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COMPLEX TRADING CO LTD

119, PARK STREET, GROUND FLOOR, KOLKATA (W.B.) 700016
CIN:L01409WB1981PLC033261

DIRECTOR'S REPORT

TO,
THE MEMBERS,
COMPLEX TRADING CO LTD
119, Park Street, Ground Floor,
Kolkata (W.B.) 700016

Your Directors have pleasure in presenting the Director's Report and Annual Audited Accounts of your Company, for the year ended **31st March 2024**.

1. Financial Summary

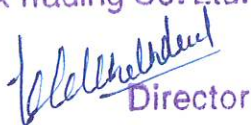
The financial results for the year ended 31st March, 2024 and the corresponding figures for the last year are as under:-

Particulars	2023-24	2022-23
Revenue from operations	-	-
Other Income	73,553	94,473
Total Revenue	73,553	94,473
Total Expenses	6,49,244.19	6,23,533
Profit(loss) before extraordinary item Tax	(5,75,691.19)	(5,29,060)
Exceptional Items	-	-
Profit before Tax	(5,75,691.19)	(5,29,060)
Tax Expense		
Current Tax	-	-
Deferred Tax	-	1,488
Profit(loss) after Tax	(5,75,691.19)	(5,30,548)
Earning Per Share	(1.46)	(1.35)

During the year ended 31 March, 2024, our Company's total Income is Rs. 73,553 compared to Rs. 94,473 for the last financial Year. Profit before tax (PBT) and Profit after Tax (PAT) for the year 2023-24 were Rs. (5,75,691.19) and Rs. (5,75,691.19) respectively, as against Rs. (5,29,060) and Rs. (5,30,548) respectively during the previous year ended 31st March 2023.

With the improvement of economic conditions in these markets, we anticipate further increase in profitability in the near future.

Complex Trading Co. Ltd.


Director

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2. Dividends

To meet the present era of Competition, the Board doesn't recommend any dividend during the year.

3. Reserves and Surplus

There is no amount proposed to be transferred to reserves.

4. Change in the nature of business

There is no change in the nature of business during the Financial Year 2023-24.

5. Material changes and commitments

There have been no material changes and commitments, occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report affecting the financial position of the Company.

6. Significant and the material orders passed by the Regulators or the Courts or Tribunals

During the year under review, there is no significant and materials order passed by the regulators or courts or tribunal impacting the going concern status and company's operations in future.

7. Internal financial control

The Company has an adequate Internal Control System, commensurate with its size, scale and operations. The Internal Audit Department monitors and evaluates the efficiency and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company.

During the year no reportable material weakness in the design or operation were observed.

8. Details of Subsidiary/Joint Ventures/Associate Companies

The Company does not have any Subsidiary, Joint Ventures and Associate Company during the financial year.

9. Performance and financial position of each of the subsidiaries associate and joint venture companies

The Company does not have any Subsidiary, Joint Ventures and Associate Company during the financial year.

10. Deposits

The Company has not invited/ accepted any deposits from the public and there are no unclaimed or unpaid deposits during the year ended March 31, 2024.

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11. Statutory Auditors

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s Smita Jain & Co, Chartered Accountant, Bhilai (Firm Registration No. 013327C) was appointed as statutory auditors of the company for a consecutive term of five years by the Members of the Company in its Annual General Meeting held on 27th September, 2019 till the conclusion of the Annual General Meeting of the Company to be held in the year 2024.

Mrs Smita Jain & Co has provided her Consent for reappointment subject to approval of Shareholders.

12. Auditor's Report

The observations of the Statutory Auditors read with the explanatory notes in financial accounts and the relevant accounting policies are self explanatory and do not require any further comment. The Auditors' Report does not contain any qualification.

13. Frauds reporting by Auditor

No frauds have been committed by the Company during the year under review.

14. Directors and Key Managerial Personnel

All the Directors of the Company have given their declaration under Sec. 164 of the Companies Act, 2013 that they do not possess any disqualification.

During the year, Mr Ravi Shah, Managing Director and Mr Ketan R Shah, Director have resigned from the position on 17/07/2023 and 30/11/2023 and in their place, the Company has appointed Mr Krishna Kant Khandelwal as Managing Director, Shakha Khandelwal, Non Executive Director and Ashok Kumar Verma, Independent Director with effect from 17th July, 2023.

15. Share Capital

During the Financial Year 2023-24, the Company has not increased its share capital.

Presently the Authorised Share Capital of the Company is Rs. 50,00,000 (Rupees Fifty Lacs only) Whereas the Issued, Subscribed and Paid up share capital of the Company is Rs. 39,36,700 (Rupees Thirty Nine Lacs Thirty Six Thousand Seven Hundred only). The Company has only one class of Equity shares having par value of Rs. 10/- each.

Your Company has not issued equity shares with differential rights as to dividend, voting or otherwise; and does not have any ESOP Scheme for its employees/Directors. As on March 31,

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2024 none of the Directors of the Company hold instruments convertible into Equity Shares of the Company.

16. Extract of annual return

The Company does not have any official website as on 31st March , 2024. The extract of the annual return in Form No. MGT-9 shall form part of the Board's report is annexed as **Annexure-I**.

17. Conservation of energy, technology absorption and foreign exchange earnings and outgo

The provisions of Section 134(3)(m) of the Companies Act, 2013 do not apply to our Company. There was no foreign exchange inflow or outflow during the year under review.

18. Corporate Social Responsibility (CSR)

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility.

19. Number of meetings of the Board of Directors

During the year 2023-24, there was Board of Directors meeting held.

S.no.	Date of Meeting	Board Strength	Attendance of the Board
01.	12-05-2023	3	3
02.	25-05-2023	3	3
03.	17-07-2023	3	2
04.	24-07-2023	5	3
05.	24-10-2023	5	3
06.	30-11-2023	5	3
07.	27-01-2024	4	3

20. Constitution of Committee

The Company is required to constitute Audit Committee as it falls within the purview of Section 177(8) of the Companies Act, 2013 read with rule 6 and 7 of the Companies (Meeting of Board and its Powers) Rules, 2013 and Your Company has duly constituted the Audit Committee. The members of the Audit Committee are capable of understanding the accountings and terms related

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to financial management. All the members of the committee are duly complying with their duties as prescribed under the Act.

The committee was reconstituted as under –

- a) Chairman - Shri Ashok Kumar Verma
- b) Co-Member - Shakha Khandelwal
- c) Co-Member - Krishna Kant Khandelwal

The committee met on four occasions.

S.No.	Date of Meeting	No of Directors entitled to attend the meeting	No of Directors attended
1.	12-05-2023	3	3
2.	24-07-2023	3	3
3.	24-10-2023	3	3
4.	27-01-2024	3	3

The Company is required to constitute Nomination and Remuneration Committee as it falls within the purview of Section 178 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2014 and hence company has devised the policy relating to appointment of Directors, payment of managerial remuneration, Directors qualification, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013.

- a) Chairman - Shri Ashok Kumar Verma
- b) Co-Member - Shakha Khandelwal
- c) Co-Member - Krishna Kant Khandelwal

The committee met on the following date:

S.No.	Date of Meeting	No of Directors entitled to attend the meeting	No of Directors attended
1.	17/07/2023	3	3

21. Loans, Guarantees or Investments under section 186

Particulars of the Loan, Guarantees or Investment covered under provision of Section 186 of the Companies Act, 2013 are given in the Notes to Financial Statements.

22. Contracts or Arrangements with related parties:

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All Related Party Transactions (RPTs) entered into by the Company during the year under review were on an arms' length basis and in the ordinary course of business. All related party transactions are approved by the Audit Committee and are periodically reported to the Audit Committee. Prior approval of the Audit Committee was obtained on a periodic basis for the transactions which were planned and / or repetitive in nature and omnibus approvals were also taken as per the policy laid down for unforeseen transactions. There is no material related party Transaction therefore AOC-2 isn't required.

23. Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every Listed Company and such class of Companies as may be prescribed is required to conduct a Secretarial Audit and obtain a report from a Practicing Company Secretary.

In view of this, the Board of Directors has appointed, Meena Naidu, Meena Naidu & Associates, practicing Company Secretary, Bhilai for conducting secretarial audit of the Company for the financial year 2023-24. Her report is annexed herewith as Annexure-II.

The Secretarial Auditor has issued the Qualified report and the details are as under:

- (a) Promoters of Company are holding their shares in physical form which violates Companies Act 2013 and SEBI Regulations. The Company hasn't appointed Registrar & Transfer Agent (RTA) for Dematerialization of Shares .
- (b) The Company has not complied with Section 138 of the Companies Act , 2013 regarding appointment of Internal Auditor.
- (c) Independent Directors of the Company have not registered their name in Data Bank .
- (d) The Company has not registered with SEBI SCORES for investors grievance .
- (e) The Company has Constituted the Audit Committee and Nomination & Remuneration Committee but composition are not proper as required under Companies Act , 2013 and SEBI (LODR) Regulations , 2015 as on 31st March , 2024.
- (f) During the period under Review , the Company doesn't have operational website as on 31st March , 2024.

The Management has noted and replied that the company shall comply.

24. LISTING OF SHARES

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The Company Securities was listed on Calcutta Stock Exchange.

25. FAMILIARISATION PROGRAMME OF INDEPENDENT DIRECTORS

The Company conducts Familiarization Programme for the Independent Directors to provide them an opportunity to familiarize with the Company, its Management and its operations so as to gain a clear understanding of their roles, rights and responsibilities and contribute significantly towards the growth of the Company.

26.PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The Information required under Section 197 of the Companies Act, 2013 and Rule 5 (1) Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force is not applicable as the Company has not paid any remuneration to Directors during the Financial year ended 31st March,2024. The Company does not have any employee, whose particulars are required to be given pursuant to the provisions of section 197 of the Companies Act, 2013 read with Rule 5(2) &(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

27. VIGIL MECHANISM

A Vigil Mechanism Policy for Directors and employees of the Company is constituted, to provide a mechanism which ensures adequate safeguards to employees and Directors from any victimization on rising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any, financial statements and reports, etc. All employees of the Company have access to the Chairman of the Audit Committee in case they want to report any concern. During the year under review, the Company has not received any complaints under the Mechanism.

28. Risk Management Policy

Risk Management is a very important part of business. Your directors keep a close watch on the risk prone areas and take actions from time to time. The policy of the company is to comply with statutory requirements and try to overcome the risk of penalties and prosecutions.

The policy of the Company is to keep insured all insurable assets to keep them adequately insured against risks and uncertainties like fire, riot, earthquake, terrorism, loss of profit, etc.

29. Directors Responsibility Statement

Pursuant to the requirement under section 134(3)(c) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, your Director state that:

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(i) In the preparation of the annual accounts for the financial year ended 31st March, 2024, the applicable accounting standards had been followed along with proper explanation relating to material departures from the same;

(ii) The directors had selected such accounting policies and applied them consistently and made 2024 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 as at March 31, 2024 and of the profit of the company for the year ended on that date ;

(iii) 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;

(iv)The directors had prepared the annual accounts on a going concern basis;

(v)The Company being unlisted, sub clause (e) of section 134(3) of the Companies Act, 2013 pertaining to laying down internal financial controls is not applicable to the Company.

(vi)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.

30. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company hasn't covered under the disclosure required under Sexual Harassment of Women at Workplace (Prevention , Prohibition and Redressal)Act, 2013.

31. MANAGEMENT DISCUSSION AND ANALYSIS REPORT OVERVIEW OF THE INDIAN ECONOMY

Despite a sluggish global economy, the Indian economy maintained its positive growth trajectory in the year under review. The country is the third largest economy in the world in terms of purchasing power parity, trailing just behind the US and China. It is also ranked at fifth in terms of market exchange rate. Strong domestic demand, supported by effective government policies, facilitated real GDP surge of 8.2% in FY 2023-24. Additionally, an increase in investments in public sector, a robust banking sector, impressive performance of industrial and service sectors, rising credit demand and decline in inflation have been some of the key contributors to economic expansion in FY 2023-24.

OUTLOOK

With the Reserve Bank of India (RBI) demonstrating increasing confidence in its ability to control inflation, it is expected to anchor all the expectations regarding inflation. It is anticipated to cultivate an environment conducive to making long-term spending and investment decisions. As

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countries are aiming to diversify their supply chain, India is steadily emerging as the preferred manufacturing hub. Looking forward, the Indian economy is poised to reach a valuation of USD 5 trillion in FY20283 , outpacing other economies due to its sizable domestic market and growing export prospects

LONG-TERM AND MEDIUM-TERM STRATEGY

The Company has strategies for business development to cop up with the dynamic situation evolving everyday globally. Your Company is subject to all the positive & negative effects of the change in the global scenario. Your Company works on long term and medium term strategies to deal with the challenges:

a. Long-term Strategy:

- a) Widening of customer base
- b) Entry into new industry segments
- c) Development of new services for existing customers

b. Medium-term Strategy:

- a) Improvement in service quality
- b) Control & minimising rejections
- c) Cost reduction

32. Acknowledgement

The directors place on record their sincere appreciation for the assistance and co-operation extended by Bank, its employees, its investors and all other associates and look forward to continue fruitful association with all business partners of the company.

For and on behalf of Board of Directors

COMPLEX TRADING CO LTD



Krishna Kant Khandelwal
Managing Director
DIN: 10222450



Nehal Chheda
Director
DIN: 02113556

Place: Bhilai
Date: 07/05/2024

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Annexure –I

FormNo.MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31st March, 2024

[Pursuant to section 92 (3) of the Companies Act, 2013 and rule 12 (1) of the Companies
(Management and Administration) Rules, 2014]

1. REGISTRATION AND OTHER DETAILS:

1	CIN	L01409WB1981PLC033261
2	Registration Date	08/01/1981
3	Name of the Company	COMPLEX TRADING CO LTD
4	Category Subcategory of the Company Class of Company	Limited by Shares Indian Non-Government Company Public
5	Address of the Registered Office and Contact details.	119, Park Street, Ground Floor, Kolkata (W.B.) 700016
6	Whether listed company	Listed
7	Name, Address and Contact details of Registrar and Transfer Agent, if any	N.A.

2. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All business activities contributing 10% or more of the total turnover of the company shall be
stated: -

S.No.	Name and description of main products/ services	NIC code of the product/ service	% To total turnover of the company
1.		Nil	

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iv. Banks/FI	-	-	-	-	-	-	-	-	-
v. Any Other....	-	-	-	-	-	-	-	-	-
Sub-total(A)(2):									
Total A (1) +A (2)	-	8,400	8,400	2.13	-	8,400	8,400	2.13	0.00%
B. Public Shareholding	-	-	-	-	-	-	-	-	-
1. Institutions	-	-	-	-	-	-	-	-	-
i. Mutual Funds	-	-	-	-	-	-	-	-	-
ii. Banks / FI	-	-	-	-	-	-	-	-	-
iii. Central Govt.	-	-	-	-	-	-	-	-	-
iv. State Govt.	-	-	-	-	-	-	-	-	-
v. Venture Capital Funds	-	-	-	-	-	-	-	-	-
vi. Insurance Companies	-	-	-	-	-	-	-	-	-
vii. FIIs	-	-	-	-	-	-	-	-	-
viii. Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
ix. Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total(B)(1)	-	-	-	-	-	-	-	-	-
2. non-Institutions	-	-	-	-	-	-	-	-	-
i. Bodies Corp. (i) Indian (ii) Overseas	-	-	-	-	-	-	-	-	-
ii. Individuals (i) Individual shareholders holding nominal share capital up to Rs. 1 lakh (ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	3,85,270	3,85,270	97.87	-	3,85,270	3,85,270	97.87	0.00%
iii. HUF	-	-	-	-	-	-	-	-	-
iv. Others	-	-	-	-	-	-	-	-	-
Sub-total(B)(2)	-	3,85,270	3,85,270	97.87	-	3,85,270	3,85,270	97.87	0.00%
Total Public Shareholding (B)=(B)(1)+(B)(2)	-	3,85,270	3,85,270	97.87	-	3,85,270	3,85,270	97.87	0.00%

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C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-
Grand Total(A+B+C)	3,93,670	3,93,670	100%	3,93,670	3,93,670	100%	0.00%	

ii. Shareholding of Promoters

S. No	Shareholder's name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in shareholding during the year
		No. of Shares	% Of total Shares of the company	%Of Shares Pledged/ encumbered to total shares	No. of Shares	% Of total Shares of the company	%Of Shares Pledged / encumbered to total shares	
i.	Nehal Mihir Chheda	800	0.20%	-	800	0.20%	-	0%
ii.	Ravi Shah	7,600	1.93%	-	7,600	1.93%	-	0%
	Total	8,400	2.13%	-	8,400	2.13%	-	0%

iii. Change in Promoters' Shareholding (please specify, if there is no change)

S. No	Particulars	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
i.	At the beginning of the year	8,400	2.13%	8,400	2.13%
ii.	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease/(transfer)	-	-	-	-
iii.	At the End of the year	8,400	2.13%	8,400	2.13%

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iv. Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

S.NO	For each of Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year(01-04-2023)/At the end of the Year(31-03-2024)		Increase/ Decrease in Shareholding	Cumulative Shareholding during the year(01-04-2023)/ At the end of the year(31-03-2024)	
				No. of shares	% of total shares		No. of shares	% of total shares
1.	ARVIND S. SHAH			10750	2.73	10750	2.73	
2.	SHAILESH A SHAH			6910	1.76	6910	1.76	
3.	VIJAY H SHAH			3700	0.94	3700	0.94	
4.	HIMMATLAL SHAH			3600	0.91	3600	0.91	
5.	BHAVANJI CHANABHAI SHAH			3000	0.76	3000	0.76	
6.	SARALBEN D. SHAH			3000	0.76	3000	0.76	
7.	MOHANBHAI SHIVBHAI PATEL			3000	0.76	3000	0.76	

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8.	BABUBHAI PATEL	2350	0.60	2350	0.60
9.	HIRALAL BHANJI SHAH	2000	0.51	2000	0.51
10.	PRAMILA MEHTA	2000	0.51	2000	0.51

5. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

In Rs.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				
Change in Indebtedness during the financial year				
* Addition		Nil		
* Reduction				
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				

6. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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i. Remuneration to Managing Director, Whole-Time Directors and/or Manager

S No.	Particulars of Remuneration	Name of MD/ WTD/ Manager	Total Amount
1	Gross salary	NA	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		
2	Stock Option		
3	Sweat Equity		
4	Commission as % of profit others, specify		
5	Others, please specify		
	Total (A)		
	0		
	Ceiling as per the Act		

ii. Remuneration to other directors:

SN.	Particulars of Remuneration	NAME OF DIRECTORS	Total Amount
1.	INDEPENDENT DIRECTOR		
	Fee for attending board committee meetings (Sitting Fees)		
	Commission		
	Others, please specify		
	Total (1)		

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2.	OTHER NON-EXECUTIVE DIRECTORS	NA
	Fee for attending board meetings (Sitting Fee)	
	Commission	
	Others (Salary)	
	Total (2)	
3.	OTHER EXECUTIVE DIRECTORS	
	Fee for attending board committee meetings	
	Commission	
	Others (Salary)	
	Total (3)	
Total=(1+2+3)		
Total Managerial Remuneration		
Overall Ceiling as per the Act		

iii. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

SN	Particulars of Remuneration	Jyoti Jagyani (CS)	Total Amount
1	Gross salary	Rs 96000/-	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		
2	Stock Option		
3	Sweat Equity		
4	Commission		
	- as % of profit		
	others, specify...		
5	Others, please specify		
	Total	Rs 96000/-	

7. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:

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COMPLEX TRADING CO LTD


119, PARK STREET, GROUND FLOOR, KOLKATA (W.B.) 700016

CIN:L01409WB1981PLC033261

There were no penalties, punishments or compounding of offences during the year ended 31st March 2024.



Krishna Kant Khandelwal
Managing Director
DIN: 10222450



Nehal Chheda
Director
DIN: 02113556

Place:Bhilai
Date:07/05/2024