

DAVIN SONS RETAIL LIMITED

CIN: U14101DL2022PLC393510

ANNUAL REPORT

FINANCIAL YEAR 2022-2023

REGISTERED OFFICE

609, SIXTH FLOOR, P.P. CITY CENTRE PLOT NO. 3,
ROAD NO. 44, PITAMPURA, RANI BAGH,
NORTH WEST DELHI - 110034

BOARD OF DIRECTORS

MR. DAVINDER ARORA
MR. MOHIT ARORA
MR. NOHIT ARORA

AUDITORS

N.K. MITTAL & ASSOCIATES
CHARTERED ACCOUNTANTS
620, 6TH FLOOR, PEARL PLAZA,
OPP. ANDHERI RAILWAY STATION,
ANDHERI (WEST), MUMBAI- 400058,
MAHARASHTRA, INDIA

Annual Report (2022-23)

Dear Shareholders,

Your directors have pleasure in presenting the 01st Directors' Report on the business and operations of Davin Sons Retail Limited (The Company) together with the Audited Financial Statements of Accounts of the Company for the Financial Year ended March 31, 2023.

1. HIGHLIGHTS OF FINANCIAL PERFORMANCE

The Company has recorded the following financial performance, for the year ended March 31, 2023:

(Amount in Lakhs)

PARTICULARS	Period Ended 31.03.2023
Revenue from the operations for the year	383.14
Other Income	8.19
Total Income	391.33
Total Expenditure	314.89
Profit before exceptional and extraordinary items and tax	76.44
Less: Provision for Taxation	
Current Tax	19.76
Deferred Tax	0.06
Excess/short provision relating to earlier year tax	
Profit after Taxation	56.62

2. SUMMARY OF OPERATIONS

- During the year, the net revenue from operations of your Company is 383.14 lakhs.
- The Company's profit after tax stood at Rs. 56.62 Lakhs.

3. STATE OF AFFAIRS

The Company has acquired the existing running business of the sole proprietorship firm managed in the name and style of JESUS SHIRTS from Mr. Mohit Arora vide Business Purchase Agreement dated 2nd March, 2023 along with all its assets and liabilities on its going concern basis.

The Company is engaged in the business of:

- FMCG
- Readymade Garments

4. SHARE CAPITAL

During the year under review, there has change in the Authorized Capital structure of the Company.

As of the financial year ended March 31, 2023, the authorized capital of the Company has increased from 10,00,000/- (Indian Rupees Ten Lakhs) divided into 1,00,000 (One Lacs Only) Equity Shares of INR 10/- (Indian Rupees Ten Only) each to INR 6,00,00,000 /- (Indian Rupees Six Crore) divided into 60,00,000 (Sixty Lacs Only) Equity Shares of INR 10/- (Indian Rupees Ten Only) each.

During the year under review, there has change in the Paid-Up Capital structure of the Company.

The paid-up capital of the Company has increased from 5,00,000/- (Indian Rupees Five Lakhs) divided into 50,000 (Fifty Thousand Only) Equity Shares of INR 10/- (Indian Rupees Ten Only) each to INR 10,96,870 /- (Indian Rupees Ten Lakh Ninety-Six Thousand Eight Hundred Seventy) divided into 1,09,687 (One lakh Nine Thousand Six Hundred Eighty-Seven Only) Equity Shares of INR 10/- (Indian Rupees Hundred Only) each.

- Company allotted 59,687 (Fifty-Nine Thousand Six Hundred Eighty-Seven) fully paid-up equity shares of Rs. 10/- each to the proprietor of Jesus Shirts Mr. Mohit Arora at a premium of Rs. 70/- each issued for consideration other than cash.

5. GENERAL RESERVES

The Company has transferred 98.40 Lakhs to the General Reserve for the financial year ending March 31, 2023.

6. DIVIDENDS

The Board of Directors of your company, after considering holistically the relevant circumstances, has decided that it would be prudent, not to recommend any Dividend for the year under review.

7. DETAILS OF SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES (ONLY IF APPLICABLE)

The Company is not required to prepare Form AOC 1 pursuant to Section 129(3) of the Companies Act, 2013 read with Rule 5 of Companies (Accounts) Rules, 2014, as the Company doesn't have any subsidiary, Associate or Joint Venture.

8. CONSOLIDATED FINANCIAL STATEMENT

The Company does not have any Subsidiary company, Associate Company and Joint Venture Company hence company is not required to prepare Consolidated Financial Statement.

9. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

10. REVISION OF FINANCIAL STATEMENT, IF ANY:

There was no revision in the financial statements of the Company

11. INTERNAL FINANCIAL CONTROL

According to Section 134(5) (e) of the Companies Act, 2013, the term "Internal Financial Control (IFC)" means the policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial information. The company has a well-placed, proper and adequate Internal Financial Control System which ensures that all the assets are safeguarded and protected and that the transactions are authorized recorded and reported correctly. To further strengthen the internal control process, the company has developed the very comprehensive compliance management tool to drill down the responsibility of the compliance from the top management to executive level. Adequate system of internal financial controls in place to ensure the reliability of their financial statements, prevent fraud and mismanagement, and ensure compliance with applicable laws and regulations

The Board submits that there is no adequacy of internal financial controls with reference to the financial statements.

12. DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL

(a) Change in directors

The Board of the Company was duly constituted in accordance with the provisions of the Companies Act, 2013. There has been change in the directors of the Company in last year.

Appointment of Mr. Ashray Gupta as an addition director as on 21.03.2023

(b) The Strength of the Board of Directors as of 31st March 2023 is Four (4) Directors as follows.

Sr. No	Name of the Directors	Designation	DIN
1	Mr. Davinder Arora	Director	07231070
2	Mr. Nohit Arora	Director	09424503
3	Mr. Mohit Arora	Director	07231072
4.	Mr. Ashray Gupta	Director	08844588

13. MEETING OF THE BOARD MEETING AND GENERAL MEETING:

a) Board Meetings held during the year are as below:

A total of 12 Board Meetings were held during the financial year ended 31st March 2023. The maximum gap between any two Board Meetings was less than one 120 days. The names of members of the Board, their attendance at the Board Meetings is as under:

Sr. No.	Date of Meeting	Total Number of Director Present
1.	02-04-2022	3
2.	09-06-2022	3
3.	14-07-2022	3
4.	25-07-2022	3

5.	30-07-2022	3
6.	05-08-2022	3
7.	07-10-2022	3
8.	18-01-2023	3
9.	15-03-2023	3
10.	18-03-2023	3
11.	25-03-2023	4
12.	31-03-2023	4

b) **General Meetings held during the year are as below:**

Type of Meeting	Date of meeting	Total Number of Members entitled to attend the meeting	Attendance	
			Number	% of total shareholding
Extraordinary General Meeting	01-07-2022	7	7	100
Extraordinary General Meeting	01-08-2022	7	7	100
Extraordinary General Meeting	18-03-2023	7	7	100
Extraordinary General Meeting	21-03-2023	7	7	100
Extraordinary General Meeting	31-03-2023	7	7	100

14. COMMITTEES OF THE BOARD

There are no committees formed in the Company as it is not applicable for the Company as per the Companies Act, 2013.

15. STATUTORY AUDITORS

The Auditors, M/s. N.K. Mittal & Associates, Chartered Accountants, Firm Registration No. 113281W, hold office until the conclusion of this Annual General Meeting. The Directors recommended that M/s. N.K. Mittal & Associates, Chartered Accountants, Firm Registration No. 113281W, be appointed as the Statutory Auditors of the Company in the Annual General Meeting ("AGM") held on September 26, 2023, for a period of five years i.e, till the conclusion of the Annual General Meeting ("AGM") to be held in 2028.

16. BOARD'S COMMENT ON AUDITOR'S REPORT

The observations of the Statutory Auditors, when read together with the relevant notes to the accounts and accounting policies are self-explanatory and do not call for any further comment.

17. DETAILS IN RESPECT OF FRAUD REPORTED BY AUDITOR UNDER SUB SECTION 12 OF SECTION 143:

During the Financial Year the Companies Act, 2013 other than those which are reportable to the Central Government, no fraud has been reported by the Auditors under sub-section (12) of Section 143 of Companies act 2013.

18. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

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

19. CREDIT RATING OF SECURITIES

The Company has not obtained any credit rating of its securities.

20. LOANS AND INVESTMENT

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

21. WEBSITE OF THE COMPANY

Your Company maintains a website <http://www.davinsonsretail.com/> where detailed information of the Company and specified details in terms of the Companies Act, 2013.

22. EXTRACT OF ANNUAL RETURN

The extract of annual return under Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014 is available on the website of the Company at <http://www.davinsonsretail.com/>

23. DEPOSITS

The Company has not accepted any Deposits within the meaning of Sections 73 to 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014. Hence disclosure requirements covered under Chapter V are not applicable to the Company.

24. SECRETARIAL AUDIT

Davin Sons Retail Limited is an Unlisted Public Limited Company whose paid up share capital does not exceed Rupees 50 crores and turnover is less than Rupees 250 crores, the provisions of Section 204 relating to Secretarial Audit are not applicable to the Company.

25. DECLARATION BY INDEPENDENT DIRECTORS

The Company does not have any Independent Directors in terms of the provisions of Section 149 of the Companies Act, 2013.

26. AUDIT AND NOMINATION & REMUNERATION COMMITTEE OF THE BOARD

In terms of the provisions of Sections 177 & 178 of the Companies Act 2013, the Company is not required to constitute an Audit Committee or Nomination and Remuneration Committee.

27. PARTICULARS OF REMUNERATION

The Company has paid INR 14,38,000/- (Indian Rupees Fourteen lakhs Thirty Eight Lakhs Only) as Directors Remuneration to the Directors.

The details are mentioned below:

Sr. No.	Name of Director	Designation	Gross salary
1	Mr. Davinder Arora	Director	4,92,636.64
2	Mr. Nohit Arora	Director	4,98,672.00
3	Mr. Mohit Arora	Director	4,46,393.00
Total			14,37,701.64

28. RELATED PARTY TRANSACTIONS

The particulars of contracts or arrangements with related parties referred to in sub section (1) of section 188 entered by the Company during the financial year ended 31st March, 2023 is attached in prescribed Form AOC-2 as Annexure -A.

29. CORPORATE SOCIAL RESPONSIBILITY

Provisions of Corporate Social Responsibility are not applicable on the Company. Therefore, Company has not developed and implemented any Corporate Social Responsibility Initiatives as provisions of Section 135(1) of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014.

30. HUMAN RESOURCES

The Management has a healthy relationship with the officers and the Employee.

31. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

The information pertaining to conservation of energy and technology absorption, as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, is attached to this report.

The details of conservation of energy, technology absorption are as follows:

(A) Conservation of energy: N.A.

- (i) the steps taken or impact on conservation of energy;
- (ii) the steps taken by the Company for utilising alternate sources of energy;
- (iii) the capital investment on energy conservation equipment's;

(B) Technology absorption: N.A.

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

32. FOREIGN EXCHANGE EARNINGS AND OUTGO

The company had a total foreign exchange earnings and outgo as provided below during the year ended 31st, March 2023:

Foreign Exchange Earnings	0
Foreign Exchange Outgo	0
	Amount in INR

33. RISK MANAGEMENT POLICY

The Company has developed and implemented a risk management policy which identifies major risks which may threaten the existence of the Company. The same has also been adopted by your Board and is also subject to its review from time to time. Risk mitigation process and measures have been also formulated and clearly spelled out in the said policy. Hence not applicable on your company

34. VIGIL MECHANISM / WHISTLE BLOWER POLICY

A vigil mechanism provides a channel to employees and Directors to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of Conduct or any Policy of the Company. As per the report no whistle – blower complaints have been received.

35. SAFE & CONDUCTIVE WORKPLACE

The Company is committed to provide a safe and conducive work environment to its employees. During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

36. DISCLOSURES PURSUANT TO SECTION 197 (14) OF THE COMPANIES ACT, 2013

The Company has not any holding and Subsidiary companies during the financial year. So this provision is not applicable on this company.

37. MATERIAL CHANGES AND COMMITMENTS

The following material changes and commitment occurred during the year under review affecting the financial position of the Company.

- **Material Change 1: Increase in Authorised Capital**
- **Material Change 2: Change in Main Object of the Company**

Significant and Material Orders Passed by Regulators, Courts and Tribunals

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

38. CORPORATE SOCIAL RESPONSIBILITY (CSR)

CSR provisions are not applicable for the Company.

39. GENERAL

Your directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
2. The Company has no subsidiary and neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.

40. COMPLIANCE WITH SECRETARIAL STANDARD:

The Company has complied with all Secretarial Standards issued by the Institute of Company Secretaries of India as applicable to the Company.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134(3) (c) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

1. In the preparation of the annual accounts for the year ended March 31, 2023, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same.
2. The Directors have 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 as at March 31, 2023 and of the profit of the Company for the year ended on that date.
3. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. The Directors have prepared the annual accounts on a 'going concern' basis.
5. 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.
6. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such system are adequate and operating effectively.

42. ACKNOWLEDGEMENT

Your directors would like to express their sincere appreciation for the assistance and co-operation received from the customers, employees, banks, Government authorities, vendors and members during the year under review.

For and on behalf of the Board of Directors
Davin Sons Retail Limited

Date: 01.09.2023
Place: Delhi



Mohit Arora
Managing Director
(DIN 07231072)



Sonam Arora
Director ★
(DIN: 10163260)

ANNEXURE – A

AOC-2

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business.

Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014:

Details of contracts or arrangements or transactions not at arm's length basis: **Nil**

Details of material contracts or arrangement or transactions at arm's length basis:

(Amount in Lacs ₹)

Name(s) of the related party and nature of relationship	Nature of Contracts / Arrangement/ Transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts/ arrangement s/ Transactions including the value, if any	Date of Approval by the Board/Mem ber, if any	Approved by	Amount paid as advances , if any: (In Rupees)
A3 India Retails Private Limited	Sales	As agreed between parties	Transaction Value: Rs. 67.98/-	09.06.2022	Board Meeting	-

For and on behalf of the Board of Directors

Davin Sons Retail Limited



Mohit Arora
Managing Director
(DIN 07231072)



Sonam Arora
Director
(DIN: 10163260)

Date: 01.09.2023
Place: Delhi