

# MINAL INDUSTRIES LTD

Plot No. 16(P)-17, 28 & 29 (P), SEEPZ SEZ, Andheri ( East ) , Mumbai – 400 096  
Tel No. 91-22- 40707070 , Fax : 91 – 22 -282922258. Email : [minal\\_vjp@rediffmail.com](mailto:minal_vjp@rediffmail.com)  
Web: [minalindustriesltd.com](http://minalindustriesltd.com). CIN: L32201MH1988PLC216905

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Date: 10<sup>th</sup> September, 2021.

To,  
BSE Limited,  
Department of Corporate Service,  
14<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001

**Sub: Notice of 32<sup>nd</sup> AGM and Annual Report for the Financial Year 2020-21**

**Ref. MINAL INDUSTRIES LIMITED Script Code: 522235.**

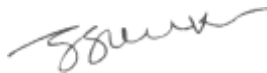
Dear Sir,

Pursuant to Regulation 34 (1) (Listing Obligations and Disclosure Requirements) Regulation, 2015, please find enclosed 32<sup>nd</sup> (Thirty Second) Annual Report of the Company for the financial year 2020- 2021 which has been sent to shareholder of the Company through electronic mode.

The Annual Report for the financial year 2020-2021 is also available on the website of the Company [www.minalindustriesltd.com](http://www.minalindustriesltd.com).

Kindly take the same on your record.

Thanking you,  
Yours faithfully,  
**For Minal Industries Limited.**



**Shrikant J. Parikh**  
**Managing Director**  
**DIN: 00112642**

**MINAL INDUSTRIES LIMITED**

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**33RD ANNUAL  
REPORT 2020-21**

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**MINAL INDUSTRIES LIMITED**

PLOT NO. 16(P), 17-28 & 29(P) SEEPZ,  
MIDC, ANDHERI (E), MUMBAI - 400096CIN: -  
L32201MH1988PLC216905

Tel No.: -022-40707070

Web site: -[www.minalindustriesltd.com](http://www.minalindustriesltd.com)

Email ID: [cmseepz@gmail.com](mailto:cmseepz@gmail.com).

**BOARD OF DIRECTORS:**

| <b>Name</b>          | <b>Designation</b>                            | <b>DIN/PAN</b> |
|----------------------|---|----------------|
| Shrikant J. Parikh   | Chairman and Managing Director ( <i>KMP</i> ) | 00112642       |
| Amulbhai Patel       | Non-Executive, Independent Director           | 00183464       |
| Shankar Bhagat       | Non-Executive, Independent Director           | 01359807       |
| Sona A. Parikh       | Non-Executive Director                        | 03283751       |
| Harshala Karangutkar | Chief Financial Officer                       | AMXPK1632K     |

**BANKERS**

Bank Of India  
University Road  
Post Box No.2, Vadodara 390002

Corporation Bank  
National Plaza, 1st Floor  
R C Dutt Road, Alkapuri, Vadodara 390005

HDFC Bank Ltd  
Arun Complex, 36 Alkapuri Society  
R C Dutt Road, Vadodara 390005

**AUDITORS**

**H P V S & ASSOCIATES**  
Chartered Accountants,  
FRN: 137533W  
502, Crystal Tower,  
46/48, Maruti Lane,  
Fort, Mumbai - 400001.

**INTERNAL AUDITORES:**

M/S R. H. Modi  
Chartered Accountants

**SECRETARIAL AUDITORS:**

M/s HS Associates  
Company Secretaries

**REGISTERED OFFICE**

Plot No. 16(P), 17-28 & 29(P) Seepz,  
MIDC, Andheri (E), Mumbai - 400096

**MCS SHARE TRANSFER AGENT LTD.**

1<sup>st</sup> Neelam Apartment, 88 Sampatrao Colony  
Alkapuri, Vadodara - 390007  
Phone: (0265) 2314757  
Fax: (0265) 2341639  
Email: -[helpdeskbaroda@mcsregistrars.com](mailto:helpdeskbaroda@mcsregistrars.com)

**Vision and Mission**

Minal Industries Limited was incorporated under the Companies Act in the state of Maharashtra, India, in the year 1988.

Minal Industries Limited is one of the leading Diamantaire and Jewelry & Engineering Company with a wide spread around the world.

The Group of companies are Minal Infojewels Ltd., Minal Industries Ltd, Minal Lifestyles Pvt. Ltd, MinalInfra Cons Pvt. Ltd., Minal Infrastructure & Properties Pvt. Ltd. C. Mahendra Jewels Pvt Ltd.

Minal Industries Limited is firmly established across the value chain and in all major diamonds and jewelry centers globally.

## **NOTICE**

NOTICE IS HEREBY GIVEN THAT THE 33<sup>rd</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF MINAL INDUSTRIES LIMITED WILL BE HELD ON THURSDAY THE 30TH SEPTEMBER, 2021 AT 5.00 P.M THROUGH VIDEO CONFERENCING/OTHER AUDIO-VISUAL MEANS (VC/OAVM) FACILITY TO TRANSACT FOLLOWING BUSINESS.

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### **Ordinary Business:**

1. To receive, consider and adopt the financial statements for the year ended 31<sup>st</sup> march 2021 along with notes and schedules there on as on that date and the reports of directors and auditors thereon.
2. To appoint a director in place of Mrs. Sona Parikh (DIN: 03283751), who retires by rotation at the ensuing annual general meeting of the company and being eligible, offers herself for re-appointment.

### **Special Business**

3. To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution

### **APPROVAL OF RELATED PARTY TRANSACTIONS UP TO THE MAXIMUM LIMITS AS SPECIFIED WITH THE RELATED PARTIES:**

**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of Corporate Governance and any other applicable provisions of the Listing Obligation and Disclosure Requirements, Regulations, 2015 (including any amendment, modification(s) or re-enactment thereof), the consent of the members of the Company be and is hereby accorded for entering into transaction(s) with the following related party(ies) up to the maximum amount mentioned there against, in each financial year, for a period of five years on such terms and conditions as may be mutually agreed between the Company and the related party(ies):

| <b>Sr No</b> | <b>Applicable for Financial Year</b>                      | <b>Name of related Party</b>     | <b>Nature of Transaction</b>   | <b>Maximum value of the Transaction</b> |
|--------------|---|----------------------------------|--|---|
| 1            | Applicable for period of 1 year starting from 2020 – 2025 | Minal Infojewels Ltd             | <ul style="list-style-type: none"> <li>• Sale/Purchase of Materials.</li> <li>• Availing or rendering service.</li> <li>• Leasing of Property</li> </ul> | 50 CR                                   |
| 2            | Applicable for period of 1 year starting from 2020 – 2025 | M/S RSBL Jewels-Partnership Firm | <ul style="list-style-type: none"> <li>• Sale/Purchase of Materials.</li> <li>• Availing or rendering service.</li> <li>• Leasing of Property</li> </ul> | 20 CR                                   |
| 3            | Applicable for period of 1 year starting from 2020 – 2025 | C.Mahendra Jewels USA            | <ul style="list-style-type: none"> <li>• Sale/Purchase of Materials.</li> <li>• Availing or rendering service.</li> <li>• Leasing of Property</li> </ul> | 20CR                                    |
| 4            | Applicable for period of 1 year starting from 2020 – 2025 | Minal Electrical & Engineering   | <ul style="list-style-type: none"> <li>• Sale/Purchase of Materials.</li> <li>• Availing or rendering service.</li> <li>• Leasing of Property</li> </ul> | 20 CR                                   |
| 5            | Applicable for period of 1 year starting from 2020 – 2025 | Minal Plastic Product            | <ul style="list-style-type: none"> <li>• Sale/Purchase of Materials.</li> <li>• Availing or rendering service.</li> <li>• Leasing of Property</li> </ul> | 20 CR                                   |
| 6            | Applicable for period of 1 year starting from 2020 – 2025 | Selection INC                    | <ul style="list-style-type: none"> <li>• Sale/Purchase of Materials.</li> <li>• Availing or rendering service.</li> <li>• Leasing of Property</li> </ul> | 100 CR                                  |
| 7            | Applicable for period of 1 year starting from 2020 – 2025 | Clicks Metro Online Pvt. Ltd     | <ul style="list-style-type: none"> <li>• Sale/Purchase of Materials.</li> <li>• Availing or rendering service.</li> <li>• Leasing of Property</li> </ul> | 20 CR                                   |
| 8            | Applicable for period of 1 year starting from 2020 – 2025 | Minal Exim Pvt Ltd               | <ul style="list-style-type: none"> <li>• Sale/Purchase of Materials.</li> <li>• Availing or rendering service.</li> <li>• Leasing of Property</li> </ul> | 20 CR                                   |

|    |   |  |  |       |
|----|---|--|--|-------|
| 9  | Applicable for period of 1 year starting from 2020 – 2025 | Minal Infracons Pvt Ltd                    | <ul style="list-style-type: none"> <li>• Sale/Purchase of Materials.</li> <li>• Availing or rendering service.</li> <li>• Leasing of Property</li> </ul> | 20 CR |
| 10 | Applicable for period of 1 year starting from 2020 – 2025 | Minal Infrastructure & Properties Pvt. Ltd | <ul style="list-style-type: none"> <li>• Sale/Purchase of Materials.</li> <li>• Availing or rendering service.</li> <li>• Leasing of Property</li> </ul> | 50 CR |
| 11 | Applicable for period of 1 year starting from 2020 – 2025 | Minal Lifestyles Pvt Ltd.                  | <ul style="list-style-type: none"> <li>• Sale/Purchase of Materials.</li> <li>• Availing or rendering service.</li> <li>• Leasing of Property</li> </ul> | 20 CR |

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to do all such acts, deeds, matters & things and to take such steps, settle any queries, difficulties, doubts that may arise with regard to any transaction(s) with the related party(ies) and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution and for the matters connected therewith or incidental thereto.

BY ORDER OF THE BOARD OF DIRECTORS  
FOR MINAL INDUSTRIES LIMITED

SD/-  
PIYUSH TALYANI  
(COMPANY SECRETARY)  
(Membership No: 60447)

Date: 02<sup>nd</sup> September, 2021  
Place: Mumbai.  
MINAL INDUSTRIES LIMITED  
CIN: L32201MH1988PLC216905  
Plot No. 16(P), 17-28 & 29(P) Seepz,  
MIDC, Andheri (E),  
Mumbai – 400096  
Email: minal\_vjp@rediffmail.co.in  
Tel: 9122-40707070

**NOTES:**

1. In view of the massive outbreak of Covid-19 pandemic, social distancing is the norm to be followed and pursuant to the Ministry of Corporate Affairs (“MCA”) vide its Circular No. 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April 08, 2020 and Circular No.17/2020 dated April 13, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular number SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as “SEBI Circulars”) permitted the holding of the Annual General Meeting (“the Meeting”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and



Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), MCA Circulars and SEBI Circulars, the Meeting of the Company is being held through VC / OAVM.

2. The statement pursuant to section 102(1) of the Act (“Explanatory Statement”) relating to the Item No. 3 (special business) to be transacted at the meeting is annexed hereto.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April 08, 2020 and Circular No.17/2020 dated April 13, 2020 and Circular No. 02/2021 dated January 13, 2021 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
4. Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
7. In line with the Ministry of Corporate Affairs (MCA) Circulars the Notice calling the AGM has been uploaded on the website of the Company at [www.sagarsoyaproducts.com](http://www.sagarsoyaproducts.com) The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com)
8. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 17.
9. Relevant documents referred to in the accompanying Notice and the Explanatory Statement, Registers and all other documents will be available for inspection in electronic mode. Members can inspect the same by sending an email to the Company at [cmseepz@gmail.com](mailto:cmseepz@gmail.com).

10. Notice is also given under Section 91 of the Act read with Regulation 42 of the Listing Regulations, that the Register of Members and the Share Transfer Book of the Company will remain closed from Friday 24<sup>th</sup> September, 2021 to Thursday 30<sup>th</sup> September, 2021 (both days inclusive).
11. For registration of email id for obtaining Annual Report and User ID/password for e-voting and Updation of bank account mandates is annexed to this Notice use the link [helpdeskbaroda@mcsregistrars.com](mailto:helpdeskbaroda@mcsregistrars.com).
12. The Company has designated an exclusive email id called [cmseepz@gmail.com](mailto:cmseepz@gmail.com) to redress Members' complaints/ grievances. In case you have any queries/ complaints or grievances, then please write to us at [cmseepz@gmail.com](mailto:cmseepz@gmail.com)
13. Due to growth and expansion projects Company has not issued any dividend.
14. Members seeking any information/desirous of asking any questions at the Meeting with regard to the accounts or any matter to be placed at the Meeting are requested to send email to the Company at [cmseepz@gmail.com](mailto:cmseepz@gmail.com). at least 7 days before the Meeting. The same will be replied by the Company suitably.
15. Members are requested to intimate changes, if any, pertaining to their name, postal address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their Depository Participants ("DPs") in case the shares are held by them in dematerialized form and to the Registrar and Share Transfer Agents of the Company i.e. MCS Share Transfer Agent Ltd. In case the shares are held by them in physical form.
16. AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.
17. **Information and other instructions relating to e-voting are as under:**
  - a) The voting period begins on Monday, 27<sup>th</sup> September, 2021 at 9.00 am and ends on Wednesday, 29<sup>th</sup> September, 2021 at 5.00 pm. During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday 23<sup>rd</sup> September, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter
  - b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  - c) 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.

- d) 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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

| Type of Shareholders   | Login Method  |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | <ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 &amp; 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/MCS Share Transfer Agent, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol> |

|  |   |
|--|---|
| <p>Individual Shareholders holding securities in Demat mode with NSDL</p>  | <ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 held 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 &amp; voting during the meeting.</li> </ol> |
| <p>Individual Shareholders (holding securities in Demat mode) login through their <b>Depository Participants</b></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 &amp; 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 <b>CDSL</b> | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43. |
| Individual Shareholders holding securities in Demat mode with <b>NSDL</b> | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> . or call at toll free no.: 1800 1020 990 and 1800 22 44 30             |

**e) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.****

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholder/Member” 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) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) or [www.evotingnsdl.com](http://www.evotingnsdl.com). and voted on an earlier e-voting of any company, then your existing password is to be used.

5) If you are a first-time user follow the steps given below:

|     | <b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>                              |
|-----|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as |

|  |  |
|--|--|
|  | <p>physical shareholders)</p> <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company at <a href="mailto:helpdeskbaroda@mcsregistrars.com">helpdeskbaroda@mcsregistrars.com</a>.</li> </ul>  |
| Dividend Bank Details OR Date of Birth (DOB) | <p>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.</p> <ul style="list-style-type: none"> <li>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 as mentioned in instruction (v).</li> </ul> |

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Select the EVSN No. **210910013** generated on CDSL e-voting platform
- (vi) Click on the EVENT NO. for the relevant <Company Name> on which you choose to vote.
- (vii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO/ABSTAIN” for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.
- (viii) Click on the “NOTICE FILE LINK” if you wish to view the Notice.
- (ix) 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.
- (x) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xi) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Custodians / Mutual Fund” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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.
  - 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; [www.minalindustriesltd.com](http://www.minalindustriesltd.com). if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- f) Since the Meeting will be held through VC/ OAVM, the Route Map and Attendance Slip are not annexed to this Notice.

- g) The facility for voting through E-voting on the Resolutions shall be made available during the course of AGM for those who have not voted previously.
- h) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the request of shareholders through E-mail and shall be hosted at the website of the Company on the on all working days, up to and including the date of the Annual General Meeting of the Company.
- i) Instructions for Shareholders for e-voting during the Meeting are as under: -**
- i. The procedure for e-voting on the day of the Meeting is same as the instructions mentioned above for remote e-voting.
  - ii. The link for VC/OAVM to attend the meeting will be available where the EVENT NO. of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
  - iii. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
  - iv. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
  - v. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  - vi. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  - vii. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [cmseepz@gmail.com](mailto:cmseepz@gmail.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [cmseepz@gmail.com](mailto:cmseepz@gmail.com). These queries will be replied to by the company suitably by email.
  - viii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
  - ix. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
  - x. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**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 [cmseepz@gmail.com](mailto:cmseepz@gmail.com) or [orhelpdeskbaroda@mcsregistrars.com](mailto:orhelpdeskbaroda@mcsregistrars.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 MCS Share Transfer Agent Ltd e-Voting System, you can write an email to [helpdeskbaroda@mcsregistrars.com](mailto:helpdeskbaroda@mcsregistrars.com). or contact at (0265) 2314757.

All grievances connected with the facility for voting by electronic means may be addressed by MCS Share Transfer Agent Ltd, 2nd Floor, 10, Aaram Apartment, 12, Sampatrao Colony, B/H Laxmi Hall, Alkapuri, Vadodara - 390007 or send an email to [helpdeskbaroda@mcsregistrars.com](mailto:helpdeskbaroda@mcsregistrars.com). or contact at (0265) 2314757.

18. The Board of Directors of the Company has appointed Mr. Prakash Naringrekar, Partner of HS Associates, (membership no. 5941, COP: 18955) of Mumbai as Scrutinizer to scrutinise the evoting process in a fair and transparent manner.

BY ORDER OF THE BOARD OF DIRECTORS  
FOR MINAL INDUSTRIES LIMITED

SD/-  
MR. PIYUSH TALYANI  
COMPANY SECRETARY  
(Membership No: 60447)

DATE: 02nd September, 2021  
PLACE: Mumbai



**EXPLANATORY STATEMENT**  
**(Pursuant to Section 102 of the Companies Act, 2013)**

**tem No. 3**

Section 188 of the Companies Act, 2013 read with Rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 prescribes the procedure for approval of related party transaction(s). The provisions of Corporate Governance as per listing obligation and Disclosure Requirements, Regulations 2015 also prescribes seeking of shareholders' approval for material related party transaction(s).

In terms of the provisions of Corporate Governance as per listing obligation and Disclosure Requirements, Regulations 2015, transaction(s) with a related party are considered material if the transaction(s) to be entered into individually or taken together with previous transaction(s) during a financial year exceed 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

All mentioned parties in resolution are "Related Parties" within the provisions of Corporate Governance as per listing obligation and Disclosure Requirements, Regulations 2015.

In terms of provisions of Corporate Governance as per listing obligation and Disclosure Requirements, Regulations 2015, all material Related Party Transaction(s) shall require the approval of the members through Ordinary Resolution and all entities/persons that are directly/indirectly related parties of the Company shall abstain from voting on such resolutions. Accordingly, the Promoter Group and all such related parties who are shareholders shall abstain from voting on this resolution for approval of material related party transactions.

The disclosures required to be made under the provisions of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 are given herein below:

1. Nature of relationship: All the related parties mentioned in the table above are directly or indirectly controlled by the same management.
3. Nature, material terms, monetary value and particulars of the contract or arrangement: As per Item no. 5 of this Notice.
4. Any other information relevant or important for the members to take a decision on the proposed resolution: The transactions are based on business requirements and are necessary for the smooth and efficient functioning of your Company.

Keeping in view the intent of the law, all transactions (irrespective of the nature of transactions) with a related party have been aggregated while applying threshold limits for seeking your approval.

The above contracts/arrangements/transactions were approved by the Audit Committee and the Board of Directors as the same are in the interest of the Company.

The Board of Directors recommends the Resolution set out in Item No. 3 of the accompanying notice for the approval by the unrelated shareholders of the Company. The Related parties to the extent applicable are concerned or interested financially or otherwise in the proposed resolution.

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR MINAL INDUSTRIES LIMITED**

**SD/-  
MR. PIYUSH TALYANI  
COMPANY SECRETARY  
(Membership No: 60447)**

**DATE: 02<sup>nd</sup> September, 2021  
PLACE: Mumbai**

**DIRECTORS' REPORT**

To,  
The Members,

## MINAL INDUSTRIES LIMITED

Your Directors have great pleasure in presenting their 33<sup>rd</sup> Annual Report along with the Audited Balance Sheet and Profit and Loss Account for the year ended 31<sup>st</sup> March 2021.

### FINANCIAL RESULTS:

The financial Results are briefly indicated below:

| <i>Particulars</i>                             | <b>(Rs. in Lakhs)</b>        |                   |                                |                   |
|--|------------------------------|-------------------|--------------------------------|-------------------|
|  | <b>Standalone Year ended</b> |                   | <b>Consolidated Year Ended</b> |                   |
|  | <b>31.03.2021</b>            | <b>31.03.2020</b> | <b>31.03.2021</b>              | <b>31.03.2020</b> |
| Revenue from operation                         | 0                            | 0                 | 1400.33                        | 3848.78           |
| Other Income                                   | 143.06                       | 233.05            | 127.97                         | 135.21            |
| <b>Total Income</b>                            | <b>143.06</b>                | <b>233.05</b>     | <b>1528.30</b>                 | <b>3983.98</b>    |
| Total Expenditure                              | <b>1866.73</b>               | <b>684.60</b>     | <b>2043.09</b>                 | <b>4919.30</b>    |
| <b>Net Profit Before tax</b>                   | <b>-1723.67</b>              | <b>-261.82</b>    | <b>-514.79</b>                 | <b>-745.58</b>    |
| Less: Tax Expenses                             |                              |                   |                                |                   |
| Current Tax                                    | 0                            | 0                 | 0                              | 0                 |
| Deferred Tax                                   | 0.15                         | 0.08              | 37.04                          | 4.04              |
| MAT Credit                                     | 0                            | 0                 | 0                              | 0                 |
| <b>Net Profit After Tax</b>                    | <b>-1723.82</b>              | <b>-261.90</b>    | <b>-477.75</b>                 | <b>-741.54</b>    |
| Less : Comprehensive Income                    | 0                            | 0                 | 2.87                           | 22                |
| <b>Total comprehensive income for the year</b> | <b>-1723.82</b>              | <b>-261.90</b>    | <b>-474.88</b>                 | <b>-719.54</b>    |

### REVIEW OF FINANCIAL OPERATIONS:

During the year the company reported a Revenue from operation amounting to Rs. Nil/- and other Income of Rs. 1,43,05,943/- (Rupees One Crore Forty-Three Lakhs Five Thousand Nine Hundred and Forty-Three

Only) in Standalone Financial Statement as compared to Other Income of Rs. 2,33,04,807/- (Two Crore Thirty-Three Lakhs Four Thousand Eight Hundred and Seven only) in Previous Financial Year.

The company incurred an expenditure of Rs. 18,66,73,292/- (Rupees Eighteen Crores Sixty-Six Lakhs Seventy-Three Thousand Two Hundred and Ninety-Two Only) in Standalone Financial Statement for the current financial year as compared to Rs. 6,84,60,177/- (Rupees Six Crores Eighty-Four Lakhs Sixty Thousand One Hundred and Seventy-Seven Only) in previous year.

During the year company has reported a net loss of Rs. 17,23,82,338 (Rupees Seventeen Crores Twenty-Three Lakhs Eighty-Two Thousand Three Hundred and Thirty-Eight Only) as compared to previous year's net loss of Rs. 2,61,81,948 (Rupees Two Crores Sixty-one Lakhs Eighty-One Thousand Nine Hundred and Forty-Eight Only) in Standalone Financial Statement.

#### **CONSOLIDATED ACCOUNTS:**

The Consolidated Financial Statements of your Company for the financial year 2020-21 are prepared. Further Consolidated Accounts in compliance with applicable provisions of the Companies Act, 2013 read with the Rules issued thereunder, applicable Accounting Standards and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations") and upload on the Website of the Company in due course of time.

#### **TRANSFER TO RESERVES:**

There are no transfers to any specific reserves during the year.

#### **SUBSIDIARIES:**

A separate statement containing the salient features of financial statements of all subsidiaries of your Company forms part of consolidated financial statements in compliance with Section 129 and other applicable provisions, if any, of the Companies Act, 2013. The financial statements of the subsidiary companies and related information are available for inspection by the members at the Registered Office of your Company during business hours on all days except **Saturdays, Sundays and public holidays** upto the date of the Annual General Meeting ('AGM') as required under Section 136 of the Companies Act, 2013. Any member desirous of obtaining a copy of the said financial statements may write to the compliance officer at the registered office of Company. The financial statements including the consolidated financial statements, financial statements of subsidiaries and all other documents required to be attached to this report have been uploaded on the website of your Company \*([www.minalindustriesltd.com](http://www.minalindustriesltd.com)).As stated in audit report the consolidated accounts of subsidiaries are not audited accounts.

\*Note - Due to some technical issues website of the company can't be reached hence the website of the company is not a functional website. Our technical support team is working on it.

The detail of financial performance of Subsidiary/ Joint Venture/Associate Company is furnished in **Annexure C** and attached to this report.

#### **THE CHANGE IN THE NATURE OF BUSINESS, IF ANY:**

There was no change in the nature of business of the Company, during the year under review.

### **MANAGEMENT DISCUSSION AND ANALYSIS:**

A detailed analysis of the Company's operations in terms of performance in markets, manufacturing activities, business outlook, risks and concerns forms part of the Management Discussion and Analysis, a separate section of this report. Management Discussion and analysis report is annexed hereto marked as **Annexure-H** and forms part of this report.

### **TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND.**

There was no transfer during the year to the Investor Education and Protection Fund in terms of Section 125 of the Companies Act, 2013.

### **DIVIDEND**

Your Directors do not recommend dividend for the year 31<sup>st</sup>March, 2021.

### **PUBLIC DEPOSITS:**

During the year under review, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force).

### **MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

The Company has suspended by Bombay Stock Exchange w.e.f. 21<sup>st</sup> December, 2015, however the Management informed that Company has received notice regarding initiation of and completion of the formalities for revocation of suspension of trading in the securities of the Company dated 19<sup>th</sup> March, 2019.

Further there were no material changes and commitments affecting the financial position of the Company during the financial year of the Company to which the financial statements relate and the date of the report.

### **CORPORATE GOVERNANCE REPORT:**

In compliance with Regulation 34(3) of the LODR Regulation, 2015, a separate report on Corporate Governance along with a certificate from the Practicing Company Secretary on its compliance, forms an integral part of this report. Corporate Governance report is annexed hereto marked as **Annexure-F** and forms part of this report.

## **INDUSTRIAL RELATIONS:**

Your Company has always considered its workforce as its valuable asset and continues to invest in their excellence and development programs. Your Company has taken several initiatives for enhancing employee engagement and satisfaction.

## **DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

Retirement by rotation and subsequent re-appointment:

Mr. Sona Parikh, Director is liable to retire by rotation at the ensuing AGM pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of your Company and being eligible have offered themselves for re-appointment. Appropriate resolutions for their re-appointment are being placed for your approval at the ensuing AGM. Your Directors recommend his re-appointment as Non-Executive Director of your Company.

## **Disclosure Relating to Remuneration of Directors, Key Managerial Personnel and particulars of Employees:**

The Company has not paid remuneration to the Directors. The Chairman of Nomination and Remuneration committee is an independent Director of the Company hence Composition of the Nomination and Remuneration Policy formulated is in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations (including any statutory modification(s) or re-enactment(s) for the time being in force). The salient aspects covered in the Nomination and Remuneration Policy has been outlined in the Corporate Governance Report which forms part of this report.

The Managing Director & CEO of your Company does not receive remuneration from any of the subsidiaries of your Company.

The information pursuant to Section 197 of the Act read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 relating to median employee's remuneration will be made available at the registered office of the Company during working hours for a period of twenty-one (21) days before the date of the meeting, i.e. from 08<sup>th</sup> September, 2021 till 30<sup>th</sup> September, 2021.

## **Directors Responsibility Statement:**

Pursuant to Section 134(3)(c) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force), the Directors of your Company confirm that:

- (1) In the preparation of the annual accounts for the financial year ended 31<sup>st</sup>March, 2021, the applicable Accounting Standards and Schedule III of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force), 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 your Company as at 31<sup>st</sup>March, 2021 and of the profit and loss of the Company for the financial year ended 31<sup>st</sup>March, 2021;

- (3) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force) for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (4) The annual accounts have been prepared on a 'going concern' basis;
- (5) Proper internal financial controls laid down by the Directors were followed by your Company and that such internal financial controls are adequate and operating effectively; and
- (6) Proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

#### **ATTRIBUTES, QUALIFICATIONS & INDEPENDENCE OF DIRECTORS, THEIR APPOINTMENT AND REMUNERATION.**

The Nomination & Remuneration Committee of Directors have approved a Policy for Selection, Appointment and Remuneration of Directors which inter-alia requires that composition and remuneration is reasonable and sufficient to attract, retain and motivate Directors, KMP and senior management employees and the Directors appointed shall be of high integrity with relevant expertise and experience so as to have diverse Board and the Policy also lays down the positive attributes/criteria while recommending the candidature for the appointment as Director. The policy on Company's Remuneration and Nomination is posted on Company's website at [www.minalindustriesltd.com](http://www.minalindustriesltd.com)

\*Note - Due to some technical issues website of the company can't be reached hence the website of the company is not a functional website. Our technical support team is working on it.

During the year under review, no Independent Director of the Company was resigned.

#### **DECLARATION OF INDEPENDENCE:**

In terms of provisions of Section 149(7) of the Companies Act, 2013, all the Independent Directors of the Company have furnished a declaration to the Compliance Officer of the Company at the meeting of the Board of Directors stating that they fulfill the criteria of Independent Director as prescribed under Section 149(6) of the Companies Act, 2013 and are not being disqualified to act as an Independent Director. In terms of Regulation 25 sub-regulation 7 of the SEBI (LODR) Regulations 2015, the Company has adopted a familiarization programme for Independent Directors. Link to file <http://minalindustriesltd.com/01.%20Familiarisation%20Programme%20for%20Independent%20Directors.PDF>

\*Note - Due to some technical issues website of the company can't be reached hence the website of the company is not a functional website. Our technical support team is working on it.

#### **MEETING OF INDEPENDENT DIRECTORS:**

The Independent Directors met once during the year on 08<sup>th</sup> February, 2021 to review the working of the Company, its Board and Committees. The meeting decided on the process of evaluation of the Board and Audit Committee. It designed the questionnaire on limited parameters and completed the evaluation of the Board by Non-Executive Directors and of the Audit committee by other members of the Board. The same was compiled by Independent authority and informed to the members.

## **FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

The familiarization program aims to provide Independent Directors with the industry scenario, the socio-economic environment in which the Company operates, the business model, the operational and financial performance of the Company, significant developments so as to enable them to take well informed decisions in a timely manner. The familiarization program also seeks to update the Directors on the roles, responsibilities, rights and duties under the Act and other statutes. The policy on Company's familiarization program for Independent Directors is posted on Company's website at [www.minalindustriesltd.com](http://www.minalindustriesltd.com).

\*Note – Due to some technical issues website of the company can't be reached hence the website of the company is not a functional website. Our technical support team is working on it.

## **REPORTING OF FRAUD BY AUDITORS**

During the year under review, the Statutory Auditors, and Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under section 143(12) of the Act, details of which needs to be mentioned in this Report.

## **PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES**

The particulars of contracts or arrangements with related parties referred to in Section 188(1), as prescribed in Form AOC - 2 of the rules prescribed under Chapter IX relating to Accounts of Companies under the Companies Act, 2013, is appended as **Annexure-D** and forms part of this report.

All Related Party Transactions are presented to the Audit Committee and the Board. Omnibus approval is obtained for the transactions which are foreseen and repetitive in nature. A statement of all related party transactions is presented before the Audit Committee on a quarterly basis, specifying the nature, value and terms and conditions of the transactions.

The Related Party Transactions Policy as approved by the Board is uploaded on the Company's website at [www.minalindustriesltd.com](http://www.minalindustriesltd.com).

\*Note – Due to some technical issues website of the company can't be reached hence the website of the company is not a functional website. Our technical support team is working on it.

## **\*POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:**

The remuneration paid to the Directors is in accordance with the Nomination and Remuneration Policy formulated in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations (including any statutory modification(s) or re-enactment(s) for the time being in force). The salient aspects covered in the Nomination and Remuneration Policy has been outlined in the Corporate Governance Report which forms part of this report. The Managing Director & CEO of your Company does not receive remuneration from any of the subsidiaries of your Company.



### **KEY MANAGERIAL PERSONNEL:**

The Board of Directors of the Company has designated following Director(s)/Official(s) of the company as Key Managerial Personnel (KMP) of the Company in terms of provisions of Section 203 of the Companies Act, 2013:

1. Mr. Shrikant J Parikh, Managing Director.
2. Mrs. Harshala Keshav Karangutkar, Chief Financial Officer.

No Key Managerial Personnel (KMP) of the Company has resigned during the financial year ended 31<sup>st</sup>March, 2021.

### **EVALUATION PROCESS:**

The Board of Directors of the Company has established a framework for the evaluation of its own performance and that of its committees and individual Directors of the Company. The certain parameters covering the evaluation of the Chairman, Executive Directors and Independent Directors have been fixed by the Board on the basis of which the evaluation is being carried out on annual basis in terms of provisions of the Companies Act, 2013.

### **AUDITORS AND AUDITORS' REPORT:**

#### **Statutory Auditors:**

M/s. HPVS & Associates, Chartered Accountants having firm registration No: 137533W, Mumbai were appointed as Statutory Auditors of the company for a period of 5 years, from the conclusion of 32<sup>nd</sup>Annual General Meeting till the conclusion of 36<sup>th</sup> Annual General Meeting at a remuneration of Rs. 6,45,000 to be fixed by the Audit Committee and/or Board of Directors of the Company.

#### **REPORT ON FINANCIAL STATEMENTS**

There are Two (2) qualifications, reservations or adverse remarks or disclaimers made by M/s. HPVS & Associates, Chartered Accountants Statutory Auditors, in their report. The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company in the year under review. The said qualifications are self-explanatory.

#### **SECRETARIAL AUDIT:**

The Board has appointed **M/s. Hs associates.**, Practicing Company Secretaries as Secretarial Auditor for the Financial Year 2020-21 in terms of provisions of Section 204 of the Companies Act, 2013. The Secretarial Audit Report of the Company for the financial year ended 31<sup>st</sup> March, 2021 in the prescribed form MR-3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is enclosed as **Annexure E** to this report.

#### **DIRECTORS COMMENTS ON AUDITORS QUALIFICATION:**

1. *The company has not appointed Company Secretary as required under section 203 read with rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the financial year 2020-21 and thus the financial statements have not been authenticated by a whole time Company Secretary under Section 203 of the Companies Act 2013.*

***In view of the Carried Forward Losses, the Company Could not find a suitable candidate as Company Secretary.***

- 2 *The unpaid dividend amount of Rs.1,84,481 (One Lakh Eighty-Four Thousand Four Hundred and Eighty-One only) which was required to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act 2013 and the rules made thereunder had not been transferred.*

***Delay has occurred due to some technical error in the process of transferring the same to IEPF."***

- 3 As per Regulation 31 of LODR, 2015 65.94% Promoter holding is in Demat form.

***The company is in process of Dematerialization of Shares.***

- 4 Company has not complying with regards to Section 101 of the Companies Act, 2013 and 34 of LODR.

***There has been delay in Complying Section 101 of the Companies act 2013 & 34 of the LODR***

- 5 The *Chairman* of the Audit Committee was not present at 32<sup>nd</sup> Annual general meeting as per Regulation 18(1)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

***Due to pressing personal reason the Chairman of the Audit Committee was not available for the 32<sup>nd</sup> Annual General Meeting for the Financial year 2019-20,***

- 6 Company has not maintained structural database as per SEBI Circular SEBI/HO/CFD/DCR1/CIR/P/2018/85.

***The Company is in the process of complying with the same.***

- 7 Pursuant to Section 39(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has not transferred unclaimed shares to separate suspense account.

***The Company is in the process of complying with the same.***

- 8 Pursuant to Regulation 33(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, there is a delay in submission of financial results for the Last Quarter of F.Y. 2019-20 (87 days), First Quarter of F.Y. 2020-21 (177 days) and Second Quarter of F.Y. 2020-21 (151 days).

***Due to nationwide lockdown on account of COVID-19 Pandemic and most of our staff residing in containment zones there was administrative delays in getting the financials of the Company finalized in co-ordination with the auditors of the Company.***

9. There is a delay of 21 days in submission of disclosure of Large Corporate Entity.

***Due to nationwide lockdown on account of COVID-19 Pandemic and most of our staff residing in containment zones there was administrative delays in filing the said disclosure with stock exchange.***

### **COST AUDIT:**

In pursuant to Companies (Cost Records and Audit) Amendment Rules, 2014 notified by the Ministry of Corporate Affairs (MCA) on 31 December, 2014, the Company shall not be mandatorily required to get its Cost Records for the financial year 2020-2021 audited in terms of provisions of Section 148 of the Companies Act, 2013 as the Industry under which the Company falls has been exempted from the Cost Audit by MCA vide Companies (Cost Records and Audit) Amendment Rules, 2014. Therefore, the audit of cost records for the financial year ended on 31 March, 2021 has not been undertaken in terms of the Companies (Cost Records and Audit) Amendment Rules, 2014.

### **EXTRACT OF ANNUAL RETURN:**

Pursuant to the provisions of Section 134(3) (a) and Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company as at March 31, 2021 is uploaded on the website of the Company and can be accessed at website of the Company.

### **LISTING OF SHARES:**

The Equity Shares of the Company are listed on the BSE Limited, Mumbai. However, the trading of Shares has been suspended by BSE w.e.f. 21<sup>st</sup> December, 2015 Your company has complied the compliances as required by the BSE and the requisite approval for resumption of trading is awaited.

### **RELATED PARTY CONTRACTS AND ARRANGEMENTS:**

The particulars of the undergoing contracts or arrangements of the Company with related parties during the period under review referred to in Section 188(1) of the Company Act, 2013 were in ordinary course of business and on arm's length basis. During the year, the Company had entered into any contract/ arrangement/ transaction with related parties which could be considered material in accordance with the related party transaction policy of the Company. The prescribed form AOC-2 of the Companies (Accounts) Rules, 2014 is enclosed as **Annexure D** to this report.

### **LOANS AND INVESTMENTS:**

The Company has complied with regulation 186 & 185 of the Companies act 2013 and details of loans, guarantees and investments under the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, as on 31<sup>st</sup> March, 2021, are not given separately and forms part of the Standalone Financial Statement forming part of this report.

### **COMPLIANCE OF APPLICABLE SECRETARIAL STANDARDS**

Your Directors hereby inform you that the Company has not complied with the necessary provisions of the revised Secretarial Standard 1 and Secretarial Standard 2 to the extent applicable to the Company.

### **ENHANCING SHAREHOLDER VALUE**

Your company firmly believes that its success, the marketplace and a good reputation are among the primary determinants of value to the shareholder. The organizational vision is founded on the principles of good governance and delivering leading-edge products backed with dependable after sales services.

### **CAUTIONARY STATEMENT**

Statements in the Board's Report and the Management Discussion & Analysis describing the Company's objectives, expectations or forecasts may be forward looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operation include global and domestic demand and supply conditions affecting selling prices of Raw Materials, Finished Goods, input availability and prices, changes in government regulations, tax laws, economic developments within and outside the country and various other factors. The current Covid 19 pandemic has also affected the operations of the Company.

The Management's Discussion and Analysis Report for the year under review, as stipulated under regulation 34 (3) and Part B of schedule V of the SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, is annexed to this report. **(Annexure G)**

### **ANNUAL EVALUATION OF THE PERFORMANCE OF THE BOARD, ITS COMMITTEES AND OF INDIVIDUAL DIRECTORS HAS BEEN MADE.**

During the year, the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

### **WHISTLE BLOWER POLICY/ VIGIL MECHANISM:**

In terms of provisions of Section 177 of the Companies Act, 2013, the Company has established an effective mechanism called Vigil Mechanism (Whistle Blower Mechanism). The mechanism under the Policy has been appropriately communicated within the organization. The purpose of this policy is to provide a framework to promote responsible whistle blowing by employees. It protects employees wishing to raise a concern about serious irregularities, unethical behavior, actual or suspected fraud within the Company by reporting the same to the Audit Committee.

Protected disclosure can be made by the whistle blower in a closed and secured envelope or send through e-mail to the Compliance Officer. During the year under review, no employee was denied access to the Audit Committee.

The Whistle Blower Policy/ Vigil Mechanism Policy is available on the website of the Company at [www.minalindustriesltd.com](http://www.minalindustriesltd.com)

\*Note – Due to some technical issues website of the company can't be reached hence the website of the company is not a functional website. Our technical support team is working on it.

**CORPORATE SOCIAL RESPONSIBILITY:**

The company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable for the period under review.

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

The information in accordance with the provisions of Section 134(3) (m) of the Companies Act, 2013 read with the Rule 8 of the Companies (Accounts) Rules, 2014 is given in **Annexure B** to this Report.

**INTERNAL AUDITORS:**

The Company has Appointed M/s. R. H. Modi & Co. as an Internal Auditor of the Company for the Financial Year 2020-21 as required under Section 138 of the Companies Act 2013.

**SECRETARIAL AUDITORS**

The Board has appointed HS Associates, Practicing Company Secretaries as the Secretarial Auditor of the Company for the financial year 2020-2021.

The secretarial Audit report (MR-3) of M/s. HS Associates for the period 2020-21 is annexed herewith as **Annexure-E**.

**COST AUDITORS:**

As per Section 148 read with Companies (Audit & Auditors) Rules, applicable to cost auditors, the company was not liable to appoint Cost auditors for the financial year 2020-21.

**INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY:**

**Minal Industries Limited** has a proper and adequate system of internal financial controls which includes the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to 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.

**PARTICULARS OF EMPLOYEES:**

There are no employees in the Company, who if employed throughout the financial year, were in receipt of remuneration, whose particulars if so employed, are required to be included in the report of the Directors in

accordance with the provisions of Rule 5 (2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

### **SUBSIDIARIES COMPANY'S:**

As on 31<sup>st</sup> March, 2021, Company has Following subsidiaries Companies.

1. Minal International FZE
2. MinalInfojewels Ltd
3. M/S RSBL Jewels

### **COMMITTEES OF THE BOARD:**

During the year, in accordance with the Companies Act, 2013, the Board re-constituted some of its Committees. There are currently three Committees of the Board, as follows:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee

### **DISCLOSURES UNDER SECTION 134 OF THE COMPANIES ACT, 2013:**

Except as disclosed elsewhere in the Annual Report, there have been no material changes and commitments, which can affect the financial position of the Company between the end of financial year and the date of this report.

### **COURT/TRIBUNAL ORDERS:**

Except for suspension of Trading by BSE vide order date 21<sup>st</sup> December 2015, there were no instances of any significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

### **RISK MANAGEMENT POLICY:**

The Board has adopted the Risk Management Policy based on the recommendation of the Risk Management Committee in order to assess, monitor and manage risk throughout the Company.

Risk is an integral part of the Company's business, and sound risk management is critical to the success of the organization.

Detailed information on risk management is provided in the Management Discussion and Analysis Report.

**ACKNOWLEDGEMENTS**

Your Directors take this opportunity to express their gratitude for the assistance and continued co-operation extended by Banks, Government authorities, clients, and suppliers. The Directors are pleased to record their sincere appreciation for the devotion and sense of commitment shown by the employees at all levels and acknowledges their contribution towards sustained progress and performance of your Company.

**By Order of the Board  
For MINAL INDUSTRIES LIMITED**

Sd/-

**SHRIKANT J PARIKH  
(CHAIRMAN & MANAGING DIRECTOR)  
(DIN 00112642)**

**DATE: 02<sup>nd</sup> September, 2021**

**PLACE: Mumbai**

## CONSERVATION OF ENERGY

**Report on Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo and forming part of Board's Report for the year ended 31<sup>st</sup> March, 2021.**

### (A) Conservation of Energy:

**(i) Steps taken or impact on conservation of energy:** The Company is taking adequate steps progressively on conservation of energy.

**(ii) Steps taken by the Company for utilizing alternate sources of energy:** The company is not making use of alternate sources of energy.

**(iii) Capital investment on energy conservation equipment's:** During the Financial year 2020-2021 the company has not spent amount on capital investment on energy conservation equipment's.

### (B) Technology absorption: -

|    |  |  |
|----|--|--|
| 1. | <b>Efforts made towards technology absorption</b>  | The company has installed certain precision equipment's.   |
| 2. | <b>The benefits derived like product improvement, cost reduction, product development or import substitution</b>   | The installed equipment's has resulted in enhanced production capacity and better-quality product at lower power consumption |
| 3. | <b>In case of imported technology (imported during the last three years reckoned from the beginning of the financial year:</b><br><br><b>a) the details of technology imported</b><br><br><b>b) the year of import</b><br><br><b>c) whether the technology been fully absorbed</b><br><br><b>d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof</b> | The company has not imported technology during the last three financial years.   |

### C. Foreign Exchange Earnings and Outgo:

| YEAR   | Amount in INR |           |
|--|---------------|-----------|
|  | 2020-2021     | 2019-2020 |
| <b>Foreign Exchange earned (CIF value of Imported Goods)</b> | NIL           | NIL       |
| <b>Foreign Exchange spent (FOB value of Exports)</b>         | NIL           | NIL       |



**Form No. MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
**as on the financial year ended on 31<sup>st</sup>March 2021**

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

|   |   |
|---|---|
| <b>I. REGISTRATION AND OTHER DETAILS:</b>                               |   |
| <b>i) CIN:-</b>   | <b>L32201MH1988PLC216905</b>  |
| <b>ii) Registration Date:-</b>  | <b>11/01/1988</b>   |
| <b>iii) Name of the Company:-</b>                                       | <b>MINAL INDUSTRIES LIMITED</b>   |
| <b>iv) Category / Sub-Category of the Company</b>                       | <b>Company Limited by Shares/<br/>Indian Non-Government Company</b>   |
| <b>v) Address of the Registered office and contact details: -</b>       | <b>Plot No. 16(P), 17-28 &amp; 29(P) Seepz, MIDC,<br/>Andheri (E) Mumbai - 400096<br/>Email ID: <a href="mailto:cmseepz@gmail.com">cmseepz@gmail.com</a>.<br/>Contact No.: 022-40707070</b>   |
| <b>vi) Whether listed company: -</b>                                    | <b>Yes</b>  |
| <b>vii) Name, Address and Contact details of Registrar and Transfer</b> | <b>MCS SHARE TRANSFER AGENT LTD,<br/>10, Aram Apartment, 12, Sampatrao Colony, B/H<br/>Laxmi Hall, Alkapuri,<br/>Vadodara 390 007<br/>Ph: - 0265-2314757 Fax: - 0265-2341639<br/>Email: - <a href="mailto:helpdeskbaroda@mcsregistrars.com">helpdeskbaroda@mcsregistrars.com</a>.</b> |

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

| Sl. No. | Name and Description of main products / services | NIC Code of the Product/ service | % to total turnover of the company |
|---------|--|----------------------------------|------------------------------------|
| 1.      | NA   | NA                               | Nil                                |

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: -

| S. NO | NAME AND ADDRESS OF THE COMPANY | CIN/GLN               | HOLDING/ SUBSIDIARY / ASSOCIATE | % of shares held | Applicable Section |
|-------|---------------------------------|-----------------------|---------------------------------|------------------|--------------------|
| 1     | Minal International FZE -UAE    | -                     | Subsidiary                      | 100              | 2 (87)             |
| 2     | Minal Infojewels Ltd            | U36912MH2010PLC267930 | Subsidiary                      | 49.4             | 2 (87)             |

## IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

### i) Category-wise Shareholding

| Category of Shareholders | No. of Shares held at the beginning of the year [As on 01-04-2020] |          |           |                   | No. of Shares held at the end of the year [As on 31-3-2021] |          |           |                   | % Change during the year |
|--------------------------|--|----------|-----------|-------------------|---|----------|-----------|-------------------|--------------------------|
|                          | Demat  | Physical | Total     | % of Total Shares | Demat   | Physical | Total     | % of Total Shares |                          |
| <b>A. Promoters</b>      |  |          |           |                   |   |          |           |                   |                          |
| <b>(1) Indian</b>        |  |          |           |                   |   |          |           |                   |                          |
| a) Individual/ HUF       | 75485205   | 39000000 | 114485205 | 59.66             | 75485205  | 39000000 | 114485205 | 59.66             | No Change                |
| b) Central Govt          | Nil  | Nil      | Nil       | Nil               | Nil   | Nil      | Nil       | Nil               | Nil                      |
| c) State Govt(s)         | Nil  | Nil      | Nil       | Nil               | Nil   | Nil      | Nil       | Nil               | Nil                      |
| d) Bodies Corp.          | Nil  | Nil      | Nil       | Nil               | Nil   | Nil      | Nil       | Nil               | Nil                      |
| e) Banks / FI            | Nil  | Nil      | Nil       | Nil               | Nil   | Nil      | Nil       | Nil               | Nil                      |
| f) Any other             | Nil  | Nil      | Nil       | Nil               | Nil   | Nil      | Nil       | Nil               | Nil                      |
| f(i) Directors           | Nil  | Nil      | Nil       | Nil               | Nil   | Nil      | Nil       | Nil               | Nil                      |
| F(ii) Directors Relative | Nil  | Nil      | Nil       | Nil               | Nil   | Nil      | Nil       | Nil               | Nil                      |
| <b>Sub-total (A) (1)</b> | 75485205   | 39000000 | 114485205 | 59.66             | 75485205  | 39000000 | 114485205 | 59.66             | No Change                |
|                          |  |          |           |                   |   |          |           |                   |                          |
| <b>(2) Foreign</b>       |  |          |           |                   |   |          |           |                   |                          |
|                          |  |          |           |                   |   |          |           |                   |                          |

|  |          |          |           |       |          |          |           |       |           |
|--|----------|----------|-----------|-------|----------|----------|-----------|-------|-----------|
| a) NRIs - Individuals  | Nil      | Nil      | Nil       | Nil   | Nil      | Nil      | Nil       | Nil   | Nil       |
| b) Other - Individuals   | Nil      | Nil      | Nil       | Nil   | Nil      | Nil      | Nil       | Nil   | Nil       |
| c) Bodies Corp.  | Nil      | Nil      | Nil       | Nil   | Nil      | Nil      | Nil       | Nil   | Nil       |
| d) Banks / FI  | Nil      | Nil      | Nil       | Nil   | Nil      | Nil      | Nil       | Nil   | Nil       |
| e) Any Other   | Nil      | Nil      | Nil       | Nil   | Nil      | Nil      | Nil       | Nil   | Nil       |
| Sub-total (A) (2)  | Nil      | Nil      | Nil       | Nil   | Nil      | Nil      | Nil       | Nil   | Nil       |
| Total Shareholding of promoter (A) = (A) (1) + (A) (2)                           | 75485205 | 39000000 | 114485205 | 59.66 | 75485205 | 39000000 | 114485205 | 59.66 | No Change |
| B. Public Shareholding   |          |          |           |       |          |          |           |       |           |
| 1. Institutions  | Nil      | Nil      | Nil       | Nil   | Nil      | Nil      | Nil       | Nil   | Nil       |
| a) Mutual Funds  | Nil      | Nil      | Nil       | Nil   | Nil      | Nil      | Nil       | Nil   | Nil       |
| b) Banks / FI  | Nil      | Nil      | Nil       | Nil   | Nil      | Nil      | Nil       | Nil   | Nil       |
| c) Central Govt  | Nil      | Nil      | Nil       | Nil   | Nil      | Nil      | Nil       | Nil   | Nil       |
| d) State Govt(s)   | Nil      | Nil      | Nil       | Nil   | Nil      | Nil      | Nil       | Nil   | Nil       |
| e) Venture Capital Funds   | Nil      | Nil      | Nil       | Nil   | Nil      | Nil      | Nil       | Nil   | Nil       |
| f) Insurance Companies   | Nil      | Nil      | Nil       | Nil   | Nil      | Nil      | Nil       | Nil   | Nil       |
| g) FIs   | Nil      | Nil      | Nil       | Nil   | Nil      | Nil      | Nil       | Nil   | Nil       |
| h) Foreign Venture Capital Funds   | Nil      | Nil      | Nil       | Nil   | Nil      | Nil      | Nil       | Nil   | Nil       |
| i) Others (specify)  | Nil      | Nil      | Nil       | Nil   | Nil      | Nil      | Nil       | Nil   | Nil       |
| Sub-total (B)(1):-   | Nil      | Nil      | Nil       | Nil   | Nil      | Nil      | Nil       | Nil   | Nil       |
| 2. Non-Institutions  |          |          |           |       |          |          |           |       |           |
| a) Bodies Corp.  |          |          |           |       |          |          |           |       |           |
| i) Indian  |          |          |           |       |          |          |           |       |           |
| ii) Overseas   | Nil      | Nil      | Nil       | Nil   | Nil      | Nil      | Nil       | Nil   | Nil       |
| b) Individuals   |          |          |           |       |          |          |           |       |           |
| i) Individual shareholders holding nominal share capital upto Rs. 2 lakh         | 7564146  | 335078   | 7899224   | 4.12  | 7648628  | 335078   | 7983706   | 4.16  | 0.04      |
| ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh | 3994318  | 43040000 | 47034318  | 24.51 | 3994318  | 43040000 | 47034318  | 24.51 | Nil       |
| c) Others (specify)  |          |          |           |       |          |          |           |       |           |
| Non Resident Indians   | 103789   | Nil      | 103789    | 0.05  | 103789   | Nil      | 103789    | 0.05  | Nil       |
| Bodies Corporate   | 2724436  | 18816670 | 21541106  | 11.23 | 2639956  | 18816670 | 21456626  | 11.18 | -0.05     |
| HUF  | 836178   | Nil      | 836178    | 0.44  | 836176   | Nil      | 836176    | 0.44  | Nil       |
| Foreign Nationals  | Nil      | Nil      | Nil       | Nil   | Nil      | Nil      | Nil       | Nil   | Nil       |

|   |          |           |           |        |          |          |           |        |           |
|---|----------|-----------|-----------|--------|----------|----------|-----------|--------|-----------|
| Clearing Members                            | Nil      | Nil       | Nil       | Nil    | Nil      | Nil      | Nil       | Nil    | Nil       |
| Trusts                                      | 830      | Nil       | 830       | Nil    | 830      | Nil      | 830       | Nil    | Nil       |
| Foreign Bodies - D R                        | Nil      | Nil       | Nil       | Nil    | Nil      | Nil      | Nil       | Nil    | Nil       |
| Sub-total (B)(2):-                          | 15223697 | 62191748  | 77415445  | 40.35  | 15223697 | 62191748 | 77415445  | 40.35  | Nil       |
| Total Public Shareholding (B)=(B)(1)+(B)(2) | 15223697 | 62191748  | 77415445  | 40.35  | 15223697 | 62191748 | 77415445  | 40.35  | Nil       |
| C. Shares held by Custodian for GDRs & ADRs | Nil      | Nil       | Nil       | Nil    | Nil      | Nil      | Nil       | Nil    | Nil       |
| Grand Total (A+B+C)                         | 90708902 | 101191748 | 191900650 | 100.00 | 90708902 | 84261748 | 191900650 | 100.00 | No Change |

**(ii) Shareholding of Promoters**

| Sr. 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 |  |
| 1       | Anila Shrikant Parikh     | 5742600                                   | 2.99                            | Nil   | 5742600                             | 2.99                            | Nil   | No change                                |
| 2       | Vikram Parikh             | 616550                                    | 0.32                            | Nil   | 616550                              | 0.32                            | Nil   | No change                                |
| 3       | JesingbhaiBadarmal Parikh | 108118055                                 | 56.34                           | Nil   | 108118055                           | 56.34                           | Nil   | No change                                |
| 4       | Akash Vikram Parikh       | 4000                                      | 0.00                            | Nil   | 4000                                | 0.00                            | Nil   | No change                                |
| 5       | Sona Akash                | 4000                                      | 0.00                            | Nil   | 4000                                | 0.00                            | Nil   | No change                                |
|         | <b>Total</b>              | <b>114485205</b>                          | <b>59.66</b>                    | <b>0</b>                                      | <b>114485205</b>                    | <b>59.66</b>                    | <b>0</b>                                      | <b>No change</b>                         |

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

| Sl. No. |                                  | 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 |
|         |                                  | No Change during the year                 |                                 |   |                                 |
|         | At the beginning of the year     |   |                                 |   |                                 |
|         | Change during the year(Purchase) |   |                                 |   |                                 |

|  |                        |  |
|--|------------------------|--|
|  | At the End of the year |  |
|  |                        |  |

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

| Sl. No. | For Each of the Top 10 Shareholders   | 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 |
| 1.      | <b>MAHENDRA CHANDULAL SHAH</b>  |   |                                  |   |                                  |
|         | At the beginning of the year  | 21000000                                  | 10.9432                          | 21000000                                | 10.9432                          |
|         | Change during the year  | No Change                                 | No Change                        | No Change                               | No Change                        |
|         | At the End of the year  | 21000000                                  | 10.9432                          | 21000000                                | 10.9432                          |
| 2.      | <b>CHAMPAK KIRTILAL MEHTA</b>   |   |                                  |   |                                  |
|         | At the beginning of the year  | 21000000                                  | 10.9432                          | 21000000                                | 10.9432                          |
|         | Change during the year  | No Change                                 | No Change                        | No Change                               | No Change                        |
|         | At the End of the year  | 21000000                                  | 10.9432                          | 21000000                                | 10.9432                          |
| 3.      | <b>AANISHKA CONSTRUCTION PVT LTD</b>  |   |                                  |   |                                  |
|         | At the beginning of the year  | 9829085                                   | 5.122                            | 9829085                                 | 5.122                            |
|         | Change during the year  | No Change                                 | No Change                        | No Change                               | No Change                        |
|         | At the End of the year  | 9829085                                   | 5.122                            | 9829085                                 | 5.122                            |
| 4.      | <b>AANYORA CONSTRUCTION PVT LTD</b>   |   |                                  |   |                                  |
|         | At the beginning of the year  | 8987585                                   | 4.6835                           | 8987585                                 | 4.6835                           |
|         | Change during the year  | No Change                                 | No Change                        | No Change                               | No Change                        |
|         | At the End of the year  | 8987585                                   | 4.6835                           | 8987585                                 | 4.6835                           |
| 5.      | <b>C MAHENDRACAPITAL LIMITED<br/>(Formerly C Mahendra Infrapower Limited)</b> |   |                                  |   |                                  |
|         | At the beginning of the year  | 1264150                                   | 0.6588                           | 1264150                                 | 0.6588                           |
|         | Change during the year  | No Change                                 | No Change                        | No Change                               | No Change                        |
|         | At the End of the year  | 1264150                                   | 0.6588                           | 1264150                                 | 0.6588                           |
| 6.      | <b>RAJESH GHOSH</b>   |   |                                  |   |                                  |
|         | At the beginning of the year  | 828000                                    | 0.4315                           | 828000                                  | 0.4315                           |
|         | Change during the year  | No Change                                 | No Change                        | No Change                               | No Change                        |
|         | At the End of the year  | 828000                                    | 0.4315                           | 828000                                  | 0.4315                           |
| 7.      | <b>VIKRAM JESINGBHAI PARIKH</b>   |   |                                  |   |                                  |
|         | At the beginning of the year  | 616550                                    | 0.3213                           | 616550                                  | 0.3213                           |
|         | Change during the year  | No Change                                 | No change                        | No Change                               | No change                        |
|         | At the End of the year  | 616550                                    | 0.3213                           | 616550                                  | 0.3213                           |
| 8.      | <b>MALABHAI SURYAKANT KARBHARI</b>  |   |                                  |   |                                  |
|         | At the beginning of the year  | 549430                                    | 0.2863                           | 549430                                  | 0.2863                           |
|         | Change during the year  | No Change                                 | No Change                        | No Change                               | No Change                        |
|         | At the End of the year  | 549430                                    | 0.2863                           | 549430                                  | 0.2863                           |
| 9.      | <b>SHREE MALLIKARJUN TRADINVEST</b>   |   |                                  |   |                                  |

| <b>PVT LTD</b> |                                     |                  |                  |                  |                  |
|----------------|-------------------------------------|------------------|------------------|------------------|------------------|
|                | <b>At the beginning of the year</b> | <b>547022</b>    | <b>0.2851</b>    | <b>547022</b>    | <b>0.2851</b>    |
|                | <b>Change during the year</b>       | <b>No Change</b> | <b>No Change</b> | <b>No Change</b> | <b>No Change</b> |
|                | <b>At the End of the year</b>       | <b>547022</b>    | <b>0.2851</b>    | <b>547022</b>    | <b>0.2851</b>    |
| <b>10.</b>     | <b>VIBHABEN MALABHAI KARBHARI</b>   |                  |                  |                  |                  |
|                | <b>At the beginning of the year</b> | <b>469565</b>    | <b>0.2447</b>    | <b>469565</b>    | <b>0.2447</b>    |
|                | <b>Change during the year</b>       | <b>No Change</b> | <b>No Change</b> | <b>No Change</b> | <b>No Change</b> |
|                | <b>At the End of the year</b>       | <b>469565</b>    | <b>0.2447</b>    | <b>469565</b>    | <b>0.2447</b>    |

**(v) Shareholding of Directors and Key Managerial Personnel:**

| <b>Sl. No.</b> | <b>For Each of the Directors and KMP</b>  | <b>Shareholding at the beginning of the year</b> |   | <b>Cumulative Shareholding during the year</b> |   |
|----------------|---|--|---|--|---|
|                |   | <b>No. of shares</b>                             | <b>% of total shares of the company</b> | <b>No. of shares</b>                           | <b>% of total shares of the company</b> |
| <b>1.</b>      | <b>MR. SHRIKANT JESINGBHAI PARIKH (D)</b> |  |   |  |   |
|                | <b>At the beginning of the year</b>       | <b>Nil</b>                                       | <b>Nil</b>                              | <b>Nil</b>                                     | <b>Nil</b>                              |
|                | <b>Change during the year</b>             | <b>Nil</b>                                       | <b>Nil</b>                              | <b>Nil</b>                                     | <b>Nil</b>                              |
|                | <b>At the End of the year</b>             | <b>Nil</b>                                       | <b>Nil</b>                              | <b>Nil</b>                                     | <b>Nil</b>                              |
| <b>2.</b>      | <b>MR. AMULBHAI JETHABHAI PATEL (D)</b>   |  |   |  |   |
|                | <b>At the beginning of the year</b>       | <b>Nil</b>                                       | <b>Nil</b>                              | <b>Nil</b>                                     | <b>Nil</b>                              |
|                | <b>Change during the year</b>             | <b>Nil</b>                                       | <b>Nil</b>                              | <b>Nil</b>                                     | <b>Nil</b>                              |
|                | <b>At the End of the year</b>             | <b>Nil</b>                                       | <b>Nil</b>                              | <b>Nil</b>                                     | <b>Nil</b>                              |
| <b>3.</b>      | <b>MR.SHANKAR PRASAD BHAGAT (D)</b>       |  |   |  |   |
|                | <b>At the beginning of the year</b>       | <b>Nil</b>                                       | <b>Nil</b>                              | <b>Nil</b>                                     | <b>Nil</b>                              |
|                | <b>Change during the year</b>             | <b>Nil</b>                                       | <b>Nil</b>                              | <b>Nil</b>                                     | <b>Nil</b>                              |
|                | <b>At the End of the year</b>             | <b>Nil</b>                                       | <b>Nil</b>                              | <b>Nil</b>                                     | <b>Nil</b>                              |
| <b>4.</b>      | <b>MRS. SONA AKASH PARIKH (D)</b>         |  |   |  |   |
|                | <b>At the beginning of the year</b>       | <b>4000</b>                                      | <b>0.00</b>                             | <b>4000</b>                                    | <b>0.00</b>                             |
|                | <b>Change during the year</b>             | <b>No Change</b>                                 | <b>No Change</b>                        | <b>No Change</b>                               | <b>No Change</b>                        |
|                | <b>At the End of the year</b>             | <b>4000</b>                                      | <b>0.00</b>                             | <b>4000</b>                                    | <b>0.00</b>                             |

**V. INDEBTEDNESS**

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

|  | <b>Secured Loans<br/>excluding deposits</b> | <b>Unsecured<br/>Loans</b> | <b>Deposits</b> | <b>Total<br/>Indebtedness</b> |
|--|---|----------------------------|-----------------|-------------------------------|
| <b>Indebtedness at the beginning of the financial year</b> |   |                            |                 |                               |
| <b>i) Principal Amount</b>                                 | --  | --                         | --              | --                            |
| <b>ii) Interest due but not paid</b>                       | --  | --                         | --              | --                            |
| <b>iii) Interest accrued but not due</b>                   | --  | --                         | --              | --                            |
| <b>Total(I +ii +iii)</b>                                   | --  | --                         | --              | --                            |
| <b>Change in Indebtedness during the financial year</b>    |   |                            |                 |                               |
| <b>Additions</b>   | --  | --                         | --              | --                            |
| <b>Deletions</b>   | --  | --                         | --              | --                            |
| <b>Net Change</b>  | --  | --                         | --              | --                            |
| <b>Indebtedness at the end of the financial year</b>       |   |                            |                 |                               |
| <b>i) Principal Amount</b>                                 | --  | --                         | --              | --                            |
| <b>ii) Interest due but not paid</b>                       | --  | --                         | --              | --                            |
| <b>iii) Interest accrued but not due</b>                   | --  | --                         | --              | --                            |
| <b>Total(i+ii+iii)</b>                                     | --  | --                         | --              | --                            |

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**A. Remuneration to Managing Director, Whole-Time Directors and/or Manager:**

No remuneration was paid therefore no details are given.

**B. Remuneration of other directors:**

No remuneration was paid therefore no details are given.

**C. Remuneration to Key Managerial Personnel other than MD/ Manager/ WTD**

| Sl. no. | Particulars of Remuneration  | Key Managerial Personnel |     |       |
|---------|--|--------------------------|-----|-------|
|         |  | *Mr                      | Ms. | Total |
| 1.      | <b>Gross salary</b>  |                          |     |       |
|         | <b>(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961</b> |                          |     |       |
|         | <b>(b) Value of perquisites u/s 17(2) Income-tax Act, 1961</b>                             | NIL                      | NIL | NIL   |

|    |  |     |     |     |
|----|--|-----|-----|-----|
|    | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | NIL | NIL | NIL |
| 2. | Stock Option   | NIL | NIL | NIL |
| 3. | Sweat Equity   | NIL | NIL | NIL |
| 4. | Commission<br>- as % of profit   | NIL | NIL | NIL |
|    | - others, specify...   | NIL | NIL | NIL |
| 5. | Others, please specify   | NIL | NIL | NIL |
|    | Total  |     |     |     |

**VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:**

| Type                                | Section of the Companies Act | Brief Description | Details of Penalty/Punishment/ Compounding fees imposed | Authority [RD/NCLT/COURT] | Appeal, if any (give details) |
|-------------------------------------|------------------------------|-------------------|---|---------------------------|-------------------------------|
| <b>A. COMPANY</b>                   |                              |                   |   |                           |                               |
| Penalty                             | -----                        | -----             | -----   | -----                     | -----                         |
| Punishment                          | -----                        | -----             | -----   | -----                     | -----                         |
| Compounding                         | -----                        | -----             | -----   | -----                     | -----                         |
| <b>B. DIRECTORS</b>                 |                              |                   |   |                           |                               |
| Penalty                             | -----                        | -----             | -----   | -----                     | -----                         |
| Punishment                          | -----                        | -----             | -----   | -----                     | -----                         |
| Compounding                         |                              |                   |   |                           |                               |
| <b>C. OTHER OFFICERS IN DEFAULT</b> |                              |                   |   |                           |                               |
| Penalty                             | -----                        | -----             | -----   | -----                     | -----                         |
| Punishment                          | -----                        | -----             | -----   | -----                     | -----                         |
| Compounding                         | -----                        | -----             | -----   | -----                     | -----                         |

By Order of the Board  
For MINAL INDUSTRIES LIMITED  
Sd/-  
**SHRIKANT J PARIKH**  
(CHAIRMAN & MANAGING DIRECTOR)  
(DIN 00112642)

DATE: 02<sup>nd</sup> September, 2021

PLACE: Mumbai



**Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures**

**Part "A": Subsidiaries**

**(Information in respect of each subsidiary to be presented with amounts in Rs.)**

| <b>Sr No.</b> | <b>Particulars</b>  |                                |                             |
|---------------|---|--------------------------------|-----------------------------|
| 1             | Name of the subsidiary  | <b>MINAL INTERNATIONAL FZE</b> | <b>Minal Infojewels Ltd</b> |
| 2             | Reporting period for the subsidiary concerned, if different from the holding company's reporting period | 01.04.2020 to 31.03.2021       | 01.04.2020 to 31.03.2021    |
| 3             | Share capital   | <b>18,37,500</b>               | <b>25,00,00,000</b>         |
| 4             | Reserves & surplus  | <b>-59,21,768</b>              | <b>-11,30,78,370</b>        |
| 5             | Total assets  | <b>3,10,47,146</b>             | <b>62,30,40,006</b>         |
| 6             | Total Liabilities   | <b>3,27,12,122</b>             | <b>48,61,18,376</b>         |
| 7             | Investments   | -                              | -                           |
| 8             | Turnover  | -                              | <b>14,00,33,189</b>         |
| 9             | Loss before taxation  | <b>-20,65,552</b>              | <b>-5,69,11,023</b>         |
| 10            | Provision for taxation  | -                              | <b>-37,18,990</b>           |
| 11            | Loss after taxation   | <b>-20,65,552</b>              | <b>-5,31,92,032</b>         |
| 12            | Proposed Dividend   | -                              | -                           |
| 13            | % of shareholding   | <b>100%</b>                    | <b>49.4%</b>                |

**Notes:** The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations
2. Names of subsidiaries which have been liquidated or sold during the year.

**Part “B”: Associates and Joint Ventures**

**Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures**

| <b>Name of associates / Joint Ventures</b>                                    | <b>C Mahendra Infojewels Limited</b> |
|---|--------------------------------------|
| I. Latest audited Balance Sheet Date  | 31 <sup>st</sup> March, 2021         |
| II. Shares of Associate / Joint Ventures held by the Company on the year end  | <b>NA</b>                            |
|   |                                      |
| Amount of Investment in Associates / Joint Venture                            | <b>4,22,50,000</b>                   |
|   |                                      |
| III. Description of how there is significant influence                        | <b>NA</b>                            |
| IV. Reason why the associate / Joint Venture is not consolidated              | <b>NA</b>                            |
| V. Net worth attributable to shareholding as per latest audited Balance Sheet | <b>NA</b>                            |
| VI.   | <b>NA</b>                            |
| <b>a.</b> Considered in Consolidation   | <b>NA</b>                            |
| <b>b.</b> Not Considered in Consolidation                                     | <b>NA</b>                            |

- 1. Names of associates or joint ventures which are yet to commence operations.**
- 2. Names of associates or joint ventures which have been liquidated or sold during the year.**

**Note:** This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

**FORM NO. AOC - 2**

[Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies(Accounts) Rules, 2014]

Form for disclosure of particulars of contracts / arrangements entered into by the Company with the related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms-length transactions under third proviso thereto.

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

All transactions are at Arm's Length Price.

**Details of contracts or arrangements or transactions at arm's length basis:**

No Transaction during the year under review.

**Notes:** The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations
2. Names of subsidiaries which have been liquidated or sold during the year.

**By Order of the Board  
For MINAL INDUSTRIES LIMITED**

**Sd/-  
SHRIKANT J PARIKH  
(CHAIRMAN& MANAGING DIRECTOR)  
(DIN 00112642)**

**DATE: 02<sup>nd</sup> September, 2021  
PLACE: Mumbai**

**SECRETARIAL AUDIT REPORT**

**Secretarial Audit Report**

**Form No. MR-3**

**For Financial Year Ended On 31<sup>st</sup> March, 2021.**

**[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To,  
The Members,  
**Minal Industries Limited.**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Minal Industries 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 our opinion thereon.

Based on our verification of the Company, 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 year covering the financial year ended on 31<sup>st</sup> March, 2021, 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 the books, papers and minute books, Forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March 2021, to the extent applicable provisions of:

- I. The Companies Act, 2013 ("**The Act**") and the Rules made thereunder, as applicable;
- 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 thereunder 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**") were applicable during the period: -
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

- c. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;

Except as mentioned elsewhere in this Report, the Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited

**We further report** that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test – check basis, the Company has no operations, hence, majority of specific laws are not applicable to the company except Income Tax Act, 1961.

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

Secretarial Standards 1 and 2 as issued and revised by the Institute of Company Secretaries of India with effect from 1<sup>st</sup> October, 2017

- i) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015

During the year under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards and Listing Agreement/Obligations as mentioned elsewhere in this report, subject to the following observations:

1. The company has not appointed Company Secretary for the financial year 2020-21 as required under section 203 read with rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Further in terms of Regulation 6(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the compliance officer is not a qualified company secretary. Thus the financial statements have not been authenticated by a whole time Company Secretary under Section 203 of the Companies Act 2013.
2. The unpaid dividend amount of Rs.1,84,481 (One Lakh Eighty-Four Thousand Four Hundred and Eighty-One Only) which was required to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act 2013 and the rules made thereunder has not been transferred.
3. During the period under review, the promoters of the Company holds 11,44,85,205 (Eleven Crores Forty-Four Lakhs Eighty-Five Thousand Two Hundred and Five Only) equity shares out of which 7,54,85,205 (Seven Crores Fifty-Four Lakhs Eighty-Five Thousand Two Hundred and Five Only) equity shares are in demat form i.e.65.94% of Total shareholding of Promoter. Thus in terms of Regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 100% of the Promoters Shareholding is not in demat mode.
4. Pursuant to Section 101 of the Companies Act, 2013 and Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 there is a delay in submission of Notice of AGM and Annual Report of the Company for the financial Year 2019-20.
5. The Chairman of the Audit Committee was not present at Annual general meeting as per Regulation 18(1)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
6. Company has not maintained structural database as per SEBI Circular SEBI/HO/CFD/DCR1/CIR/P/2018/85.

7. Pursuant to Section 39(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has not transferred unclaimed shares to separate suspense account.
8. Pursuant to Regulation 33(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, there is a delay in submission of financial results for the Last Quarter of F.Y. 2019-20 (87 days), First Quarter of F.Y. 2020-21 (177 days) and Second Quarter of F.Y. 2020-21 (151 days).
9. There is a delay of 21 days in submission of disclosure of Large Corporate Entity.

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.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes took place during the year under review.

Adequate notice was not given to all Directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance as per LODR, 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.

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;

- At 32<sup>nd</sup> Annual General meeting of the Company held on 26<sup>th</sup> December 2020; Shareholder pass the following resolutions –
  1. Shareholder passed resolution to increase Borrowing limits in excess of limit specified under section 180(1)(c).
  2. Shareholder passed resolution to Grant a loan represented by way of book debt (The “Loan”) to, and/or giving of guarantee(S), and/or providing of security (ies) under section 185 of the Companies Act 2013.
  3. Shareholder passed resolution for making investment(s), loans, guarantees and security in excess of limits specified under section 186 of companies act, 2013.
  4. Shareholder had passed resolution to take approval of related party transactions up to the maximum limits as specified with the related parties:

- The Company shares are suspended for trading on Bombay Stock Exchange w.e.f. 21<sup>st</sup> December, 2015.

This report is to be read with our letter of even date which is annexed as Annexure – I and forms an integral part of this report.

**HS Associates  
Company Secretaries**

**Prakash Naringrekar  
ACS No:5941  
CP No:18955  
UDIN: A005941C000881343  
Date:02<sup>nd</sup> September, 2021  
Place: Mumbai**

**Annexure- I to the Secretarial Auditors Report for the financial year ended March 31, 2021.**

To,  
The Members,  
**MINAL INDSUTRIES LIMITED.**

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records 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 the 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.
4. Where ever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the 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 efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. This report is based on the data received from the company partially through electronic mode as physical verification of the data and corresponding documents from the month of February 2021 could not be accessed during the course of audit due to the ongoing nationwide lockdown on account of COVID-19 pandemic.

**HS Associates  
Company Secretaries**

**Prakash Naringrekar  
ACS No:5941  
CP No:18955  
UDIN: A005941C000881343  
Date:02<sup>nd</sup> September, 2021  
Place: Mumbai**



**CORPORATE GOVERNANCE REPORT**

The Board present the Company's Report on Corporate Governance for the year ended 31<sup>st</sup> March 2021, in terms of Regulation 34(3) read with schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation").

The Corporate Governance Report of the Company for the year ended 31<sup>st</sup> March 2021 is as follows:

**1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:**

The Company recognizes that good Corporate Governance is a continuing exercise and reiterates its commitment to achieve highest standards of Corporate Governance in the overall interest of all the stakeholders. One of the core missions of the Company is to achieve excellence in all spheres, be it profitability, growth in market share, superior quality of services to the satisfaction of the stakeholders through an efficient and effective code of governance. Company believes that sound Corporate Governance is critical to enhance and retain investors trust and faith in the Company.

**2. BOARD OF DIRECTORS:**

The Board of Directors ('the Board') plays a crucial role in overseeing how the management serves the short and long-term interests of shareholders and other stakeholders. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board.

The Directors of your Company are persons of integrity and bring to the Board a wide range of knowledge, experience, diversity of thought and skills. The Board effectively carries out its responsibilities like providing strategic guidance to the Company, code of conduct for the executives, disclosure of information about their concerns and interests, adherence to the Code of Conduct etc. and the Board applies high ethical standards and acts with due diligence, care and in the best interest of the Company and its stakeholders.

The Board of Directors are entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with requisite powers, authorities and duties.

**a. Composition of the Board and Category of Director:**

The Company has a judicious mix of Executive, Non- Executive and Independent Directors to ensure proper governance and management. As on 31<sup>st</sup> March 2021 the Board comprised of Four of which, One (1) Executive Director, One (1) Non-Executive Director and Two (2) Independent Directors. Further Mr. Shrikant Jesinglal Parikh, a Managing Director heading the Board as Chairman. As on 31<sup>st</sup> March 2021, the Independent Directors of the Company, have confirmed that they satisfy the

criteria of independence as prescribed under Reg. 16 (1) (b) of SEBI (LODR) Regulations 2015 and Companies Act, 2013.

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company and its subsidiaries. In case of business exigencies, the Board's approval is taken through circular resolutions.

The notice and detailed agenda along with the relevant notes and other material information are not sent in advance separately to each Director and in exceptional cases tabled at the Meeting with the approval of the Board. This ensures timely and informed decisions by the Board. The Board reviews the performance of the Company vis-à-vis the budgets/targets.

The details of each member of the Board as on March 31, 2021, along with the number of Directorship(s)/ Committee Membership(s)/ Chairmanship(s) are provided herein below:

| Name of the Director & DIN                  | Category   | Number of Shares held | Number of Directorship in other Public Limited Companies * | Number of Membership/ Chairmanship in Committees of Boards of other Public Limited Companies# |           | Names of other Listed Companies in which he/she holds Directorship and category of Directorship |
|---|--|-----------------------|--|---|-----------|---|
|   |  |                       |  | As Chairman   | As Member |   |
| Mr. Shrikant Jesinglal Parikh(DIN:00112642) | Executive, Chairman & Managing Director            | -                     | -  | -   | -         | NIL   |
| Mr. Amulbhai Jethabhai Patel (DIN:00183464) | Non-Executive - Independent Director               | -                     | -  | -   | -         | NIL   |
| Mr. Shankar Prasad Bhagat (DIN:01359807)    | Non-Executive - Independent Director               | -                     | -  | -   | -         | Rushil Décor Ltd.   |
| Ms. Sona Akash Parikh (DIN:03283751)        | Promoter, Non-Executive - Non Independent Director | 4,000                 | -  | -   | -         | NIL   |

**b. Independent Director:**

In opinion of the Board, the Independent Directors fulfill the conditions of independence specified in Section 149 and Schedule IV of the Companies Act, 2013 and Regulation 16 (1) (b) of the Listing Regulation and are independent of the management. A formal letter of appointment to Independent Director as provided in Companies Act, 2013 and the Listing Regulation has been issued on their appointment.

**c. Disclosure of Relationships between Directors Inter-se** Mr. Shrikant Parikh is the Managing Director & Chairman and is related to Mrs. Sona Parikh being a relative as per Companies Act, 2013 Mr. Amulbhai Patel is a Non-Executive Independent Director and is not related to any of the other Members of the Board of Directors

Mr. Shankar Bhagat is a Non-Executive Independent Director and is not related to any of the other Members of the Board of Directors.

Mrs. Sona Parikh is a Non-Executive Director and she is Daughter in law of Mr. Shrikant Parikh.

**d. Meetings of the Board :**

During the financial year 2020-21, the Board met 6(Six) during the year. The meetings were held on 02.06.2020, 11.06.2020, 17.09.2020, 22.10.2020, 04.12.2020, 08.02.2021 and the intervening gap between two meetings did not exceed one hundred twenty days between any two-consecutive meeting.

The required quorum was present at all the above Board Meetings and all Resolutions are approved unanimously/ with requisite majority and recorded in the minutes. There was no instance of Adjournment of any of the said Meetings. The Board periodically reviews and discussed the performance of the Company, its future plans, strategies and other pertinent issues relating to the Company.

The minutes of proceedings of each board meetings are maintained in terms of statutory provisions. Meetings of various committees are held properly. The minutes of the Committee Meetings were periodically placed before the Board.

| Name of the Director & DIN                   | Attendance at Board Meeting during FY 2020-21 |                             | Attendance at Last AGM held on 26 <sup>TH</sup> December 2020 |
|--|---|-----------------------------|---|
|  | Number of Board Meetings held                 | Number of Meetings attended |   |
| Mr. Shrikant Jesinglal Parikh (DIN:00112642) | 6   | 6                           | Yes   |
| Mr. Amulbhai Jethabhai                       | 6   | 6                           | Yes   |

|  |   |   |     |
|--|---|---|-----|
| Patel (DIN:00183464)                     |   |   |     |
| Mr. Shankar Prasad Bhagat(DIN: 01359807) | 6 | 6 | No  |
| Ms. Sona Akash Parikh (DIN: 03283751)    | 6 | 6 | Yes |

**Date-wise attendance at Board Meeting:**

| Name of the Director & DIN                   | 02/06/2020 | 11/06/2020 | 17/09/2020 | 22/10/2020 | 04/12/2020 | 08/02/2021 |
|--|------------|------------|------------|------------|------------|------------|
| Mr. Shrikant Jesinglal Parikh (DIN:00112642) | Yes        | Yes        | Yes        | Yes        | Yes        | Yes        |
| Mr. Amulbhai Jethabhai Patel (DIN:00183464)  | Yes        | Yes        | Yes        | Yes        | Yes        | Yes        |
| Mr. Shankar Prasad Bhagat (DIN:01359807)     | Yes        | Yes        | Yes        | Yes        | Yes        | Yes        |
| Ms. Sona Akash Parikh (DIN:03283751)         | Yes        | Yes        | Yes        | Yes        | Yes        | Yes        |

**e. Familiarization Programme for Independent Directors:**

At the time of appointing an Independent Director, a formal letter of appointment is given to him/her, which inter alia explains the role, function, duties and responsibilities to be performed by him/her as a Director of the Company. He also explained in detail the Compliance required from him/her under Companies Act, 2013, Listing Regulation and other various statutes and an affirmation is obtained. Further, on an ongoing basis as a part of Agenda of Board / Committee Meetings, presentations by internal auditors on financials and internal financial controls, are regularly made to the Independent Directors on various matters inter-alia covering the Company's and its subsidiaries/associates businesses and role, rights, responsibilities of the Independent Directors under various statutes and other relevant matters.

The details of Familiarization Programme imparted to Independent Directors, have been hosted on website of the Company [www.minalindustriesltd.com](http://www.minalindustriesltd.com).

\*Note - Due to some technical issues website of the company can't be reached hence it is not functional website. Our technical support team is working on it.

**f. Chart or matrix setting out skills/expertise/competence of the Board of Directors**

**In terms of requirement of Listing Regulations, 2015, the Board has identified the following core skills / expertise /competencies of the Directors in the context of the Company's business for effective functioning as given below:**

| Sr. No. | Areas of expertise required                | Description   | Skill areas actually available with the Board |
|---------|--|---|---|
| 1       | Experience of crafting Business Strategies | Experience in developing long-term strategies to grow consumer business, consistently, profitably, competitively and in a sustainable manner in diverse business environments and changing economic conditions. | Yes   |
| 2       | Governance, Risk and Compliance            | Experience in the application of Corporate Governance principles. Ability to identify key risks to the Company in a wide range of areas including legal and regulatory compliance.                              | Yes   |
| 3       | Finance and Accounting experience          | Comprehensive understanding of financial accounting, reporting and controls and analysis.   | Yes   |
| 4       | Sales, Marketing & Brand building          | Experience in developing strategies to grow sales and market share, build brand awareness and equity, and   | Yes   |

|   |  |   |     |
|---|--|---|-----|
|   |  | enhance enterprise reputation.  |     |
| 5 | Understanding of Consumer and Customer Insights in diverse environments and conditions | Experience of having managed organisations with large consumer / customer interface in diverse business environments and economic conditions which helps in leveraging consumer insights for business benefits. | Yes |

### Expertise/ Skills of Directors

| Name of the Director & DIN                      | Expertise/ Skills                          |                                  |                                   |                                   |  |
|---|--|----------------------------------|-----------------------------------|-----------------------------------|--|
|   | Experience of crafting Business Strategies | Governance , Risk and Compliance | Finance and Accounting experience | Sales, Marketing & Brand building | Understanding of Consumer and Customer Insights in diverse environments and conditions |
| Mr. Shrikant Jesinglal Parikh<br>(DIN:00112642) | Yes  | Yes                              | Yes                               | Yes                               | Yes  |
| Mr. Amulbhai Jethabhai Patel<br>(DIN: 00183464) | Yes  | Yes                              | Yes                               | Yes                               | Yes  |
| Mr. Shankar Prasad Bhagat<br>(DIN:01359807)     | Yes  | Yes                              | Yes                               | Yes                               | Yes  |
| Ms. Sona Akash Parikh<br>(DIN:03283751)         | Yes  | Yes                              | Yes                               | Yes                               | Yes  |

### **g. Separate Meeting of Independent Directors:**

The terms and conditions of appointment of the independent directors are disclosed on the website of the Company.

As stipulated by the Code for Independent Directors under the Companies Act, 2013 and Regulation 25(3) of the Listing Regulations, a separate meeting of Independent Directors was held on Monday, 08<sup>th</sup> February, 2021 to discuss:

- Evaluation of the performance of Non-Independent Directors and the Board as a whole;
- Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors;
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors of the Company attended the Meeting of Independent Directors held on February 08, 2021. The Independent Directors expressed their satisfaction to the desired level on the governance of the Board.

There is no such case of resignation of an Independent Director who resigns before the expiry of his/her tenure.

\*Note – Due to some technical issues website of the company can't be reached hence it is not functional website. Our technical support team is working on it.

### **COMMITTEES OF THE BOARD:**

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The minutes of the meetings of all Committees are placed before the Board for review. The Board Committees can request special invitees to join the meeting, as appropriate. The Board has currently established the following Committees:

Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee

### **3. Audit Committee:**

#### **a. Terms of Reference of the Committee**

Your Company has an Audit Committee in compliance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations. The terms of reference & powers of the Audit Committee are prescribed under Part C of Schedule II of The SEBI (LODR) Regulations, 2015 which inter alia, include the following:

## **Powers of the Audit Committee**

- 1) To investigate any activity within its terms of reference.
- 2) To seek information from any employee.
- 3) To obtain outside legal or other professional advice.
- 4) To secure attendance of outsiders with relevant expertise, if it considers necessary.

## **Terms of reference / role of the Audit Committee:**

- 1) Oversight of the Company's Financial Reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- 2) Recommendation for appointment, remuneration and terms of appointment of auditors of the company.
- 3) Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors.
- 4) Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - a) Matters required being included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub section 3 of section 134 of the Companies Act, 2013.
  - b) Changes, if any, in accounting policies and practices and reasons for the same.
  - c) Major accounting entries involving estimates based on the exercise of judgments by the management.
  - d) Significant adjustments made in the financial statements arising out of Audit findings.
  - e) Compliance with the listing and other legal requirements relating to financial statements.
  - f) Disclosure of Related Party Transactions.
  - g) Review of the Draft Statutory Audit Report.
- 5) Review with the management, the quarterly financial statements before submission to the Board for approval.
- 6) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, right issue, preferential issue, etc., the statement of fund utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- 7) Review and monitor the auditor's independence and performance, and effectiveness of audit process.
- 8) Approval or any subsequent modification of transactions of the company with related parties.
- 9) Scrutiny of inter-corporate loans and investments.
- 10) Valuation of undertakings or assets of the company, whenever it is necessary.
- 11) Evaluation of internal financial controls and risk management systems.
- 12) Review with the management, the performance of Statutory and Internal Auditors, adequacy of Internal Control Systems.
- 13) Review the adequacy of Internal Audit function, including the structure of the internal audit department, staffing and seniority of the officials heading the department, coverage and frequency of the Internal Audit.
- 14) Discussion with Internal Auditors, any significant findings and follow up thereon.
- 15) Reviewing the finding of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- 16) Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit



as well as post-audit discussion to ascertain any area of concern.

- 17) To look into the reasons for substantial defaults, if any, in payment to the depositors, debenture holders, shareholders (in case of dividend) and creditors.
- 18) To review the functioning of the Whistle Blower Mechanism.
- 19) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that functions after assessing the qualifications, experience and background, etc. of the candidate.
- 20) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- 21) To review the following information:
  - a) The management discussion and analysis of financial conditions and results of operations.
  - b) Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management.
  - c) Management letters/letters of internal control weaknesses issued by the Statutory Auditors.
  - d) Internal Audit Reports relating to internal controls and weaknesses, and
  - e) The appointment, removal and terms of remuneration of Chief internal auditors shall be subject to review by the Audit Committee.

In addition to the aforesaid, the Committee also looks into the matters as are specifically referred to it by the Board of Directors besides looking into the mandatory requirements of the Listing Regulations as amended from time to time and that of the Act.

#### **b. Composition of Committee, Meetings and Attendance**

The Committee comprises of 3 (Three) Directors out of which 2 (Two) are Non-Executive Independent Directors and one is a Non-Executive Director. All the Members of the Committee are financially literate and have ability to read and understand financial statements.

During the year, 5 (Five) Meetings of the Committee were held on June 02, 2020, September 17, 2020, October 10, 2020, December 12, 2020 and February 02, 2021

Mr. Shankar Prasad Bhagat is the Chairman of the Committee and was not present at the last Annual General Meeting of the Company held on December 26, 2020.

The Composition of the Committee and members' attendance at the Meeting are as under:

| Name                         | Category                            | Designation | Attendance at Committee Meeting during FY 2020-21 |                             |
|------------------------------|-------------------------------------|-------------|---|-----------------------------|
|                              |                                     |             | Number of Meetings held                           | Number of Meetings attended |
| Mr. Shankar Prasad Bhagat    | Non-Executive, Independent Director | Chairman    | 5   | 5                           |
| Mr. Amulbhai Jethabhai Patel | Non-Executive, Independent Director | Member      | 5   | 5                           |

|                       |   |        |   |   |
|-----------------------|---|--------|---|---|
| Ms. Sona Akash Parikh | Non-Executive,<br>Non-Independent<br>Director | Member | 5 | 5 |
|-----------------------|---|--------|---|---|

All the above meetings were held at the Corporate Office of the Company at Mumbai. The gap between none of the two meetings was more than 120 days. The necessary quorum was present at all the meetings. There was no instance of Adjournment of any of the said Meetings.

The key risks and mitigating actions are also placed before the Audit Committee of the Company. Significant audit observations and follow up actions thereon are reported by the Committee. The Committee reviews adequacy and effectiveness of the Company's Internal Control Environment and monitors the implementation of audit recommendations, including those relating to strengthening of the Company's risk management policies and systems.

The Chairman of the Audit Committee was not present at the Company's 32<sup>nd</sup> Annual General Meeting (AGM) held on December 26, 2020 to answer the shareholders' queries.

#### 4. Nomination and Remuneration Committee:

The Nomination and Remuneration Committee (NRC) is constituted in accordance with provisions of sub section (1) of Section 178 of the Companies Act, 2013 and Regulation 19 (4) read with Part-D of Schedule-II of Listing Obligations and Regulations. It comprises of 2 (Two) Non-executive Independent Directors and one Non Executive Non Independent Director. The Chairman of Committee - Mr. Shankar Prasad Bhagat is an Independent Director and was not present at the last Annual General Meeting of the Company held on December 26, 2020.

##### a. Terms of Reference of the Committee inter alia include the following:

- I. The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Regulation 19 read with Part D (A) of Schedule II of SEBI Listing Regulations, read with Section 178 of the Companies Act, 2013.
- II. The broad terms of reference of the nomination and remuneration committee are as under:
  - Recommend to the Board, the set up and composition of the Board and its committees, including the "formulation of the criteria and for determining qualifications, positive attributes and independence of a director." The Committee will consider periodically reviewing the composition of the Board with the objective of achieving an optimum balance of size, skills, Independence, knowledge, age, gender and experience.
  - Recommend to the Board the appointment or reappointment of directors.
  - Recommend to the Board the Appointment of Key Managerial Personnel ("KMP" as defined by the Act) and executive team members of the Company (as defined by the committee).
  - Carry out an evaluation of every director's performance and support the Board, its committees and individual directors in evaluation of the performance of the Board, its committees and individual directors. This shall include "Formulation of criteria for evaluation of Independent Directors and the Board". Additionally the Committee may also oversee the performance review process of the KMP and executive team of the Company.
  - Recommend to the Board the Remuneration Policy for directors, executive team or Key Managerial Personnel as well as the rest of the employees.
  - On an annual basis, recommend to the Board the remuneration Policy for directors, and oversee

the remuneration to executive team or Key Managerial Personnel of the Company.

- Oversee the familiarisation programmes for directors.
- Oversee the Human Resource philosophy, Human Resource and People strategy and Human Resource practices including those for leadership development, rewards and recognition, talent management and succession planning (specifically for the board, Key Managerial Personnel and executive team).
- Performing such other duties and responsibilities as may be consistent with the provisions of the committee charter.

### Composition of Committee, Meeting and Attendance

As on March 31, 2021, the Committee comprises of 3 (Three) Directors namely Mr. Shankar Prasad Bhagat, Mr. Amulbhai Jethabhai Patel and Ms. Sona Akash Parikh

During the year, 2(Two) Committee Meetings were held on 04<sup>th</sup> December, 2020 and 08<sup>th</sup> February, 2021. The Composition of the Committee and Member's attendance at the Meeting are as under:

| Name                         | Category                                | Designation | Attendance at Committee Meeting during FY 2020-21 |                            |
|------------------------------|---|-------------|---|----------------------------|
|                              |   |             | Number of Meeting held                            | Number of Meeting attended |
| Mr. Shankar Prasad Bhagat    | Non-Executive, Independent Director     | Chairman    | 2   | 2                          |
| Mr. Amulbhai Jethabhai Patel | Non-Executive Independent Director      | Member      | 2   | 2                          |
| Ms. Sona Akash Parikh        | Non-Executive, Non-Independent Director | Member      | 2   | 2                          |

### Remuneration policy:

Remuneration policy of the Company is designed to create a high-performance culture. It enables the Company to attract, retain and motivate employees to achieve results. Our business model promotes customer centricity and requires employee mobility to address project needs. The remuneration policy supports such mobility through pay models that are compliant to local regulations. The remuneration structure is tailored to the regulations, practices and benchmarks prevalent in the industry.

The Company pays remuneration by way of salary, benefits, perquisites and allowances (fixed component) and commission (variable component) to its managing director and the executive directors.

NRC decides on the commission payable to the managing director and the executive directors out of the profits for the financial year and within the ceilings prescribed under the Act based on the performance of the Company as well as that of the managing director and each executive director.

The Remuneration policy of the Company is available on the website of the Company at [www.minalindustriesltd.com](http://www.minalindustriesltd.com).

Note – Due to some technical issues website of the company can't be reached hence it is not functional website. Our technical support team is working on it.

### **Criteria for Performance Evaluation of Independent Directors**

Pursuant to the provisions of the Companies Act, 2013 and the applicable provisions of the Listing Regulations, the Annual Performance Evaluation was carried out for the financial year 2020 - 21 by the Board in respect of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration, Stakeholders' Relationship. A structured questionnaire covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance was prepared after taking into consideration the Guidance note issued by SEBI vide circular no, CMD/CIR/P/2017/004 dated 05.01.2017.

The criteria for performance evaluation of Independent Directors cover the areas relevant to the functioning of the Independent Director such as preparation, participation, conduct and effectiveness. The performance evaluation of Independent Directors was done by the entire Board of Directors and during the evaluation the Director(s) who is subject to evaluation did not participate.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such as guidance/ support to management outside Board/ Committee meetings, degree of fulfilment of key responsibilities, effectiveness of meetings etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The Directors expressed their satisfaction with the evaluation process.

## **5. REMUNERATION OF DIRECTORS**

### **Formulation of Nomination and Remuneration Policy:**

The Nomination and Remuneration Committee shall ensure that –

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- Remuneration to directors, KMPs and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

### **Pecuniary transactions with Non-Executive Directors**

During the year under review, there were no pecuniary transactions with any of the Non-Executive Director of the Company. A declaration to this effect is also submitted by all the Directors at the beginning of each financial year. The register of Contracts is maintained by the Company under Section 189 of the Companies Act, 2013. The register is signed by all the directors present at the respective Board meetings.

## 6. Stakeholders Relationship Committee:

The composition of the Stakeholders' Relationship Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations.

The Committee is responsible for addressing the investor complaints and grievances. The Committee meets on a periodic basis to address the investor complaints like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc.

**Terms of reference / role of the Committee** inter alia include the following:

- 1) Review / Resolve Investors' queries and complaints.
- 2) Review of corporate actions, if any.
- 3) Review of documents submitted to Stock Exchanges.
- 4) Review of documents processed by Registrar and Transfer Agents.
- 5) Any other matters assigned to it with relation to the Companies Act, 2013 and Listing Regulations.

### Composition of Committee, Meeting and Attendance

As on March 31, 2021, the Committee comprises of 3 (Three) Directors namely Ms. Sona Akash Parikh (Chairman), Mr. Shankar Prasad Bhagat and Mr. Amulbhai Jethabhai Patel. The Committee is chaired by a Non-Executive Non Independent Director – Ms. Sona Akash Parikh

During the year, 5 (Five) Committee Meetings were held on 02<sup>nd</sup> June, 2020, 17<sup>th</sup> September, 2020, 22<sup>nd</sup> October, 2020, 04<sup>th</sup> December, 2020 and 08<sup>th</sup> February, 2021. The Composition of the Board and Member's attendance at the Meeting are as under.

| Name                          | Category                               | Designation | Attendance at Committee Meeting during FY 2020-21 |                             |
|-------------------------------|--|-------------|---|-----------------------------|
|                               |  |             | Number of Meetings held                           | Number of Meetings attended |
| Ms. Sona Akash Parikh         | Non-Executive Non-Independent Director | Chairperson | 5   | 5                           |
| Mr. Shankar Prasad Bhagat     | Non-Executive Independent Director     | Member      | 5   | 5                           |
| Mr. Amulbhai Jethabhai Patel. | Non-Executive Independent Director     | Member      | 5   | 5                           |

All the above meetings were held at the Corporate Office of the Company at Mumbai. The necessary quorum was present for all the meetings. The minutes of the meetings of the Committee were periodically placed before the Board.

**Compliance Officer:**

Mr. Piyush Harish Talyani, (ACS: 60447)  
Company Secretary cum compliance officer. (w.e.f 19-06-2021)

The Company has appointed M/s. MCS Share Transfer Agent Pvt Ltd. as the Registrar and Share Transfer Agent to handle the investor grievances. All grievances can be addressed to the Registrar and Share Transfer Agent. The Company monitors the work of the Registrar to ensure that the investor grievances are settled expeditiously and satisfactorily.

**Details of Complaints [including SEBI Complaints Redress System (SCORES) complaints] received by the Company and Resolved during the year 2020-21**

No. of Complaints pending at the beginning of the year - Nil  
 No. of Complaints received during the year - Nil  
 No. of Complaints resolved - Nil  
 No. of Complaints pending at the end of the year - Nil

**Number of Complaints not solved to the satisfaction of shareholders**

During the year, no complaints were received, hence this is not applicable.

**7. GENERAL BODY MEETING:**

Details of previous 3 Annual General Meetings (AGM) are as under:

| AGM No.          | Financial Year | Venue                            | Day & Date of AGM               | Time     | Special Resolution(s) passed  |
|------------------|----------------|----------------------------------|---------------------------------|----------|---|
| 32 <sup>nd</sup> | 2019-20        | Through Other audio-visual means | 26 <sup>th</sup> December, 2020 | 9.00 a.m | 1. Approval for increase in borrowing limits in excess of limits specified under section 180 (1) (c) of Companies Act, 2013<br>2. Approval to grant a loan represented by way of book debt (the "loan") to, and/or giving of guarantee(s), and/or providing of security(ies) under section 185 of the Companies Act 2013.<br>3. Approval for making investment(s), loans, guarantees and security in excess of limits |

|                  |         |   |                                  |            |   |
|------------------|---------|---|----------------------------------|------------|---|
|                  |         |   |                                  |            | specified under section 186 of Companies Act, 2013.<br>4. Approval of related party transactions up to the maximum limits as specified with the related parties:  |
| 31 <sup>st</sup> | 2018-19 | PLOT NO. 16(P), 17-28 & 29(P), SEEPZ, MIDC, ANDHERI (EAST), MUMBAI - 400096 TO TRANSACT THE FOLLOWING BUSINESS  | 28 <sup>th</sup> September, 2019 | 11.30 a.m. | 1.Reappointment of Mr. Shrikant Parikh as Managing Director of the Company<br>2.Reappointment of Mr. Amulbhai Jethabhai Patel as Non Executive Independent Director of the Company.<br>3.Reappointment of Mr. Shankar Prasad Bhagat as Non Executive Independent Director of the Company. |
| 30 <sup>th</sup> | 2017-18 | PLOT NO. 16(P), 17-28 & 29(P), SEEPZ, MIDC, ANDHERI (EAST), MUMBAI - 400096 TO TRANSACT THE FOLLOWING BUSINESS. | 28 <sup>th</sup> September, 2018 | 11.30 a.m. | No special resolutions were passed at AGM   |

All Special Resolutions set out in the notices for the Annual General Meeting were passed by shareholders at the respective meeting with requisite majority. In the above Annual General Meetings necessary quorum was present. There was no request by members for voting by poll and all the businesses were unanimously approved by Members.

**Extraordinary general meeting:**

No Extra Ordinary General Meeting of Members or Meetings of Creditors was held during last 3 years and there was no instance of Court convened meeting during last 3 years.

**Details of special resolution passed through postal ballot, the persons who conducted the postal ballot exercise and details of the voting pattern:**

The Company has not conducted voting by Postal Ballot during last 3 years and no special resolution is proposed to be passed through postal ballot for this 33<sup>rd</sup> Annual General Meeting.

The Company has not raised funds from public during the period of last 3 years.

## **8. MEANS OF COMMUNICATION:**

### **Yearly/Quarterly Results:**

The yearly/ half yearly/quarterly results are duly reviewed by the Audit Committee and subsequently approved by the Board of Directors of the Company and the same have been submitted to BSE. The Company has its website named as [www.minalindustriesltd.com](http://www.minalindustriesltd.com).

\*Note - Due to some technical issues website of the company can't be reached hence the website of the company is not a functional website. Our technical support team is working on it.

### **Newspapers where Yearly/Quarterly Results are Published:**

The Yearly/half yearly/Quarterly results are published in one English language newspaper being the Free Press Journal and one Marathi language newspaper i.e. Navshakti.

### **Website where Yearly/Quarterly Results are Published:**

The Yearly/ half yearly/Quarterly results are duly hosted on the Website of the Company at [www.minalindustriesltd.com](http://www.minalindustriesltd.com). and is easily accessible in public domain at the Website of BSE Limited at <https://www.bseindia.com/stock-share-price/minal-industrieslimited/minalind/522235/> The results and other mandatory information about the Company is hosted at the website of the Company at [www.minalindustriesltd.com](http://www.minalindustriesltd.com) The website contains details as required under LODR, 2015 and Companies Act, 2013.

\*Note - Due to some technical issues website of the company can't be reached hence Company does not have a functional website. Our technical support team is working on it.

### **News Releases and Presentations made to Institutional Investors or to the Analysts:**

The company has not made any official news releases nor it has made any presentations made to Institutional Investors or to the analysts hence the same are not disclosed to BSE or on the \*website of the Company.

\*Note - Due to some technical issues website of the company can't be reached hence the website of the company is not a functional website. Our technical support team is working on it.



## 9. GENERAL SHAREHOLDERS INFORMATION:

|        |                             |   |   |
|--------|-----------------------------|---|---|
| (i)    | AGM (Date, Time and Venue)  | : | The 33 <sup>rd</sup> Annual General meeting (AGM) of the Company will be held on Thursday, 30 <sup>th</sup> September, 2021 at 5.00 pm through video conferencing.                                  |
| (ii)   | Financial Year              | : | April 1, 2020 to March 31, 2021   |
| (iii)  | Dividend Recommended        | : | NA  |
| (v)    | Dividend Payment Date       | : | NA  |
| (vi)   | Date of Annual Book Closure | : | Friday 24 <sup>th</sup> September, 2021 to Thursday 30 <sup>th</sup> September, 2021(both days inclusive)   |
| (vii)  | CIN                         | : | L32201MH1988PLC216905   |
| (viii) | Website                     | : | <a href="http://www.minalindustriesltd.com">www.minalindustriesltd.com</a> .  |
| (ix)   | E-mail Id                   | : | : <a href="mailto:cmseepz@gmail.com">cmseepz@gmail.com</a> .  |
| (x)    | Corporate Office            | : | Plot No. 16(P), 17-28 & 29(P) Seepz, MIDC, Andheri (E), Mumbai - 400096<br>Tel: 022 40707070  |
| (xi)   | Registered Office           | : | Plot No. 16(P), 17-28 & 29(P) Seepz, MIDC, Andheri (E), Mumbai - 400096<br>Tel: 022 40707070  |
| (xii)  | Listing Details             | : | BSE Limited, Mumbai<br>Phiroze Jeejeebhoy Towers<br>Dalal Street, Mumbai - 400001.<br><br>Annual Listing Fees for the year 2021-22 have been paid to the Stock Exchange within the stipulated time. |
| (xiii) | Scrip Code                  | : | <b>522235</b>   |
| (xiv)  | ISIN                        | : | <b>INE097E01028</b>   |

## Description of Voting Rights

All shares issued by the Company carry equal voting rights.

## Calendar of Financial Year ending 31st March, 2021

The Company follows April-March as the financial year. The meetings of Board of Directors for approval of quarterly financial results during the financial year 2021-22 will be tentatively held on the following dates:

|  |   |
|--|---|
| Financial reporting for the quarter ending June 30, 2021 :           | On or before August 14, 2021                |
| Financial reporting for the quarter ending September 30, 2021:       | On or before November 14, 2021              |
| Financial reporting for the quarter ending December 31, 2021:        | On or before February 14, 2022              |
| Financial reporting for the quarter and year ending March 31, 2022 : | On or before May 30, 2022                   |
| AGM for the year ending 31 March 2022 :                              | First or Second fortnight of September 2022 |

## MARKET PRICE DATA

The Stock Market Price is not available due Company shares were suspended from 21st December, 2015 on Bombay Stock Exchange due to various non-compliances in the Company.

Registrars and Share transfer agents

Address of Registrars and Share Transfer Agent.

**MCS SHARE TRANSFER AGENT LTD.,**

10, Aram Apartment, 12,

Sampatrao Colony,

B/H Laxmi Hall,

Alkapuri, Vadodara 390 007.

## Share Transfer System:

Share transfers are processed and duly endorsed share certificates are dispatched within a period of fifteen days from the date of receipt, subject to documents being valid and complete in all respects. A summary of transactions so approved by the committee is placed at the Board Meeting held quarterly.

The Company obtains a half-yearly certificate from Practicing Company Secretaries as per the requirement of Regulation 40 (9) of Listing Regulations and the same is filed with the Stock Exchanges and available in the website of the Company. In terms of requirements to amendments to Regulation 40 of Listing Regulations w.e.f 31<sup>st</sup>March, 2021, transfer of securities in physical form shall not be processed unless the securities are held in the dematerialised form with a depository.

#### Distribution of Shareholding as on March 31, 2021

| Particulars  | Shares           | Folios      | Percent Shares | Percent Holders |
|--------------|------------------|-------------|----------------|-----------------|
| 1-500        | 158138           | 700         | 0.0824         | 32.5279         |
| 501 - 1000   | 302476           | 361         | 0.1576         | 16.7751         |
| 1001 - 2000  | 482726           | 307         | 0.2515         | 14.2658         |
| 2001 - 3000  | 382807           | 154         | 0.1995         | 7.1561          |
| 3001 - 4000  | 319884           | 90          | 0.1667         | 4.1822          |
| 4001 - 5000  | 528234           | 118         | 0.2753         | 5.4833          |
| 5001 - 10000 | 1320846          | 175         | 0.6883         | 8.1320          |
| 10001-50000  | 3594112          | 184         | 1.8729         | 8.5502          |
| 50001-100000 | 1678612          | 26          | 0.8747         | 1.2082          |
| Above        | 183132815        | 37          | 95.43          | 1.7193          |
| <b>Total</b> | <b>191900650</b> | <b>2111</b> | <b>100.00</b>  | <b>100.00</b>   |

#### Distribution of Shareholding on the basis of Ownership as on March 31, 2021

|   | Category   | Number of Shares Held | % of Total Shareholding |
|---|--|-----------------------|-------------------------|
| A | Shareholding of Promoter and Promoter Group                                  |                       |                         |
| a | Individuals /HUF   | 114485205             | 59.66                   |
|   |  |                       |                         |
|   | <b>Total Shareholding of Promoter and Promoter Group (A)</b>                 | <b>114485205</b>      | <b>59.66</b>            |
| B | Public Shareholding  |                       |                         |
| 1 | Bodies Corporate   | 21456626              | 11.18                   |
| 2 | Individual Shareholders having nominal share Capital upto Rs. 2 Lakh         | 7983706               | 4.16                    |
| 3 | Individual Shareholders Having Nominal Share Capital in excess of Rs. 2 Lakh | 47034318              | 24.51                   |
| 4 | Non Resident Individuals   | 103789                | 0.05                    |
| 5 | HUF  | 836176                | 0.44                    |
| 6 | Trust  | 830                   | 0.00                    |
|   |  |                       |                         |
|   | <b>Total (A+B)</b>   | <b>191900650</b>      | <b>100.00</b>           |

Note: As per the SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2017/128 dated December 19, 2017, the number of shareholders mentioned here are consolidated on a PAN basis.

**Bifurcation of Shares held in physical and demat form as on 31<sup>st</sup>March,2021:**

The Company has availed connectivity for both the Depositories i.e. National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) with ISIN – ISIN: INE097E01028.

As on March 31, 2021, 47.29% of Company's Equity Share Capital were dematerialized and balance of 52.73% Equity Shares were in Physical Mode the details of which are as under

| Particulars                  | As at March 31, 2021 |                    | As at March 31, 2020 |                    |
|------------------------------|----------------------|--------------------|----------------------|--------------------|
|                              | No. of Shares        | % of Total Capital | No. of Shares        | % of Total Capital |
| Held in Demat form with NSDL | 95,98,408            | 4.98               | 95,98,424            | 5.00               |
| Held in Demat form with CDSL | 8,11,50,494          | 42.29              | 8,11,10,478          | 42.27              |
| Holdings in Physical Mode    | 10,11,91,748         | 52.73              | 10,11,91,748         | 52.73              |
| <b>Total</b>                 | <b>19,19,00,650</b>  | <b>100.00</b>      | <b>19,19,00,650</b>  | <b>100.00</b>      |

Shares in Demat mode have more liquidity as compared to shares held in physical mode. Therefore, the Company recommends shareholders holding shares in physical form to convert their shareholdings to demat mode.

**Outstanding GDRs/ADRs/Warrants or any convertible instruments:**

As on date, the Company has not issued any GDR/ADR/Warrants or any other convertible instruments.

**Commodity price risk or foreign exchange risk and hedging activities:**

The Company does not have any Commodity Price Risk or Foreign Exchange Risk and hedging activities as the same are not applicable to the Company.

**Plant locations:**

The Company has no manufacturing operations, hence plant location is not available. The registered office of the Company is situated at Plot No. 16(P), 17-28 & 29(P) Seepz, MIDC, Andheri (E) Mumbai City MH 400096

**Address for Correspondence:**

Shareholders of the company can send correspondence at company's share & Transfer Agent's Office or the Registered office of the Company situated at following address: Minal Industries Limited, Plot No. 16(P), 17-28 & 29(P) Seepz, MIDC, Andheri (E), Mumbai – 400096.

To allow us to serve shareholders with greater speed and efficiency, the Company strongly recommends email-based correspondence on all issues, which do not require signature verification for being processed.

SEBI vide its circular dated 26th March, 2018 issued new policy measures w.r.t. SEBI Complaints Redress System (SCORES). As per the new process, SEBI has requested the Members to approach the Company directly at the first instance for their grievance.

#### **List of Credit Ratings obtained**

Not Applicable

#### **Report on Corporate Governance**

The Company has not regularly submitted to the Stock Exchanges, within the prescribed period, quarterly reports on Corporate Governance. A certificate from the Company Secretary in Practice of the Company on Corporate Governance is attached to the report.

#### **Disclosures on materially significant related party transactions that may have potential conflict with the interests of the Company:**

There are no Significant transactions with the related parties other than mentioned in Audited financials of the Company with Promoters, Directors or the Management or their relatives or that had potential conflict with the Company's interest and which require shareholders' approval. Suitable disclosure as required by the Accounting Standard (AS 18) and AOC-2 have been made in the Annual Report. The Related Party Transactions Policy as approved by the Board is available on the Company's \*website at [www.minalindustriesltd.com](http://www.minalindustriesltd.com).

\*Note - Due to some technical issues website of the company can't be reached hence the website of the company is not a functional website. Our technical support team is working on it.

#### **Details of non-compliance by the Company, penalties, strictures 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.**

The Company has complied with the necessary provisions of Listing Obligation and Disclosure Requirements, Regulations 2015 apart from following Non- Compliances:

The Company has been suspended for trading on the BSE w.e.f. 21st December, 2015 and the company is in the process of revoking the suspension, however the Management informed that Company has received notice regarding initiation of and completion of the formalities for revocation of suspension of trading in the securities of the Company.

The listed entity has complied with the provisions of the Regulations and circulars/guidelines issued thereunder as applicable, except in respect of matters specified below:

1. Regulation 6 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Regulation 18(1)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. Regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. Regulation 33 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
6. Regulation 39(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
7. Disclosure of large corporate entity.
8. As per SEBI Circular SEBI/HO/CFD/DCR1/CIR/P/2018/85.

**Details of establishment of vigil mechanism, whistle blower policy, and affirmation that no personnel have been denied access to the audit committee:**

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and Regulation 27(2) of Security and Exchange Board of India (SEBI) (Listing Obligation and Disclosure Requirements) Regulations, 2015., the Company has a Whistle-Blower Policy for establishing a vigil mechanism for Directors and employees to report genuine concerns regarding unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct and Ethics policy. The said mechanism also provides for adequate safeguards against victimization of persons who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. The Company also affirms that no employee of the Company was denied access to the Audit Committee. The said Whistle-Blower Policy has been hosted on the website of the Company at [www.minalindustriesltd.com](http://www.minalindustriesltd.com).

\*Note - Due to some technical issues website of the company can't be reached hence the website of the company is not a functional website. Our technical support team is working on it.

**Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:**

The Company has not complied with the several mandatory requirements of Corporate Governance as stipulated under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Detail of Non- Compliances are annexed which forms Part of this Report under certificate on Corporate Governance from Practicing Company Secretary.

**Shareholder Rights:**

During the year, the Company's quarterly/half yearly/yearly results are published in one English daily

newspaper circulated all over India/substantially all over India, viz. Free Press Journal(all India Editions) and in one Marathi daily newspaper having regional circulation, viz. Navashakti and on the website of the Stock Exchange. The same are uploaded on the website of the Company- [www.minalindustriesltd.com](http://www.minalindustriesltd.com). and are not circulated separately to the Shareholders.

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#### **Modified opinion in Audit Report:**

There is no audit qualification in the Company's financial statements for the year ended on March 31, 2021. The Company continues to adopt best practices to ensure the regime of unqualified financial statements.

#### **Reporting of Internal Auditor:**

The Company has appointed M/s R. H. Modi & Co. as the Internal Auditors of the Company. The Internal Auditor report their findings to the Audit Committee of the Company

#### **Proceeds from Public Issues, Rights Issue, Preferential Issue, Bonus Issue etc.**

During the year, the Company has not raised any money through Public Issue, Rights Issue, Preferential Issue, Bonus Issue etc.

No funds were raised through preferential allotment or Qualified Institutional Placement as per the Regulation 32(7A) of Listing Regulations.

#### **Certificate from Company Secretary in practice:**

The Company has received a certificate from Mr. Prakash D Naringrekar, Practising Company Secretaries, Mumbai that none of the Directors on the board of the company have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Board/Ministry of Corporate Affairs or any such statutory authority. The Certificate of Company Secretary in practice is annexed herewith as a part of the report.

During the financial year 2020-2021, the Board has accepted all the recommendations of its Committees.

**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 is given below:**

|                               |                 |
|-------------------------------|-----------------|
| Payment to Statutory Auditors | 5,20,000        |
| Certification                 | -               |
| <b>Total</b>                  | <b>5,20,000</b> |

## **Code of Conduct**

The Board has adopted the Code of Conduct for members of the Board and Senior Management personnel of the Company. The Code lays down, in detail, the standards of business conduct, ethics and governance.

It is the responsibility of all Directors and employees to familiarize themselves with this Code and comply with its standards. The Board and the senior management of the Company annually affirm compliance with the Code.

A certificate of the -Managing Director & CEO to this effect is annexed to this report. The Code of Conduct has also been posted on the Company's Website at web link: [www.minalindustriesltd.com](http://www.minalindustriesltd.com).

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## **CEO/CFO CERTIFICATION:**

The MD and Chief Financial Officer (CFO) have issued certificate pursuant to the provisions of Regulation 17(8) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed to this Report.

## **COMPANY SECRETARY IN PRACTICE'S CERTIFICATE ON CORPORATE GOVERNANCE**

As stipulated in Para E of Schedule V of the Listing Regulations, the Certificate from Practicing Company Secretary regarding compliance of conditions of corporate governance is attached herewith.

## **DETAILS OF DEMAT/ UNCLAIMED SUSPENSE ACCOUNT:**

The Company is in process of transfer of shares to a separate Suspense Account under Regulation 39(4) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015

## **OTHER INFORMATION**

As at March 31, 2021 none of the Promoter has pledged their shareholdings, the Company does not have any outstanding GDRs/ ADRs/Warrants/ESOP or any convertible instruments and the Company does not have any balance with respect to Demat Suspense Account.

## **CERTIFICATE PURSUANT TO CLAUSE 40(9) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:**

The Company has obtained half yearly Certificates pursuant to Clause 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, from Mr. Hemant Shetye, Partner of M/s HS Associates, Practicing Company Secretaries, Mumbai and the same were placed before the Committee



for review. The certificates obtained during the year 2020-21 did not contain any reservation or qualification.

## **ANNUAL SECRETARIAL COMPLIANCE REPORT**

The Company has undertaken an audit for the financial year 2020-21 or all applicable compliances as per Securities and Exchange Board of India Regulations and Circulars/Guidelines issued thereunder. The Annual Secretarial Compliance Report has been submitted to the stock exchanges within 60 days of the end of the financial year.

## **SHARE CAPITAL AUDIT**

The Company has obtained quarterly Reports from Mr. Hemant Shetye, Partner of HS Associates, Practicing Company Secretaries, Mumbai for Reconciliation of Share Capital Audit Reports as per Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018, who carried out a Share Capital Audit to reconcile the total admitted Equity Share Capital with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed Equity Share Capital. The audit report confirms that the total issued/Paid up Capital is in agreement with the total number of shares in physical form and the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL. The same were periodically placed before the Stakeholders' Relationship Committee for review.

In addition to the above and pursuant to Section 204 of the Companies Act, 2013 and corresponding Rule 9 of The Companies (Appointment and Remuneration Personnel) Rules, 2014, a secretarial audit for FY 2020-21 was carried out by him. The secretarial audit report forms a part of this annual report.

## **MANAGEMENT DISCUSSION AND ANALYSIS:**

A statement of Management Discussion and Analysis is appearing elsewhere in this Annual Report in terms of the requirement of the Code of Corporate Governance.

### **Prevention of Insider Trading:**

In order to regulate trading in securities of the Company by the Directors and designated employees, your Company has adopted a Code of Conduct for trading in listed or proposed to be listed securities of your Company which has also been published on the website of the Company - [www.minalindustriesltd.com](http://www.minalindustriesltd.com). Insider Trading Code prevents misuse of unpublished price sensitive information and it also provides for periodical disclosures and obtaining pre-clearance for trading in securities of your Company by the Directors, Designated Employees and Connected Persons of your Company.

\*Note - Due to some technical issues website of the company can't be reached hence the website of the company is not a functional website. Our technical support team is working on it.

## **MANAGEMENT DISCLOSURES:**

Senior management of the Company (Senior Director level and above, as well as certain identified key employees) make annual disclosures to the Board relating to all material financial and commercial transactions in which they may have personal interest, if any, and which may have a potential conflict with the interest of the Company.

Transactions with Key Managerial Personnel are listed in the financial section of this annual report under Related Party Transactions.

#### **INTERNAL CONTROL SYSTEMS:**

The Company has both external and internal audit systems in place. Auditors have access to all records and information of the Company. The Board recognizes the work of the auditors as an independent check on the information received from the management on the operations and performance of the Company. The Board and the management periodically review the findings and recommendations of the statutory and internal auditors and takes corrective actions, whenever necessary.

#### **INTERNAL CONTROLS:**

The Company maintains a system of internal controls designed to provide reasonable assurance regarding:

- Effectiveness and efficiency of operations.
- Adequacy of safeguards for assets.
- Reliability of financial controls.
- Compliance with applicable laws and regulations.

#### **STATUTORY AUDIT**

For FY 2020-21, M/s. H P V S & Associates, Chartered Accountants, audited the financial statements prepared under the Indian Accounting Standards.

The independent statutory auditor's render an opinion regarding the fair presentation in the financial statements of the Company's financial condition and operating results. Their audits are made in accordance with generally accepted auditing standards and include a review of the internal controls, to the extent necessary, to determine the audit procedures required to support their opinion.

No transaction of a material nature has been entered into by the Company with the related parties that may have a potential conflict with the interests of the Company at large. The Register of contracts containing transactions, in which directors are interested, is placed before the Board of Directors regularly. The transactions with the related parties are disclosed in the Financial Statements. All transactions entered into with related parties as defined under the Companies Act, Listing Agreement and Listing Regulations during the financial year were in the ordinary course of business and at Arm's length. These have been approved by the audit committee. The board has approved a policy for related party transactions which has been uploaded on the Company's website at the following link: [www.minalindustriesltd.com](http://www.minalindustriesltd.com).

\*Note - Due to some technical issues website of the company can't be reached hence the website of the company is not a functional website. Our technical support team is working on it.

**HS Associates  
Company Secretaries**

**Prakash Naringrekar  
ACS No:5941  
CP No:18955  
UDIN: A005941C000881301  
Date:02<sup>nd</sup> September, 2021  
Place: Mumbai**

**CERTIFICATE ON CORPORATE GOVERNANCE FROM PRACTICING COMPANY SECRETARIES**

To,  
The Shareholders  
Minal Industries Limited.

The Corporate Governance Report prepared by Centenial Surgical Suture Limited (“the Company”), contains details as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the Listing Regulations”) with respect to Corporate Governance for the year ended March 31, 2021 pursuant to the Listing Agreement of the Company with the BSE Limited (collectively referred to as the “Stock Exchanges”).

**Management’s Responsibility**

The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.

**Auditor’s Responsibility**

Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether for the year ended March 31, 2021 the Company has complied, with the conditions of Corporate Governance as stipulated in the Listing Regulations.

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

**Opinion**

In our opinion, based on our examination of the relevant records and to the best of our information and according to explanations given to us, and representations provided by the management, we certify that, the Company, has complied with the conditions of Corporate Governance as stipulated, in the above-mentioned Listing Regulations, except compliances of Regulation 6, 18(1)(d), 31(2), and 39(4).

**: 2 :**

**Other Matters and Restriction on use**

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations, for the year ended March 31, 2021, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

**HS Associates  
Company Secretaries**

**Prakash Naringrekar  
ACS No:5941  
CP No:18955  
UDIN: A005941C000881301  
Date:02nd September, 2021  
Place: Mumbai**

**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)**

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Minal Industries Limited having CIN L32201MH1988PLC216905 and having registered office at Plot No. 16(P), 17-28 & 29(P) Seepz, MIDC, Andheri (E) Mumbai MH 400096 (hereinafter referred to as 'the Company'), produced before me 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 opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2021 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.

| <b>Sr No.</b> | <b>Name of Director</b>   | <b>DIN</b> | <b>Date of Appointment</b> |
|---------------|---------------------------|------------|----------------------------|
| 1.            | SHRIKANT JESINGLAL PARIKH | 00112642   | 11/01/1988                 |
| 2.            | AMULBHAI JETHABHAI PATEL  | 00183464   | 17/06/1994                 |
| 3.            | SHANKAR PRASAD BHAGAT     | 01359807   | 02/04/2012                 |
| 4.            | SONA AKASH PARIKH         | 03283751   | 09/03/2015                 |

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my 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.

**HS Associates**  
**Company Secretaries**

**Prakash Naringrekar**  
**ACS No:5941**  
**CP No:18955**  
**UDIN: A005941C000881068**  
**Date:02<sup>nd</sup> September, 2021**  
**Place: Mumbai**

**MANAGEMENT DISCUSSION AND ANALYSIS****1. INDUSTRY STRUCTURE AND DEVELOPMENT:**

As there was continuous slowdown in demand from USA and Europe. Development of Asian and domestic markets in the last couple of years has changed the scene. The overall trend of export of Diamond is expected to continue.

**2. REVIEW OF OPERATIONS:**

The Development of Asian and Domestic market, the trading activities for the cut and polished diamonds are more profitable and presently the company is concentrating on trading and exporting of cut and polished Diamonds only.

**3. OUTLOOK:**

For the year 2020-21, our focus will continue on sustainable growth by taking measures for increasing our market share of existing products and creating new business in untapped growth market segments in Export Market Though there is sluggish demand in certain sectors and also increased competition from global and domestic players, we expect the trend shown in 2020-21 to continue in the year 2021-22. However, we expect that in some segments the market share of existing product line will increase due to expansion of capacities.

**4. RISK MANAGEMENT**

Risk evaluation and management is an ongoing process in the company.

**4. INTERNAL CONTROL SYSTEMS AND ADEQUACY**

Our Internal Audit Dept. is continuously working to improve on Internal Checks and Internal Control Systems in the Organization. We have in place internal control systems in all spheres of activities commensurate with the size of the Company. The internal control is supplemented by effective internal audit being carried out by an external firm of chartered accountants. The Audit Committee of Directors regularly reviews the findings of the Internal Auditors and effective steps to implement the suggestions/observations of the Auditors are taken and monitored regularly. Your Company also has laid down procedures and authority levels with suitable checks and balances encompassing the entire operations of the Company.

**5. HUMAN RESOURCE AND INDUSTRIAL RELATIONS**

Your company continues to have cordial relations with its employees.

**6. CAUTIONARY STATEMENT**

Certain statements in this report on "Management's Discussion and Analysis" are forward looking statements and which have been issued as required by applicable Securities Laws and regulations. There are several factors which would be beyond the control of Management and as such, may affect the actual results which could be different from that envisaged.

## **7. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED**

The company recognizes the importance of human value and ensures that proper encouragement both moral and financial is extended to employees to motivate them.

The company has provided rent free accommodation to all its staff & workers adjacent to the factory premises of the company. The company enjoyed excellent relationship with workers and staff during the last year. The Company's human resources management strategies supported its Business growth in a challenging economic environment. Many initiatives have been taken to support business through organizational efficiency, process change support and various employee engagement programmes which has helped the Organization achieve higher productivity levels.

Employees are encouraged to express their views and are empowered to work independently. Employees are given the opportunity to learn through various small projects which make them look at initiative from different perspectives and thus provide them with a platform to become result oriented.

**By Order of the Board  
For MINAL INDUSTRIES LIMITED**

**Sd/-  
SHRIKANT J PARIKH  
CHAIRMAN & CEO  
DIN: 00112642**

**DATE: 02<sup>nd</sup> September, 2021  
PLACE: MUMBAI.**



**CEO/CFO CERTIFICATE TO THE BOARD  
(Pursuant to Regulation 17(8) of the Listing Regulations)**

**To,  
The Board of Directors,  
Minal Industries Limited.,**

We, the undersigned, in our respective capacities as Chief Executive Officer and Chief Financial Officer of Minal Industries Limited ("the Company"), to the best of our knowledge and belief hereby certify as stipulated in SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, that:

(a) We have reviewed the financial statements and the Cash Flow Statement for the financial year ended 31st March, 2021 and we certify that:

(i) These statements do not contain any materially untrue statement or omit any material fact or contain statement 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) There are to the best of our knowledge and belief, no transactions entered into by the Company during the financial year which are fraudulent, illegal or in violation of the Company's Code of Conduct.

(c) We hereby declare that all the members of the Board of Directors and Management Committee have confirmed compliance with the Code of Conduct adopted by the Company.

(d) We accept responsibility for establishing and maintaining Internal Controls. We have evaluated the effectiveness of the Internal Control Systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee the deficiency, if any, in the design or operation of the Internal Control Systems, of which we were aware and the steps we have taken or propose to take to rectify those deficiencies.

We further certify that:

(i) There have been no significant changes in Internal Control Systems during the year.

(ii) There have been no significant changes in Accounting Policies during the year.

(iii) There have been no instances of significant fraud of which we were aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's Internal Control Systems.

**For MINAL INDUSTRIES LIMITED**

**Sd/-**

**SHRIKANT J PARIKH**

**CHAIRMAN & CEO**

**DIN: 00112642**

**DATE: 30<sup>th</sup> June, 2021**

**PLACE: MUMBAI.**

**DECLARATION FOR COMPLIANCE WITH CODE OF CONDUCT**

To,  
**The Members of Minal Industries Limited.**

I, Shrikant J Parikh Chief Executive Officer of the Minal Industries Limited (“the Company”) hereby confirm pursuant to SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 that:

•The Board of Directors of Minal Industries Limited (“the Company”) has laid down a Code of Conduct for all the Board members and senior management of the Company. The said Code of Conduct has also been posted on the Investors page of the Company website i.e. [www.minalindustriesltd.com](http://www.minalindustriesltd.com).

•I declare that, to the best of my information, all the Board Members and senior management personnel have affirmed their compliance with the said Code of Conduct for the year ended March

**For MINAL INDUSTRIES LIMITED**

**Sd/-**  
**SHRIKANT J PARIKH**  
**CHAIRMAN & CEO**  
**DIN: 00112642**

**DATE: 30<sup>th</sup> June, 2021**  
**PLACE: MUMBAI.**

## **INDEPENDENT AUDITORS' REPORT**

### **To the Members of Minal Industries Limited**

#### **Report on the Audit of the Standalone Financial Statements**

##### **Opinion**

We have audited the accompanying standalone financial statements of **Minal Industries Limited** (“the Company”), which comprise the standalone balance sheet as at March 31, 2021, and the standalone statement of Profit and Loss (including other comprehensive income), standalone statement of cash flows and standalone statement of changes in equity for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the standalone financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (“the Act”) 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, 2021, its loss including total comprehensive income, its cash flow and the changes in equity for the year ended on that date.

##### **Basis for Opinion**

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under sub-section (10) of Section 143 of the Act. 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 Act 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 opinion on the standalone financial statements.

##### **Emphasis of Matter**

- a. We draw attention to Note 36 of the standalone financial statement which explains that the Company’s management has applied principles of prudence to assess the impact of COVID-19 pandemic on the financial statements. In view of the highly uncertain future economic conditions associated with the pandemic, the actual impact on the financial statements in the subsequent periods is highly dependent upon the circumstances as they evolve.

b. We draw attention to Note 39 of the standalone financial statement which explains that the Company has incurred net losses of Rs. 1,723.67 lakhs during the year ended March 31, 2021 and Rs. 261.82 lakhs during year ended March 31, 2020. The Company's ability to meet its obligations is dependent on uncertain events including time bound monetisation of assets. These factors indicate the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern. In response to this matter, management continues to strengthen its strategy to expand its market in order for the Company to increase its sales and eventually generate profit. In spite of these events or conditions which may cast a doubt on the ability of the company to continue as a going concern, the management is of the opinion that going concern basis of accounting is appropriate in view of the continued financial support from its Promoters. Accordingly, the standalone financial statements of the Company have been prepared on a going concern basis.

Our opinion is not modified in respect of the above matters.

### 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 financial year ended March 31, 2021. 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. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the Key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements.

| The Key Audit Matter  | Auditor's Response   |
|---|--|
| <b><i>Valuation of Inventories (as described in note no. 1.2.X of the significant accounting policies, and note no. 6 for details in standalone financial statements)</i></b>   |  |
| <p>The Company held Rs. 9,15,39,157/- of inventories as on March 31, 2021. Considering the primary nature of business, reduction in volume of operations and the size of the inventory balance relative to the total assets of the Company and the estimates and judgements described below, the valuation of inventory required significant audit attention.</p> <p>As disclosed in Note 6, inventories are held at the lower of cost and net realisable value. At year end,</p> | <p>We have performed the following procedures over the valuation of inventory:</p> <ul style="list-style-type: none"> <li>a. We tested that the ageing report used by management correctly aged inventory items;</li> <li>b. On a sample basis we tested the net realisable value of inventory lines to recent selling prices;</li> </ul> <p>From the procedures performed we have no matters to report.</p> |

the valuation of inventory is reviewed by management and the cost of inventory is reduced where inventory is forecast to be sold below cost.

The determination of whether inventory will be realised for a value less than cost requires management to exercise judgement and apply assumptions. Management undertake the following procedures for determining the level of write down required:

- a. Use inventory ageing reports together with historical trends to estimate the likely future saleability of slow moving and older inventory lines;
- b. Perform a line-by-line analysis of remaining inventory to ensure it is stated at the lower of cost and net realisable value and a specific write down is recognised if required. Refer to Note 6 of the standalone financial statements - Inventories.

### **Information Other than the Standalone Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report but does not include the standalone financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

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 standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, 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 the Management for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in sub-section (5) of Section 134 of 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 including comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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 management 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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

## **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone 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 standalone 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 standalone 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. Under clause (i) of sub-section (3) of Section 143 of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- 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.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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 with those charged with governance, we determine those matters that were of most significance in the audit of the 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 precludes 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 the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by sub-section (3) of Section 143 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 standalone balance sheet, the standalone statement of profit and loss including other comprehensive income, the standalone statement of cash flows and standalone statement of changes in equity dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
  - e. On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of sub-section (2) of Section 164 of the Act.
  - f. With respect to the adequacy of the internal financial controls over financial reporting with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report.
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of sub-section (16) of Section 197 of the Act, as amended:

The Company has not paid any remuneration to its directors during the year in accordance with the provisions of section 197 of the Act.
  - h. 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, 2015, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements- Refer Note 29 of the standalone financial statements;



- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
- iii. The Company has outstanding Unclaimed dividend payable for more than seven years as on 31.03.2021 as disclosed in Note-18 to the financial statements. The company has not transferred the outstanding Unclaimed dividend payable for more than seven years as on 31.03.2021 to Investor Education and Protection Fund by the company.

For HPVS & Associates  
Chartered Accountants  
Firm Registration No.: 137533W

Hitesh Khandhadia  
Partner  
M.No. 158148  
UDIN:21158148AAAABN4158  
Place: Mumbai  
Date: June 30, 2021

**ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT****(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Minal Industries Limited of even date)**

- (i) (a) The Company has not maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) No physical verification of fixed assets has been conducted by the management during the year or in the recent past. In our opinion, the frequency of verification needs to be improved to be commensurate with the size of the Company and the nature of its business.
- (c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.
- (ii) The management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable and no material discrepancies were noticed on such physical verification.
- (iii) The Company has granted unsecured loans to one of its subsidiary company covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').
- (a) In our opinion, the rate of interest and other terms and conditions on which the loans had been granted to subsidiary listed in the register maintained under Section 189 of the Act are not, prima facie, prejudicial to the interest of the Company.
- (b) The register mentioned u/s 189 is not maintained by the Company. The Company has granted loans that are repayable on demand, to a Company covered under Section 189 of the Act. We have been informed that the Company has not demanded repayment of any such loan during the year, and thus, there has been no default on the part of the parties to whom the money has been lent.
- (c) There are no amounts of loans granted to companies, firms or other parties listed under section 189 of the Act which are overdue for more than ninety days.
- (iv) In our opinion and according to the information and explanations given to us, the Company has not granted any loans or provided any guarantee or security to the parties covered under section 185. Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the Company has complied with the provisions of section 186 of the Act in respect of the loans and investments made and guarantees and securities provided by it.
- According to the information and explanations given to us, the Company has not accepted any deposit and, hence,
- (iv) reporting under paragraph 3 (v) of the Order is not applicable to the Company.
- (vi) To the best of our knowledge and as explained, the Central Government has not prescribed maintenance of cost records under sub-section 1 of section 148 of the Act.
- (vii) (a) According to the information and explanations given to us, and the records of the Company examined by us, the Company is regular in depositing with the appropriate authorities undisputed statutory dues including provident fund, income tax, goods and service tax, duty of customs, cess and other material statutory dues applicable to it. According to information and explanation given to us, no undisputed amounts payable were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no dues of sales tax, wealth tax, service tax, goods and service tax, income tax, duty of excise, duty of excise, value added tax, and cess which have not been deposited on account of any dispute except as follows:

| Name of the Statute         | Nature of the Dues | Amount    | Period to which the amount relates | Forum where dispute is pending             |
|-----------------------------|--------------------|-----------|------------------------------------|--|
| The Income Tax Act, 1961    | Income tax         | 4,99,230  | A.Y. 1998-99                       | Ahmedabad High Court                       |
|                             |                    | 1,72,530  | A.Y. 2011-12                       | Commissioner of Income Tax Appeal - Mumbai |
| Maharashtra Stamp Act, 1958 | Penalty            | 30,84,480 | 2016-17                            | Collector of Stamp (Efr-1), Mumbai         |

- (viii) Based on our examination of documents and records, the Company has not taken any loan from a financial institution, a bank, the government or issued debentures and, hence, reporting under paragraph 3 (viii) of the Order is not applicable to the Company.
- (ix) Based on our audit procedures performed for the purpose of reporting the true and fair view of the standalone financial statements and according to the information and explanations given by the management, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans, hence, reporting under paragraph 3 (ix) of the Order is not applicable to the Company.
- (x) Based on the audit procedures performed for the purpose of reporting the true and fair view of the standalone financial statements and according to the information and explanations given by the Management, we report that no material fraud by the Company and on the Company by its officer or employees has been noticed or reported during the year.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Managing Director of the Company is holding place of profit in the Subsidiary Company and remuneration is paid to him by the Subsidiary Company. However, the Company has not paid/provided for any managerial remuneration during the year in accordance with the provisions of section 197 read with Schedule V of the Act. Accordingly, the provision of clause 3(xi) of the Order is not applicable to the Company.
- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, reporting under paragraph 3 (xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, transactions during the year with the related parties were approved by the Audit Committee and are in compliance with section 177 of the Act where applicable and since the said transactions were in the ordinary course of business of the company and were at arm's length basis, the provisions of section 188 are not applicable, and the details have been disclosed in the standalone financial statements, as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and on an overall examination of the Balance Sheet, the Company has not made any preferential allotment/private placement of shares or fully or partly convertible debentures during the year.
- (xv) Based on our audit procedures performed for the purpose of reporting the true and fair view of the standalone financial statements, in our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under paragraph 3 (xvi) of the Order is not applicable to the Company.

For HPVS & Associates.  
Chartered Accountants  
Firm Registration No.: 137533W

Hitesh Khandhadia  
Partner  
M.No. 158148  
UDIN: 21158148AAAAABN4158  
Place: Mumbai  
Date: June 30, 2021

## **ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT**

### **Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of sub-section (3) of Section 143 of the Act**

**(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

#### **Disclaimer of Opinion**

We have audited the internal financial controls over financial reporting of **Minal Industries Limited** ("the Company") as of March 31, 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

According to the information and explanation given to us, the Company has not established its internal financial control over financial reporting on criteria based on or 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. Because of this reason, we are unable to obtain sufficient appropriate audit evidence to provide a basis for our opinion whether the Company had adequate internal financial controls over financial reporting and whether such internal financial controls were operating effectively as at March 31, 2021.

We have considered the disclaimer reported above in determining the nature, timing, and extent of audit tests applied in our audit of the standalone financial statements of the Company, and the disclaimer does not affect our opinion on the standalone financial statements of the Company

#### **Management's Responsibility for Internal Financial Controls**

The Company's management 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 (the "Guidance Note") 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 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 Act.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these standalone financial statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under sub-section (10) of Section 143 of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 with reference to these standalone financial statements 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 with reference to these standalone financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these standalone financial statements, 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 judgement, including the assessment of the risks of material misstatement of the standalone 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 with reference to these standalone financial statements.

### **Meaning of Internal Financial Controls Over Financial Reporting with reference to these Standalone Financial Statements**

A Company's internal financial control over financial reporting with reference to these standalone financial statements 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 with reference to these standalone financial statements includes those policies and procedures that (1) pertain 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 authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the standalone financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting with reference to these Standalone Financial Statements**

Because of the inherent limitations of internal financial controls over financial reporting with reference to these standalone financial statements, 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 with reference to these standalone financial statements 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.

For HPVS & Associates.  
Chartered Accountants  
Firm Registration No.: 137533W

Hitesh Khandhadia  
Partner  
M.No. 158148  
UDIN: 21158148AAAABN4158  
Place: Mumbai  
Date: June 30, 2021

**MINAL INDUSTRIES LTD**  
**Standalone Balance Sheet as on 31st March,2021**  
CIN:L32201MH1988PLC216905

(Amount in ₹)

| Particulars  | Note No. | As at<br>31st March 2021 | As at<br>31st March, 2020 |
|--|----------|--------------------------|---------------------------|
| <b>ASSETS</b>  |          |                          |                           |
| <b>Non current assets</b>  |          |                          |                           |
| A. Property, plant and equipment   | 2        | 56,12,586                | 59,82,000                 |
| B. Investment in subsidiaries, associates and joint venture                              | 3        | 6,31,27,053              | 12,32,65,921              |
| C. Financial assets  |          |                          |                           |
| i) Investments   | 4        | 500                      | 500                       |
| D. Other non current assets  | 5        | 7,28,94,196              | 1,44,00,000               |
| <b>Total Non current assets</b>  |          | <b>14,16,34,335</b>      | <b>14,36,48,421</b>       |
| <b>Current assets</b>  |          |                          |                           |
| A. Inventories   | 6        | 9,15,39,157              | 9,14,30,810               |
| B. Financial assets  |          |                          |                           |
| ii) Cash and cash equivalents  | 7        | 1,50,484                 | 73,108                    |
| iii) Bank balances other than (ii) above   | 8        | 1,84,481                 | 1,84,481                  |
| iv) Loans  | 9        | 13,83,85,173             | 32,14,17,834              |
| v) Other financial assets  | 10       | 3,70,64,966              | 2,48,78,000               |
| C. Current tax assets (net)  | 11       | 30,27,389                | 20,38,194                 |
| D. Other current assets  | 12       | 8,25,788                 | 6,66,962                  |
| <b>Total Current assets</b>  |          | <b>27,11,77,438</b>      | <b>44,06,89,389</b>       |
| <b>Total Assets</b>  |          | <b>41,28,11,773</b>      | <b>58,43,37,810</b>       |
| <b>EQUITY AND LIABILITIES</b>  |          |                          |                           |
| <b>Equity</b>  |          |                          |                           |
| A. Equity share capital  | 13       | 38,38,01,300             | 38,38,01,300              |
| B. Other equity  | 14       | 2,61,28,789              | 19,85,11,126              |
| <b>Total Equity</b>  |          | <b>40,99,30,089</b>      | <b>58,23,12,426</b>       |
| <b>Liabilities</b>   |          |                          |                           |
| <b>Non-current liabilities</b>   |          |                          |                           |
| A. Provisions  | 15       | 1,75,583                 | 1,58,682                  |
| B. Deferred tax liabilities (net)  | 16       | 5,61,903                 | 5,46,914                  |
| <b>Total Non Current Liabilities</b>   |          | <b>7,37,486</b>          | <b>7,05,596</b>           |
| <b>Current liabilities</b>   |          |                          |                           |
| A. Financial Liabilities   |          |                          |                           |
| ii) Trade payables   | 17       |                          |                           |
| - Total outstanding dues of Micro enterprises and Small enterprises                      |          |                          |                           |
| - Total outstanding dues of creditors other than Micro enterprises and Small enterprises |          | 18,52,968                | 10,90,290                 |
| iii) Other financial liabilities   | 18       | 1,96,369                 | 1,99,081                  |
| B. Other current liabilities   | 19       | 93,088                   | 28,814                    |
| C. Provisions  | 20       | 1,774                    | 1,603                     |
| <b>Total Current liabilities</b>   |          | <b>21,44,199</b>         | <b>13,19,788</b>          |
| <b>Total Equity and Liabilities</b>  |          | <b>41,28,11,773</b>      | <b>58,43,37,810</b>       |

The accompanying notes from an integral part of financial statements.

As Per Our Attached Report of Even Date

**For HPVS & Associates**

Chartered Accountants  
Firm's Registration No. 137533W

Hitesh R. Khandhadia  
Partner  
Membership No.: 158148  
UDIN : 21158148AAAABN4158

Date : June 30, 2021  
Place : Mumbai

For and on behalf of the Board of Directors

**Shrikant Parikh**  
Director  
DIN : 00112642

**Sona Parikh**  
Director  
DIN : 03283751

Date : June 30, 2021  
Place : USA

**MINAL INDUSTRIES LTD**  
**Statement of Standalone Profit and Loss for the year ended 31st March, 2021**

(Amount in ₹)

| Particulars   | Note No. | For the Year<br>ended<br>31st March, 2021 | For the year<br>ended<br>31st March, 2020 |
|---|----------|---|---|
| <b>INCOME</b>   |          |   |   |
| A. Revenue from operations  |          | -   | -   |
| B. Other income   | 21       | 1,43,05,943                               | 2,33,04,807                               |
| <b>Total Income (A)</b>   |          | <b>1,43,05,943</b>                        | <b>2,33,04,807</b>                        |
| <b>EXPENSES</b>   |          |   |   |
| A. Changes in inventories of finished goods                                       | 22       | (1,08,347)                                | 5,37,15,458                               |
| B. Employee benefits expense  | 23       | 4,63,564                                  | 5,99,779                                  |
| C. Finance costs  |          | 15,618                                    | 1,01,256                                  |
| D. Depreciation and amortization expense  | 24       | 3,69,414                                  | 3,81,165                                  |
| E. Other expenses   | 25       | 18,59,33,044                              | 35,47,302                                 |
| F. Discount to export customers (Refer Note 39)                                   |          | -   | 1,01,15,217                               |
| <b>Total Expenses (B)</b>   |          | <b>18,66,73,292</b>                       | <b>6,84,60,177</b>                        |
| <b>Profit/(loss) before exceptional items and tax (A-B)</b>                       |          | <b>(17,23,67,349)</b>                     | <b>(4,51,55,370)</b>                      |
| Exceptional Items   | 26       | -   | 1,89,73,422                               |
| <b>Profit/ (loss) before tax (C)</b>  |          | <b>(17,23,67,349)</b>                     | <b>(2,61,81,948)</b>                      |
| <b>Less : Tax expenses</b>  | 27       |   |   |
| A. Current tax  |          | -   | -   |
| B. Deferred tax   |          | 14,989                                    | 7,680                                     |
|   |          | <b>14,989</b>                             | <b>7,680</b>                              |
| <b>Profit for the year (D)</b>  |          | <b>(17,23,82,338)</b>                     | <b>(2,61,89,628)</b>                      |
| <b>Other comprehensive income</b>   |          |   |   |
| A (i) Items that will not be reclassified to profit or loss                       |          | -   | -   |
| (ii) Income tax relating to items that will not be reclassified to profit or loss |          | -   | -   |
| B (i) Re-Measurement of the defined benefit plans                                 |          | -   | -   |
| (ii) Income tax relating to items that will be reclassified to profit or loss     |          | -   | -   |
| <b>Total Other Comprehensive Income for the year (E)</b>                          |          | <b>-</b>                                  | <b>-</b>                                  |
| <b>Total Comprehensive Income for the year (D+E)</b>                              |          | <b>(17,23,82,338)</b>                     | <b>(2,61,89,628)</b>                      |
| <b>Earnings per equity share ( ₹)</b>   |          |   |   |
| (Face value of equity share of ₹ 2 each)  | 28       |   |   |
| <b>Basic ( ₹)</b>   |          | (0.90)                                    | (0)                                       |
| <b>Diluted ( ₹)</b>   |          | (0.90)                                    | (0)                                       |

The accompanying notes from an integral part of financial statements.

As Per Our Attached Report of Even Date

For and on behalf of the Board of Directors

**For HPVS & Associates**

Chartered Accountants  
Firm's Registration No. 137533W

Hitesh R. Khandhadia  
Partner  
Membership No.: 158148  
UDIN : 21158148AAAABN4158

**Shrikant Parikh**  
Director  
DIN : 00112642

**Sona Parikh**  
Director  
DIN : 03283751

Date : June 30, 2021  
Place : Mumbai

Date : June 30, 2021  
Place : USA





**MINAL INDUSTRIES LTD**  
Statement of standalone changes in Equity for the year ended 31st March, 2021

**(A) EQUITY SHARE CAPITAL:**

(Amount in ₹)

| Particulars                                     | No. of share        | Amount              |
|---|---------------------|---------------------|
| <b>Issued, subscribed and fully paid up</b>     |                     |                     |
| Equity shares of ₹ 2 each                       |                     |                     |
| Balance as at 1 April 2019                      | 19,19,00,650        | 38,38,01,300        |
| Changes in equity share capital during the year | -                   | -                   |
| <b>Balance as at 31 March 2020</b>              | <b>19,19,00,650</b> | <b>38,38,01,300</b> |
| Changes in equity share capital during the year | -                   | -                   |
| <b>Balance as at 31 March 2021</b>              | <b>19,19,00,650</b> | <b>38,38,01,300</b> |

**(B) OTHER EQUITY:**

(Amount in ₹)

| Particulars                           | Reserve and Surplus |                     |                       |                    |                              |                     | Total              |
|---------------------------------------|---------------------|---------------------|-----------------------|--------------------|------------------------------|---------------------|--------------------|
|                                       | Capital Reserve     | Security Premium    | Retained Earning      | General Reserve    | Investment Allowance Reserve | Revaluation Reserve |                    |
| Balance as at 1st April, 2019         | 80,33,231           | 11,67,29,360        | (1,00,83,528)         | 8,33,92,370        | 2,77,810                     | 1,61,883            | 19,85,11,126       |
| Profit for the year                   | -                   | -                   | (17,23,82,338)        | -                  | -                            | -                   | (17,23,82,338)     |
| <b>Balance as at 31st March, 2020</b> | <b>80,33,231</b>    | <b>11,67,29,360</b> | <b>(18,24,65,865)</b> | <b>8,33,92,370</b> | <b>2,77,810</b>              | <b>1,61,883</b>     | <b>2,61,28,789</b> |
| Loss for the year                     | -                   | -                   | (2,61,89,628)         | -                  | -                            | -                   | (2,61,89,628)      |
| <b>Balance as at 31st March, 2021</b> | <b>80,33,231</b>    | <b>11,67,29,360</b> | <b>(20,86,55,494)</b> | <b>8,33,92,370</b> | <b>2,77,810</b>              | <b>1,61,883</b>     | <b>(60,840)</b>    |

**MINAL INDUSTRIES LIMITED**

Notes to Standalone Financial Statements for the year ended 31st March, 2021

**NOTE 2: PROPERTY, PLANT AND EQUIPMENT**

| Particulars                                 | Leasehold Land | Factory Building | Building Other Than Factory Building | Plant & Machinery | Furniture And Fixtures | Vehicles         | Office Equipment | Computers & Printers | Electrical Fitting | Total Tangible Assets |
|---|----------------|------------------|--------------------------------------|-------------------|------------------------|------------------|------------------|----------------------|--------------------|-----------------------|
| <b>Cost or deemed cost</b>                  |                |                  |                                      |                   |                        |                  |                  |                      |                    |                       |
| Balance as at April 1, 2019                 | -              | 9,21,244         | 1,08,12,700                          | 52,46,152         | 35,40,579              | 22,75,544        | 1,33,828         | 4,75,100             | 9,28,672           | 2,43,33,819           |
| Additions                                   | -              | -                | -                                    | -                 | -                      | -                | -                | -                    | -                  | -                     |
| Disposals                                   | -              | (9,21,244)       | -                                    | (41,30,130)       | (1,03,970)             | -                | (18,000)         | -                    | -                  | (51,73,344)           |
| <b>Balance as at March 31, 2020</b>         | <b>-</b>       | <b>-</b>         | <b>1,08,12,700</b>                   | <b>11,16,022</b>  | <b>34,36,609</b>       | <b>22,75,544</b> | <b>1,15,828</b>  | <b>4,75,100</b>      | <b>9,28,672</b>    | <b>1,91,60,475</b>    |
| Additions                                   | -              | -                | -                                    | -                 | -                      | -                | -                | -                    | -                  | -                     |
| Disposals                                   | -              | -                | -                                    | -                 | -                      | -                | -                | -                    | -                  | -                     |
| <b>Balance as at March 31, 2021</b>         | <b>-</b>       | <b>-</b>         | <b>1,08,12,700</b>                   | <b>11,16,022</b>  | <b>34,36,609</b>       | <b>22,75,544</b> | <b>1,15,828</b>  | <b>4,75,100</b>      | <b>9,28,672</b>    | <b>1,91,60,475</b>    |
| <b>Accumulated depreciation</b>             |                |                  |                                      |                   |                        |                  |                  |                      |                    |                       |
| Balance as at April 1, 2019                 | -              | 4,30,221         | 44,79,034                            | 52,46,152         | 35,33,689              | 22,75,544        | 1,33,828         | 4,75,100             | 9,13,740           | 1,74,87,308           |
| Depreciation                                | -              | 7,677            | 3,60,510                             | -                 | 4,096                  | -                | -                | -                    | 8,882              | 3,81,165              |
| Other adjustment                            | -              | -                | -                                    | -                 | -                      | -                | -                | -                    | -                  | -                     |
| Eliminated on disposal/adjustment of assets | -              | (4,37,898)       | -                                    | (41,30,130)       | (1,03,970)             | -                | (18,000)         | -                    | -                  | (46,89,998)           |
| <b>Balance as at March 31, 2020</b>         | <b>-</b>       | <b>-</b>         | <b>48,39,544</b>                     | <b>11,16,022</b>  | <b>34,33,815</b>       | <b>22,75,544</b> | <b>1,15,828</b>  | <b>4,75,100</b>      | <b>9,22,622</b>    | <b>1,31,78,475</b>    |
| Depreciation                                | -              | -                | 3,60,570                             | -                 | 2,794                  | -                | -                | -                    | 6,050              | 3,69,414              |
| Other adjustment                            | -              | -                | -                                    | -                 | -                      | -                | -                | -                    | -                  | -                     |
| Eliminated on disposal/adjustment of assets | -              | -                | -                                    | -                 | -                      | -                | -                | -                    | -                  | -                     |
| <b>Balance as at March 31, 2021</b>         | <b>-</b>       | <b>-</b>         | <b>52,00,114</b>                     | <b>11,16,022</b>  | <b>34,36,609</b>       | <b>22,75,544</b> | <b>1,15,828</b>  | <b>4,75,100</b>      | <b>9,28,672</b>    | <b>1,35,47,889</b>    |
| <b>Carrying amount as at March 31, 2021</b> | <b>-</b>       | <b>-</b>         | <b>56,12,602</b>                     | <b>-</b>          | <b>-</b>               | <b>-</b>         | <b>-</b>         | <b>-</b>             | <b>-</b>           | <b>56,12,586</b>      |
| <b>Carrying amount as at March 31, 2020</b> | <b>-</b>       | <b>-</b>         | <b>59,73,156</b>                     | <b>-</b>          | <b>2,794</b>           | <b>-</b>         | <b>-</b>         | <b>-</b>             | <b>6,050</b>       | <b>59,82,000</b>      |
| Life of Assets (Year)                       | NA             | 30               | 60                                   | NA                | 3                      | NA               | NA               | NA                   | 3                  |                       |
| Method of Depreciation                      | NA             | SLM              | SLM                                  | SLM               | SLM                    | SLM              | SLM              | SLM                  | SLM                |                       |

**NOTE 3:-NON -CURRENT ASSETS - INVESTMENTS IN SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE**

(Amount in ₹)

| Particular   | As at<br>31st March, 2021 | As at<br>31st March, 2020 |
|--|---------------------------|---------------------------|
| <b>Unquoted investments in equity instruments</b>  |                           |                           |
| <b>(i) Subsidiary Companies (at cost or deemed cost)</b>                                       |                           |                           |
| Minal International FZE (Sharjah)<br>1 (Previous Year 1) Share of 1,50,000 AED each.           | 18,37,500                 | 18,37,500                 |
| Minal Infojewels Limited<br>1,23,50,000 (Previous Year 1,23,50,000) Equity Shares of ₹ 10 each | 12,35,00,000              | 12,35,00,000              |
| <b>ii) Investment In Partnership Firm (at cost)</b>  |                           |                           |
| Capital in M/s RSBL Jewels   | (22,10,447)               | (20,71,579)               |
| <b>Total Investment in Subsidiary, Associate and Joint Venture</b>                             | <b>12,31,27,053</b>       | <b>12,32,65,921</b>       |
| <b>Provision for Investments</b>   |                           |                           |
| Minal Infojewels Limited   | (6,00,00,000)             | -                         |
| <b>Total Investment in Subsidiary, Associate and Joint Venture (net)</b>                       | <b>6,31,27,053</b>        | <b>12,32,65,921</b>       |
| Aggregate amount of carrying amount of unquoted investments                                    | 6,31,27,053               | 12,32,65,921              |
| Aggregate amount of impairment value of unquoted investments                                   | -                         | -                         |
| Aggregate Provision on Investments   | (6,00,00,000)             | -                         |

**Details of Investment in Partnership Firm**

| Name of Partner                         | As at<br>31st March, 2021 | As at<br>31st March, 2020 |
|---|---------------------------|---------------------------|
| <b>Minal Industries</b>                 |                           |                           |
| Capital Balance (Debit)/Credit          | (22,10,447)               | (20,71,579)               |
| Share of Profit (Percentage)            | 1                         | 1                         |
| <b>Shree Mehul Dinesh Kumar Kothari</b> |                           |                           |
| Capital Balance (Debit)/Credit          | 11,68,254                 | 11,68,254                 |
| Share of Profit (Percentage)            | 0                         | 0                         |

**NOTE 4:-NON -CURRENTS FINANCIAL ASSETS -INVESTMENTS**

(Amount in ₹)

| Particular   | As at<br>31st March, 2021 | As at<br>31st March, 2020 |
|--|---------------------------|---------------------------|
| <b>Unquoted investments in equity instruments at FVTPL</b>                                     |                           |                           |
| Sterling Centre Premises Owners Co-op Society Ltd.<br>1 (Previous Year 1) Share of ₹ 500 each. | 500                       | 500                       |
| <b>Total</b>   | <b>500</b>                | <b>500</b>                |
| Aggregate amount of carrying amount of unquoted investments                                    | 500                       | 500                       |
| Aggregate amount of impairment value of unquoted investments                                   | -                         | -                         |

**NOTE 5 : OTHER NON CURRENT ASSETS**

(Amount in ₹)

| Particular   | As at<br>31st March, 2021 | As at<br>31st March, 2020 |
|--|---------------------------|---------------------------|
| In Term Deposits with maturity more than 12 months | 7,28,94,196               | 1,44,00,000               |
| <b>Total</b>                                       | <b>7,28,94,196</b>        | <b>1,44,00,000</b>        |

**NOTE 6 : INVENTORIES**

(Amount in ₹)

| Particular  | As at<br>31st March, 2021 | As at<br>31st March, 2020 |
|---|---------------------------|---------------------------|
| <b>Inventories (At lower of cost or net realisable value)</b> |                           |                           |
| - Finished Goods  | 9,15,39,157               | 9,14,30,810               |
| <b>Total</b>  | <b>9,15,39,157</b>        | <b>9,14,30,810</b>        |

**NOTE 7 : CASH AND CASH EQUIVALENTS**

(Amount in ₹)

| Particular                  | As at<br>31st March, 2021 | As at<br>31st March, 2020 |
|-----------------------------|---------------------------|---------------------------|
| <b>Balances with Banks:</b> |                           |                           |
| - In current account        | 1,30,713                  | 35,826                    |
| Cash on Hand                | 19,770                    | 37,282                    |
| <b>Total</b>                | <b>1,50,484</b>           | <b>73,108</b>             |

**NOTE 8 : BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENT**

(Amount in ₹)

| Particular  | As at<br>31st March, 2021 | As at<br>31st March, 2020 |
|---|---------------------------|---------------------------|
| Other Bank Balance*   | 1,84,481                  | 1,84,481                  |
| In Term Deposits with maturity more than 3 Months but less than 12 month at inception | -                         | -                         |
| <b>Total</b>  | <b>1,84,481</b>           | <b>1,84,481</b>           |

**NOTE 9 : CURRENT FINANCIAL ASSETS - LOANS**

(Amount in ₹)

| Particular   | As at<br>31st March, 2021 | As at<br>31st March, 2020 |
|--|---------------------------|---------------------------|
| Loans to related parties (Refer Note 33)*  | 13,83,47,173              | 31,74,75,008              |
| Loans to others  | -                         | 39,04,826                 |
| Advances to employee   | 38,000                    | 38,000                    |
| <b>Total</b>   | <b>13,83,85,173</b>       | <b>32,14,17,834</b>       |
| <b>Sub-classification of Loans</b>   |                           |                           |
| (a) Secured, considered good   |                           |                           |
| (b) Unsecured, considered good   | 13,83,85,173              | 32,14,17,834              |
| (c) Doubtful, Allowance for bad and doubtful loans shall be disclosed under the relevant heads separately. |                           |                           |

\* Loans are given for business purpose.

**NOTE 10 : CURRENT FINANCIAL ASSETS - OTHER**

(Amount in ₹)

| Particular   | As at<br>31st March, 2021 | As at<br>31st March, 2020 |
|--|---------------------------|---------------------------|
| <b>Unsecured, considered Good</b>                            |                           |                           |
| Interest Receivable on Loan to related party (refer note 33) | 3,61,59,231               | 2,31,89,137               |
| Interest Receivable on Fixed deposit                         | 6,65,701                  | 6,65,701                  |
| Security Deposit   | 2,40,034                  | 2,40,034                  |
| Other Receivables  | -                         | 7,83,128                  |
| <b>Total</b>   | <b>3,70,64,966</b>        | <b>2,48,78,000</b>        |

**NOTE 11 : CURRENT TAX ASSET (NET)**

(Amount in ₹)

| Particular                                   | As at<br>31st March, 2021 | As at<br>31st March, 2020 |
|--|---------------------------|---------------------------|
| Advance Tax and Tax deducted at source (net) | 30,27,389                 | 20,38,194                 |
| <b>Total</b>                                 | <b>30,27,389</b>          | <b>20,38,194</b>          |

**Note 12 : Other current asset**

(Amount in ₹)

| Particular                  | As at<br>31st March, 2021 | As at<br>31st March, 2020 |
|-----------------------------|---------------------------|---------------------------|
| Prepayment                  | 41,173                    | 42,831                    |
| Indirect Tax Balances (ITC) | 7,84,615                  | 6,24,131                  |
| <b>Total</b>                | <b>8,25,788</b>           | <b>6,66,962</b>           |

## NOTE 13 : EQUITY SHARE CAPITAL

(Amount in ₹)

| Particular                             | As at               |                     |
|--|---------------------|---------------------|
|  | 31st March, 2021    | 31st March, 2020    |
| <b>Authorised</b>                      |                     |                     |
| 31,50,00,000 Equity Shares of ₹ 2 each | 63,00,00,000        | 63,00,00,000        |
| <b>Issued,Subscribed and Paid up</b>   |                     |                     |
| 19,19,00,650 Equity Shares of ₹ 2 each | 38,38,01,300        | 38,38,01,300        |
|  | <b>38,38,01,300</b> | <b>38,38,01,300</b> |

## 13.1 Reconciliation of the number of the shares outstanding at the beginning and at the end of the year:

(Amount in ₹)

| Issued Subscribed and paid up share capital | As at               |                     | As at               |                     |
|---|---------------------|---------------------|---------------------|---------------------|
|   | 31st March, 2021    |                     | 31st March, 2020    |                     |
|   | No. of Shares       | Amount              | No. of Shares       | Amount              |
| Balance at the beginning of the year        | 19,19,00,650        | 38,38,01,300        | 19,19,00,650        | 38,38,01,300        |
| Add: shares issued during the year          | -                   | -                   | -                   | -                   |
| <b>Balance at the end of the year</b>       | <b>19,19,00,650</b> | <b>38,38,01,300</b> | <b>19,19,00,650</b> | <b>38,38,01,300</b> |

## 13.2 Rights, preferences and restrictions attached to shares

The Company has one class of equity shares having a par value of ₹ 2 per share. Each holder of equity shares is entitled to one vote per share held.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the share holder.

## 13.3 Details of shareholders holding more than 5 % shares in the Company:-

| Name of the Share holder              | As at               |              | As at               |              |
|---------------------------------------|---------------------|--------------|---------------------|--------------|
|                                       | 31st March, 2021    |              | 31st March, 2020    |              |
|                                       | No. of Shares       | % holding    | No. of Shares       | % holding    |
| Jesinghbai Parikh                     | 10,81,18,055        | 56.34        | 10,81,18,055        | 56.34        |
| Aanishka Construction Private Limited | 98,29,085           | 5.12         | 98,29,085           | 5.12         |
| Mahendra Chandulal Shah               | 2,10,00,000         | 10.94        | 2,10,00,000         | 10.94        |
| Champak Kirtilal Mehta                | 2,10,00,000         | 10.94        | 2,10,00,000         | 10.94        |
| <b>Total</b>                          | <b>15,99,47,140</b> | <b>83.34</b> | <b>15,99,47,140</b> | <b>83.34</b> |

## NOTE 14 : OTHER EQUITY

(Amount in ₹)

| Particulars  | As at<br>31st March, 2021 | As at<br>31st March, 2020 |
|--|---------------------------|---------------------------|
| <b>Retained Earnings</b>                                     |                           |                           |
| <b>Surplus/(Deficit) in the statement of profit and loss</b> |                           |                           |
| Balance at beginning of the year                             | (1,00,83,528)             | 1,61,06,100               |
| Add: Profit/(loss) for the year                              | (17,23,82,338)            | (2,61,89,628)             |
| <b>Balance at end of the year</b>                            | <b>(18,24,65,865)</b>     | <b>(1,00,83,528)</b>      |
| <b>Capital Reserve (Central+State Subsidy)</b>               |                           |                           |
| Balance at beginning of the year                             | 80,33,231                 | 80,33,231                 |
| Add: Transfer to (from) the reserve                          | -                         | -                         |
| <b>Balance at end of the year</b>                            | <b>80,33,231</b>          | <b>80,33,231</b>          |
| <b>Security Premium</b>                                      |                           |                           |
| Balance at beginning of the year                             | 11,67,29,360              | 11,67,29,360              |
| Add: Transfer to (from) the reserve                          | -                         | -                         |
| <b>Balance at end of the year</b>                            | <b>11,67,29,360</b>       | <b>11,67,29,360</b>       |
| <b>Investment Allowance Reserve</b>                          |                           |                           |
| Balance at beginning of the year                             | 2,77,810                  | 2,77,810                  |
| Add: Transfer to (from) the reserve                          | -                         | -                         |
| <b>Balance at end of the year</b>                            | <b>2,77,810</b>           | <b>2,77,810</b>           |
| <b>Revaluation Reserve</b>                                   |                           |                           |
| Balance at beginning of the year                             | 1,61,883                  | 1,61,883                  |
| Add: Transfer to (from) the reserve                          | -                         | -                         |
| <b>Balance at end of the year</b>                            | <b>1,61,883</b>           | <b>1,61,883</b>           |
| <b>General Reserve</b>                                       |                           |                           |
| Balance at beginning of the year                             | 8,33,92,370               | 8,33,92,370               |
| Add: Transfer to (from) the reserve                          | -                         | -                         |
| <b>Balance at end of the year</b>                            | <b>8,33,92,370</b>        | <b>8,33,92,370</b>        |
| <b>Total</b>   | <b>2,61,28,789</b>        | <b>19,85,11,126</b>       |

## NOTE 15 : NON CURRENT LIABILITIES - PROVISION

(Amount in ₹)

| Particular                                     | As at<br>31st March, 2021 | As at<br>31st March, 2020 |
|--|---------------------------|---------------------------|
| <b>Provision for employee benefit expenses</b> |                           |                           |
| - Provision for gratuity ( Refer Note 30)      | 1,75,583                  | 1,58,682                  |
| <b>Total</b>                                   | <b>1,75,583</b>           | <b>1,58,682</b>           |

## NOTE 16 : NON CURRENT LIABILITIES - DEFERRED TAX LIABILITY

(Amount in ₹)

| Particular                              | As at<br>31st March, 2021 | As at<br>31st March, 2020 |
|---|---------------------------|---------------------------|
| Deferred tax liability ( Refer Note 27) | 5,89,256                  | 5,46,914                  |
| <b>Total</b>                            | <b>5,89,256</b>           | <b>5,46,914</b>           |

**NOTE 17 : CURRENT FINANCIAL LIABILITIES - TRADE PAYABLES**

(Amount in ₹)

| Particular  | As at<br>31st March, 2021 | As at 31st March, 2020 |
|---|---------------------------|------------------------|
| Total outstanding dues of micro enterprises and small enterprises<br>(Refer Note 17.1)    |                           |                        |
| Total outstanding dues of creditors other than micro enterprises and<br>small enterprises | 18,52,968                 | 10,90,290              |
| <b>Total</b>  | <b>18,52,968</b>          | <b>10,90,290</b>       |

**Note 17.1: Details of Dues to Micro, Small and Medium Enterprises as Defined under the Micro Small**

| Particular  | As at<br>31st March, 2021 | As at 31st March, 2020 |
|---|---------------------------|------------------------|
| Principal amount due outstanding as at end of year                      | -                         | -                      |
| Interest due on above and unpaid as at end of year                      | -                         | -                      |
| Interest paid to the supplier   | -                         | -                      |
| Payments made to the supplier beyond the appointed day during the year  | -                         | -                      |
| Interest due and payable for the period of delay                        | -                         | -                      |
| Interest accrued and remaining unpaid as at end of year                 | -                         | -                      |
| Amount of further interest remaining due and payable in succeeding year | -                         | -                      |

**NOTE 18: CURRENT FINANCIAL LIABILITIES - OTHERS**

(Amount in ₹)

| Particular          | As at<br>31st March, 2021 | As at 31st March, 2020 |
|---------------------|---------------------------|------------------------|
| Unclaimed dividend* | 1,84,481                  | 1,84,481               |
| Other payable**     | 11,888                    | 14,600                 |
| <b>Total</b>        | <b>1,96,369</b>           | <b>1,99,081</b>        |

\* Unclaimed dividend is outstanding for more than seven years as on 31.03.2021

\*\* Other Payable include payment to vendors

**NOTE 19 : OTHER CURRENT LIABILITIES**

(Amount in ₹)

| Particular            | As at<br>31st March, 2021 | As at 31st March, 2020 |
|-----------------------|---------------------------|------------------------|
| Statutory liabilities | 48,259                    | 28,814                 |
| Salary Payable        | 44,829                    | -                      |
| <b>Total</b>          | <b>93,088</b>             | <b>28,814</b>          |

**NOTE 20 : CURRENT LIABILITIES - PROVISION**

(Amount in ₹)

| Particular                                     | As at<br>31st March, 2021 | As at<br>31st March, 2020 |
|--|---------------------------|---------------------------|
| <b>Provision for employee benefit expenses</b> |                           |                           |
| - Provision for gratuity (Refer Note 30 )      | 1,774                     | 1,603                     |
| <b>Total</b>                                   | <b>1,774</b>              | <b>1,603</b>              |

**NOTE 21 : OTHER INCOME**

(Amount in ₹)

| Particular   | For the year ended 31st<br>March, 2021 | For the year ended<br>March 31, 2020 |
|--|--|--------------------------------------|
| <b>Interest Income earned on financial assets that are not designated as FVTPL</b> |  |                                      |
| On Bank Deposits   | 9,94,196                               | 6,90,209                             |
| On loan to Related Parties ( Refer note 33)  | 1,39,30,003                            | 1,87,91,065                          |
| Profit on sale of Property, plant and equipment                                    | -                                      | 9,06,663                             |
| Foreign exchange gain/(loss) (net)   | (6,18,256)                             | 29,16,870                            |
| <b>Total</b>   | <b>1,43,05,943</b>                     | <b>2,33,04,807</b>                   |

**NOTE 22 : CHANGES IN INVENTORIES OF FINISHED GOODS**

(Amount in ₹)

| Particular                                | For the year ended 31st<br>March, 2021 | For the year ended<br>March 31, 2020 |
|---|--|--------------------------------------|
| Opening Stock of Finished Goods           | 9,14,30,810                            | 14,51,46,268                         |
| Closing Stock of Finished Goods           | 9,15,39,157                            | 9,14,30,810                          |
| <b>Changes in Stock of Finished Goods</b> | <b>(1,08,347)</b>                      | <b>5,37,15,458</b>                   |

**NOTE 23 : EMPLOYEE BENEFITS EXPENSE**

(Amount in ₹)

| Particular                       | For the year ended 31st<br>March, 2021 | For the year ended<br>March 31, 2020 |
|----------------------------------|--|--------------------------------------|
| Salaries and Wages               | 4,38,895                               | 5,44,727                             |
| Gratuity expense (Refer Note 30) | 17,072                                 | 45,430                               |
| Staff Welfare Expenses           | 7,597                                  | 9,622                                |
| <b>Total</b>                     | <b>4,63,564</b>                        | <b>5,99,779</b>                      |

**NOTE 24 : DEPRECIATION AND AMORTIZATION EXPENSES**

(Amount in ₹)

| Particular                      | For the year ended 31st<br>March, 2021 | For the year ended<br>March 31, 2020 |
|---------------------------------|--|--------------------------------------|
| Depreciation on Tangible Assets | 3,69,414                               | 3,81,165                             |
| <b>Total</b>                    | <b>3,69,414</b>                        | <b>3,81,165</b>                      |

**NOTE 25 : OTHER EXPENSES**

(Amount in ₹)

| Particular                              | For the year ended 31st<br>March, 2021 | For the year ended<br>March 31, 2020 |
|---|--|--------------------------------------|
| Rent, Rates and Taxes                   | -                                      | 8,93,253                             |
| Repairs and maintenance                 | 17,980                                 | 25,000                               |
| Communication Charges                   | 15,000                                 | 16,030                               |
| Printing and Stationery                 | 700                                    | 6,760                                |
| Advertisement Expenses                  | 37,754                                 | 24,846                               |
| Auditors Remuneration (Refer Note 32)   |  |                                      |
| - Statutory Audit                       | 5,20,000                               | 6,45,000                             |
| - Certification                         | -                                      | 7,500                                |
| Legal and Professional Fees             | 3,95,998                               | 6,36,749                             |
| Insurance                               | 1,42,303                               | 1,68,050                             |
| Annual Listing Fees                     | 5,32,458                               | 5,71,825                             |
| Bank Charges                            | 15,618                                 | 1,01,256                             |
| Office Expenses                         | 22,360                                 | 25,000                               |
| Travelling, Conveyance and Car Expenses | 12,755                                 | 70,998                               |
| Share of Loss in Partnership Firm       | 2,25,082                               | 62,394                               |
| Packing Material                        | -                                      | 11,805                               |
| Electricity charges                     | 25,068                                 | 20,440                               |
| Penalty                                 | -                                      | 2,65,556                             |
| GST expense                             | 15,660                                 | -                                    |
| Miscellaneous Charges                   | -                                      | 96,096                               |
| Provision for Investment                | 6,00,00,000                            | -                                    |
| Provision for loan                      | 12,39,04,826                           | -                                    |
| Directors Fees                          | 60,000                                 | -                                    |
| ROC Fees                                | 5,100                                  | -                                    |
| <b>Total</b>                            | <b>18,59,48,661</b>                    | <b>36,48,558</b>                     |

## NOTE 26 : EXCEPTIONAL ITEMS

(Amount in ₹)

| Particular  | For the year ended 31st March, 2021 | For the year ended March 31, 2020 |
|---|-------------------------------------|-----------------------------------|
| Profit on Sale of Property, plant and equipment (Refer note 38) | -                                   | 1,89,73,422                       |
|   | -                                   |                                   |
| <b>Total</b>  | <b>-</b>                            | <b>1,89,73,422</b>                |

## NOTE 27: CURRENT TAX

(a) Income-tax expense through the statement of profit and loss

(Amount in ₹)

| Particular  | For the year ended 31st March, 2021 | For the year ended 31st March, 2020 |
|---|-------------------------------------|-------------------------------------|
| <b>Current tax:</b>   |                                     |                                     |
| Current tax on profits for the year (a)                           | 0                                   | 0                                   |
| Tax (credit) under Minimum Alternative Tax (b)                    | 0                                   | 0                                   |
| Relating to origination and reversal of temporary differences (c) | 14,989                              | 7680.00                             |
| <b>Total</b>  | <b>14,989</b>                       | <b>7,680</b>                        |

## Reconciliation of Income Tax Expenses

(Amount in ₹)

| Particular                            | For the year ended 31st March, 2021 | For the year ended 31st March, 2020 |
|---------------------------------------|-------------------------------------|-------------------------------------|
| <b>Profit before tax</b>              | (17,23,67,349)                      | (2,61,81,948)                       |
| Accounting Profit before tax          | (17,23,67,349)                      | (2,61,81,948)                       |
| Enacted tax rate in india             | 27%                                 | 26%                                 |
| Computed tax expense                  | (4,61,08,266)                       | (68,07,307)                         |
| Expenses not allowed for tax purpose  | 6,16,121                            | 9,62,158                            |
| Additional allowances for tax purpose | 1,53,07,741                         | 4,04,95,033                         |
| Current tax                           | -                                   | -                                   |
| Income tax                            | -                                   | -                                   |
| *Deffered tax (Refer table below)     | 14,989                              | 7,680                               |
| Total tax expenses                    | 14,989                              | 7,680                               |
| Effective rate of tax                 | 0.00%                               | 0.00%                               |
| <b>MAT Credit</b>                     |                                     |                                     |
| MAT Liability (115JB)                 | -                                   | -                                   |
| MAT Credit entitlement                | -                                   | -                                   |
| Current tax                           | -                                   | -                                   |

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There are certain income-tax related legal proceedings which are pending against the Company. Potential liabilities, if any have been adequately provided for, and the Company does not currently estimate any probable material incremental tax liabilities in respect of these matters (refer note 29).

(b) Deferred tax relates to the following:

(Amount in ₹)

| Particulars  | Balance Sheet                       |                                     | Recognised in statement             |                                     |
|--|-------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
|  | For the year ended 31st March, 2021 | For the year ended 31st March, 2020 | For the year ended 31st March, 2021 | For the year ended 31st March, 2020 |
| Timing difference on account of book depreciation and tax depreciation | (6,09,346)                          | (5,88,588)                          | 20,758                              | 19,492                              |
| Other items giving rise to temporary differences                       | 47,443                              | 41,674                              | (5,769)                             | (11,812)                            |
| <b>Deferred tax asset / (liability)</b>                                | <b>(5,61,903)</b>                   | <b>(5,46,914)</b>                   | <b>14,989</b>                       | <b>7,680</b>                        |



**(c) Reconciliation of deferred tax assets / (liabilities) net**

(Amount in ₹)

| Particular  | For the year ended 31st March, 2021 | For the year ended 31st March, 2020 |
|---|-------------------------------------|-------------------------------------|
| Balance on Begning of the Year                                      | (5,46,914)                          | (5,39,234)                          |
| Tax income / (expense) during the year recognised in profit or loss | 14,989                              | (7,680)                             |
| <b>Balance on ending of the Year</b>                                | <b>(5,31,925)</b>                   | <b>(5,46,914)</b>                   |

**NOTE 28 : DISCLOSURE AS REQUIRED BY INDIAN ACCOUNTING STANDARD (IND AS) 33 EARNINGS PER SHARE**

| Particular  | For the year ended 31st March, 2021 | For the year ended 31st March, 2020 |
|---|-------------------------------------|-------------------------------------|
| Net profit attributable to shareholders for earnings per share ( ₹) | -172382337.59                       | (2,61,89,628)                       |
| Number of equity shares for earnings per share (In Number)          | 191900650                           | 19,19,00,650                        |
| Earning Per Share (Face vale of ₹10 per Equity Share)               |                                     |                                     |
| <b>Basic earning per share ( ₹)</b>                                 | <b>(0.90)</b>                       | <b>(0.14)</b>                       |
| <b>Diluted earning per share ( ₹)</b>                               | <b>(0.90)</b>                       | <b>(0.14)</b>                       |

**NOTE 29:- CONTINGENT LIABILITIES AND COMMITMENTS****29.1 Contingent Liabilities: (to the extent not provided for)**

(Amount in ₹)

| Particulars   | As at 31st March, 2021 | As at 31st March, 2020 |
|---|------------------------|------------------------|
| Corporate Guarantee given to bank in respect of credit facilities sanctioned to associate company | -                      | 6,98,00,000            |
| Income tax liability that may arise in respect of matters in appeal preferred by the department:  | -                      |                        |
| Disputed Income tax liabilities (AY 1998-99)  | 4,99,230               | 4,99,230               |
| Disputed Income tax liabilities (AY 2011-12)  | 1,72,530               | 1,72,530               |
| Rent & Services Charges due for Sachin Surat SEZ  | 61,09,021              | 61,09,021              |
| Penalty under the Maharashtra Stamp Act, 1958   | 30,84,480              | 30,84,480              |
| <b>Total</b>  | <b>98,65,261</b>       | <b>7,96,65,261</b>     |

(a) It is not practicable to estimate the timing of cash outflows, if any, in respect of matters above, pending resolution of the arbitration / appellate proceedings.

(b) The company has received communication from Bombay Stock Exchange (BSE) LIST/COMP PH VI/522235/19/INT/2018-2019 dated March 19, 2019. The communication is regarding "Initiation of and completion of the formalities for revocation of suspension of trading in the securities of the company". The Company is in the process of making suitable response to such communication, Pending submission of the reply to the stock exchange and final outcome, the management has not considered adjustments (if any) on account of above in the above statements.

**29.2** In the opinion of management, the current assets, loans and advances have a value on realisation in the ordinary course of business, at least equal to the amount at which they are stated in the balance sheet. Provision for all known liabilities is adequate and not in excess of what is required.

**29.3** The Company is yet to receive balance confirmation in respect of certain trade payable, other payable, trade receivable, other receivable and loan and advances. The management does not expect any material difference affecting the current year's financial statements due to the same.

## **NOTE 30: DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARD (IND AS 19) EMPLOYEE BENEFITS**

### **30.1 Defined benefit plans:**

#### **(a) Gratuity (Unfunded):**

"The Company provides for gratuity, a defined benefit retirement plan covering eligible employees. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount equivalent to 15 days' salary for each completed year of service. Vesting occurs upon completion of five continuous years of service in accordance with Indian law."

The company is typically expose the Group to actuarial risks such as: interest rate risk, longevity risk and salary risk.

#### **Interest Risk:**

A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments.

#### **Longevity risk:**

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

#### **Salary risk:**

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

The most recent actuarial valuation of the plan assets and the present value of the defined benefit obligation were carried out at March 31, 2021 by M/S Kewal Krishan Wadhwa, Consulting Actuary. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method.

The following tables summarise the components of net benefit expenses recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the respective plans:

| Particulars  | Gratuity               |                        |
|--|------------------------|------------------------|
|  | As at 31st March, 2021 | As at 31st March, 2020 |
| <b>Change in present value of defined benefit obligation during the year</b>   |                        |                        |
| Present Value of defined benefit obligation at the beginning of the year       | 1,60,285               | 1,14,855               |
| Interest cost  | 11,092                 | 8,798                  |
| Current service cost   | 17,153                 | 17,161                 |
| Benefits paid  | -                      | -                      |
| Actuarial (Gains)/Losses on Obligations  | (11,173)               | 19,471                 |
| Past service cost, including losses on curtailments                            | -                      | -                      |
| <b>Present Value of Benefit Obligation at the End of the year</b>              | <b>1,77,357</b>        | <b>1,60,285</b>        |
| <b>Expense recognised in the statement of profit and loss:</b>                 |                        |                        |
| Current service cost   | 17,153                 | 17,161                 |
| Interest cost  | 11,092                 | 8,798                  |
| Expected return on plan assets   | -                      | -                      |
| Net actuarial losses/(gains) recognized in the period                          | (11,173)               | 19,471                 |
| <b>Total expenses included in employee benefits expense</b>                    | <b>17,072</b>          | <b>45,430</b>          |
| <b>Reconciliation statement of expense in the statement of profit and loss</b> |                        |                        |
| Present value of obligation as at the end of period                            | 1,77,357               | 1,60,285               |
| Present value of obligation as at the beginning of the period                  | (1,60,285)             | (1,14,855)             |
| Benefits paid  | -                      | -                      |
| Actual return on plan assets   | -                      | -                      |
| <b>Expenses recognized in the statement of profit &amp; losses</b>             | <b>17,072</b>          | <b>45,430</b>          |

|  |  |                |
|--|--|----------------|
| <b>Principal actuarial assumptions:</b>                        |  |                |
| Discount rate  | 6.92%  | 6.92%          |
| Long-term rate of compensation increase                        |  |                |
| Salary escalation  | 7%   |                |
| Expected rate of return on plan asset                          | 0%   | 0%             |
| Average remaining working life (Years)                         | 17   | 18             |
| Actuarial Valuation Method                                     | Projected Unit Credit (PUC) Actuarial Method |                |
| <b>Demographic assumptions used</b>                            |  |                |
| Mortality table  | IALM (2012-14)                               | IALM (2006-08) |
| Retirement age   | 60   | 60             |
| Average remaining working life (Years)                         | 17   | 18             |
| <b>Actual contribution and benefit payments for year</b>       |  |                |
| Actual benefit payments  | -  | -              |
| Actual contributions   | 17,072                                       | 45,430         |
| <b>Net asset / (liability) recognised in the balance sheet</b> |  |                |
| (Present Value of Benefit Obligation at the end of the Period) | 1,77,357                                     | 1,60,285       |
| Funded Status (Surplus/ (Deficit))                             | (1,77,357)                                   | (1,60,285)     |
| Unrecognized actuarial (gains)/losses                          | -  | -              |
| Net (Liability)/Asset Recognized in the Balance Sheet          | (1,77,357)                                   | (1,60,285)     |

**(b) Sensitivity analysis:**

The significant actuarial assumptions for the determination of the defined benefit obligation are the discount rate, the salary growth rate and the average life expectancy. The calculation of the net defined benefit liability is sensitive to these assumptions. The following table summarises the effects of changes in these actuarial assumptions on the defined benefit liability

| Particulars  | (Amount in ₹)          |                        |
|--|------------------------|------------------------|
|  | As at 31st March, 2021 | As at 31st March, 2020 |
| <b>Quantitative sensitivity analysis for significant assumption is as below:</b>                     |                        |                        |
| <b>Increase / (decrease) on present value of defined benefits obligation at the end of the year:</b> |                        |                        |
| Half percentage point increase in discount rate  | (11,936)               | (11,249)               |
| Half percentage point decrease in discount rate  | 12,939                 | 12,246                 |
| Half percentage point increase in rate of salary Increase  | 12,866                 | 12,177                 |
| Half percentage point decrease in rate of salary Increase  | (11,981)               | (11,292)               |

Sensitivity due to mortality & withdrawals are not material & hence impact of change due to these not calculated

The present value of the defined benefit obligation calculated with the same method (projected unit credit) as the defined benefit obligation recognised in the balance sheet. The sensitivity analysis is based on a change in one assumption while not changing all other assumptions. This analysis may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in the assumptions would occur in isolation of one another since some of the assumptions may be co-related.

**(C) Experience adjustments**

| Gratuity                                     | 2020-21    | 2019-20    | 2018-19    | 2017-18  | 2016-17  |
|--|------------|------------|------------|----------|----------|
| Present value of Defined Benefits Obligation | 1,77,357   | 1,60,285   | 1,14,855   | 88,198   | 35,218   |
| [Surplus / (Deficit)]                        | (1,77,357) | (1,60,285) | (1,14,855) | (88,198) | (35,218) |

The discount rate is based on the prevailing market yields of Government of India securities as at the Balance sheet date for the estimated term of the obligation.

In assessing the Company's post retirement liabilities, the Company monitors mortality assumptions and uses up-to-date mortality tables, the base being the Indian assured lives mortality (2012-14) ultimate.

The estimates of future salary increase, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

**MINAL INDUSTRIES LIMITED**

**Notes to Financial Statements for the year ended 31st March, 2021**

**NOTE 31: SEGMENT INFORMATION**

The Company is primarily engaged in the business of manufacture and sale of gold jewellery, diamond studded jewellery and silver articles of various designs / specifications. The Company's manufacturing facilities are located in India. Segment level information as per Ind AS 108 "Operating Segments" is provided for the different geographical areas i.e within and outside India represented by domestic and exports respectively.

**NOTE 32: REMUNRATION TO STATUTORY AUDITOR (EXCLUDING GST)**

(Amount in ₹)

| Particulars          | As at31st March, 2021 | As at31st March, 2020 |
|----------------------|-----------------------|-----------------------|
| Statutory Audit fees | 5,20,000              | 6,45,000              |
| Certification        | -                     | 7,500                 |
| <b>Total</b>         | <b>5,20,000</b>       | <b>6,52,500</b>       |

**NOTE 33: DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARDS (IND AS 24) RELATED PARTY DISCLOSURE**

**(a) List of Related Parties**

**1. Subsidiaries**

Minal International FZE –UAE  
Minal Infojewels Ltd  
M/S RSBL Jewels-Partnership Firm

**2. List of Related Parties other than subsidiaries**

|   | Nature of Relation |
|---|--------------------|
| Minal Electrical & Engineering            | Others             |
| Minal Plastic Product                     | Others             |
| Minal Jewels (USA)                        | Others             |
| Selection INC (USA)                       | Others             |
| C.Mahendra Jewels USA                     | Others             |
| Clicks Metro Online Pvt. Ltd              | Others             |
| Minal Exim Pvt Ltd                        | Others             |
| Minal Infracons Pvt Ltd                   | Others             |
| Minal Infrastructure & Properties Pvt.Ltd | Others             |
| Minal Lifestyles Pvt Ltd.                 | Others             |

**3. Key Managerial Personnel**

|                                | Designation |
|--------------------------------|-------------|
| Shri. Shrikant Parikh          | Director    |
| Shri. Amulbhai Jethabhai patel | Director    |
| Shri. Shankar Bhagat           | Director    |
| Mrs. Sona Parikh               | Director    |

**(b) Transaction during the year with related parties:**

(Amount in ₹)

| Particulars                                    | As at31st March, 2021 | As at31st March, 2020 |
|--|-----------------------|-----------------------|
| <b>1. Interest Income on Loan</b>              |                       |                       |
| Minal International FZE                        | 11,31,232             | 11,68,296             |
| Minal Infojewels Ltd                           | 1,27,98,771           | 1,76,22,769           |
|  | <b>1,39,30,003</b>    | <b>1,87,91,065</b>    |
| <b>2. Sale of Property,Plant and Equipment</b> |                       |                       |
| Minal Infojewels Ltd                           | -                     | 7,25,628              |
|  | -                     | <b>7,25,628</b>       |
| <b>3. Professional Fees Paid</b>               |                       |                       |
| Shankar Prasad Bhagat                          | 60,000                | 15,000                |
|  | <b>60,000</b>         | <b>15,000</b>         |

|                                  |                    |                     |
|----------------------------------|--------------------|---------------------|
| <b>4. Loans given</b>            |                    |                     |
| Minal Infojewels Ltd             | 6,61,05,987        | 11,18,18,000        |
|                                  | <b>6,61,05,987</b> | <b>11,18,18,000</b> |
| <b>5. Loans repaid by</b>        |                    |                     |
| Minal Infojewels Ltd             | 5,85,09,580        | 61,10,000           |
|                                  | <b>5,85,09,580</b> | <b>61,10,000</b>    |
| <b>6. Loans repaid to</b>        |                    |                     |
| Shrikant Parikh                  | -                  | <b>34,51,295</b>    |
|                                  | -                  | <b>34,51,295</b>    |
| <b>7. Investment made</b>        |                    |                     |
| M/S RSBL Jewels-Partnership Firm | 86,214             | 81,000              |
|                                  | <b>86,214</b>      | <b>81,000</b>       |

#### Terms and Conditions

(i)The Company has given loans to above entities for business purposes. All the loans given are unsecured loans.

#### (c) Amount due to/from:

(Amount in ₹)

| Particulars                            | As at31st March,<br>2021 | As at31st March,<br>2020 |
|--|--------------------------|--------------------------|
| <b>1. Loans given</b>                  |                          |                          |
| Minal Infojewels Ltd                   | 19,34,42,167             | 18,58,45,761             |
| Minal International FZE –UAE           | 2,28,29,103              | 2,34,47,359              |
|  | <b>21,62,71,270</b>      | <b>20,92,93,120</b>      |
| <b>2. Other advances receivables</b>   |                          |                          |
| Minal Infojewels                       | 5,85,09,580              | 7,83,128                 |
| Selection Inc Receivable (USA)         | 24,73,888                | 24,73,888                |
|  | <b>6,09,83,468</b>       | <b>32,57,016</b>         |
| <b>3. Interest Receivable</b>          |                          |                          |
| Minal International FZE –UAE           | 84,59,876                | 73,28,645                |
| Minal Infojewels Ltd                   | 2,76,99,355              | 1,58,60,492              |
|  | <b>3,61,59,231</b>       | <b>2,31,89,137</b>       |
| <b>4. Investment made</b>              |                          |                          |
| Minal International FZE (Sharjah)      | 18,37,500                | 18,37,500                |
| Minal Infojewels Limited               | 12,35,00,000             | 12,35,00,000             |
| Capital in M/s RSBL Jewels             | (22,10,447)              | (20,71,579)              |
|  | <b>12,31,27,053</b>      | <b>12,32,65,921</b>      |
| <b>5. Other payables</b>               |                          |                          |
| Shankar Bhagat                         | <b>13,875</b>            | <b>1,500</b>             |
| Shrikant J Parikh- Remuneraton Payable | 50,000                   | -                        |
|  | <b>63,875</b>            | <b>1,500</b>             |

**NOTE 34: FINANCIAL INSTRUMENT****(a) Capital Risk Management**

The Company's objective is to maintain a strong & healthy capital ratios and establish a capital structure that would maximise the return to stakeholders through optimum utilisation of its funds.

The Company monitors its capital using gearing ratio, which is net debt divided to total equity. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents, Bank balances other than cash and cash equivalents and current investments. The Company does not have any debt and also any sub-ordinated liabilities:

The Company monitors its capital using gearing ratio, which is net debt, divided to total equity. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents, bank balances other than cash and cash equivalents and current investments."

| Particulars                              | As at31st March,<br>2021 | As at31st March,<br>2020 |
|--|--------------------------|--------------------------|
| Long term borrowings                     | -                        | -                        |
| Current maturity of long term borrowings | -                        | -                        |
| Short term borrowings                    | -                        | -                        |
| Less :- Cash & cash equivalent           | (1,50,484)               | (73,108)                 |
| Less :- Bank Balance other than above    | (1,84,481)               | (1,45,84,481)            |
| Net debt                                 | -                        | -                        |
| Total equity                             | 40,99,30,089             | 58,23,12,426             |
| Gearing Ratio                            | -                        | -                        |

(i) Equity includes all capital and reserves of the Company that are managed as capital.

(ii) Debt is defined as long term and Short-term borrowings, as described in note 18.

**(b) Categories of Financial instruments**

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

Fair value of cash, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to the short-term maturities of these instruments.

(Amount in ₹)

| Particulars  | Level | March 31, 2021      |                     | March 31, 2020      |                     |
|--|-------|---------------------|---------------------|---------------------|---------------------|
|  |       | Carrying value      | Fair value          | Carrying value      | Fair value          |
| <b>Financial assets</b>                            |       |                     |                     |                     |                     |
| <b>Non-Current</b>                                 |       |                     |                     |                     |                     |
| Investment   |       | 500                 | 500                 | 500                 | 500                 |
| <b>Current</b>                                     |       |                     |                     |                     |                     |
| Cash and cash equivalents*                         |       | 1,50,484            | 1,50,484            | 73,108              | 73,108              |
| Bank Balance other than cash and cash equivalents* |       | 1,84,481            | 1,84,481            | 1,84,481            | 1,84,481            |
| Loans  |       | 13,83,85,173        | 13,83,85,173        | 32,14,17,834        | 32,14,17,834        |
| Other financial assets*                            |       | 3,70,64,966         | 3,70,64,966         | 2,48,78,000         | 2,48,78,000         |
| <b>Total Financial assets</b>                      |       | <b>17,57,85,604</b> | <b>17,57,85,604</b> | <b>34,65,53,923</b> | <b>34,65,53,923</b> |
| <b>Financial liabilities</b>                       |       |                     |                     |                     |                     |
| <b>Current</b>                                     |       |                     |                     |                     |                     |
| Borrowings   |       | -                   | -                   | -                   | -                   |
| Trade payables*                                    |       | 18,52,968           | 18,52,968           | 10,90,290           | 10,90,290           |
| Other financial liabilities*                       |       | 1,96,369            | 1,96,369            | 1,99,081            | 1,99,081            |
| <b>Total Financial Liabilities</b>                 |       | <b>20,49,337</b>    | <b>20,49,337</b>    | <b>12,89,371</b>    | <b>12,89,371</b>    |

\* The carrying amounts of trade receivables, trade payables, cash and cash equivalents, other bank balances, other financial assets and other financial liabilities are considered to be the same as their fair values, due to their short term nature.

Fair value hierarchy

**Level 1** - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

**Level 2** - Inputs other than quoted prices included within Level 1 that are observable for the assets or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)

**Level 3** - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

**(c) Financial Risk Management**

The Company's activities expose it to a variety of financial risks: market risk, credit risk, liquidity risk and foreign exchange risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimise potential adverse effects on its financial performance.

**(ii) Liquidity Risk management**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

**Maturity Profile of financial assets and financial liabilities as on 31.03.2021**

(Amount in ₹)

| Particulars                   | < 1 year         | 1-5 Years           | > 5 years       | Total               |
|-------------------------------|------------------|---------------------|-----------------|---------------------|
| <b>Financial Assets</b>       |                  |                     |                 |                     |
| Investment                    | -                | -                   | 500             | 500                 |
| Loans                         | 38,000           | 13,83,47,173        | -               | 13,83,85,173        |
| Trade receivables             | -                | -                   | -               | -                   |
| Cash and cash equivalents     | 1,50,484         | -                   | -               | 1,50,484            |
| Bank Balance other than above | 1,84,481         | -                   | -               | 1,84,481            |
| Other financial assets        | -                | 3,68,24,932         | 2,40,034        | 3,70,64,966         |
| <b>Total</b>                  | <b>3,72,965</b>  | <b>17,51,72,105</b> | <b>2,40,534</b> | <b>17,57,85,604</b> |
| <b>Financial Liabilities</b>  |                  |                     |                 |                     |
| Borrowings                    | -                | -                   | -               | -                   |
| Other financial liabilities   | 11,888           | -                   | 1,84,481        | 1,96,369            |
| Trade payables                | 18,52,968        | -                   | -               | 18,52,968           |
| <b>Total</b>                  | <b>18,64,856</b> | <b>-</b>            | <b>1,84,481</b> | <b>20,49,337</b>    |

**Maturity Profile of financial assets and financial liabilities as on 31.03.2020**

(Amount in ₹)

| Particulars                   | < 1 year            | 1-5 Years | > 5 years  | Total               |
|-------------------------------|---------------------|-----------|------------|---------------------|
| <b>Financial Assets</b>       |                     |           |            |                     |
| Investment                    | -                   | -         | 500        | 500                 |
| Loans                         | 32,14,17,834        | -         | -          | 32,14,17,834        |
| Trade receivables             | 7,83,128            | -         | -          | 7,83,128            |
| Cash and cash equivalents     | 73,108              | -         | -          | 73,108              |
| Bank Balance other than above | 1,45,84,481         | -         | -          | 1,45,84,481         |
| Other financial assets        | 2,40,94,872         | -         | -          | 2,40,94,872         |
| <b>Total</b>                  | <b>36,09,53,423</b> | <b>-</b>  | <b>500</b> | <b>36,09,53,923</b> |
| <b>Financial Liabilities</b>  |                     |           |            |                     |
| Borrowings                    | -                   | -         | -          | -                   |
| Other financial liabilities   | 1,99,081            | -         | -          | 1,99,081            |
| Trade payables                | 5,15,438            | -         | 5,74,852   | 10,90,290           |
| <b>Total</b>                  | <b>12,89,371</b>    | <b>-</b>  | <b>-</b>   | <b>12,89,371</b>    |

**Capital management:**

For the purposes of the Company's capital management, capital includes issued capital and all other equity reserves. The primary objective of the Company's Capital Management is to maximise shareholder value. The Company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants.

**(d) Foreign Currency Risk**

The Company operates only in domestic market, however Company has given loan to its foreign subsidiary in foreign currency. The Company is exposed to exchange rate fluctuation to the extent of loan given.

(Amount in ₹)

| Foreign currency exposure | Amount in Foreign Currency (USD) |                        | Amount in INR          |                        |
|---------------------------|----------------------------------|------------------------|------------------------|------------------------|
|                           | As at 31st March, 2021           | As at 31st March, 2020 | As at 31st March, 2021 | As at 31st March, 2020 |
| <b>Assets</b>             |                                  |                        |                        |                        |
| Loan Receivable           | 3,09,128                         | 3,09,128               | 2,28,29,103            | 2,34,47,359            |



**NOTE 35: DISCLOSURES UNDER REGULATION 34(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATION, 2015:**

(Amount in ₹)

| Particulars                             | As at<br>March 31, 2021 | As at<br>March 31, 2020 |
|---|-------------------------|-------------------------|
| <b>1. Loan Given:</b>                   |                         |                         |
| Minal International FZE UAE(Subsidiary) | 2,28,29,103             | 2,34,47,359             |
| Minal Infojewels Ltd (Subsidiary)       | 11,30,44,182            | 29,15,53,761            |
|   | <b>13,58,73,285</b>     | <b>31,50,01,120</b>     |
| <b>2. Investment made</b>               |                         |                         |
| Minal International FZE UAE(Subsidiary) | 18,37,500               | 18,37,500               |
| Minal Infojewels Ltd (Subsidiary)       | 12,35,00,000            | 12,35,00,000            |
|   | <b>12,53,37,500</b>     | <b>12,53,37,500</b>     |

**NOTE 36 :** The COVID-19 has been declared a pandemic by the World Health Organization on March 11, 2020. The pandemic has led to a significant impact on the Indian Financial markets and an overall decline in the economic activities all across the world. On March 24, 2020, the Union Government of India announced a lockdown across the country for containment of the pandemic.

The Company has considered internal and external sources of information, up to the date of approval of the financial statements, in determining the impact of COVID 19 pandemic on various elements of its operations and financial statements. The Company has used the principles of prudence in applying judgments, estimates and assumptions to assess the impact of the COVID-19 pandemic on the Financial Statements as a whole for the period ended March 31, 2021.

The eventual outcome of impact of the global health pandemic may be different from those estimated as on the date of approval of these financial statements depending on how long the pandemic lasts and time period taken for the economic activities to return to normalcy. Further the impact assessment does not indicate any adverse impact on the ability of the Company to continue as a going concern.

**NOTE 37 : DISCOUNT TO EXPORT CUSTOMERS**

During the previous year ended 31st March,2020 the Company had provided discount to its export customers aggregating to ₹ 1,01,15,217 and had submitted the requisite applications for approval to the Authorised Dealer banks as stipulated by the Master Circular on Export of Goods and Services -Master Circular Direction on Goods and Services dated 12.01.2018 vide para C17.Subsequently the company has obtained the approvals from the authorized dealer banks for reduction in receivables corresponding to discount amounting to ₹1,01,15,217.

**NOTE 38 :** Exceptional item for the year ended March 31, 2020 amounting to ₹ 1,89,73,422 represents gain on sale of property, plant and equipment and transfer of rights in leasehold land.

**NOTE 39 :** The Company has incurred net losses of ₹ 17,23,67,348.73 during the year ended March 31, 2021 and ₹ 2,61,81,948.32 during year ended March 31, 2020. Management continues to strengthen its strategy to expand its market in order for the Company to increase its sales and eventually generate profit. In spite of these events or conditions which may cast a doubt on the ability of the company to continue as a going concern, the management is of the opinion that going concern basis of accounting is appropriate in view of the continued financial support from its Promoters. Accordingly, the standalone financial statements of the Company have been prepared on a going concern basis.

**NOTE 40 :** The additional information pursuant to Schedule III of Companies Act, 2013 is either NIL or Not Applicable.

**NOTE 41 :** The financial statements are approved for issue by the Audit Committee at its meeting held on 30th June, 2021 and by the Board of Directors on 30th June, 2021.

**Note 42:** The figures for the previous periods have been regrouped / reclassified / restated wherever necessary in order to make them comparable with figures for the year ended March 31, 2021.

**For and on behalf of the Board of Directors**

Shrikant Parikh  
Director  
DIN : 00112642

Sona Parikh  
Director  
DIN : 03283751

Date : June 30, 2021  
Place : Mumbai

Date : June 30, 2021  
Place : USA

## **INDEPENDENT AUDITORS' REPORT**

### **To the Members of Minal Industries Limited**

### **Report on the Audit of the Consolidated Financial Statements**

#### **Opinion**

We have audited the accompanying consolidated financial statements of **Minal Industries Limited** (“the Holding Company”), and its subsidiaries (the Holding company and its subsidiaries together referred to as “the Group”), comprising of consolidated Balance sheet as at March 31, 2021, the consolidated Statement of Profit and Loss including other comprehensive income, consolidated Statement of Cash Flows and consolidated Statement of Changes in Equity and for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the consolidated financial statements”).

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements / financial information of the subsidiaries referred to in sub - paragraph (a) of the Other Matters section below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2021 and their consolidated loss including other comprehensive income, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under sub-section (10) of Section 143 of the Act. Our responsibilities under those Standards are further described in the ‘Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements’ section of our report. We are independent of the Group 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 consolidated financial statements under the provisions of the Act 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 obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters section below is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

#### **Emphasis of Matter**

- a. We draw attention to Note 48 to the consolidated financial statement which explains that the Group’s management has applied principles of prudence to assess the impact of COVID-19 pandemic on the

financial statements. In view of the highly uncertain future economic conditions associated with the pandemic, the actual impact on the statements in the subsequent periods is highly dependent upon the circumstances as they evolve.

- b. We draw attention to Note 51 to the consolidated financial statement which explains that the Holding Company has incurred net losses of Rs. 17,23,67,349/- during the year ended March 31, 2021 and Rs. 2,61,81,948/- during year ended March 31, 2020. The Holding Company's ability to meet its obligations is dependent on uncertain events including time bound monetisation of assets. These factors indicate the existence of a material uncertainty which may cast significant doubt about the Holding Company's ability to continue as a going concern. In response to this matter, management continues to strengthen its strategy to expand its market in order for the Holding Company to increase its sales and eventually generate profit. In spite of these events or conditions which may cast a doubt on the ability of the company to continue as a going concern, the management is of the opinion that going concern basis of accounting is appropriate in view of the continued financial support from its Promoters. Accordingly, the consolidated financial statement of the Group have been prepared on a going concern basis.

Our opinion is not modified in respect of above matters.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the Key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

| The Key Audit Matter   | Auditor's Response  |
|--|---|
| <b><i>Valuation of Inventories (as described in note no. 1.2.XIII of the significant accounting policies, and note no. 7 for details in consolidated financial statements)</i></b>   |   |
| The Group held Rs. 60,30,74,369/- of inventories as on March 31, 2021. Considering the primary nature of business, reduction in volume of operations and the size of the inventory balance relative to the total assets of the Group and the | We have performed the following procedures over the valuation of inventory:<br><br>c. We tested that the ageing report used by management correctly aged inventory items; |

| <b>The Key Audit Matter</b>  | <b>Auditor's Response</b>  |
|--|--|
| <p>estimates and judgements described below, the valuation of inventory required significant audit attention</p> <p>As disclosed in Note 7, inventories are held at the lower of cost and net realisable value. At year end, the valuation of inventory is reviewed by management and the cost of inventory is reduced where inventory is forecast to be sold below cost.</p> <p>The determination of whether inventory will be realised for a value less than cost requires management to exercise judgement and apply assumptions. Management undertake the following procedures for determining the level of write down required:</p> <ul style="list-style-type: none"> <li>a. Use inventory ageing reports together with historical trends to estimate the likely future saleability of slow moving and older inventory lines;</li> <li>b. Perform a line-by-line analysis of remaining inventory to ensure it is stated at the lower of cost and net realisable value and a specific write down is recognised if required.</li> </ul> <p>Refer to Note 7 of the consolidated financial statements - Inventories.</p> | <ul style="list-style-type: none"> <li>d. On a sample basis we tested the net realisable value of inventory lines to recent selling prices.</li> </ul> <p>From the procedures performed we have no matters to report</p> |

### **Information Other than the Consolidated Financial Statements and Auditor's Report Thereon**

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report but does not include the consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated 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 consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, 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 the Management for the Consolidated Financial Statements**

The Holding Company's Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standard) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

## **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated 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 consolidated 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. Under clause (i) of sub-section (3) of Section 143 of the Act, we are also responsible for expressing our opinion on whether the Holding company has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.
- 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 ability of the Group 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 consolidated 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 Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors 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 with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended March 31, 2021 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes 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.

### **Other Matters**

- a. We did not audit the financial statements and other financial information, in respect of 1 (one) subsidiary (a Partnership firm incorporated in India), whose financial statements include total assets of Rs 31.27 lakhs as at March 31, 2021, and total revenues of Rs Nil and net cash outflow of Rs 0.01/- lakhs for the year ended on that date. These unaudited financial statements and other financial information, have been furnished to us by the management. The Company's management has converted the said financial statements applying Companies (Indian Accounting Standards) Rules, 2015 for the purpose of consolidation. Our opinion in so far as it relates to the balances and affairs of the subsidiary is based the conversion adjustments identified by the management and unaudited financial statements certified by the management. We have relied on this management certified unaudited financial statements prepared by the Company. In our opinion and according to the information and explanations given to us by the Management, this financial information is not material to the Holding Company.
- b. The consolidated financial statements include a subsidiary incorporated outside India. Its audited standalone financial statements are provided by the Management by translating to the Indian Accounting Standards prescribed under section 133 of the Act applying Companies (Indian Accounting Standards) Rules, 2015 for the purpose of consolidation. The consolidated financial statements reflect total assets of Rs. 310.47 lakhs as at March 31, 2021, total revenues of Rs. Nil and net cash outflows amounting to Rs. 0.81/- lakhs for the period ended on that date, as considered in the consolidated financial statements. We have relied on the standalone financial statements provided to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary is based on the Management certified standalone financial statements.

Our opinion on the above consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

### **Report on Other Legal and Regulatory Requirements**

1. As required by sub-section (3) of the Act, based on our audit and on the consideration of report of the other auditor on separate financial statements and the other financial information of the subsidiaries, as noted in the 'other matter' paragraph we report, to the extent applicable, that:
  - i. We / the other auditors whose report we have relied upon 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 of the aforesaid consolidated financial statements.
  - j. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of other auditors.
  - k. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, Consolidated Statement of Cash Flow and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of consolidated financial statements.
  - l. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
  - m. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2021 taken on record by the Board of Directors of the Holding Company and reports of the other statutory auditors who are appointed under section 139 of the Act, of its subsidiary companies, none of the directors of the Group companies is disqualified as on March 31, 2021 from being appointed as a director in terms of sub-section (2) of Section 164 of the Act.
  - n. With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting with reference to these Consolidated financial statements of the Holding Company and its subsidiary companies incorporated in India, refer to our separate Report in "Annexure A" to this report.
  - o. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of sub-section (16) of Section 197 of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the Holding company has not paid any remuneration to its directors during the year in accordance with the provisions of section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under subsection 16 of section 197 which are required to be commented upon by us.

- p. 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, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiary, as noted in the 'Other matter' paragraph:



- i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group – Refer Note 37 to the consolidated financial statements.
- ii. The Group did not have any long-term contracts including derivative contracts as at March 31, 2021 for which there were any material foreseeable losses; and.
- iii. The Holding Company has outstanding Unclaimed dividend payable for more than seven years as on 31.03.2021 as disclosed in Note 21 to the consolidated financial statements. The Holding company has not transferred the outstanding Unclaimed dividend payable for more than seven years as on 31.03.2021 to Investor Education and Protection Fund by the company.

For HPVS & ASSOCIATES,  
Chartered Accountants  
Firm Registration No.: 137533W

Hitesh R Khandhadia  
Partner  
M. No. 158148  
UDIN No.: 21158148AAAABO1354  
Place: Mumbai  
Date: June 30, 2021

## **ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT**

### **Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of sub-section (3) of Section 143 of the Act**

**(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

#### **Disclaimer of Opinion**

In conjunction with our audit of the consolidated financial statements of **Minal Industries Limited** as of and for the year ended March 31, 2021, we have audited the internal financial controls over financial reporting of Minal Industries Limited (hereinafter referred to as the "Holding Company") and its subsidiary companies which are companies incorporated in India, as of that date.

According to the information and explanation given to us, the Holding Company has not established its internal financial control over financial reporting on criteria based on or 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. Because of this reason, we are unable to obtain sufficient appropriate audit evidence to provide a basis for my / our opinion whether the Holding Company had adequate internal financial controls over financial reporting and whether such internal financial controls were operating effectively as at March 31, 2021.

We have considered the disclaimer reported above in determining the nature, timing, and extent of audit tests applied in our audit of the consolidated financial statements of the Holding Company, and the disclaimer does not affect our opinion on the standalone financial statements of the Holding Company.

#### **Management's Responsibility for Internal Financial Controls**

The respective Board of Directors of the Holding Company and its Subsidiary Company, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") 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 the 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 Act.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these consolidated financial statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under sub-section (10) of Section 143 of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 with reference to these consolidated financial statements 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 with reference to these consolidated financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these consolidated financial statements, 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 judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these consolidated financial statements.

#### **Meaning of Internal Financial Controls Over Financial Reporting with reference to these Consolidated Financial Statements**

A Company's internal financial control over financial reporting with reference to these consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting with reference to these consolidated financial statements includes those policies and procedures that (1) pertain 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 the consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the consolidated financial statements.

#### **Inherent Limitations of Internal Financial Controls Over Financial Reporting with reference to these Consolidated Financial Statements**

Because of the inherent limitations of internal financial controls over financial reporting with reference to these consolidated financial statements, 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 with reference to these consolidated financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For HPVS&ASSOCITAES.

Chartered Accountants  
Firm Registration No.: 137533W

Hitesh R Khandhadia  
Partner  
M.No. 158148  
UDIN No.: 21158148AAAABO1354  
Place: Mumbai  
Date: June 30, 2021

**MINAL INDUSTRIES LIMITED**  
**Consolidated Balance Sheet as at 31st March, 2021**  
CIN: L32201MH1988PLC216905

(Amount in ₹)

| Particulars  | Note No. | As at<br>31st March, 2021 | As at<br>31st March, 2020 |
|--|----------|---------------------------|---------------------------|
| <b><u>ASSETS</u></b>                                 |          |                           |                           |
| <b><u>Non-current assets</u></b>                     |          |                           |                           |
| Property, plant and equipment                        | 2A       | 3,66,20,867               | 4,05,75,388               |
| Right of use assets                                  | 2B       | 1,31,45,556               | 1,64,34,010               |
| Other intangible assets                              | 3        | 4,30,000                  | 5,30,000                  |
| Financial assets                                     |          |                           |                           |
| - Investment   | 4        | 500                       | 500                       |
| - Loans  | 5        | 26,04,332                 | 25,95,441                 |
| Deferred tax asset                                   |          | 37,40,567                 |                           |
| Other non-current assets                             | 6        | 7,44,86,486               | 1,58,42,300               |
| <b>Total Non-current assets</b>                      |          | <b>13,10,28,308</b>       | <b>7,59,77,639</b>        |
| <b><u>Current assets</u></b>                         |          |                           |                           |
| Inventories  | 7        | 60,30,74,369              | 64,47,90,786              |
| Financial assets                                     |          |                           |                           |
| - Trade receivables                                  | 8        | 6,02,66,654               | 13,65,90,379              |
| - Cash and cash equivalents                          | 9        | 1,41,16,141               | 43,80,202                 |
| - Bank balances other than cash and cash equivalents | 10       | 1,84,481                  | 1,84,481                  |
| - Loans  | 11       | 1,48,64,648               | 1,36,84,613               |
| - Other financial assets                             | 12       | 11,30,817                 | 11,38,186                 |
| Current tax Asset (net)                              | 24       | 21,68,161                 |                           |
| Other current assets                                 | 13       | 71,73,423                 | 1,31,32,543               |
| <b>Total Current assets</b>                          |          | <b>70,29,78,694</b>       | <b>81,39,01,190</b>       |
| <b>TOTAL ASSETS</b>                                  |          | <b>83,40,07,003</b>       | <b>88,98,78,829</b>       |
| <b><u>EQUITY AND LIABILITIES</u></b>                 |          |                           |                           |
| <b><u>Equity</u></b>                                 |          |                           |                           |
| Equity share capital                                 | 14       | 38,38,01,300              | 38,38,01,300              |
| Other equity   | 15       | 14,67,64,596              | 16,83,81,666              |
| Equity attributable to Owners of the Company         |          | <b>53,05,65,896</b>       | <b>55,21,82,966</b>       |
| Non-controlling interests                            | 15       | 7,04,48,325               | 9,61,87,679               |
| <b>Total Equity</b>                                  |          | <b>60,10,14,221</b>       | <b>64,83,70,645</b>       |
| <b><u>Liabilities</u></b>                            |          |                           |                           |
| <b><u>Non-current liabilities</u></b>                |          |                           |                           |
| Financial liabilities                                |          |                           |                           |
| - Other financial liabilities                        | 16       | 1,05,25,209               | 1,37,25,328               |
| Provisions   | 17       | 29,77,039                 | 38,18,592                 |
| Deferred tax liabilities (net)                       | 18       | 6,62,660                  | 12,98,265                 |
| <b>Total Non-current liabilities</b>                 |          | <b>1,41,64,908</b>        | <b>1,88,42,185</b>        |
| <b><u>Current liabilities</u></b>                    |          |                           |                           |
| Financial liabilities                                |          |                           |                           |
| - Borrowings   | 19       | 18,96,72,353              | 19,00,86,996              |
| - Trade payables                                     | 20       |                           |                           |
| Due to Micro, Small and Medium Enterprises           |          | 33,51,418                 | 1,37,458                  |
| Due to others  |          | 1,93,45,465               | 1,42,42,956               |
| - Other financial liabilities                        | 21       | 56,80,276                 | 1,73,54,307               |
| Other current liabilities                            | 22       | 4,01,158                  | 3,50,339                  |
| Provisions   | 23       | 3,77,204                  | 4,12,850                  |
| Current tax liabilities (net)                        | 24       | -                         | 81,093                    |
| <b>Total Current liabilities</b>                     |          | <b>21,88,27,874</b>       | <b>22,26,65,999</b>       |
| <b>TOTAL EQUITY AND LIABILITIES</b>                  |          | <b>83,40,07,003</b>       | <b>88,98,78,829</b>       |

The accompanying notes form an integral part of financial statements

As per our attached report of even date

123

For and on behalf of the Board of Directors

**For H P V S & Associates**  
Chartered Accountants  
Firm's Registration No: 137533W

**Shrikant Parikh**  
Managing Director  
DIN : 00112642

**Sona Parikh**  
Director  
DIN : 03283751

The accompanying notes form an integral part of financial statements

As per our attached report of even date

For and on behalf of the Board of Directors

**For H P V S & Associates**  
Chartered Accountants  
Firm's Registration No: 137533W

**Shrikant Parikh**                      **Sona Parikh**  
Managing Director                      Director  
DIN : 00112642                      DIN : 03283751

**Hitesh R. Khandania**  
Partner  
M.No. 158148  
UDIN :20158148AAAABW3330

Date : June 30,2021  
Place : Mumbai

Date : June 30, 2021  
Place : USA

**MINAL INDUSTRIES LIMITED**  
**Consolidated Statement of Profit and Loss for the year ended 31st March, 2021**

(Amount in ₹)

| Particulars   | Note no. | For the year ended<br>31st March, 2021 | For the year ended<br>31st March, 2020 |
|---|----------|--|--|
| <b>INCOME</b>   |          |  |  |
| Revenue from operations                                     | 25       | 14,00,33,189                           | 38,48,77,920                           |
| Other income  | 26       | 1,27,97,273                            | 1,35,20,558                            |
| <b>Total income (1)</b>                                     |          | <b>15,28,30,462</b>                    | <b>39,83,98,478</b>                    |
| <b>EXPENSES</b>   |          |  |  |
| Cost of material consumed                                   | 27       | 12,25,48,965                           | 25,29,97,746                           |
| Purchase of stock in trade                                  | 28       | -                                      | 72,58,082                              |
| Changes in Inventory of finished goods                      | 29       | (2,00,97,359)                          | 7,87,32,727                            |
| Employee benefits expense                                   | 30       | 1,28,69,850                            | 1,92,09,194                            |
| Finance costs   | 31       | 26,57,841                              | 45,59,210                              |
| Depreciation and amortisation expense                       | 32       | 75,27,715                              | 78,13,316                              |
| Discount to export customers                                | 50       | -                                      | 2,34,18,295                            |
| Other expenses  | 33       | 7,88,02,381                            | 9,79,41,760                            |
| <b>Total Expenses (2)</b>                                   |          | <b>20,43,09,394</b>                    | <b>49,19,30,330</b>                    |
| <b>Profit/(loss) before exceptional items and tax (1-2)</b> |          | <b>(5,14,78,932)</b>                   | <b>(9,35,31,852)</b>                   |
| <b>Exeptional items</b>                                     | 34       | -                                      | 1,89,73,422                            |
| <b>Profit/(loss) Before Tax</b>                             |          | <b>(5,14,78,932)</b>                   | <b>(7,45,58,430)</b>                   |

|  |    |                      |                      |
|--|----|----------------------|----------------------|
| <b>Tax expense</b>   |    |                      |                      |
| Current tax  | 35 | -                    | -                    |
| Deferred tax   | 35 | (37,04,001)          | (4,04,113)           |
| MAT Credit   |    | -                    | -                    |
| <b>Profit/(loss) for the year (3)</b>  |    | <b>(4,77,74,931)</b> | <b>(7,41,54,317)</b> |
| <b>Other comprehensive income</b>  |    |                      |                      |
| (i) Items that will not be reclassified to profit or loss                          |    |                      |                      |
| Remeasurement of Employee benefits expenses  |    | -                    | -                    |
| Income tax relating to items that will not be reclassified to profit or loss       |    | -                    | -                    |
| <b>Total (i)</b>   |    | -                    | -                    |
| (ii) Items that will be reclassified to profit or loss                             | 15 |                      |                      |
| Changes in Foreign currency monetary item translation difference account (FCMITDA) |    | 3,87,528             | 29,72,799            |
| Income tax relating to items that will be reclassified to profit or loss           |    | (1,00,757)           | (7,72,928)           |
| <b>Total (ii)</b>  |    | <b>2,86,771</b>      | <b>21,99,871</b>     |
| <b>Total Other comprehensive income/(loss) for the year (4) (i+ii)</b>             |    | <b>2,86,771</b>      | <b>21,99,871</b>     |
| <b>Total comprehensive income for the year (3+4)</b>                               |    | <b>(4,74,88,160)</b> | <b>(7,19,54,446)</b> |
| <b>Profit for the year attributable to:</b>  |    |                      |                      |
| -Owners of the company   |    | (20,08,57,421)       | (5,09,46,187)        |
| -Non-controlling interest  |    | (2,69,16,508)        | (2,32,08,130)        |
| <b>Other comprehensive income for the year attributable to:</b>                    |    |                      |                      |
| -Owners of the company   |    | 2,86,771             | 21,99,871            |
| -Non-controlling interest  |    | -                    | -                    |
| <b>Total comprehensive income for the year attributable to:</b>                    |    |                      |                      |
| -Owners of the company   |    | (20,05,70,651)       | (4,87,46,315)        |
| -Non-controlling interest  |    | (2,69,16,508)        | (2,32,08,130)        |
| <b>Earnings per equity share (₹)</b>   |    |                      |                      |
| (Face value of equity share of ₹ 2 each)   |    |                      |                      |
| <b>Basic (₹)</b>   | 36 | (0.25)               | (0.39)               |
| <b>Diluted (₹)</b>   | 36 | (0.25)               | (0.39)               |
| Significant Accounting Policies and Key Accounting Estimates and Judgements        | 1  |                      |                      |

The accompanying notes form an integral part of the financial statements

As per our attached report of even date

**For H P V S & Associates**  
Chartered Accountants  
Firm's Registration No: 137533W

For and on behalf of the Board of Directors

Shrikant Parikh                      Sona Parikh  
Managing Director                      Director  
DIN : 00112642                      DIN : 03283751

**Hitesh R. Khandania**  
Partner  
M.No. 158148

Date : June 30,2021  
Place : Mumbai

Date : June 30, 2021  
Place : USA

## Statement of Consolidated Cash Flows for the year ended 31st March, 2021

(Amount in ₹)

| Particulars  | For the Year<br>Ended<br>31st March, 2021 | For the Year<br>Ended<br>31st March, 2020 |
|--|---|---|
| <b>[A] CASH FLOW FROM OPERATING ACTIVITIES</b>                     |   |   |
| <b>Profit Before Tax</b>   | <b>(5,14,78,931)</b>                      | <b>(7,45,58,430)</b>                      |
| <b>Adjustments for:</b>  |   |   |
| Depreciation   | 75,27,715                                 | 78,13,316                                 |
| Interest Income  | 10,37,433                                 | (23,21,071)                               |
| Finance cost   | 26,57,841                                 | 45,59,210                                 |
| Realized and Unrealized Foreign Exchange Gain/loss                 | 6,18,256                                  | (79,95,015)                               |
| Provision for Gratuity   | 8,24,481                                  | 21,08,372                                 |
| Expenditure on Sale of Property, Plant and Equipment               |   | 5,20,517                                  |
| Sundry Creditor Written Back                                       | (72,27,640)                               | (22,37,694)                               |
| Discount received  |   | (60,115)                                  |
| Discount allowed to export customers                               |   | 2,34,18,295                               |
| Provision for loan   | 39,05,826                                 |   |
| share of loss in partnership firm                                  | 2,25,082                                  |   |
| MVAT Written off/(availed)   | 7,62,940                                  | 6,75,792                                  |
| Gain on sale of Plant, property and equipment                      |   | (1,98,80,085)                             |
| <b>Operating profit before Working Capital Changes</b>             | <b>(4,11,46,996)</b>                      | <b>(6,79,56,908)</b>                      |
| <b>Adjustments for:</b>  |   |   |
| (Increase) / Decrease in loans                                     | (11,80,035)                               | 9,99,523                                  |
| (Increase) / Decrease in Inventory                                 | 4,17,16,417                               | 1,00,29,035                               |
| (Increase) / Decrease in Trade Receivable                          | 7,57,05,465                               | 10,20,53,089                              |
| (Increase) / Decrease in Non Current Financial Assets              |   | (2,82,432)                                |
| (Increase) / Decrease in Other Non-Current Assets                  | (1,41,099)                                | (17,66,379)                               |
| (Increase) / Decrease in Other Current Financials Assets           | 7,369                                     | 19,35,368                                 |
| (Increase) / Decrease in Other Current Assets                      | 60,52,467                                 | (14,22,666)                               |
| Increase/ (Decrease) in Trade payables                             | 83,16,469                                 | (7,57,51,353)                             |
| Increase/ (Decrease) in Other Financial Liability                  | (3,80,29,538)                             | 3,33,235                                  |
| Increase/ (Decrease) in Other Current Liability                    | 50,819                                    | (11,67,469)                               |
| <b>Cash generated from operating activities</b>                    | <b>5,13,51,339</b>                        | <b>(3,29,96,955)</b>                      |
| Direct taxes paid  | (23,42,601)                               | (17,346)                                  |
| <b>Net cash generated from operating activities [A]</b>            | <b>4,90,08,738</b>                        | <b>(3,30,14,301)</b>                      |
| <b>[B] CASH FLOW FROM INVESTING ACTIVITIES</b>                     |   |   |
| Sale / (Purchase) of investment                                    | -   | (1,44,00,000)                             |
| Sale of Property, Plant and Equipment                              | -   | 19137083                                  |
| Purchase of Property, Plant and Equipment                          | (1,84,740)                                | (12,34,992)                               |
| Interest received  | 9,94,196                                  | -   |
| Redemption/investment in term deposit                              | (5,84,94,196)                             | -   |
| Share in Loss of Partnership firm                                  | -   | -   |
| <b>Net Cash used or generated in investing activities [B]</b>      | <b>(5,76,84,740)</b>                      | <b>35,02,091</b>                          |
| <b>[C] CASH FLOW FROM FINANCING ACTIVITIES</b>                     |   |   |
| Proceeds/(Repayment) of Borrowing                                  | 4,14,652                                  | (1,74,67,140.14)                          |
| Interest Paid  | (14,74,589)                               | (38,05,812)                               |
| <b>Net Cash used or generated in financing activities [C]</b>      | <b>(10,59,937)</b>                        | <b>(2,12,72,952)</b>                      |
| <b>NET INCREASE / (DECREASE) IN CASH AND BANK BALANCES (A+B+C)</b> | <b>(97,35,939)</b>                        | <b>(5,07,85,162)</b>                      |
| <b>Cash and cash equivalents at beginning of the year</b>          | <b>43,80,202</b>                          | <b>5,51,65,364</b>                        |
| <b>Cash and cash equivalents at end of the year (refer note 9)</b> | <b>1,41,16,141</b>                        | <b>43,80,202</b>                          |



**Note :**

(a) The cash Flow statement is prepared using the Indirect method set out in Ind AS 7 "Statement of Cash Flow".

**(b) Changes in liabilities arising from financing activities**

(Amount in ₹)

| Particulars  | As at 31st March, 2020 | Cash flows      | Adjustments | As at 31st March, 2021 |
|--|------------------------|-----------------|-------------|------------------------|
| Borrowings   | 19,00,86,996           | 4,14,652        | -           | 19,05,01,648           |
| <b>Total liabilities from financing activities</b> | <b>19,00,86,996</b>    | <b>4,14,652</b> | <b>-</b>    | <b>19,05,01,648</b>    |

| Particulars  | As at 31st March, 2019 | Cash flows           | Adjustments | As at 31st March, 2020 |
|--|------------------------|----------------------|-------------|------------------------|
| Borrowings   | 20,75,54,137           | (1,74,67,140)        | -           | 19,00,86,997           |
| <b>Total liabilities from financing activities</b> | <b>20,75,54,137</b>    | <b>(1,74,67,140)</b> | <b>-</b>    | <b>19,00,86,997</b>    |

**As Per Our Report of Even Date****For HPVS & Associates**

Chartered Accountants

Firm Registration No. 137533W

For and on behalf of the Board of Directors

Shrikant Parikh

Managing Director

DIN : 00112642

Sona Parikh

Director

DIN : 03283751

**Hitesh R. Khandhadia**

Partner

Membership No.: 158148

Date : June 30,2021

Place : Mumbai

Date : June 30,2021

Place : USA

**(A) EQUITY SHARE CAPITAL :**

(Amount in ₹)

| Particulars                                     | No. of Share | Amount       |
|---|--------------|--------------|
| Issued, subscribed and fully paid up            |              |              |
| Equity shares of ₹ 10 each                      |              |              |
| Balance as at 31 March 2019                     | 19,19,00,650 | 38,38,01,300 |
| Changes in equity share capital during the year | -            | -            |
| Balance as at 31 March 2020                     | 19,19,00,650 | 38,38,01,300 |
| Changes in equity share capital during the year | -            | -            |
| Balance as at 31 March 2021                     | 19,19,00,650 | 38,38,01,300 |

**B) OTHER EQUITY**

(Amount in ₹)

| Particulars                          | Retained Earnings | Securities Premium Reserve | Revaluation Reserve | General Reserve | Capital Reserve | FCMITDA      | Investment Allowance Reserve | Total equity attributable to equity holders of the Company | Non-controlling interests | Total         |
|--------------------------------------|-------------------|----------------------------|---------------------|-----------------|-----------------|--------------|------------------------------|--|---------------------------|---------------|
| Balance as at 01st April, 2020       | (14,40,31,193)    | 11,67,29,360               | 1,61,883            | 8,33,92,370     | 80,33,231       | 10,38,18,205 | 2,77,810                     | 16,83,81,666   | 9,61,87,679               | 26,45,69,345  |
| Loss for the year                    | (2,07,25,753)     | -                          | -                   | -               | -               | -            | -                            | (2,07,25,753)  | (2,69,16,508)             | (4,76,42,263) |
| Current year transfer                | (11,78,088)       | -                          | -                   | -               | -               | -            | -                            | (11,78,088)  | 11,78,088                 | -             |
| Additions / Transfer during the year | -                 | -                          | -                   | -               | -               | 2,86,771     | -                            | 2,86,771   | (933)                     | 2,85,837      |
| Balance as at 31st March, 2021       | (16,59,35,034)    | 11,67,29,360               | 1,61,883            | 8,33,92,370     | 80,33,231       | 10,41,04,976 | 2,77,810                     | 14,67,64,596   | 7,04,48,325               | 21,72,12,921  |
|                                      |                   |                            |                     |                 |                 |              |                              | 14,67,64,596   | 7,04,48,324.89            |               |

| Particulars                          | Retained Earnings | Securities Premium Reserve | Revaluation Reserve | General Reserve | Capital Reserve | FCMITDA      | Investment Allowance Reserve | Total equity attributable to equity holders of the Company | Non-controlling interests | Total         |
|--------------------------------------|-------------------|----------------------------|---------------------|-----------------|-----------------|--------------|------------------------------|--|---------------------------|---------------|
| Balance as at 01st April, 2019       | (9,30,85,006)     | 11,67,29,360               | 1,61,883            | 8,33,92,370     | 80,33,231       | 10,16,18,334 | 2,77,810                     | 21,71,27,982   | 11,93,95,809              | 33,65,23,790  |
| Loss for the year                    | (5,09,46,187)     | -                          | -                   | -               | -               | -            | -                            | (5,09,46,187)  | (2,32,08,130)             | (7,41,54,317) |
| Current year transfer                | -                 | -                          | -                   | -               | -               | -            | -                            | -  | -                         | -             |
| Additions / Transfer during the year | -                 | -                          | -                   | -               | -               | 21,99,871    | -                            | 21,99,871  | -                         | 21,99,871     |
| Balance as at 31st March, 2020       | (14,40,31,193)    | 11,67,29,360               | 1,61,883            | 8,33,92,370     | 80,33,231       | 10,38,18,205 | 2,77,810                     | 16,83,81,666   | 9,61,87,679               | 26,45,69,345  |

As per our attached report of even date

For and on behalf of the Board of Directors

For H P V S & Associates  
Chartered Accountants  
Firm's Registration No: 137533W

Shrikant Parikh  
Managing Director  
DIN : 00112642

Sona Parikh  
Director  
DIN : 03283751

Hitesh R Khandania  
Partner  
M.No. 158148  
UDIN :20158148AAAAABW3330

Date : June 30,2021  
Place : Mumbai

Date : June 30, 2021  
Place : USA

NOTE 2A: PROPERTY, PLANT AND EQUIPMENT

(Amount in ₹)

| Particulars                                 | Leasehold Land | Factory Building* | Building Other Than Factory Building | Plant & Machinery | Computers & Printers | Office Equipment | Furniture And Fixtures | Electrical Fitting | Vehicles  | Total Tangible Assets |
|---|----------------|-------------------|--------------------------------------|-------------------|----------------------|------------------|------------------------|--------------------|-----------|-----------------------|
| <b>Cost or deemed cost</b>                  |                |                   |                                      |                   |                      |                  |                        |                    |           |                       |
| Balance as at March 31,2019                 | -              | 5,48,23,932       | 1,08,12,700                          | 6,51,27,229       | 1,19,40,385          | 90,86,623        | 1,55,72,327            | 48,96,489          | 44,84,698 | 17,67,44,383          |
| Additions                                   | -              | -                 | -                                    | 14,97,587         | 1,27,000             | 94,400           | 2,17,673               | 40,410             | -         | 19,77,070             |
| Disposals                                   | -              | (9,21,244)        | -                                    | (41,30,130)       | -                    | (18,000)         | (1,03,970)             | -                  | -         | (51,73,344)           |
| Balance as at March 31,2020                 | -              | 5,39,02,688       | 1,08,12,700                          | 6,24,94,686       | 1,20,67,385          | 91,63,023        | 1,56,86,030            | 49,36,899          | 44,84,698 | 17,35,48,109          |
| Additions                                   | -              | -                 | -                                    | 28,840            | 1,55,900             | -                | -                      | -                  | -         | 1,84,740              |
| Disposals                                   | -              | -                 | -                                    | -                 | -                    | -                | -                      | -                  | -         | -                     |
| Balance as at March 31,2021                 | -              | 5,39,02,688       | 1,08,12,700                          | 6,25,23,526       | 1,22,23,285          | 91,63,023        | 1,56,86,030            | 49,36,899          | 44,84,698 | 17,37,32,849          |
| <b>Accumulated depreciation</b>             |                |                   |                                      |                   |                      |                  |                        |                    |           |                       |
| Balance as at March 31,2019                 | -              | 2,83,82,131       | 44,79,034                            | 5,90,19,685       | 1,09,39,130          | 89,42,884        | 1,28,88,126            | 38,91,121          | 41,31,777 | 13,26,73,887          |
| Depreciation                                | -              | 18,04,444         | 3,60,510                             | 12,84,778         | 4,41,799             | 1,38,369         | 6,14,540               | 2,24,718           | 1,19,674  | 49,88,832             |
| Other adjustment                            | -              | -                 | -                                    | -                 | -                    | -                | -                      | -                  | -         | -                     |
| Eliminated on disposal/adjustment of assets | -              | (4,37,898)        | -                                    | (41,30,130)       | -                    | (18,000)         | (1,03,970)             | -                  | -         | (46,89,998)           |
| Balance as at March 31,2020                 | -              | 2,97,48,677       | 48,39,544                            | 5,61,74,333       | 1,13,80,929          | 90,63,253        | 1,33,98,696            | 41,15,839          | 42,51,451 | 13,29,72,721          |
| Depreciation                                | -              | 17,88,040         | 3,60,570                             | 7,82,713          | 3,81,843             | 60,386           | 4,83,405               | 1,98,023           | 84,281    | 41,39,261             |
| Other adjustment                            | -              | -                 | -                                    | -                 | -                    | -                | -                      | -                  | -         | -                     |
| Eliminated on disposal/adjustment of assets | -              | -                 | -                                    | -                 | -                    | -                | -                      | -                  | -         | -                     |
| Balance as at March 31,2021                 | -              | 3,15,36,717       | 52,00,114                            | 5,69,57,046       | 1,17,62,772          | 91,23,639        | 1,38,82,101            | 43,13,862          | 43,35,732 | 13,71,11,982          |
| Carrying amount as at March 31,2021         | -              | 2,23,65,971       | 56,12,586                            | 55,66,480         | 4,60,513             | 39,384           | 18,03,929              | 6,23,037           | 1,48,966  | 3,66,20,867           |
| Carrying amount as at March 31,2020         | -              | 2,41,54,011       | 59,73,156                            | 63,20,353         | 6,86,456             | 99,770           | 22,87,334              | 8,21,060           | 2,33,247  | 4,05,75,388           |
| Carrying amount as at March 31,2019         | -              | 2,64,41,801       | 63,33,666                            | 61,07,544         | 10,01,255            | 1,43,739         | 26,84,201              | 10,05,368          | 3,52,921  | 4,40,70,496           |
| Life of Assets                              | NA             | 30                | 60                                   | 15                | 3                    | 5                | 3                      | 3                  | 8         |                       |
| Method of Depreciation                      | NA             | SLM               | SLM                                  | SLM               | SLM                  | SLM              | SLM                    | SLM                | SLM       |                       |

\* Includes factory building constructed on leasehold land having carrying value of ₹ 2,41,54,011 as on 31.03.2020.

**2B. RIGHT-OF-USE ASSETS**

(Amount in ₹)

| Particulars   | Leasehold land & premises | Buildings        | Total              |
|---|---------------------------|------------------|--------------------|
| <b>As at 1st April, 2019</b>  | -                         | -                | -                  |
| Recognition on Initial application of Ind AS 116 as at April 01, 2019 | 1,23,90,838               | -                | 1,23,90,838        |
| Addition during the year  | -                         | 67,67,656        | 67,67,656          |
| Disposals/transfers   | -                         | -                | -                  |
| <b>As at 31st March, 2020</b>   | <b>1,23,90,838</b>        | <b>67,67,656</b> | <b>1,91,58,494</b> |
| Addition during the year  | -                         | -                | -                  |
| Disposals/transfers   | -                         | -                | -                  |
| <b>Balance as at March 31, 2021</b>                                   | <b>1,23,90,838</b>        | <b>67,67,656</b> | <b>1,91,58,494</b> |
| <b>Accumulated Depreciation</b>                                       |                           |                  |                    |
| <b>As at 1st April, 2019</b>  | -                         | -                | -                  |
| Amortisation  | 10,32,570                 | 16,91,914        | 27,24,484          |
| Eliminated on disposal of assets                                      | -                         | -                | -                  |
| <b>Balance as at March 31, 2020</b>                                   | <b>10,32,570</b>          | <b>16,91,914</b> | <b>27,24,484</b>   |
| Amortisation  | -                         | -                | 32,88,454          |
| Eliminated on disposal of assets                                      | -                         | -                | -                  |
| <b>Balance as at March 31, 2021</b>                                   | <b>10,32,570</b>          | <b>16,91,914</b> | <b>60,12,938</b>   |
| <b>Carrying amount as at March 31, 2021</b>                           | <b>1,13,58,269</b>        | <b>50,75,742</b> | <b>1,31,45,556</b> |
| <b>Carrying amount as at March 31, 2020</b>                           | <b>1,13,58,269</b>        | <b>50,75,742</b> | <b>1,64,34,010</b> |

(i) Followings are the amounts recognised in statement of profit or loss:

(Amount in ₹)

| Particulars                                       | Amount           |
|---|------------------|
| Depreciation expense of right-of-use assets       | 32,88,454        |
| Interest expense on lease liabilities             | 11,81,028        |
| <b>Total amounts recognised in profit or loss</b> | <b>44,69,483</b> |

**NOTE 3: OTHER INTANGIBLE ASSETS**

(Amount in ₹)

| Particulars                                 | Computer Software |
|---|-------------------|
| <b>Cost or deemed cost</b>                  |                   |
| <b>Balance as at March 31, 2019</b>         | <b>10,00,000</b>  |
| Additions                                   | -                 |
| Disposals                                   | -                 |
| <b>Balance as at March 31, 2020</b>         | <b>10,00,000</b>  |
| Additions                                   | -                 |
| Disposals                                   | -                 |
| <b>Balance as at March 31, 2021</b>         | <b>10,00,000</b>  |
| <b>Accumulated depreciation</b>             |                   |
| <b>Balance as at March 31, 2019</b>         | <b>3,70,000</b>   |
| Depreciation /(Reversal of Depreciation)    | 1,00,000          |
| Eliminated on disposal/adjustment of assets | -                 |
| <b>Balance as at March 31, 2020</b>         | <b>4,70,000</b>   |
| Depreciation /(Reversal of Depreciation)    | 1,00,000          |
| Eliminated on disposal/adjustment of assets | -                 |
| <b>Balance as at March 31, 2021</b>         | <b>5,70,000</b>   |
| <b>Carrying amount as at March 31, 2021</b> | <b>4,30,000</b>   |
| <b>Carrying amount as at March 31, 2020</b> | <b>5,30,000</b>   |
| <b>Carrying amount as at March 31, 2019</b> | <b>6,30,000</b>   |
| <b>Life of Assets</b>                       | <b>10</b>         |
| <b>Method of Depreciation</b>               | <b>SLM</b>        |

**NOTE 4:-NON -CURRENTS FINANCIAL ASSETS -INVESTMENTS**

(Amount in ₹)

| Particulars  | As at31st March, 2021 | As at31st March, 2020 |
|--|-----------------------|-----------------------|
| Other Investment   |                       |                       |
| Sterling Centre Premises Owners Co-op Society Ltd.           | 500                   | 500                   |
| 1 (Previous Year 1) Share of 500 each.                       |                       |                       |
|  | <b>500</b>            | <b>500</b>            |
| Aggregate amount of carrying amount of unquoted investments  | 500                   | 500                   |
| Aggregate amount of impairment value of unquoted investments | -                     | -                     |

**NOTE 5:-NON -CURRENTS FINANCIAL ASSETS -LOANS**

(Amount in ₹)

| Particulars  | As at31st March, 2021 | As at31st March, 2020 |
|--|-----------------------|-----------------------|
| <b>Security Deposits considered good - Unsecured</b> |                       |                       |
| - Security Deposit                                   | 26,04,332             | 25,95,441             |
|  | <b>26,04,332</b>      | <b>25,95,441</b>      |

**NOTE 6:- NON-CURRENT ASSETS-OTHERS**

(Amount in ₹)

| Particulars                           | As at31st March, 2021 | As at31st March, 2020 |
|---------------------------------------|-----------------------|-----------------------|
| Fixed deposit                         | 7,28,94,196           | 1,44,00,000           |
| Leasehold Land                        | 9,28,931              | 9,28,931              |
| <b>Other Advances</b>                 |                       |                       |
| - Deposit with Government Authorities | 6,63,359              | 5,13,369              |
|                                       | <b>7,44,86,486</b>    | <b>1,58,42,300</b>    |

**NOTE 7:- INVENTORIES**

(Amount in ₹)

| Particulars   | As at31st March, 2021 | As at31st March, 2020 |
|---|-----------------------|-----------------------|
| <b>Inventories (At lower of cost or net realisable value)</b> |                       |                       |
| - Stores and spares   | 37,30,959             | 53,40,82,131          |
| - Raw Material  | 47,20,99,691          | 35,62,295             |
| - Finished Goods  | 12,72,43,719          | 10,71,46,360          |
|   | <b>60,30,74,369</b>   | <b>64,47,90,786</b>   |

Cost of inventory recognised as an expenses for the year ended 31st March 2021 ₹ 12,25,48,964 (PY ₹ 25,29,97,746).

Written down of inventories to net realisable value amounted to ₹1,08,347 (PY ₹ 5,37,15,458).These were recognised as an expense during the year.

**NOTE 8:- TRADE RECEIVABLES**

(Amount in ₹)

| Particulars  | As at31st March, 2021 | As at31st March, 2020 |
|--|-----------------------|-----------------------|
| Trade Receivables considered good - Secured  | -                     | -                     |
| Trade Receivables considered good - Unsecured Including related party(refer note 41) | 6,02,66,654           | 13,65,90,379          |
| Trade Receivables which have significant increase in Credit Risk                     | -                     | -                     |
| Less: Allowance for doubtful debts   | -                     | -                     |
| Trade Receivable - credit impaired   | -                     | -                     |
| Less: Allowance for doubtful debts   | -                     | -                     |
|  | <b>6,02,66,654</b>    | <b>13,65,90,379</b>   |

**NOTE 8.1**

No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person; or any trade or other receivable are due from firm or private companies in which any director is a partner, a director or a member.

**NOTE 8.2****Aging of receivables that are past due**

(Amount in ₹)

| Particulars        | As at31st March, 2021 | As at31st March, 2020 |
|--------------------|-----------------------|-----------------------|
| Less than 90 Days  | 1,60,35,347           | 9,63,82,091           |
| 91-180 Days        | 24,40,256             | -                     |
| 181-365 Days       | -                     | -                     |
| More than 365 Days | 4,17,91,054           | 4,02,08,288           |
|                    | <b>6,02,66,657</b>    | <b>13,65,90,379</b>   |

**NOTE 9:- CASH AND CASH EQUIVALENTS**

(Amount in ₹)

| Particulars  | As at 31st March, 2021 | As at 31st March, 2020 |
|--|------------------------|------------------------|
| <b>Balances with banks:</b>                                      |                        |                        |
| - In current accounts  | 1,23,83,661            | 32,60,702              |
| - In term deposits with maturity less than 3 months at inception | -                      | -                      |
| Cash on hand   | 17,32,481              | 11,19,500              |
|  | <b>1,41,16,141</b>     | <b>43,80,202</b>       |

**NOTE 10:- BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS**

(Amount in ₹)

| Particulars   | As at 31st March, 2021 | As at 31st March, 2020 |
|---|------------------------|------------------------|
| Other Bank Balance*   | 1,84,481               | 1,84,481               |
| In Term Deposits with maturity more than 3 Months but less than 12 month at inception | -                      | -                      |
|   | <b>1,84,481</b>        | <b>1,84,481</b>        |

\* Above bank balance is earmarked against Unclaimed dividend outstanding for more than seven years as on 31.03.2021.

**NOTE 11:- CURRENT FINANCIAL ASSETS - LOANS**

(Amount in ₹)

| Particulars  | As at 31st March, 2021 | As at 31st March, 2020 |
|--|------------------------|------------------------|
| <b>Unsecured, Considered good</b>  |                        |                        |
| - Loans to related parties (Refer note 41)*  | 51,20,130              | 24,73,887              |
| - Loans to Others  | 95,60,076              | 81,95,269              |
| - Advances to employees  | 1,84,441               | 2,15,457               |
| - Margin money   | -                      | 28,00,000              |
|  | <b>1,48,64,648</b>     | <b>1,36,84,612</b>     |
| <b>Sub-classification of Loans</b>   |                        |                        |
| (a) Secured, considered good   |                        |                        |
| (b) Unsecured, considered good   | 1,48,64,648            | 1,36,84,613            |
| (c) Doubtful, Allowance for bad and doubtful loans shall be disclosed under the relevant heads separately. |                        |                        |

\* Loans are given for business purpose.

## Note 11.1

No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person; or any trade or other receivable are due from firm or private companies in which any director is a partner, a director or a member.

**NOTE 12:- CURRENT FINANCIAL ASSETS - OTHERS**

(Amount in ₹)

| Particulars                       | As at 31st March, 2021 | As at 31st March, 2020 |
|-----------------------------------|------------------------|------------------------|
| <b>Unsecured, Considered good</b> |                        |                        |
| Security deposits                 | 4,65,116               | 4,72,484               |
| Interest receivables              | 6,65,701               | 6,65,702               |
|                                   | <b>11,30,817</b>       | <b>11,38,186</b>       |

**NOTE 13:- OTHER CURRENT ASSETS**

(Amount in ₹)

| Particulars  | As at 31st March, 2021 | As at 31st March, 2020 |
|--|------------------------|------------------------|
| <b>Unsecured, Considered good</b>                            |                        |                        |
| Prepayment   | 4,06,235               | 1,51,883               |
| Balance with Government Authorities                          | 33,22,641              | 41,84,684              |
| Indirects Tax Balances                                       | 7,84,615               | 6,24,131               |
| Advance to suppliers including related party (refer note 41) | 26,04,079              | 72,69,845              |
| Insurance claim receivables                                  | 55,853                 | 9,02,000               |
|  | <b>71,73,423</b>       | <b>1,31,32,543</b>     |

**NOTE 14:- EQUITY SHARE CAPITAL**

(Amount in ₹)

| Particulars  | As at31st March, 2021 | As at31st March, 2020 |
|--|-----------------------|-----------------------|
| <b>Authorised:</b><br>31,50,00,000 Equity Shares of ₹ 2 each                     | 63,00,00,000          | 63,00,00,000          |
| <b>Issued, Subscribed and paid-up:</b><br>19,19,00,650 Equity Shares of ₹ 2 each | 38,38,01,300          | 38,38,01,300          |
|  | <b>38,38,01,300</b>   | <b>38,38,01,300</b>   |

Notes:

**(a) Reconciliation of the number of the shares outstanding at the beginning and at the end of the year:**

| Issued, Subscribed and paid up share capital | As at31st March, 2021 |                     | As at31st March, 2020 |                     |
|--|-----------------------|---------------------|-----------------------|---------------------|
|  | No. of Shares         | (Amount in ₹)       | No. of Shares         | (Amount in ₹)       |
| Balance at the beginning of the year         | 19,19,00,650          | 38,38,01,300        | 19,19,00,650          | 38,38,01,300        |
| Movement during the year                     | -                     | -                   | -                     | -                   |
| <b>Balance at the end of the year</b>        | <b>19,19,00,650</b>   | <b>38,38,01,300</b> | <b>19,19,00,650</b>   | <b>38,38,01,300</b> |

**(b) Rights, preferences and restrictions attached to shares**

The Group has one class of equity shares having a par value of ₹ 2 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Group after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the share holder.

**(c) Details shareholders holding more than 5 % shares in the Company:**

| Name of Shareholder           | As at31st March, 2021 |                    | As at31st March, 2020 |                    |
|-------------------------------|-----------------------|--------------------|-----------------------|--------------------|
|                               | No. of shares         | Percentage Holding | No. of Shares         | Percentage Holding |
| Jesinghbai Parikh             | 10,81,18,055          | 56.34              | 10,81,18,055          | 56.34              |
| Aanishka Construction Pvt Ltd | 98,29,085             | 5.12               | 98,29,085             | 5.12               |
| Mahendra Chandulal Shah       | 2,10,00,000           | 10.94              | 2,10,00,000           | 10.94              |
| Champak Kirtilal Mehta        | 2,10,00,000           | 10.94              | 2,10,00,000           | 10.94              |
| <b>Total</b>                  | <b>15,99,47,140</b>   | <b>83.34</b>       | <b>15,99,47,140</b>   | <b>83.34</b>       |

## NOTE 15 : OTHER EQUITY

(Amount in ₹)

| Particulars  | As at<br>31st March, 2021 | As at<br>31st March, 2020 |
|--|---------------------------|---------------------------|
| <b>Retained Earnings</b>   |                           |                           |
| <b>Surplus/(Deficit) in the statement of profit and loss</b>                   |                           |                           |
| Balance at beginning of the year   | (14,40,31,193)            | (9,30,85,006)             |
| Add: Profit/(loss) for the year  | (5,09,46,187)             | (5,09,46,187)             |
| <b>Balance at end of the year</b>  | <b>(19,49,77,379)</b>     | <b>(14,40,31,193)</b>     |
| <b>Capital Reserve</b>   |                           |                           |
| Balance at beginning of the year   | 80,33,231                 | 80,33,231                 |
| Add: Transfer to (from) the reserve  | -                         | -                         |
| <b>Balance at end of the year</b>  | <b>80,33,231</b>          | <b>80,33,231</b>          |
| <b>Security Premium</b>  |                           |                           |
| Balance at beginning of the year   | 11,67,29,360              | 11,67,29,360              |
| Add: Transfer to (from) the reserve  | -                         | -                         |
| <b>Balance at end of the year</b>  | <b>11,67,29,360</b>       | <b>11,67,29,360</b>       |
| <b>Investment Allowance Reserve</b>  |                           |                           |
| Balance at beginning of the year   | 2,77,810                  | 2,77,810                  |
| Add: Transfer to (from) the reserve  | -                         | -                         |
| <b>Balance at end of the year</b>  | <b>2,77,810</b>           | <b>2,77,810</b>           |
| <b>Revaluation Reserve</b>   |                           |                           |
| Balance at beginning of the year   | 1,61,883                  | 1,61,883                  |
| Add: Transfer to (from) the reserve  | -                         | -                         |
| <b>Balance at end of the year</b>  | <b>1,61,883</b>           | <b>1,61,883</b>           |
| <b>Foreign Currency Monetary Item Translation Difference Account (FCMITDA)</b> |                           |                           |
| Balance at beginning of the year   | 10,38,18,205              | 10,16,18,334              |
| Add: Current year translation adjustments                                      | -                         | -                         |
| Add: Transfer to (from) the reserve  | 21,99,871                 | 21,99,871                 |
| <b>Balance at end of the year</b>  | <b>10,60,18,076</b>       | <b>10,38,18,205</b>       |
| <b>General Reserve</b>   |                           |                           |
| Balance at beginning of the year   | 8,33,92,370               | 8,33,92,370               |
| Add: Transfer to (from) the reserve  | -                         | -                         |
| <b>Balance at end of the year</b>  | <b>8,33,92,370</b>        | <b>8,33,92,370</b>        |
| <b>Total Equity Attributable to equity shareholder</b>                         | <b>11,96,35,351</b>       | <b>16,83,81,666</b>       |
| <b>Non Controlling Interest</b>  |                           |                           |
| Balance at beginning of the year   | 9,61,87,679               | 11,93,95,809              |
| Add: Current Year adjustments  | (2,32,08,130)             | (2,32,08,130)             |
| Add: Other adjustments   | -                         | -                         |
| <b>Balance at end of the year</b>  | <b>7,29,79,549</b>        | <b>9,61,87,679</b>        |
| <b>Total Other Equity</b>  | <b>19,26,14,900</b>       | <b>26,45,69,345</b>       |

**Nature and Description****1. Retained Earnings**

Retained earnings are the profits that the Group has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

**2. Security Premium**

The amount received in excess of face value of the equity shares is recognised in Securities Premium. In case of equity-settled share based payment transactions, the difference between fair value on grant date and nominal value of share is accounted as securities premium.

**3. Revaluation Reserve**

It is created through the revaluation of assets as per the companies act 2013 and indian accounting standard notified by ministry of corporate affairs (MCA).

**4. General reserve**

The Group had transferred a portion of the net profit of the Group before declaring dividend to general reserve pursuant to the earlier provisions of Companies Act, 1956. Mandatory transfer to general reserve is not required under the Companies Act, 2013. During the year the Group has reclassified the amount standing to the credit

**5. Foreign Currency Monetary Item Translation Difference Account (FCMITDA)**

Exchange differences relating to the translation of the results and net assets of the Group's foreign operations from their functional currencies to the Group's presentation currency (i.e. Currency Units) are recognised directly in other comprehensive income and accumulated in the foreign currency translation reserve. Exchange differences previously accumulated in the foreign currency translation reserve are reclassified to profit or loss on the disposal of the foreign operation.

**NOTE 16:- OTHER FINANCIAL LIABILITIES**

(Amount in ₹)

| Particulars     | As at31st March, 2021 | As at31st March, 2020 |
|-----------------|-----------------------|-----------------------|
| Lease Liability | 1,05,25,209           | 1,37,25,328.16        |
|                 | <b>1,05,25,209</b>    | <b>1,37,25,328.16</b> |

(i) During the year company has recognised ₹ 11,81,028 (PY ₹ 7,50,905 ) as finance charge on lease and has paid ₹ 40,27,550 as lease rent. At the end of the year company has reported total lease liability of ₹ 1,37,25,328 (PY ₹ 1,65,71,850) out of which Non-current lease liability is ₹ 1,05,25,209 and current lease liability is ₹ 32,00,119.

(ii) The company had total cash outflow for lease of ₹ 40,27,550 in March 31,2021 (PY ₹ 33,37,550 ) There are no non cash addition to ROU and Lease liability . There are no future cash outflows relating to leases that have not yet commenced.

(iii) Future minimum lease rentals payable as at 31st March, 2021 as per the lease agreements:

(Amount in ₹)

| Particulars                                  | Amount             | Present Value      |
|--|--------------------|--------------------|
| Not Later than 1 year                        | 41,52,050          | 35,07,870          |
| Later than 1 year and not later than 5 years | 83,49,250          | 57,46,716          |
| Later than 5 years                           | 61,50,200          | 29,68,975          |
|  | <b>1,86,51,500</b> | <b>1,22,23,561</b> |

**NOTE 17:- NON-CURRENT PROVISIONS**

(Amount in ₹)

| Particulars                            | As at31st March, 2021 | As at31st March, 2020 |
|--|-----------------------|-----------------------|
| Provision for Employee Benefits        |                       |                       |
| Provision for gratuity (refer note 38) | 29,77,039             | 38,18,592             |
|  | <b>29,77,039</b>      | <b>38,18,592</b>      |

**NOTE 18:- DEFERRED TAX LIABILITY**

(Amount in ₹)

| Particulars            | As at31st March, 2021 | As at31st March, 2020 |
|------------------------|-----------------------|-----------------------|
| Deferred Tax Liability | 6,62,660              | 12,98,265             |
|                        | <b>6,62,660</b>       | <b>12,98,265</b>      |

**NOTE 19:- CURRENT FINANCIAL LIABILITIES - BORROWINGS**

(Amount in ₹)

| Particulars                               | As at31st March, 2021 | As at31st March, 2020 |
|---|-----------------------|-----------------------|
| Secured:                                  |                       |                       |
| Term loans from Bank                      | -                     | -                     |
| Unsecured Loan                            |                       |                       |
| Loans from Related Party (refer note 41)* | 18,28,22,826          | 18,32,37,469          |
| Loans from others                         | 68,49,527             | 68,49,527             |
|   | <b>18,96,72,353</b>   | <b>19,00,86,996</b>   |

\* Includes loan from director from its own funds.

**NOTE 20:- CURRENT FINANCIAL LIABILITIES - TRADE PAYABLES**

(Amount in ₹)

| Particulars  | As at31st March, 2021 | As at31st March, 2020 |
|--|-----------------------|-----------------------|
| Due to Micro and Small Enterprises (Refer note 20.1) | 33,51,418             | 1,37,458              |
| Due to others (refer note 41)                        | 1,93,45,465           | 1,42,42,956           |
|  | <b>2,26,96,883</b>    | <b>1,43,80,414</b>    |

**NOTE 20.1:- DETAILS OF DUES TO MICRO, SMALL AND MEDIUM ENTERPRISES AS DEFINED UNDER THE MSMED ACT, 2006**

(Amount in ₹)

| Particulars   | As at31st March, 2021 | As at31st March, 2020 |
|---|-----------------------|-----------------------|
| Principal amount due outstanding as at end of year                      | 33,51,418             | 1,37,458              |
| Interest due on above and unpaid as at end of year                      | -                     | -                     |
| Interest paid to the supplier   | -                     | -                     |
| Payments made to the supplier beyond the appointed day during the year  | -                     | -                     |
| Interest due and payable for the period of delay                        | -                     | -                     |
| Interest accrued and remaining unpaid as at end of year                 | -                     | -                     |
| Amount of further interest remaining due and payable in succeeding year | -                     | -                     |
|   | <b>33,51,418</b>      | <b>1,37,458</b>       |



**NOTE 21:- CURRENT-OTHER FINANCIAL LIABILITIES**

(Amount in ₹)

| Particulars                | As at31st March, 2021 | As at31st March, 2020 |
|----------------------------|-----------------------|-----------------------|
| Unclaim Dividend*          | 1,89,101              | 1,84,481              |
| Employee dues              | 7,46,773              | 5,16,731              |
| Payable for Capital Assets | 2,14,629              | 10,56,778             |
| Other payables**           | 13,29,654             | 1,27,49,795           |
| Lease Liabilities ***      | 32,00,119             | 28,46,522             |
|                            | <b>56,80,276</b>      | <b>1,73,54,307</b>    |

\* Unclaimed dividend is outstanding for more than seven years as on 31.03.2021.

\*\*Other payable includes various payments to vendors etc.

\*\*\*For Lease liability refer Note (i) to (iv) of note 16.

**NOTE 22:- OTHER CURRENT LIABILITIES**

(Amount in ₹)

| Particulars                         | As at31st March, 2021 | As at31st March, 2020 |
|-------------------------------------|-----------------------|-----------------------|
| Advances received for sale of asset | -                     | -                     |
| Statutory liabilities               | 3,56,329              | 3,50,339              |
| salary payable                      | 44,829                | -                     |
|                                     | <b>4,01,158</b>       | <b>3,50,339</b>       |

**NOTE 23:- SHORT-TERM PROVISIONS**

(Amount in ₹)

| Particulars                            | As at31st March, 2021 | As at31st March, 2020 |
|--|-----------------------|-----------------------|
| <b>Provision for Employee Benefits</b> |                       |                       |
| Provision for gratuity (refer note 38) | 3,77,204              | 4,12,850              |
|  | <b>3,77,204</b>       | <b>4,12,850</b>       |

**NOTE 24 :CURRENT TAX LIABILITIES (NET)**

(Amount in ₹)

| Particulars                       | As at31st March, 2021 | As at31st March, 2020 |
|-----------------------------------|-----------------------|-----------------------|
| Provision for income tax expenses | 21,68,161             | 81,093                |
| <b>Total</b>                      | <b>21,68,161</b>      | <b>81,093</b>         |

**NOTE 25:- REVENUE FROM OPERATIONS**

(Amount in ₹)

| Particulars                                 | For the year ended31st March, 2021 | For the year ended31st March, 2020 |
|---|------------------------------------|------------------------------------|
| <b>Income from contracts with customers</b> |                                    |                                    |
| <b>MANUFACTURING ACTIVITY</b>               |                                    |                                    |
| - Export Sale                               | 13,98,79,949                       | 38,44,42,635                       |
| - Local Sale                                | 1,53,240                           | 4,35,285                           |
| <b>TRADING ACTIVITY</b>                     |                                    |                                    |
| - Export Sale                               | -                                  | -                                  |
| - Local Sale                                | -                                  | -                                  |
|   | <b>14,00,33,189</b>                | <b>38,48,77,920</b>                |

## Revenue recognized from Contract liability (Advances from Customers)

(Amount in ₹)

| Particulars                              | For the year ended31st<br>March, 2021 | For the year ended31st<br>March, 2020 |
|--|---------------------------------------|---------------------------------------|
| Trade Receivables (Gross) (refer note 8) | 6,02,66,654                           | 13,65,90,379                          |
| <b>Contract Liabilities</b>              |                                       |                                       |
| Closing Balance of Contract Liability    | -                                     | -                                     |

## NOTE 26:- OTHER INCOME

(Amount in ₹)

| Particulars  | For the year ended31st<br>March, 2021 | For the year ended31st<br>March, 2020 |
|--|---------------------------------------|---------------------------------------|
| <b>Interest Income earned on financial assets that are not designated as FVTPL</b> |                                       |                                       |
| '- Interest on fixed deposit   | 9,94,196                              | 22,01,758                             |
| '- Interest on others  | 43,237                                | 1,19,313                              |
| Foreign exchange gain (net)  | 45,32,200                             | 79,95,015                             |
| Profit on sale of Property,plant and equipment                                     | -                                     | 9,06,663                              |
| Sundry creditor written back   | 72,27,640                             | 22,37,694                             |
| Discount received  | -                                     | 60,115                                |
|  | <b>1,27,97,273</b>                    | <b>1,35,20,557</b>                    |

## NOTE 27:- COST OF MATERIAL CONSUMED

(Amount in ₹)

| Particulars                 | For the year ended31st<br>March, 2021 | For the year ended31st<br>March, 2020 |
|-----------------------------|---------------------------------------|---------------------------------------|
| <b>A) Raw Material</b>      |                                       |                                       |
| Opening Stock               | 53,40,82,131                          | 46,46,74,285                          |
| Add : Purchases             | 5,36,70,821                           | 31,37,39,216                          |
| Closing Stock               | (47,20,99,691)                        | (53,40,82,131)                        |
|                             | <b>11,56,53,261</b>                   | <b>24,43,31,371</b>                   |
| <b>B) Store &amp; Spare</b> |                                       |                                       |
| Opening Stock               | 35,62,295                             | 42,66,449                             |
| Add : Purchases             | 70,64,367                             | 79,62,222                             |
| Closing Stock               | (37,30,959)                           | (35,62,295)                           |
|                             | <b>68,95,703</b>                      | <b>86,66,376</b>                      |
|                             | <b>12,25,48,965</b>                   | <b>25,29,97,746</b>                   |

## 27.2 Details of Raw materials Consumed

(Amount in ₹)

| Particulars               | For the year ended31st<br>March, 2021 | For the year ended31st<br>March, 2020 |
|---------------------------|---------------------------------------|---------------------------------------|
| Gold                      | 3,68,81,374                           | 9,99,16,109                           |
| Cut and Polished Diamonds | 6,91,74,056                           | 11,57,97,353                          |
| Consumables Stores        | 67,42,203                             | 1,17,45,383                           |
| Others                    | 97,51,331                             | 2,55,38,901                           |
| <b>Total</b>              | <b>12,25,48,964</b>                   | <b>25,29,97,746</b>                   |

## NOTE 28. PURCHASE OF STOCK IN TRADE

(Amount in ₹)

| Particulars                | For the year ended31st<br>March, 2021 | For the year ended31st<br>March, 2020 |
|----------------------------|---------------------------------------|---------------------------------------|
| Purchase of stock-in-trade | -                                     | 72,58,082.00                          |
| <b>Total</b>               | <b>-</b>                              | <b>72,58,082</b>                      |

## NOTE 29:- CHANGES IN INVENTORY

(Amount in ₹)

| Particulars              | For the year ended31st<br>March, 2021 | For the year ended31st<br>March, 2020 |
|--------------------------|---------------------------------------|---------------------------------------|
| <b>A) Finished Goods</b> |                                       |                                       |
| Opening Stock            | 10,71,46,360                          | 18,58,79,087                          |
| Closing Stock            | (12,72,43,719)                        | (10,71,46,360)                        |
|                          | <b>(2,00,97,359)</b>                  | <b>7,87,32,727</b>                    |

**NOTE 30:- EMPLOYEE BENEFITS EXPENSE**

(Amount in ₹)

| Particulars   | For the year ended 31st<br>March, 2021 | For the year ended 31st<br>March, 2020 |
|---|--|--|
| Salaries, Wages & Bonus                                   | 1,06,66,469                            | 1,49,13,517                            |
| Contributions to provident and other fund (Refer Note 38) | 4,51,630                               | 5,65,370                               |
| Staff Welfare Expenses                                    | 17,34,679                              | 16,21,935                              |
| Gratuity Expenses (Refer note 38)                         | 17,072                                 | 21,08,372                              |
|   | <b>1,28,69,850</b>                     | <b>1,92,09,194</b>                     |

**NOTE 31- FINANCE COST**

(Amount in ₹)

| Particulars         | For the year ended 31st<br>March, 2021 | For the year ended 31st<br>March, 2020 |
|---------------------|--|--|
| <b>Interest on</b>  |  |  |
| - From Bank         | -                                      | 10,49,823                              |
| - Lease Liability   | 11,81,028                              | 7,50,905                               |
| Other finance costs | 14,76,813                              | 27,58,482                              |
|                     | <b>26,57,841</b>                       | <b>45,59,210</b>                       |

**NOTE 32- DEPRECIATION AND AMORTISATION EXPENSE**

(Amount in ₹)

| Particulars                         | For the year ended 31st<br>March, 2021 | For the year ended 31st<br>March, 2020 |
|-------------------------------------|--|--|
| Depreciation on Tangible Assets     | 41,39,261                              | 49,88,832                              |
| Amortisation on Intangible Assets   | 1,00,000                               | 1,00,000                               |
| Amortisation on Right of Use Assets | 32,88,454                              | 27,24,484                              |
|                                     | <b>75,27,715</b>                       | <b>78,13,316</b>                       |

**NOTE 33:- OTHER EXPENSES**

(Amount in ₹)

| Particulars                                   | For the year ended 31st March, 2021 | For the year ended 31st March, 2020 |
|---|-------------------------------------|-------------------------------------|
| Rent, Rates & Taxes                           | 38,49,642                           | 19,14,685                           |
| Repairs and Maintenance                       | 4,67,318                            | 7,63,564                            |
| Communication expenses                        | 7,79,858                            | 3,04,860                            |
| Printing and Stationery                       | 3,86,259                            | 5,35,759                            |
| Advertisement expenses                        | 39,701                              | 26,793                              |
| <b>Auditor's remuneration (refer note 40)</b> |                                     |                                     |
| - Statutory Audit                             | 9,30,000                            | 10,55,000                           |
| - Certification                               | 2,02,218                            | 12,500                              |
| Legal & Professional Charges                  | 8,78,874                            | 39,06,039                           |
| Insurance                                     | 4,78,792                            | 5,62,459                            |
| Import and Export Clearing Charges            | 1,47,285                            | 4,44,901                            |
| Share of loss in partnership firm             | 2,25,082                            |                                     |
| Freight Expenses                              | 76,20,265                           | 1,81,69,780                         |
| Labour Charges                                | 2,55,89,655                         | 4,31,40,955                         |
| Annual Listing Fees                           | 5,32,458                            | 5,71,825                            |
| Business promotion expenses                   | -                                   | 1,06,343                            |
| Commission and Brokerage Charges              | 2,30,58,706                         | 1,35,27,941                         |
| Motor Car Expenses                            | 1,26,714                            | 2,46,651                            |
| Provision for Loan                            | 39,05,826                           | -                                   |
| Donations                                     | 5,00,000                            | -                                   |
| Office and General Expenses                   | 1,22,486                            | 14,58,405                           |
| Custodian Charges                             | 80,780                              | 85,350                              |
| Electricity Expenses                          | 50,12,408                           | 74,55,113                           |
| Travelling, Conveyance and Car Expense        | 1,46,119                            | 19,55,268                           |
| Miscellaneous Expenses                        | 20,96,766                           | 8,38,088                            |
| Water Charges                                 | 6,10,726                            | 5,82,120                            |
| Penalty                                       | -                                   | 2,65,556                            |
| Packing Material                              | 10,14,443                           | 11,805                              |
|   | <b>7,88,02,381</b>                  | <b>9,79,41,760</b>                  |

**NOTE 34 : EXCEPTIONAL ITEMS**

(Amount in ₹)

| Particular  | For the year ended March 31, 2021 | For the year ended 31st March, 2020 |
|---|-----------------------------------|-------------------------------------|
| Profit on Sale of Property, plant and equipment (Refer note 51) | -                                 | 1,89,73,422                         |
| <b>Total</b>  | <b>-</b>                          | <b>1,89,73,422</b>                  |

**NOTE 35: CURRENT TAX**

(a) Income-tax expense through the statement of profit and loss

(Amount in ₹)

| Particular  | For the year ended 31st March, 2021 | For the year ended 31st March, 2020 |
|---|-------------------------------------|-------------------------------------|
| <b>Current tax:</b>   |                                     |                                     |
| Current tax on profits for the year (a)                           | -                                   | -                                   |
| Tax (credit) under Minimum Alternative Tax (b)                    | -                                   | -                                   |
| Relating to origination and reversal of temporary differences (c) | (37,04,001)                         | (4,04,113)                          |
| <b>Total</b>  | <b>(37,04,001)</b>                  | <b>(4,04,113)</b>                   |

**Reconciliation of Income Tax Expenses**

| Particular                            | For the year ended 31st March, 2021 | For the year ended 31st March, 2020 |
|---------------------------------------|-------------------------------------|-------------------------------------|
| <b>Profit before tax</b>              |                                     |                                     |
| Accounting Profit before tax          | (5,14,78,932)                       | (7,45,58,430)                       |
| Enacted tax rate in India             | 26%                                 | 26%                                 |
| Computed tax expense                  | (1,33,84,522)                       | (1,93,85,192)                       |
| Expenses not allowed for tax purpose  | 68,02,493                           | 1,09,38,308                         |
| Additional allowances for tax purpose | 1,85,87,310                         | 4,59,45,501                         |

|                                   |             |            |
|-----------------------------------|-------------|------------|
| Current tax                       | -           | -          |
| Income tax                        | -           | -          |
| *Deferred tax (Refer table below) | (37,04,001) | (4,04,113) |
| Total tax expenses                | (37,04,001) | (4,04,113) |
| Effective rate of tax             | -           | 0%         |
| <b>MAT Credit</b>                 |             |            |
| MAT Liability (115JB)             | -           | -          |
| MAT Credit entitlement            | -           | -          |
| Current tax                       | -           | -          |

There are certain income-tax related legal proceedings which are pending against the Company. Potential liabilities, if any have been adequately provided for, and the Company does not currently estimate any probable material incremental tax liabilities in respect of these matters (refer note 37).

**(b) Deferred tax relates to the following:**

(Amount in ₹)

| Particulars   | Balance Sheet                       |                                     | Recognised in statement of profit or loss |                                     | Recognised in / reclassified from Other Comprehensive Income |                                     |
|---|-------------------------------------|-------------------------------------|---|-------------------------------------|--|-------------------------------------|
|   | For the year ended 31st March, 2021 | For the year ended 31st March, 2020 | For the year ended 31st March, 2021       | For the year ended 31st March, 2020 | For the year ended 31st March, 2021                          | For the year ended 31st March, 2020 |
| Timing difference on account of book depreciation and tax depreciation                | 3,39,791                            | (29,03,847)                         | 32,43,637                                 | (28,45,771)                         | -  | -                                   |
| Other items giving rise to temporary differences                                      | 10,24,174                           | 5,63,810                            | 4,60,364                                  | 32,49,884                           | -  | -                                   |
| Income tax relating to items that will not be reclassified to profit or loss from OCI | (1,00,757)                          | (7,72,928)                          | -   | -                                   | (1,00,757)   | (7,72,928)                          |
| <b>Deferred tax asset / (liability)</b>   | <b>12,63,206</b>                    | <b>(31,12,964)</b>                  | <b>37,04,001</b>                          | <b>4,04,113</b>                     | <b>(1,00,757)</b>  | <b>(7,72,928)</b>                   |

**(c) Reconciliation of deferred tax assets / (liabilities) net**

(Amount in ₹)

| Particular  | As at 31st March, 2021 | As at 31st March, 2020 |
|---|------------------------|------------------------|
| Balance on Begning of the Year  | (31,12,965)            | (27,44,150)            |
| Tax income / (expense) during the year recognised in profit or loss                   | 37,04,001              | 4,04,113               |
| Income tax relating to items that will not be reclassified to profit or loss from OCI | (1,00,757)             | (7,72,928)             |
| <b>Balance on ending of the Year</b>  | <b>4,90,279</b>        | <b>(31,12,965)</b>     |

**(d) Movement in MAT credit entitlement**

(Amount in ₹)

| Particular  | As at 31st March, 2021 | As at 31st March, 2020 |
|---|------------------------|------------------------|
| Balance at the beginning of the year                | 18,14,700              | 18,14,700              |
| Add: MAT credit entitlement availed during the year | -                      | -                      |
| Less: MAT credit utilised during the year           | -                      | -                      |
| <b>Balance on ending of the Year</b>                | <b>18,14,700</b>       | <b>18,14,700</b>       |

**(e) The following table provides the details of income tax assets and income tax liabilities as of March 31, 2020 and March 31, 2019:**

(Amount in ₹)

| Particular             | As at 31st March, 2021 | As at 31st March, 2020 |
|------------------------|------------------------|------------------------|
| Income tax assets      | -                      | -                      |
| Income tax liabilities | 6,62,660               | 12,98,265              |
| <b>Total</b>           | <b>(6,62,660)</b>      | <b>(12,98,265)</b>     |

**NOTE 36 : DISCLOSURE AS REQUIRED BY INDIAN ACCOUNTING STANDARD (IND AS) 33 EARNINGS PER SHARE**

| Particular  | As at 31st March, 2021 | As at 31st March, 2020 |
|---|------------------------|------------------------|
| Net profit attributable to shareholders for earnings per share ( ₹) | (4,77,74,931)          | (7,41,54,317)          |
| Number of equity shares for earnings per share (In Number)          | 19,19,00,650           | 19,19,00,650           |
| Earning Per Share (Face vale of ₹ 10 per Equity Share)              |                        |                        |
| <b>Basic earning per share ( ₹)</b>                                 | <b>(0.25)</b>          | <b>(0.39)</b>          |
| <b>Diluted earning per share ( ₹)</b>                               | <b>(0.25)</b>          | <b>(0.39)</b>          |

**Note 37:- Contingent Liabilities And Commitments****37.1 Contingent Liabilities: (to the extent not provided for)**

(Amount in ₹)

| Particulars  | As at               | As at               |
|--|---------------------|---------------------|
|  | 31st March, 2021    | 31st March, 2020    |
| Corporate Guarantee given to bank in respect of credit facilities sanctioned to associate Group  | -                   | 6,98,00,000         |
| Income tax liability that may arise in respect of matters in appeal preferred by the department:   |                     |                     |
| Disputed Income tax liabilities (AY 1998-99)   | 4,99,230            | 4,99,230            |
| Disputed Income tax liabilities (AY 2011-12)   | 1,72,530            | 1,72,530            |
| Rent & Services Charges due for Sachin Surat SEZ   | 74,35,109           | 74,35,109           |
| Penalty under the Maharashtra Stamp Act, 1958  | 30,84,480           | 30,84,480           |
| Bond Cum undertaking given by the Group executed in favour of the President of India towards manufacture of goods for exports in Special Economic Zone | 21,38,00,060        | 21,38,00,060        |
| Property Tax Payable to MCGM (Property Tax)  | 55,79,691           | -                   |
| Disputed Penalty and Interest under MVAT Act, 2002 for FY 2008-09  | 6,69,807            | 6,69,807            |
| <b>Total</b>   | <b>23,12,40,907</b> | <b>29,54,61,216</b> |

(a) It is not practicable to estimate the timing of cash outflows, if any, in respect of matters above, pending resolution of the arbitration / appellate proceedings.

(b) The company has received communication from Bombay Stock Exchange (BSE) LIST/COMP PH VI/522235/19/INT/2018-2019 dated March 19, 2019. The communication is regarding "Initiation of and completion of the formalities for revocation of suspension of trading in the securities of the company". The Company is in the process of making suitable response to such communication, Pending submission of the reply to the stock exchange and final outcome, the management has not considered adjustments (if any) on account of above in the above statements.

**37.2** In the opinion of management, the current assets, loans and advances have a value on realisation in the ordinary course of business, at least equal to the amount at which they are stated in the balance sheet. Provision for all known liabilities is adequate and not in excess of what is required.

**37.3** The Group is yet to receive balance confirmation in respect of certain trade payable, other payable, trade receivable, other receivable and loan and advances. The management does not expect any material difference affecting the current year's financial statements due to the same.

**Note 38: Disclosures As Required By Indian Accounting Standard (Ind AS 19) Employee Benefits****38.1 Employee benefits plans**

The Company's contribution to Provident Fund ₹ 3,72,849 (Previous year ₹ 4,29,118) is recognised as an expense and included in Employee benefits expense.

**38.2 Defined benefit plans:****(a) Gratuity (Non-funded):**

"The Group provides for gratuity, a defined benefit retirement plan covering eligible employees. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount equivalent to 15 days' salary for each completed year of service. Vesting occurs upon completion of five continuous years of service in accordance with Indian law.

The Group is typically exposed to the Group to actuarial risks such as: interest rate risk, longevity risk and salary risk.

**Interest Risk:**

A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments.

**Longevity risk:**

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

**Salary risk:**

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

The most recent actuarial valuation of the plan assets and the present value of the defined benefit obligation were carried out at March 31, 2021 by M/S Kewal Krishan Wadhwa, Consultants & Actuaries. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method.

The following tables summarise the components of net benefit expenses recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the respective plans.

| Particulars  | Gratuity                                     |                       |
|--|--|-----------------------|
|  | As at31st March, 2021                        | As at31st March, 2020 |
| <b>Change in present value of defined benefit obligation during the year</b>   |  |                       |
| Present Value of defined benefit obligation at the beginning of the year       | 42,31,460                                    | 21,23,070             |
| Interest cost  | 2,84,267                                     | 1,62,426              |
| Current service cost   | 3,08,812                                     | 4,26,998              |
| Benefits paid  | -  | -                     |
| Actuarial (Gains)/Losses on Obligations  | (14,70,278)                                  | 15,18,948             |
| <b>Present Value of Benefit Obligation at the End of the year</b>              | <b>33,54,261</b>                             | <b>42,31,442</b>      |
| <b>Expense recognised in the statement of profit and loss:</b>                 |  |                       |
| Current service cost   | 3,08,812                                     | 40,88,318             |
| Interest cost  | 2,84,267                                     | 8,798                 |
| Expected return on plan assets   | -  | -                     |
| Actuarial losses/(gains)   | (14,70,278)                                  | 4,29,308              |
| <b>Total expenses included in employee benefits expense</b>                    | <b>(8,77,199)</b>                            | <b>45,26,424</b>      |
| <b>Reconciliation statement of expense in the statement of profit and loss</b> |  |                       |
| Present value of obligation as at the end of period                            | 33,54,261                                    | 22,23,227             |
| Present value of obligation as at the beginning of the period                  | (42,31,460)                                  | (1,14,855)            |
| Benefits paid  | -  | -                     |
| Actual return on plan assets   | -  | -                     |
| <b>Expenses recognized in the statement of profit &amp; losses</b>             | <b>(8,77,199)</b>                            | <b>21,08,372</b>      |
| <b>Principal actuarial assumptions:</b>  |  |                       |
| Discount rate  | 6.65% to 6.92%                               | 6.71% to 6.92%        |
| Salary escalation  | 7%   |                       |
| Actuarial Valuation Method   | Projected Unit Credit (PUC) Actuarial Method |                       |
| <b>Demographic assumptions used</b>  |  |                       |
| Mortality table  | IALM (2012-14)                               | IALM (2012-14)        |
| Retirement age   | 60   | 60                    |
| <b>Actual contribution and benefit payments for year</b>                       |  |                       |
| Actual benefit payments  | -  | -                     |
| Actual contributions   | (8,77,199)                                   | 45,26,424             |
| <b>Net asset / (liability) recognised in the balance sheet</b>                 |  |                       |
| (Present Value of Benefit Obligation at the end of the Period)                 | 33,54,261                                    | 22,23,227             |
| Funded Status (Surplus/ (Deficit))   | (33,54,261)                                  | (22,23,227)           |
| Unrecognized actuarial (gains)/losses  | -  | -                     |
| <b>Net (Liability)/Asset Recognized in the Balance Sheet</b>                   | <b>(33,54,261)</b>                           | <b>(22,23,227)</b>    |

**(b) Sensitivity analysis:**

(Amount in ₹)

| Particulars  | As at31st March, 2021 | As at31st March, 2020 |
|--|-----------------------|-----------------------|
| <b>Quantitative sensitivity analysis for significant assumption is as below:</b>                     |                       |                       |
| <b>Increase / (decrease) on present value of defined benefits obligation at the end of the year:</b> |                       |                       |
| Half percentage point increase in discount rate  | (1,19,492)            | (11,249)              |
| Half percentage point decrease in discount rate  | 1,38,512              | (1,13,666)            |
| Half percentage point increase in rate of salary Increase  | 56,492                | 56,492                |
| Half percentage point decrease in rate of salary Increase  | (1,19,692)            | (1,37,204)            |

Sensitivity due to mortality & withdrawals are not material & hence impact of change due to these not calculated

The present value of the defined benefit obligation calculated with the same method (projected unit credit) as the defined benefit obligation recognised in the balance sheet. The sensitivity analysis is based on a change in one assumption while not changing all other assumptions. This analysis may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in the assumptions would occur in isolation of one another since some of the assumptions may be co-related.

**(C) Experience adjustments**

(Amount in ₹)

| Gratuity                                     | 2020-21     | 2019-20     | 2018-19     | 2017-18     | 2016-17     |
|--|-------------|-------------|-------------|-------------|-------------|
| Present value of Defined Benefits Obligation | 33,54,261   | 42,31,442   | 21,23,070   | 30,82,265   | 16,01,318   |
| Fair value of plan assets                    |             |             |             |             |             |
| [Surplus / (Deficit)]                        | (33,54,261) | (42,31,442) | (21,23,070) | (30,82,265) | (16,01,318) |
| Experience adjustments on plan liabilities   |             | -           |             | -           |             |
| Experience adjustments on plan assets        |             | -           |             | -           |             |

In assessing the Group's post retirement liabilities, the Group monitors mortality assumptions and uses up-to-date mortality tables, the base being the Indian assured lives mortality (2012-14) ultimate.

The discount rate is based on the prevailing market yields of Government of India securities as at the Balance sheet date for the estimated term if the obligation.

The estimates of future salary increase, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

**NOTE 39: SEGMENT INFORMATION**

**(a) Services from which reportable segments derive their revenue**

In accordance with the principles given in Ind-AS 108 notified by Companies (Indian Accounting Standards) Rules 2015, the Minal Group has determined its primary business segment as "Manufacturing and Trading of Gems and Jewellery".

**(b) Segment Revenue and Results**

(Amount in ₹)

| Particulars                          | Segment Revenue              | Segment Profit               | Segment Revenue              | Segment Profit               |
|--------------------------------------|------------------------------|------------------------------|------------------------------|------------------------------|
|                                      | Year ended<br>March 31, 2021 | Year ended March<br>31, 2021 | Year ended<br>March 31, 2020 | Year ended<br>March 31, 2020 |
| Manufacturing activity               | 140033189                    | 1,74,84,224                  | 38,48,77,920                 | 10,12,03,797                 |
| Trading division                     | -                            | -                            | -                            | -                            |
| <b>Total Segment Revenue/ Result</b> | <b>14,00,33,189</b>          | <b>1,74,84,224</b>           | <b>38,48,77,920</b>          | <b>10,12,03,797</b>          |
| Unallocated                          | 1,27,97,273                  | (6,89,63,156)                | 3,24,93,980                  | (17,57,62,227)               |
| <b>Total Revenue/ Result</b>         | <b>15,28,30,462</b>          | <b>(5,14,78,932)</b>         | <b>41,73,71,900</b>          | <b>(7,45,58,430)</b>         |

**(c) Segment Assets and Liabilities**

(Amount in ₹)

| Particulars                      | As at 31st March,<br>2021 | As at<br>March 31, 2020 |
|----------------------------------|---------------------------|-------------------------|
| <b>Segment Assets</b>            |                           |                         |
| Manufacturing activity           | 663341023.4               | 78,13,81,165            |
| Trading division                 | -                         | -                       |
| <b>Total Segment Assets</b>      | <b>66,33,41,023</b>       | <b>78,13,81,165</b>     |
| Unallocated                      | 17,06,65,979              | 10,84,97,664            |
| <b>Total Assets</b>              | <b>83,40,07,003</b>       | <b>88,98,78,829</b>     |
| <b>Segment Liabilities</b>       |                           |                         |
| Manufacturing activity           | 21,23,69,236              | 20,44,67,410            |
| Trading division                 | -                         | -                       |
| <b>Total Segment Liabilities</b> | <b>21,23,69,236</b>       | <b>20,44,67,410</b>     |
| Unallocated                      | 2,06,23,547               | 3,70,40,774             |
| <b>Total Liabilities</b>         | <b>23,29,92,783</b>       | <b>24,15,08,184</b>     |

**(d) Additional Information By Geographies**

**(i) Revenue by Geographical Market**

(Amount in ₹)

| Particulars                  | For the year ended<br>March 31, 2021 | For the year ended<br>March 31, 2020 |
|------------------------------|--------------------------------------|--------------------------------------|
| <b>Revenue</b>               |                                      |                                      |
| - India                      | 15,16,39,789                         | 39,17,97,812                         |
| - Outside India              | 11,47,436                            | 4,56,062                             |
| <b>Total Segment Revenue</b> | <b>15,27,87,226</b>                  | <b>39,22,53,874</b>                  |
| Unallocated                  | 43,237                               | 2,51,18,026                          |
| <b>Total</b>                 | <b>15,28,30,463</b>                  | <b>41,73,71,900</b>                  |

**(ii) Assets by Geographical Market**

**Segment Assets and Liabilities**

(Amount in ₹)

| Particulars                      | As at 31st March,<br>2021 | As at March 31, 2020 |
|----------------------------------|---------------------------|----------------------|
| <b>Segment Assets</b>            |                           |                      |
| Outside India                    | 66,93,35,798              | 78,79,55,262         |
| India                            | 15,87,62,476              | 9,93,28,127          |
| <b>Total Segment Assets</b>      | <b>82,80,98,274</b>       | <b>88,72,83,389</b>  |
| Unallocated                      | 59,08,729                 | (1,19,04,560)        |
| <b>Total Assets</b>              | <b>83,40,07,003</b>       | <b>87,53,78,829</b>  |
| <b>Segment Liabilities</b>       |                           |                      |
| Outside India                    | 2,08,22,099               | 1,40,63,822          |
| India                            | 21,15,08,023              | 22,60,65,005         |
| <b>Total Segment Liabilities</b> | <b>23,23,30,122</b>       | <b>24,01,28,827</b>  |
| Unallocated                      | 6,62,661                  | 13,79,357            |
| <b>Total Liabilities</b>         | <b>23,29,92,783</b>       | <b>24,15,08,184</b>  |

**Notes :**

**Geographical Segment :**

(i) For the purpose of geographical segment the sales are divided into two segments - India and outside India.

**(e) Customer contributing more than 10% of revenue**

(Amount in ₹)

| Particulars            | As at 31st March,<br>2021 | As at March 31, 2020 |
|------------------------|---------------------------|----------------------|
| Manufacturing activity | 13,98,79,949              | 38,44,42,635         |
| Trading division       | -                         | -                    |



**NOTE 40: REMUNRATION TO STATUTORY AUDITOR (EXCLUDING GST)**

(Amount in ₹)

| Particulars          | As at 31st March, 2021 | As at March 31, 2020 |
|----------------------|------------------------|----------------------|
| Statutory Audit fees | 9,30,000               | 10,55,000            |
| Certification        | 2,02,218               | 12,500               |
| <b>Total</b>         | <b>11,32,218</b>       | <b>10,67,500</b>     |

**NOTE 41: DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARDS (IND AS 24) RELATED PARTY DISCLOSURE**

| a. List of Related Parties                         | Nature of Relation |
|--|--------------------|
| Minal Infracons Private Limited                    | Other              |
| Minal Infrastructures & Properties Private Limited | Other              |
| Minal Lifestyles Private Limited                   | Other              |
| Minal Exim Private Limited                         | Other              |
| Affinity Investments Private Limited               | Other              |
| Clicks Metro Online Private Limited                | Other              |
| Minal Plastics Products                            | Other              |
| Minal Elec And Engg                                | Other              |
| Twinkle Lifestyles Pvt Ltd                         | Other              |
| Selection INC. USA                                 | Other              |
| Minal Jewels USA                                   | Other              |
| <b>Key Managerial Personnel</b>                    | <b>Designation</b> |
| Shrikant J Parikh                                  | Director           |
| Amulbhai Jethabhai Patel                           | Director           |
| Shankar Prasad Bhagat                              | Director           |
| Sona A. Parikh                                     | Director           |

**(b) Transaction during the year with related parties:**

(Amount in ₹)

| Particulars                              | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|--|-----------------------------------|-----------------------------------|
| <b>1. Purchase of Goods / Services</b>   |                                   |                                   |
| Selection Inc.                           | 88,633                            | 14,44,37,970                      |
| Minal Exim Private Limited               | 27,15,797                         | 7,83,786                          |
| Affinity Investment Private Limited      | 1,42,96,315                       | 1,27,67,122                       |
| Shankar Prasad Bhagat                    | 60,000                            | 15,000                            |
|  | <b>1,71,60,745</b>                | <b>15,80,03,878</b>               |
| <b>2. Sale of Goods / Services</b>       |                                   |                                   |
| Selection Inc.                           | 13,98,79,949                      | 38,44,42,635                      |
|  | <b>13,98,79,949</b>               | <b>38,44,42,635</b>               |
| <b>3. Loans given</b>                    |                                   |                                   |
| Minal Exim Private Limited               |                                   |                                   |
| Minal Infracons Pvt.Ltd.                 | -                                 | 27,500                            |
| Minal Infrastructure & Properties P.Ltd. | -                                 | 27,500                            |
| Minal Lifestyles Pvt Ltd                 | -                                 | 27,500                            |
| Clicksmetro Online Pvt.Ltd.              | -                                 | 12,500                            |
| Twinkle Lifestyles Pvt Ltd               | -                                 | 25,000                            |
|  | -                                 | <b>1,20,000</b>                   |
| <b>4. Loans repaid by</b>                |                                   |                                   |
| Minal Infracons Pvt.Ltd.                 | -                                 | 27,500                            |
| Minal Infrastructure & Properties P.Ltd. | -                                 | 27,500                            |
| Twinkle Lifestyles Pvt Ltd               | -                                 | 25,000                            |
| Clicksometer Online Pvt. Ltd.            | -                                 | 12,500                            |
| Minal Lifestyles Pvt Ltd                 | -                                 | 27,500                            |
|  | -                                 | <b>1,20,000</b>                   |

|  |                  |                    |
|--|------------------|--------------------|
| 5. Loans taken from<br>Shrikant J Parikh | 10,49,000        | 1,32,78,566        |
|  | <b>10,49,000</b> | <b>1,32,78,566</b> |
| 6. Loans repaid to<br>Shrikant J Parikh  | 14,50,048        | 45,45,016          |
|  | <b>14,50,048</b> | <b>45,45,016</b>   |

#### Compensation to Key Management Personnel

(Amount in ₹)

| Nature of Transaction                                 | For the year ended<br>March 31, 2021 | For the year ended<br>March 31, 2020 |
|---|--------------------------------------|--------------------------------------|
| Short-Term employee benefits                          | 36,00,000                            | 36,00,000                            |
| Post-employment benefits                              | -                                    | -                                    |
| Other long-term benefits                              | -                                    | -                                    |
| Termination benefits                                  | -                                    | -                                    |
| Share-based payments                                  | -                                    | -                                    |
| <b>Total compensation to key management personnel</b> | <b>36,00,000</b>                     | <b>36,00,000</b>                     |

As the future liabilities for gratuity is provided on actuarial basis for the Group as a whole, the amount pertaining to individual is not ascertainable and therefore not included above.

#### Terms and Conditions

##### Sales

The sales to related parties are made on terms equivalent to those that prevail in arm's length transactions and in the ordinary course of business. Sales transactions are based on prevailing price lists and memorandum of understanding signed with related parties. For the year ended 31st March 2021, the Company has not recorded any impairment of receivables relating to amounts owed by related parties

##### Purchase

The purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions and in the ordinary course of business. Purchase transactions are based on made on normal commercial terms and conditions and market rates.

##### Loan Taken

Loan are taken from related parties at Interest rate of 5.25%

##### Loan Given

Loan are given to related parties at Interest free.

#### (c) Amount due to/from:

(Amount in ₹)

| Particulars                          | As at 31st March,<br>2021 | As at March 31, 2020 |
|--------------------------------------|---------------------------|----------------------|
| <b>1. Accounts receivables</b>       |                           |                      |
| Selection Inc.                       | 2,15,91,853               | 9,60,42,471          |
| Minal Exim Pvt Ltd                   | 1,60,732                  | 16,46,543            |
| Akash parikh                         | 9,66,272                  | -                    |
| Affinity Investment Pvt Ltd          | 24,32,648                 | 53,93,584            |
|                                      | <b>2,51,51,505</b>        | <b>10,30,82,599</b>  |
| <b>2. Accounts payable</b>           |                           |                      |
| Selection Inc.                       | 66,24,345                 | 71,81,174            |
|                                      | <b>66,24,345</b>          | <b>71,81,174</b>     |
| <b>3. Other advances receivables</b> |                           |                      |
| Selection Inc (USA)                  | 24,73,888                 | 24,73,888            |
|                                      | <b>24,73,888</b>          | <b>24,73,888</b>     |
| <b>4. Loans payables</b>             |                           |                      |
| Shrikant J Parikh                    | 18,28,36,429              | 18,32,37,478         |
|                                      | <b>18,28,36,429</b>       | <b>18,32,37,478</b>  |

**NOTE 42: FINANCIAL INSTRUMENT****(a) Capital Risk Management**

The Group's objective is to maintain a strong & healthy capital ratios and establish a capital structure that would maximise the return to stakeholders through optimum utilisation of its funds.

The Group monitors its capital using gearing ratio, which is net debt divided to total equity. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents, Bank balances other than cash and cash equivalents and current investments. The Group does not have any debt and also any sub-ordinated liabilities:

The Group monitors its capital using gearing ratio, which is net debt, divided to total equity. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents, bank balances other than cash and cash equivalents and current investments."

(Amount in ₹ )

| Particulars                                | As at 31st March, 2021 | As at March 31, 2020 |
|--|------------------------|----------------------|
| Long term Borrowings                       | -                      | -                    |
| Current maturities of long term borrowings | -                      | -                    |
| Short term borrowings                      | 18,96,72,353           | 19,00,86,996         |
| Less: Cash and cash equivalents            | (1,41,16,141)          | (43,80,202)          |
| <b>Net Debt</b>                            | <b>17,55,56,211</b>    | <b>18,57,06,794</b>  |
| <b>Total equity</b>                        | <b>53,05,65,896</b>    | <b>55,21,82,966</b>  |
| <b>Gearing ratio</b>                       | <b>33.09</b>           | <b>33.63</b>         |

(i) Equity includes all capital and reserves of the Group that are managed as capital.

(ii) Debt is defined as long term and Short-term borrowings, as described in note 19.

**(b) Categories of Financial instruments**

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

Fair value of cash, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to the short-term maturities of these instruments.

(Amount in ₹ )

| Particulars  | Level | As at 31st March, 2021 |                     | As at March 31, 2020 |                     |
|--|-------|------------------------|---------------------|----------------------|---------------------|
|  |       | Carrying value         | Fair value          | Carrying value       | Fair value          |
| <b>Financial assets</b>                            |       |                        |                     |                      |                     |
| <b>Non-Current</b>                                 |       |                        |                     |                      |                     |
| Investments  |       | 500                    | 500                 | 500                  | 500                 |
| Loans  |       | 26,04,332              | 26,04,332           | 25,95,441            | 25,95,441           |
| <b>Current</b>                                     |       |                        |                     |                      |                     |
| Trade receivables*                                 |       | 6,02,66,654            | 6,02,66,654         | 13,65,90,379         | 13,65,90,379        |
| Cash and cash equivalents*                         |       | 1,41,16,141            | 1,41,16,141         | 43,80,202            | 43,80,202           |
| Bank Balance other than cash and cash equivalents* |       | 1,84,481               | 1,84,481            | 1,84,481             | 1,84,481            |
| Loans  |       | 1,48,64,648            | 1,48,64,648         | 1,36,84,613          | 1,36,84,613         |
| Other financial assets*                            |       | 11,30,817              | 11,30,817           | 11,38,186            | 11,38,186           |
| <b>Total Financial assets</b>                      |       | <b>9,31,67,573</b>     | <b>9,31,67,573</b>  | <b>15,85,73,803</b>  | <b>15,85,73,803</b> |
| <b>Financial liabilities</b>                       |       |                        |                     |                      |                     |
| <b>Non-Current</b>                                 |       |                        |                     |                      |                     |
| Other Financial Liabilities                        |       | 1,05,25,209            | 1,05,25,209         | 1,37,25,328          | 1,37,25,328         |
| <b>Current</b>                                     |       |                        |                     |                      |                     |
| Borrowings   |       | 18,96,72,353           | 18,96,72,353        | 19,00,86,996         | 19,00,86,996        |
| Trade payables*                                    |       | 2,26,96,883            | 2,26,96,883         | 1,43,80,414          | 1,43,80,414         |
| Other financial liabilities*                       |       | 56,80,276              | 56,80,276           | 1,73,54,307          | 1,73,54,307         |
| <b>Total Financial Liabilities</b>                 |       | <b>22,85,74,721</b>    | <b>22,85,74,721</b> | <b>23,55,47,045</b>  | <b>23,55,47,045</b> |

\* The carrying amounts of trade receivables, trade payables, cash and cash equivalents, other bank balances, other financial assets and other financial liabilities are considered to be the same as their fair values, due to their short term nature.

#### Fair value hierarchy

**Level 1** - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

**Level 2** - Inputs other than quoted prices included within Level 1 that are observable for the assets or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)

**Level 3** - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

#### (c) Financial Risk Management

The Group's activities expose it to a variety of financial risks: market risk, credit risk, liquidity risk and foreign exchange risk. The Group's focus is to foresee the unpredictability of financial markets and seek to minimise potential adverse effects on its financial performance.

The risk management policies aims to mitigate the following risks arising from the financial instruments:

- (i) Interest Rate Risk
- (ii) Credit risk
- (iii) Liquidity risk
- (iv) Market risk
- (v) Foreign exchange risk

#### (i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group is exposed to interest rate risk because funds are borrowed at both fixed and floating interest rates. Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rate.

The following table provides a breakup of Group's fixed and floating rate borrowing :

(Amount in ₹)

| Particulars             | As at 31st March, 2021 | As at 31st March, 2020 |
|-------------------------|------------------------|------------------------|
| Fixed rate Borrowing    | 18,96,72,353           | 19,00,86,996           |
| Floating rate borrowing | -                      | -                      |
| <b>Total Borrowing</b>  | <b>18,96,72,353</b>    | <b>19,00,86,996</b>    |
| Less: Upfront fees      | -                      | -                      |
| <b>Net Borrowings</b>   | <b>18,96,72,353</b>    | <b>19,00,86,996</b>    |

The sensitivity analyses below have been determined based on the exposure to interest rates for floating rate liabilities

(Amount in ₹)

| Particulars                  | As at March 31, 2021 |                    | As at March 31, 2020 |                    |
|------------------------------|----------------------|--------------------|----------------------|--------------------|
|                              | Profit/Loss          |                    | Profit/Loss          |                    |
|                              | 100 bp increase      | 100 bp decrease    | 100 bp increase      | 100 bp decrease    |
| Variable Rate instrument     | 18,96,724            | (18,96,724)        | 19,00,870            | (19,00,870)        |
| <b>Cash flow sensitivity</b> | <b>18,96,724</b>     | <b>(18,96,724)</b> | <b>19,00,870</b>     | <b>(19,00,870)</b> |

#### (ii) Credit risk

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. To manage this, the Group periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable.

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to ₹ 6,02,66,659 and ₹ 13,65,90,379 as of 31st March, 2021 and 31st March, 2020, respectively.

Credit risk on cash and cash equivalents is limited as the Group generally invest in deposits with banks.

#### (iii) Liquidity Risk management

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

#### Maturity Profile of financial assets and financial liabilities as on 31.03.2021

(Amount in ₹)

| Particulars                                       | < 1 year            | 1-5 Years        | > 5 years        | Total               |
|---|---------------------|------------------|------------------|---------------------|
| <b>Financial Assets</b>                           |                     |                  |                  |                     |
| Investments                                       | -                   | -                | 500              | 500                 |
| Loans   | -                   | 20,06,392        | 5,97,940         | 26,04,332           |
| Trade receivables                                 | 6,02,66,654         | -                | -                | 6,02,66,654         |
| Cash and cash equivalents                         | 1,41,16,141         | -                | -                | 1,41,16,141         |
| Bank Balance other than cash and cash equivalents | 1,84,481            | -                | -                | 1,84,481            |
| Loans   | 1,48,64,648         | -                | -                | 1,48,64,648         |
| Other financial assets                            | 11,30,817           | -                | -                | 11,30,817           |
| <b>Total</b>                                      | <b>9,05,62,741</b>  | <b>20,06,392</b> | <b>5,98,440</b>  | <b>9,31,67,573</b>  |
| <b>Financial Liabilities</b>                      |                     |                  |                  |                     |
| Other financial liabilities-Non Current           | -                   | 74,35,196        | 62,90,132        | 1,37,25,328         |
| Borrowings  | 18,96,72,353        | -                | -                | 18,96,72,353        |
| Trade payables                                    | 2,26,96,883         | -                | -                | 2,26,96,883         |
| Other financial liabilities                       | 56,80,276           | -                | -                | 56,80,276           |
| <b>Total</b>                                      | <b>21,80,49,512</b> | <b>74,35,196</b> | <b>62,90,132</b> | <b>23,17,74,840</b> |

**Maturity Profile of financial assets and financial liabilities as on 31.03.2020**

(Amount in ₹)

| Particulars                             | < 1 year            | 1-5 Years        | > 5 years       | Total               |
|---|---------------------|------------------|-----------------|---------------------|
| <b>Financial Assets</b>                 |                     |                  |                 |                     |
| Investment                              | -                   | -                | 500             | 500                 |
| Loans                                   | -                   | 19,97,501        | 5,97,940        | 25,95,441           |
| Trade receivables                       | 13,65,90,379        | -                | -               | 13,65,90,379        |
| Cash and cash equivalents               | 43,80,202           | -                | -               | 43,80,202           |
| Bank Balance Other than above           | 1,84,481            | -                | -               | 1,84,481            |
| Loans                                   | 1,36,84,613         | -                | -               | 1,36,84,613         |
| Other financial assets                  | 11,38,186           | -                | -               | 11,38,186           |
| <b>Total</b>                            | <b>15,59,77,861</b> | <b>19,97,501</b> | <b>5,98,440</b> | <b>15,85,73,803</b> |
| <b>Financial Liabilities</b>            |                     |                  |                 |                     |
| Other financial liabilities-Non Current | -                   | 74,35,196        | 62,90,132       | 1,37,25,328         |
| Borrowings                              | 19,00,86,996        | -                | -               | 19,00,86,996        |
| Trade payables                          | 1,43,80,414         | -                | -               | 1,43,80,414         |
| Other financial liabilities             | 1,73,54,307         | -                | -               | 1,73,54,307         |
| <b>Total</b>                            | <b>22,18,21,717</b> | <b>-</b>         | <b>-</b>        | <b>23,55,47,045</b> |

**Capital management:**

For the purposes of the Group's capital management, capital includes issued capital and all other equity reserves. The primary objective of the Group's Capital Management is to maximise shareholder value. The Group manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants.

**(iv) Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the market prices. The Group is exposed in the ordinary course of its business to risks related to changes in foreign currency exchange rates and interest rates.

**(v) Foreign Currency Risk**

The Group is exposed to currency risk on account of its other payables in foreign currency. The functional currency of the Group is Indian Rupee. These other payables are primarily denominated in US dollars. The carrying amounts of the Group's monetary assets and monetary liabilities at the end of the reporting period are as follows.

**Currency Exposure as at March 31, 2021**

(Amount in ₹)

| Foreign currency exposure | Amount in Foreign Currency |                        | Amount in INR          |                        |
|---------------------------|----------------------------|------------------------|------------------------|------------------------|
|                           | As at 31st March, 2021     | As at 31st March, 2020 | As at 31st March, 2021 | As at 31st March, 2020 |
| Trade Receivable          | 4,00,171                   | 13,86,297              | 2,92,55,059            | 10,37,64,352           |
| Other Receivable          | -                          | -                      | 3,52,860               | 3,39,620               |
| Trade payable             | 1,01,250                   | 1,34,54,738            | 74,77,313              | 1,48,62,022            |

**Foreign currency sensitivity analysis**

1% increase or decrease in foreign exchange rates will have the following impact on profit before tax.

**Currency impact**

(Amount in ₹)

| Particulars       | As at 31st March, 2021 |            | As at 31st March, 2020 |             |
|-------------------|------------------------|------------|------------------------|-------------|
|                   | Profit/Loss            |            | Profit/Loss            |             |
|                   | Strengthening          | Weakening  | Strengthening          | Weakening   |
| <b>Payable</b>    |                        |            |                        |             |
| USD/INR           | 74,773                 | (74,773)   | 1,48,620               | (1,48,620)  |
| <b>Receivable</b> |                        |            |                        |             |
| USD/INR           | 2,96,079               | (2,96,079) | 10,38,983              | (10,38,983) |

**NOTE 43: DISCLOSURE OF ADDITIONAL INFORMATION PERTAINING TO THE HOLDING COMPANY, SUBSIDIARIES AND JOINT VENTURES AS PER SCHEDULE III OF COMPANIES ACT, 2013**

(Amount in ₹)

| Name of entity in the group                  | Net Assets, i.e. total assets minus total liabilities |                     | Share in profit or loss             |                       | Share in other comprehensive income             |                  | Share in total comprehensive income |                       |
|--|---|---------------------|-------------------------------------|-----------------------|---|------------------|-------------------------------------|-----------------------|
|  | As % of consolidated net assets                       | Amount              | As % of consolidated profit or loss | Amount                | As % of consolidated other comprehensive income | Amount           | As % of total comprehensive income  | Amount                |
| <b>Parent Company</b>                        |   |                     |                                     |                       |   |                  |                                     |                       |
| MINAL INDUSTRIES LTD                         | 68.21%  | 40,99,30,088        | 360.82%                             | (17,23,82,338)        | 0.00%   | -                | 363.00%                             | (17,23,82,338)        |
| <b>Subsidiaries</b>                          |   |                     |                                     |                       |   |                  |                                     |                       |
| Minal Infojewels Ltd                         | -9.29%  | (5,58,60,715)       | 55.00%                              | (2,62,76,864)         | 0.00%   | -                | 55.33%                              | (2,62,76,864)         |
| <b>Foreign</b>                               |   |                     |                                     |                       |   |                  |                                     |                       |
| Minal International FZE                      | -0.58%  | (35,02,477)         | 4.32%                               | (20,65,552)           | 767.12%   | 21,99,871        | -0.28%                              | 1,34,320              |
| <b>Other than Company</b>                    |   |                     |                                     |                       |   |                  |                                     |                       |
| RSBL Jewels                                  | 30.13%  | 18,10,84,685        | 0.28%                               | (1,32,668)            | 0.00%   | -                | 0.28%                               | (1,32,668)            |
| Non-controlling interest in all subsidiaries | 11.53%  | 6,92,70,228         | 56.34%                              | (2,69,16,508)         | 0.00%   | -                | 56.68%                              | (2,69,16,508)         |
| <b>Total</b>                                 | <b>100%</b>   | <b>60,09,21,808</b> | <b>477%</b>                         | <b>(22,77,73,931)</b> | <b>767%</b>                                     | <b>21,99,871</b> | <b>475%</b>                         | <b>(22,55,74,059)</b> |

**NOTE 44: C.I.F. VALUE AND EXPENDITURE IN FOREIGN CURRENCY**

**(i) C.I.F. value of imports:**

(Amount in ₹)

| Particulars       | As at 31st March, 2021 | As at March 31, 2020 |
|-------------------|------------------------|----------------------|
| Raw Materials     | 27,27,661              | 1,43,48,919          |
| Stores and spares | 1,79,135               | 13,80,597            |
| <b>Total</b>      | <b>29,06,796</b>       | <b>1,57,29,516</b>   |

**(ii) Expenditure in foreign currency:**

(Amount in ₹)

| Particulars        | As at 31st March, 2021 | As at March 31, 2020 |
|--------------------|------------------------|----------------------|
| Foreign Travelling | -                      | 9,36,250             |
| <b>Total</b>       | <b>-</b>               | <b>9,36,250</b>      |

**(ii) Earning in foreign currency:**

(Amount in ₹)

| Particulars            | As at 31st March, 2021 | As at March 31, 2020 |
|------------------------|------------------------|----------------------|
| F.O.B. Value of Export | 13,69,16,740           | 38,01,95,513         |
| <b>Total</b>           | <b>13,69,16,740</b>    | <b>38,01,95,513</b>  |

**NOTE 45: VALUE OF CONSUMPTION OF DIRECTLY IMPORTED AND INDIGENOUSLY OBTAINED STORES AND SPARES (REVENUE)**

| Particulars       | As at 31st March, 2021 |             | As at March 31, 2020 |             |
|-------------------|------------------------|-------------|----------------------|-------------|
|                   | ₹                      | %           | ₹                    | %           |
| <b>Imported</b>   | 15,85,841              | 11%         | 18,05,785            | 15%         |
| <b>Indigenous</b> | 1,33,39,451            | 89%         | 99,39,598            | 85%         |
| <b>Total</b>      | <b>1,49,25,292</b>     | <b>100%</b> | <b>1,17,45,383</b>   | <b>100%</b> |

**NOTE 46 :** The additional information pursuant to Schedule III of Companies Act, 2013 is either NIL or Not Applicable.

**NOTE 47 :** The financial statements are approved for issue by the Audit Committee at its meeting held on 30th June, 2021 and by the Board of Directors on 30th June, 2021.

**NOTE 48 :** The COVID-19 has been declared a pandemic by the World Health Organization on March 11, 2020. The pandemic has led to a significant impact on the Indian Financial markets and an overall decline in the economic activities all across the world. On March 24, 2020, the Union Government of India announced a lockdown across the country for containment of the pandemic.

The Company has considered internal and external sources of information, up to the date of approval of the financial statements, in determining the impact of COVID 19 pandemic on various elements of its operations and financial statements. The Company has used the principles of prudence in applying judgments, estimates and assumptions to assess the impact of the COVID-19 pandemic on the Financial Statements as a whole for the period ended March 31, 2021.

The eventual outcome of impact of the global health pandemic may be different from those estimated as on the date of approval of these financial statements depending on how long the pandemic lasts and time period taken for the economic activities to return to normalcy. Further the impact assessment does not indicate any adverse impact on the ability of the Company to continue as a going concern.

**NOTE 49 : DISCOUNT TO EXPORT CUSTOMERS**

During the previous year ended 31st March,2020 the Group had provided discount to its export customers aggregating to ₹ 2,34,18,295 and had submitted the requisite applications for approval to the Authorised Dealer banks as stipulated by the Master Circular on Export of Goods and Services -Master Circular Direction on Goods and Services dated 12.01.2018 vide para C17.Subsequently the company has obtained the approvals from the authorized dealer banks for reduction in receivables corresponding to discount amounting to ₹ 2,34,18,295.

**NOTE 50 :** Exceptional item for the year ended March 31, 2020 amounting to Rs. 1,89,73,422 represents gain on sale of property, plant and equipment and transfer of rights in leasehold land.

**NOTE 51 :** The Holding Company has incurred net losses of ₹ 17,23,67,349 during the year ended March 31, 2021 and ₹ 2,61,81,948.32 during year ended March 31, 2020. Management continues to strengthen its strategy to expand its market in order for the Company to increase its sales and eventually generate profit. In spite of these events or conditions which may cast a doubt on the ability of the company to continue as a going concern, the management is of the opinion that going concern basis of accounting is appropriate in view of the continued financial support from its Promoters. Accordingly, the standalone annual financial statements of the Company have been prepared on a going concern basis.

**NOTE 52:** The figures for the previous periods have been regrouped / reclassified / restated wherever necessary in order to make them comparable with figures for the year ended March 31, 2021.

**For and on behalf of the Board of Directors**

**SHRIKANT PARIKH**  
Managing Director  
DIN No. 0012642

**SONA PARIKH**  
DIRECTOR  
DIN No. 0328751

Date : June 30,2021  
Place : Mumbai

Date : June 30,2021  
Place : USA