

## **DIRECTORS' REPORT**

**Dear Members,**

The Board of Directors of **ICMAI Management Accounting Research Foundation** have pleasure in presenting before you the 14<sup>th</sup> Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31<sup>st</sup> March, 2023.

### **FINANCIAL HIGHLIGHTS:**

<b>Particulars</b>	<b>(Amt. in thousand Rupees)</b>	
	<b>2022-23</b>	<b>2021-22</b>
Total Income	136,47	90,88
Total Expenses	152,67	156,41
<b>Surplus/ (Deficit) Before Tax</b>	<b>(16,20)</b>	<b>(65,53)</b>
Current Tax	-	-
Earlier Year Tax	-	1,05
Deferred Tax		
<b>Surplus/ (Deficit) after tax</b>	<b>(16,20)</b>	<b>(66,58)</b>

### **OPERATIONS:**

During the year 2022-23, the business of the company picked up after the COVID-19 effect in India. Technical and Advisory Service project of Artificial Limbs Manufacturing Corporation of India (ALIMCO) and examination project of V.O. Chidambaranar Port Authority (VOCPA) have been completed successfully. Technical and Advisory Service projects of Dedicated Freight Corridor Corporation of India Ltd (DFCCIL) and Airports Authority of India (AAI) were on-going during the year and income has been booked upto stages completed during the year.

During the year, the Company was awarded a prestigious 5 days' Residential Training Program by the Ministry of Finance, Department of Economic Affairs (DEA) which was conducted and completed successfully in partnership with XLRI- Xavier School of Management, Jamshedpur (Jharkhand) at Bhubaneswar. Apart from the above Training Program, the Company has also conducted successfully the Training Programs on Implementation of International Financial Reporting Standards (IFRS)/ Ind-AS & Workshops on Contract Management / Safeguards to be taken in Tendering, Procurement and Contracting; and GST- Registration etc. under RDC Scheme of Department of Public Enterprises (DPE) for the executives of CPSEs; Contract Management and Arbitration Programs for Indian Navy; Training Programs on Risk Based Internal Audit (IA), Forensic Audit and Machine Based Learning in IA for BHEL; Risk Management for DFCCIL; Contract Management, Negotiation and Major Aspects of Procurement for Nepal Electricity Authority, Kathmandu (Nepal).

**BUSINESS OUTLOOK:**

After COVID-19 pandemic, now there are rising opportunities for the Company in all Business verticals: Technical & Advisory Services, Residential and Non-Residential Management Development Programs, Training both offline & online & Workshops, trainings and examinations for recruitment & promotions. Many projects in Technical & Advisory Services have been achieved and some are in pipelines. Nomination from Public Sector Undertakings (PSUs) for various Residential Management Development Programs is picking up. All the business verticals will contribute to the company growth both in turnover and profitability during financial year 2023-24.

**FUTURE PROSPECTS:**

During the year 2023-24, the company has already got two Technical and Advisory projects from PSUs/Government. Indian Railways for whom the company designed its Performance Costing System embedded with IT applications, is likely to award a project for implementation of Performance Costing System starting with Northern Railway and later its roll over on other Zonal Railways. The projects awarded during 2023-24 and on-going will contribute towards high turnover and profitability for the company and it will be able to wipe up some of the losses suffered in past.

**RESERVES & SURPLUS:**

(Amt. in thousand Rupees)

PARTICULARS	2022-23	2021-22
Opening Balance	250,82	317,40
Add: Surplus/ (deficit) for the Current year	(16,20)	(66,58)
<b>Balance carried forward</b>	<b>234,62</b>	<b>250,82</b>

**DIVIDEND**

The Company being a Section 8 Company under the Companies Act, 2013, no dividend could be declared.

**PUBLIC DEPOSITS**

Your Company did not accept public deposits during the year under review.

**DIRECTORS:**

As on 31<sup>st</sup> March 2023, the Board consists of following directors on its Board as nominated by its Promoter – The Institute of Cost Accountants of India:

1. Shri Vijender Sharma
2. Shri Rakesh Bhalla
3. Shri H. Padmanabhan
4. Shri Biswarup Basu
5. Dr. K Ch A V S N Murthy

6. Shri Chittranjan Chattopadhyay
7. Shri Chandra Wadhwa
8. Shri Kunal Banerjee

**MEETINGS OF BOARD:**

The Directors of the Company met 4 times during the financial year 2022-23 on 27<sup>th</sup> June 2022, 4<sup>th</sup> August 2022, 29<sup>th</sup> September 2022 and 7<sup>th</sup> March 2023. The intervening gap between the Meetings was within the period prescribed by the Articles of Association of the Company. The details of the meeting along with their attendance in the Board meetings are as follows:

S. No.	Name of Directors	27.06.2022	04.08.2022	29.09.2022	07.03.2023
1	Shri P.Raju Iyer	P	P	P	A
2	Shri Vijender Sharma	P	P	P	A
3	Shri Biswarup Basu	P	A	P	P
4	Shri Balwinder Singh	A	P	A	A
5	Dr. K Ch A V S N Murthy	P	P	A	P
6	Shri Ashwin G Dalwadi	A	P	P	A
7	Shri Chittranjan Chattopadhyay	P	P	P	P
8	Shri Chandra Wadhwa	P	P	P	P

**CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:**

The provisions of Section 135 and schedule VII of the Companies Act, 2013 are not applicable to the Company as the net worth, turnover and net profit during the financial year is less than the stipulated amount. Accordingly, no policy has been framed by the company on Corporate Social Responsibility and there is no reporting requirement pursuant to provisions of Section 134(3) (o) of the Companies Act, 2013.

**RISK MANAGEMENT:**

As per requirement of Section 134(3)(n) of the Companies Act, 2013 the Board of Directors has approved the Risk Management Policy. Presently the Company does not have any operations or any employees or assets as such to identify risks.

**INTERNAL CONTROL SYSTEMS:**

The Company has in place proper and adequate internal control systems commensurate with the nature of its business and size and complexity of its operations. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure, applicable laws and regulations, and that all assets

and resources are acquired economically used efficiently and adequately protected.

**SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES:**

During the year none of Company become or ceased to be its Subsidiaries, joint ventures or associate.

**COST AUDIT/ COST AUDITORS: Not Applicable**

**SECRETARIAL AUDIT REPORT:**

The Company does not fall within the purview of provisions of Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014.

**LOAN, GUARANTEE OR INVESTMENTS:**

The Company has not given any Loan, Guarantee or made any Investment in any other Body Corporate or to any person beyond the limit prescribed under Section 186 of the Companies Act, 2013. Hence there is nothing to report in respect of the requirement of Section 134(3) (g) of the Companies Act, 2013.

**RELATED PARTIES TRANSACTIONS:**

The Company has not entered in any transaction/contract or arrangement with the Related Parties as per Section 188 of the Companies Act, 2013, hence there is nothing to report in respect of requirement of Section 134(3) (h) of the Companies Act, 2013.

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

As the nature of business of the Company being research, technical & Advisory services, Management Development Programmes, the information as required under Section 134(3) (m) of the Companies Act 2013 read with Rule 8 of the Companies (Accounts) Rules 2014 is regarded as Nil.

There was no Foreign Exchange Earnings or Outgo during the financial year.

**PARTICULAR OF THE EMPLOYEES:**

There being no employees in the Company who is covered under Section 134(3) (e) of the Companies Act, 2013, read with Companies rules made thereunder and accordingly there is information to be given.

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

No material orders have been passed by the regulators or Courts or Tribunals, which could impact the Company's going concern status.

**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:**

There are no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of this Report.

**DIRECTORS RESPONSIBILITY STATEMENT:**

Pursuant to section 134(3) (c) of the Companies Act 2013, your Directors, based on the representations received from the operating management after due enquiry, confirm that:

- a) In the preparation of annual accounts applicable accounting standards have been followed along with proper explanation relating 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 financial year and of the profit and loss of the Company for that period;
- c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The directors had prepared the annual accounts on a going concern basis; and
- e) The directors, in the case of a listed Company, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively - **Not Applicable.**
- f) 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.

**COMPLIANCE WITH ALL LAWS**

The Company has appointed Ms Rashmi Gupta, Joint Director as Company Secretary and Compliance Officer with effect from 1<sup>st</sup> May 2023. During the year 2022-23, Shri Pardeep Khaneja, Joint Director worked as Company Secretary and Compliance Officer. Both the officers are responsible during their period to ensure compliance with the provisions of all applicable laws and that the system was adequate and operating effectively.

**STATUTORY AUDITORS:**

**M/s Yogesh & Jain**, Chartered Accountants (Firm's Registration No. 008734N, PAN: AABFY9981D) was appointed as Statutory Auditors of the Company by the Board during 2020-21 for a period of five years to hold office from the conclusion of the 11<sup>th</sup> Annual General Meeting to be held in 2020-21 and same was ratified by Annual General Meeting. M/s Yogesh & Jain, Chartered Accountants will hold office till the conclusion of 16<sup>th</sup> Annual General Meeting of the Company to be held during 2024-25. They are eligible for re-appointment for the next term of five years from the conclusion 16<sup>th</sup> Annual General Meeting of the Company to be held in 2024-2025.

**AUDITOR'S OBSERVATION:**

There are no adverse remarks/ observations set out in the Auditor's Report of the Company.

**ACKNOWLEDGEMENT:**

Your Directors convey their sincere thanks to the various agencies of Central Government, Regulators, Financial Institution, Banks and other concerned agencies for the continued co-operation, help and encouragement extended to the Company during the period under review.

Your Directors also thank the members of Board for their support. Your Directors also wish to place on record their deep appreciation for the officers, staff and workers of the Company at all levels.

**For and on behalf of the Board  
ICMAI Management Accounting Research Foundation**



**(Vijender Sharma)  
Chairman  
DIN: 07565928**

Place: New Delhi  
Date: 17/7/2023