhiana - 141010

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