

MAHAN INDUSTRIES LTD.

CIN : L91110GJ1995PLC024053

Regd. Office : 3rd Floor, D. K. House, Nr. Mithakhali Bridge, Ahmedabad-380 006.
Ph. : 079-26568789, e-mail ID : mahan.int@gmail.com Web : www.mahan.co.in

Date: 06/09/2022

To,
BSE Limited,
PhirozeJeebhoy Towers,
Dalal Street, Mumbai- 400 001.

BSE Scrip Code: 531515

Subject: Notice of 28th Annual General Meeting and Annual Report & Audited Accounts of 2021-22

Ref : Letter Date : 23.08.2022(Notice of 28th Annual General Meeting along with Book Closure dates)

Dear Sir,

There has been a mistake in mentioning date on audited annual accounts as 12.08.2022 instead 30.05.2022.

We had submitted audited results to the BSE on 30.05.2022 itself wide our letter date: 30.05.2022.

Accordingly revised PDF of annual report containing audited accounts for 2021-22 with corrected date: 30.05.2022 is submitted here with for your records.

There is no other change in Annual Report.

We sincerely regret the inadvertent clerical mistake at our end

Please take the above on records and kindly acknowledge the receipt of the same.

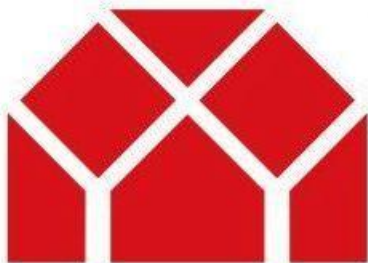
Thanking You,

For Mahan Industries Limited


Yogendrakumar Gupta
Managing Director
DIN: 01726701

Encl a/a

28th
Annual Report
2021-2022



MAHAN
INDUSTRIES LTD.



Mahan Industries Limited
28th Annual Report for the year 2021-22

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr.	Yogendra Kumar Gupta	: Managing Director
Mr.	Lalit K. Sharma	: Independent Director
Mr.	Kalpesh L. Trivedi	: Independent Director
Mr.	Chanakya I. Shukla	: Independent Director
Ms.	Hiralben P. Kubavat	: Independent Woman Director

REGISTERED OFFICE ADDRESS

: 3rd Floor D. K. House,
Nr, Mithakhali Under Bridge,
Mithakhali, Ahmedabad - 380006.
Tel & Fax: 079-26568789
E-mail ID: mahan.int@gmail.com
Web Site: www.mahan.co.in

BANKERS

: Axis Bank Ltd
Ahmedabad

AUDITORS

: M/s. Roopen R Shah & Co.
Chartered Accountants

REGISTRAR & SHARES
TRANSFER AGENT

: Adroit Corporate Service India Pvt. Ltd.
19/20, Jaferbhoy Ind. Estate,
1st Floor, Makwana Road, Marol,
Andheri (East), Mumbai-400059.
Tel : 228596060/28594060/42270400
E-mail Id: info@adroitcorporate.com



CONTENTS

- Notice
- Board's Report
- Remuneration Policy
- Management Discussion & Analysis Report
- Corporate Governance Report
- Practicing Company Secretary certification on Disqualification of Directors
- Auditors Certification on Corporate Governance
- Secretarial Audit Report
- Auditor's Report
- Audited Financials

**NOTICE**

Notice is hereby given that **28th Annual General Meeting** of the Members of MAHAN INDUSTRIES LIMITED will be held on Tuesday, 20th day of September, 2022 at 11:00 A.M. at the registered office of the Company at 3rd Floor, D. K. House, Nr. Mithakhali – Under bridge, Ahmedabad-380006, Gujarat, India to transact the following business, the member can join the meeting virtually through Video Conferencing/ Other Audio Visual Means (VC/OAVM) as per MCA guide lines:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2022 together with the Reports of the Board of Directors and the Auditors thereon and other documents required to be attached or annexed thereto.
2. To re-appoint M/s. Roopen R. Shah & Co. as Statutory Auditors of the Company and for that purpose to pass with or without modification (s) the following resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Roopen R. Shah & Co., Chartered Accountants (Firm Registration No. 119869W), be and is hereby re-appointed as Auditors of the Company for a term of 2 (two) consecutive years from the conclusion of this Annual General Meeting till the conclusion of 30th Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company.”

3. To re-appoint Mr. Yogendra Kumar Gupta (DIN: 01726701), Managing Director of the Company, who liable to retires by rotation and being eligible, offers himself for reappointment and the same shall be eligible to be appointed as Managing Director.

SPECIAL BUSINESS:

4. To reappoint Mr. Yogendrakumar Gupta as Managing Director of the Company and for that purpose to pass with or without modification (s) the following resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and pursuant to the provisions of Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2021 (“Amendment Regulations”), and other applicable provision, if any, of the Companies act, 2013, and rules made there under including any statutory modification(s) or re-enactment thereof and subject to such other approvals as may be necessary in this regard, the Company do hereby accord its



approval to the reappointment of Mr. Yogendra Kumar Gupta (DIN: 01726701) as Managing Director of the Company, liable to retire by rotation, for a period of 5 years with effect from 27th September, 2022 to 26th September, 2027 on the terms and conditions and the remuneration (which have been approved by Nomination and Remuneration Committee) and that he be paid remuneration (even in the year of losses or inadequacy of profit) by way of Salary not exceeding the amount thereof as set out in the Explanatory Statement which is permissible under Section II of Part II of Schedule V of the Companies Act, 2013;

RESOLVED FURTHER THAT the extent and scope of Salary as specified in the Explanatory Statement be altered, enhanced, widened or varied by the Board of Directors in accordance with the relevant provisions of the Companies Act, 2013 for the payment of managerial remuneration in force during the tenure of the Managing Director without the matter being referred to the Company in General Meeting again;

RESOLVED FURTHER THAT any of the Director of the Board be and is hereby authorized to do all such acts, deeds and things and execute all such acts documents, instrument and writing as may be required and to delegate all or any of its powers herein conferred to any committee of director to give effect to the aforesaid resolution."

5. To provide borrowing powers to the Board of Directors u/s 180 (1) (c) of the Companies Act, 2013 and for that purpose pass with or without modifications, the following resolution as a Special Resolution :

"RESOLVED THAT pursuant to the Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any modification(s) or re-enactment thereof, for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors to borrow from time to time, all such sums of money as they may deem requisite, necessary or expedient for the purpose of the business of the Company, upon such terms and conditions and with or without security, as the Board of Directors may in its absolute discretion think fit, notwithstanding that the money or monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business), and remaining outstanding at any point of time will exceed the aggregate of paid-up capital of the Company and its free reserves, provided that total amount upto which monies may be borrowed by the Board of Directors and remain outstanding at any given point of time shall not exceed the sum of 10 Crore (Rupees Ten Crores only);



RESOLVED FURTHER THAT the Managing Director or any other Director of the Company be and are hereby severally authorized to do and execute all such acts, deeds and things as may be necessary for giving effect to the above resolution.”

For and on behalf of Board of Directors of
Mahan Industries Limited
Sd/-

Date : 23/08/2022
Place : Ahmedabad

Yogendra Kumar Gupta
Managing Director
DIN: 01726701

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 05th May, 2022 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) 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 (“SEBI Listing Regulations”) and MCA Circulars, the 28th AGM of the Company is being held through VC /OAVM and physical attendance of Members to AGM venue is not required. The Members can attend and participate in the AGM through VC/OAVM.
2. Pursuant to the above mentioned General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021 read with General Circular No. 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs ('MCA circulars'), and other applicable provisions of the Companies Act, 2013 ('the Act'), and Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 read with circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 the facility to appoint proxy to attend and cast vote for the members is not available for this AGM.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before 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 for 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.



4. Statement setting out material facts (Explanatory Statement) pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business as set out in the Notice is annexed hereto.
5. Pursuant to the provision of Section 91 of the Companies Act, 2013, Register of Members and Share Transfer Books of the Company will remain close from 14/09/2022 to 20/09/2022 (both the days inclusive).
6. Brief resume of Directors proposed to be appointed/re-appointed along with such other details as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and Secretarial Standards on General Meetings (SS-2), are provided as Annexure to this Notice.
7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Members are requested to intimate the change in their address, if any, immediately to the Company's Registrars, M/s. Adroit Corporate Services Private Limited. Shareholder holding shares in physical mode are requested to submit their KYC details as per SEBI guidelines.
9. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Adroit Corporate Services Pvt. Ltd in case the shares are held in physical form.
10. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider and convert their holdings into dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agent for assistance in this regard.
11. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
12. To support the 'Green Initiative', members who have not registered their email addresses are requested to register their Email IDs with the RTA, M/s Adroit Corporate Services Private Limited for receiving the Annual Report and other



communications through electronic mode pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended from time to time.

13. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2021-22 shall being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2022 will also be available on the Company's website www.mahan.co.in websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.
14. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.mahan.co.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
15. The AGM will be held through VC/OAVM in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
16. **Voting through electronic means:** 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 the Circulars issued by the Ministry of Corporate Affairs namely General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021 read with General Circular No. 3/2022 dated May 5, 2022, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 28th Annual General Meeting (AGM) dated 20th September, 2022. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 16th September, 2022 at 9:00 A.M. and ends on 19th September, 2022 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 13th September, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up



equity share capital of the Company as on the cut-off date, being 13th September, 2022.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e.



	<p>your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="774 734 1276 1041"> <p>NSDL Mobile App is available on</p> <div>  App Store  Google Play </div> <div>   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective



	ESP i.e. NSDL where the e-Voting is in progress
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.



3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**



6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to arvindg_cs@yahoo.com with a copy marked to evoting@nsdl.co.in.



MAHAN INDUSTRIES LIMITED

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice :

1. In case shares are held in physical mode please provide 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 mahan.int@gmail.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to mahan.int@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at www.mahan.co.in. The same will be replied by the company suitably.



6. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date 13th September, 2022.
7. Shri Arvind Gaudana, Practicing Company Secretary or failing him Shri Bhavya Gaudana, Practicing Company Secretary, to act as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
8. The Scrutinizer shall, after the conclusion of voting at the AGM, make, not later than three days of the conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the AGM or a person authorised by him in writing, who shall countersign the same and the Chairman or a person authorised by him in writing shall declare the result of the voting forthwith.
9. Once the vote on a resolution stated in this notice is cast by Member through remote e-voting, the Member shall not be allowed to change it subsequently and such vote cast through remote e-voting shall be treated as final. The Members who have cast their vote by remote e-voting may also attend the AGM through VC/OAVM, however such Member shall not be allowed to vote again during the AGM.
10. The Results shall be declared at the AGM of the Company. The result will be announced to the Stock Exchanges where the shares of the Company are listed and will also be displayed on the Company's website www.mahan.co.in and the Company will also request the NSDL to display the same on its website.
11. This notice is being issued having regard to provisions of section 108 and 110 of the Companies Act 2013 read with rule 20 of companies (Management and administration) rules, 2014 as per General circular no. 20/2014 and regulation 44 of the Listing Regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force with stock exchanges, as amended from time to time.



MAHAN INDUSTRIES LIMITED
ANNEXURE TO AGM NOTICE

The Statement of disclosures pursuant to Secretarial Standard-2 on General Meetings and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, is as under:

Name of Director	Mr. Yogendra Kumar Gupta
DIN	01726701
AGE	65 Years
Date of Birth	01/02/1957
Qualification	Graduate
Experience/ Expertise in specific area	Expertise in administration and accounting Matters
Date of first appointment in the current designation	02/01/1995
Terms and conditions of appointment or re-appointment along with details convening this Annual General Meeting read with of remuneration sought to be paid	As per the explanatory statement of resolution no. 4 of the Notice
Shareholding in the Company	533454 Equity Shares
Directorships	Mahan Industries Limited
Memberships/ Chairmanship of Committees of other companies	NIL
Inter-se relationship between Directors and other Key Managerial Personnel	NIL
Number of Meetings of the Board attended	5
Details of remuneration last drawn	N.A.



Item No. 4

Shareholders are being informed that the Board of Directors, on the recommendation of Nomination and Remuneration Committee, in their meeting held on 12th August, 2022 have reappointed Mr. Yogendra Kumar Gupta (DIN: 01726701) as Managing Director for a period of 5 years i.e. from 27th September, 2022 to 26th September, 2027 subject to approval of members.

Pursuant to the provisions of the Companies Act, 2013, no Company shall appoint a person or continue the directorship of any person as an Executive Director who has attained the age of 70 years, unless a Special Resolution is passed by the Company to that effect.

The major terms of the remuneration of Managing Director are as under:

I. PERIOD:

The term of the Managing Director shall be for a period of 5 (five) years from 27th September, 2022 to 26th September, 2027.

II. REMUNERATION:

A. SALARY:

The Managing Director shall be entitled to monthly salary up to Rs. 1,00,000/-.

B. PERQUISITES:

Nil

C. COMMISSION:

Nil

III. DUTIES:

Subject to the superintendence, direction and control of the Board of Directors of the Company, the Managing Director shall be entrusted with substantial powers of management and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time. The headquarter of the Managing Director shall be at Ahmedabad or at such place as the Board of Directors may decide from time to time.

The appointment of Mr. Yogendrakumar Gupta as the Managing Director shall be subject to the supervision and control of the Board of Directors of the Company. The Managing Director shall manage the business and affairs of the Company and exercise such powers as are vested in the Whole Time Director by the Board of

**MAHAN INDUSTRIES LIMITED**

Directors subject to any limitation or conditions which may be prescribed by the Act or the provisions of Memorandum and/ or Articles of Association of the Company or the Board of Directors or by the Company in General Meeting.

The Managing Director of the Company shall devote his whole time and attention to the business of the Company and shall use his best endeavour to promote its interest and welfare, excluding cases where he is appointed or nominated as a Director on the Board of any of the Company's subsidiaries, Joint Ventures and other associate Companies if any, whether at present or in future.

The Managing Director shall maintain confidentiality of as any information or knowledge in connection with the business affairs of the Company, obtained by him during the course of his tenure as the Managing Director or at any time thereafter.

IV. TERMINATION:

The Managing Director may be removed from his office for gross negligence, breach of duty or trust if the Company in its General Meeting to that effect passes a special Resolution. The Managing Director may resign from his office by giving 90 days' notice to the Company.

V. COMPENSATION:

In the event of termination of office of Managing Director takes place before the expiration of tenure thereof, Managing Director shall be entitled to receive compensation from the Company for loss of office to the extent and subject to limitation as provided under section 202 of the Companies Act, 2013.

The following are the information required under Section II of Part II of Schedule V of the Companies Act, 2013:

Sr. No	Particulars	Information
I	GENERAL INFORMATION	
1.	Nature of industry	Financial and Insurance Services
2.	Date or expected date of commencement of commercial production	NA
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA
4.	Financial performance based on given indicators	Total Revenue of Rs. 71.75 Lakhs in the Financial year 2021-22
5.	Foreign investments or collaborations, if any.	NIL
II	INFORMATION ABOUT THE APPOINTEE	


MAHAN INDUSTRIES LIMITED

	1.	Background details	Graduate
	2.	Past remuneration	Nil
	3.	Recognition or awards	-
	4.	Job profile and his suitability	Expertise in administration and accounting Matters
	5.	Remuneration proposed	Salary up to Rs. 1,00,000 per month
	6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w. r. t the country of his origin.)	Remuneration is in commensurate with experience & qualifications.
	7.	Pecuniary relationship directly or indirectly with the or relationship with the managerial personnel, if any	Not related to any Director/ KMP
III		OTHER INFORMATION	
	1.	Reasons of loss or inadequate profits	Low income due to low liquidity
	2.	Steps taken or proposed to be taken for improvement	Rationalisation of existing portfolio, liquidating investment and restructuring loans.
	3.	Expected increase in productivity and profits in measurable terms	Revenue expected to increase
IV		DISCLOSURES	
	1.	The following disclosure shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any, attached to the annual report:	Disclosures made
	i.	All elements of remuneration package such as salary, benefits, bonuses, stock, stock options, pension, etc., of all the directors;	As mentioned above
	ii.	Details of fixed component and performance linked incentives along with the performance criteria	No performance linked incentives.
	iii.	Service contracts, notice period, severance fees;	90 days' Notice.
	iv.	Stock option details , if any , and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable;	N.A.

**MAHAN INDUSTRIES LIMITED**

The following is the details of interest of Directors/ Key Managerial Personnel/ Relative of Director/ Relative of Key Managerial Personnel:

Sr. No.	Category	Name of Interested Director / KMP	Financial Interest	Non-Financial Interest
1.	Director	Mr. Yogendra Kumar Gupta	5,33,454 Shares (1.48%) held. Relates to his reappointment as Managing Director, he may be deemed to be concerned or interested in the business	
2.	Key Managerial Personnel	-	-	-
3.	Relative of Director	-	-	-
4.	Relative of Key Managerial Personnel	Pranav Gupta	200 Shares held	-

The Board recommends the resolution for your approval as a Special Resolution.

ITEM NO. 5

As you know that the Company has been in loss since many years, so to run operations and administration of the Company the Board of Directors at its meeting held on 12th August, 2022 proposed and approved to increase the borrowing limit to Rs. 10 Crores (Rupees Ten Crores) pursuant to Section 180 (1) (c) of the Companies Act, 2013.

During the loss incurred by the Company the Managing Director Mr. Yogendrakumar Gupta provided loan to Company. Since, the Company receives fund from Director which are shown as total outstanding dues of creditors other than MSME.

As per the provisions of the section 180(1) (c) of the Act provide that the Company cannot borrows the funds which will exceed aggregate Paid up capital and its Free Reserves required members approval. Hence, the Board recommends the above Resolution for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolution except Director and relative of Director as below:



Sr. No.	Name of Shareholder	Number of Shares held	% of total paid up Capital
1.	Yogendrakumar Prabhudayal Gupta	5,33,454	1.48
2.	Pranav Gupta	200	0.00

For and on behalf of Board of Directors of
Mahan Industries Limited
sd/-

Yogendra Kumar Gupta
Managing Director
DIN: 0172670

Date: 12/08/2022

Place: Ahmedabad



BOARD'S REPORT

To,

**The Members,
Mahan Industries Limited**

Your Directors have pleasure in presenting the 28th Annual Report on the business and operations of your Company, along with the audited financial statements for the financial year ended 31st March, 2022.

Web Address of company: www.mahan.co.in

FINANCIAL PERFORMANCE

The summary of the Financial Result of the Company for the year under review are as under and figures are updated as per IND AS:

Particulars	31 st March 2022	31 st March 2021
	Amt (Rs.)	Amt (Rs.)
INCOME		
Revenue from Operations	54,01,718	33,19,496
Other Income	17,72,864	NIL
Total Revenue (i)	71,74,582	33,19,496
EXPENDITURE		
Purchase	59,07,006	36,09,396
(Increase)/ Decrease in inventory	(3,98,887)	(4,55,101)
Employee Benefits Expense	18,04,973	15,79,745
Finance Cost	76,791	10,205
Depreciation	17,766	18,773
Other Expenses	13,91,025	30,71,960
Diminution (Gain) in Value of Investments Quoted/ Unquoted	NIL	1,85,69,058
Bad Debt or Loan Written Off.	NIL	1,09,37,837
Total Expenses (ii)	87,98,675	35,47,978
Profit / (Loss) before Tax [(i) - (ii)]	(16,24,092)	(32,16,481)
Tax expense:	-	-

RESERVES AND SURPLUS:

As on 31/03/2022 the Balance of Profit and Loss shows a Loss of Rs. 32,87,87,458/- as against Previous F.Y. 32,71,63,365/-. During the year the Company has incurred a loss of Rs. 16,24,092/- as against Previous Year Rs 3,21,60,481/-. There is no change in Capital Reserves balance. The opening and closing balance of capital reserves stands at Rs. 90,00,000/-.

DIVIDEND:

No Dividend for the year is recommended.



MAHAN INDUSTRIES LIMITED

PERFORMANCE REVIEW

During the financial year 2021-22, company's Performances has not been up to mark due to high risk and volatility in stock markets the second wave of COVID-19 pandemic as created atmosphere of fear and uncertainty in business . Your company is trying to revive and improve is performance.

SHARE CAPITAL

The Authorized Share Capital of the Company is Rs. 37,30,00,000 and paid up Equity Share Capital is Rs. 36,00,00,000 as at March 31, 2022. During the year under review, the Company has not issued any shares or convertible securities or shares with differential voting rights nor has granted any stock options or sweat equity or warrants. As on March 31, 2022, none of the Directors of the Company hold instruments convertible into Equity Shares of the Company.

The Company's application for capital reduction is submitted to BSE for in principle approval which is awaited.

CHANGE IN NATURE OF COMPANY BUSINESS

The Company is a Non-Banking financial Company (Non Deposit taking) registered with the Reserve Bank of India. There is no change in nature of Company Business.

DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL APPOINTED/RESIGNED

The Board of Directors' key purpose is to ensure the Company's prosperity by collectively directing the company's affairs, whilst meeting the appropriate interests of its Shareholders and stakeholders.

The Board consists of a combination of Executive, Non – Executive and Independent Directors with an extensive and diverse experience in different fields of operations.

During the year under the review, Mr. Dattatrey Manik ceased to be Director / Chief Financial Officer (CFO) due to his sudden demise on 27th April, 2021 and Mr. Sunil Gurnani was appointed as Chief Financial Officer (CFO) with effect from 27th April, 2021

In Accordance with the provisions of Section 196, 197, 203 of the Act along with Schedule V of the Act and rules made thereunder the tenure of Mr. Yogendra Kumar Gupta, Managing Director expires on 27th September, 2022. The Meeting held by Nomination and Remuneration Committee and Board of Directors dated 12th August, 2022 approves his re-appointment for the period of 5 years subject to approval of members at the ensuing Annual General Meeting.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL



MAHAN INDUSTRIES LIMITED

STATEMENTS RELATE AND THE DATE OF THE REPORT:

During the year, no material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year of the company to which the financial statements relate and the date of this report, except as mentioned in this report.

DETAILS OF HOLDING / SUBSIDIARY COMPANIES / JOINT VENTURES / ASSOCIATE COMPANIES:

During the year under review, there was no holding, Subsidiary Company, Joint Ventures or Associate Companies.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNALS:

A letter was received from BSE dated 10/08/2021 "In regard to a representation made by the listed entity, stating that it has been decided by BSE that the restrictions imposed on the Promoters and Directors vide its interim order dated March 14, 2018, stand revoked. The representation filed by the Company are accordingly disposed of.

Except above, during the year under review there were no significant and material orders passed by any Regulators or Court or Tribunals which may have impact on the going concern status. No order has been passed by any Regulators or Court or Tribunals which may have impact on the Company's operation in future.

INTERNAL FINANCIAL CONTROLS

Internal Financial Control system of the Company has been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable Accounting Standards.

The Company has an adequate internal financial control to support the preparation of the financial statements.

CODE OF CONDUCT

Pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, your Company has laid down a Code of Conduct for its Board Members and Senior Management Personnel. All the Directors and the Senior Management Personnel have affirmed compliance with the said Code of Conduct. A declaration regarding compliance by Board Members and Senior Management Personnel with the Code of Conduct for the year ended March 31, 2022 is also contained in the Corporate Governance Report.



Members not having Shares in Dematerialized form are advised to avail the facility of Dematerialization through any of the nearest Depository Participants (DPs) to avoid the possibility of loss, mutilation etc, of share certificates and also to ensure safe and speedy transactions in the securities.

DIRECTORS' RESPONSIBILITY STATEMENT

As required under the provisions of Section 134(3)(c) of the Companies Act, 2013, your Directors report that:

(a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.

(b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Loss of the Company for that period.

(c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

(d) The Directors have prepared the annual accounts on a going concern basis.

(e) The Directors have laid down internal financial controls as required by Explanation to Section 134(5) (e) of the Act to be followed by the Company and such internal financial controls are adequate and are operating effectively.

(f) The Directors have devised proper systems to ensure compliance with the provisions of applicable laws and such systems are adequate and operating effectively.

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

Pursuant to provision of Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014 the Company has no particulars to report in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo during the year under review.



The Annual Return of the Company as on March 31, 2022 is available on the Company's website and can be accessed at www.mahan.co.in

PARTICULARS OF EMPLOYEES:

There was no employee drawing remuneration requiring disclosure under the Rule 5 (2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

LISTING:

The Equity Shares of the Company are listed on Bombay Stock Exchange. The Listed entity paid fees amounting of Rs. 3,24,000/- after deducting TDS of Rs. 30,000/- through NEFT on 07th September, 2021 instead of on or before 30th June, 2021.

AUDITORS AND AUDITORS' REPORT

M/s. Roopen R. Shah & Co., Chartered Accountants (Firm Reg. No. 119869W) were re-appointed as Statutory Auditors of the Company to hold office from the conclusion of 28th Annual General Meeting until the conclusion of 30th Annual General Meeting.

M/s. Roopen R. Shah & Co. have confirmed their eligibility and qualification required under section 139, 141 and other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

There is no qualification or adverse remarks in the auditor's report. The Notes on Accounts referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

AUDIT COMMITTEE:

The Company has duly constituted its Audit Committee pursuant to the provisions of Section 177 of the Companies Act, 2013 & Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The detail of the constitution of the audit committee is provided in the Corporate Governance Report. In conformity with the requirements of Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013, as applicable, the strength of the Board as also of the Audit Committee is adequate.

**MAHAN INDUSTRIES LIMITED****DEMATERIALIZATION OF SHARES:**

The ISIN for the equity shares is INE735D01033. As on 31st March, 2022 total 2,29,62,725 Equity Shares of the Company have been dematerialized. The Members of the Company are requested to dematerialize their Shares. Shareholders holding shares in physical mode are requested to submit their KYC details as per SEBI guidelines.

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the year under report were on an arm's length basis and in the ordinary course of business. There are no materially significant related party transactions made by the Company during the year. No advance is / was paid for entering into related party transactions. The details of the transactions entered with related party are mentioned in the notes to the accounts.

PARTICULARS OF LOANS/GUARANTEES/INVESTMENT:

The Company has not given any loan / guarantee or provided any Security or made any investment to any person (except those required for business purpose). The details of investments made during the year are provided in the Balance Sheet. Further the Company is a Non Banking finance Company and therefore it is eligible for exemption as provided under Section 186 (11) of the Companies Act, 2013. The Company and its Directors do not have any relation to the person to whom the loan is provided or the Company in which the investment is made. The loan and investment are made for Business purpose.

RISK MANAGEMENT POLICY

The Company has a structured risk management policy. The Risk management process is designed to safeguard the organization from various risks through adequate and timely actions. It is designed to anticipate, evaluate and mitigate risks in order to minimize its impact on the business. The potential risks are inventories and integrated with the management process such that they received the necessary consideration during decision making. It is dealt with in greater details in the management discussion and analysis section. The Risk Management Policy is also available on the Company's website. i.e. www.mahan.co.in.

DECLARATION BY INDEPENDENT DIRECTORS

The following Directors are independent in terms of Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015:

**MAHAN INDUSTRIES LIMITED**

- (a) Mr. Lalit Sharma
- (b) Mr. Kalpesh Trivedi
- (c) Mr. Chanakya Shukla
- (d) Mrs. Hiralben Kubavat

The Company has received requisite declarations/ confirmations from all the above Directors confirming their independence.

POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION

The requisite details as required by Section 134(3)(e), Section 178(3) & (4) and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 is attached herewith and forms part of the Directors Report.

The details in respect of Disclosure under Section 197(12) and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in '**Annexure I**' of the Report.

The details of the Nomination and Remunerations policy of the Company as required in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 is available at the website of the company at i.e. www.mahan.co.in.

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis as stipulated under the Listing Regulation is attached in '**Annexure II**' forming part of the Annual Report. It speaks about the overall industry structure, global and domestic economic scenarios, development in business operations/performance of the Company's business and other material changes with respect to the Company pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

NUMBER OF BOARD MEETINGS

The Board meets at regular intervals to discuss and decide on Company/ business policy and strategy, apart from other Board business. The Board/ Committee Meetings are pre-scheduled and a tentative annual calendar of the Board and Committee Meetings is circulated to the Directors well in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions through circulation, as permitted by law, which are confirmed in the subsequent Board meeting.

The notice of Board meeting is given well in advance to all the Directors. Usually, meetings of the Board are held in Ahmedabad. The Agenda of the Board /Committee meetings is circulated at least a week prior to the date of the meeting. The Agenda



MAHAN INDUSTRIES LIMITED

for the Board and Committee meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

During the year the Board of Directors met 5(Five) times. The details of the Board Meetings are provided in the Corporate Governance Report.

CORPORATE SOCIAL RESPONSIBILITY

The Company is not covered under the criteria of the provision of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, and therefore it is not mandatory for the Company to have the Corporate Social Responsibility.

CORPORATE GOVERNANCE

In compliance with Regulation 34 of Listing Regulations, a separate report on Corporate Governance along with a certificate from the Auditor's on its compliance forms an integral part of this Annual Report attached as an 'Annexure –III'.

CODE FOR PREVENTION OF INSIDER TRADING PRACTICES

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. The insider trading Policy is also available on the Website of the Company i.e. www.mahan.co.in

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

The Company has in place an Anti harassment policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaint Committee are set up at shop floor level to redress complaints received regularly and are monitored by women line supervisors who directly report to the Chairman. All employees (permanent, contractual, temporary, trainees) are covered under the policy. There was no complaint received from any employee during the financial year 2021-22 and hence no complaint is outstanding as on 31/03/2022 for redressal. There one female employ working with company who has been allow to work from home due to covid sectuvation till 31st March 2023



Pursuant to provision of Section 110 of the Companies Act, 2013 the Company has complied with the mandatory Secretarial Standards which are notified.

COST AUDIT

The Company is not engaged in the manufacturing activity and therefore the provisions of Cost Audit are not applicable to the Company.

SECRETARIAL AUDIT REPORT

Pursuant to Section 204 of the Act, the Secretarial Audit Report for the Financial Year ended 31st March, 2022 given by M/s. Gaudana & Gaudana, Practicing Company Secretaries is attached herewith and marked as '**Annexure IV**' which forms part of the Directors Report. The observations are self-explanatory.

ANNUAL PERFORMANCE EVALUATION

During the year, the Board has carried out the annual evaluation of its own performance as well as the evaluation of the working of its Committees and individual Directors, including Chairman of the Board. This exercise was carried out through a structured questionnaire prepared separately for Board, Committee and individual Directors.

The questionnaire for Board evaluation was prepared taking into consideration various aspects of the Board's functioning such as understanding of Board members of their roles and responsibilities, time devoted by the Board to Company's long-term strategic issues, quality and transparency of Board discussions, quality, quantity and timeliness of the information flow between Board members and management, Board's effectiveness in disseminating information to shareholders and in representing shareholder interests, Board information on industry trends and regulatory developments and discharge of fiduciary duties by the Board.

The Board acknowledged certain key improvement areas emerging through this exercise and action plans to address these are in progress. The performance evaluation of the Non Independent Directors including Chairman was carried out by the Independent Directors at a separate meeting of the Independent Directors on 06th November, 2021 The Committee has carried out evaluation of all Directors including Independent Directors. The report of performance evaluation so arrived at was then noted and discussed at the Board Meeting.



In accordance with the criteria suggested by the Nomination and Remuneration Committee, the Board of Directors evaluated the performance of the Board, having regard to various criteria such as Board composition, Board processes, Board dynamics etc. The Independent Directors, at their separate meetings, also evaluated the performance of the Board as a whole based on various criteria. The Board and the Independent Directors were of the unanimous view that performance of the Board of Directors as a whole was satisfactory.

In accordance with the provisions of Section 152 of the Act and the Company's Articles of Association, Mr. Yogendra Kumar Gupta, Managing Director retires by rotation at the forthcoming Annual General Meeting and, being eligible offers himself for re-appointment Director of the Company. The Board recommends him re-appointment for the consideration of the Members of the Company at the forthcoming Annual General Meeting. Brief profile of Mr. Yogendra Kumar Gupta has been given in the Notice convening the Annual General Meeting.

In Accordance with the provisions of Section 196, 197, 203 of the Act along with Schedule V of the Act and rules made thereunder the tenure of Mr. Yogendra Kumar Gupta, Managing Director expires on 27th September, 2022. The Meeting held by Nomination and Remuneration Committee and Board of Directors dated 12th August, 2022 approves his re-appointment for the period of 5 years subject to approval of members at the ensuing Annual General Meeting.

COMMITTEES OF THE BOARD

The performance of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Independent Directors was evaluated by the Board having regard to various criteria such as committee composition, committee processes, committee dynamics etc. The Board was of the unanimous view that all the committees were performing their functions satisfactorily and according to the mandate prescribed by the Board under the regulatory requirements including the provisions of the Act, the Rules framed there under and the Listing Regulations.

INDIVIDUAL DIRECTORS

(a) Independent Directors: In accordance with the criteria suggested by The Nomination and Remuneration Committee, the performance of each Independent Director was evaluated by the entire Board of Directors (excluding the director being evaluated) on various parameters like engagement, leadership, analysis, decision making, communication, governance and interest of stakeholders. The Board was of the unanimous view that each independent director was a reputed professional and brought his/her rich experience to the deliberations of the Board.



MAHAN INDUSTRIES LIMITED

The Board also appreciated the contribution made by all the independent directors in guiding the management in achieving higher growth and concluded that continuance of each independent director on the Board will be in the interest of the Company.

(b) Non-Independent Directors: The performance of each of the non-independent directors (including the chair person) was evaluated by the Independent Directors at their separate meeting. Further, their performance was also evaluated by the Board of Directors. The various criteria considered for the purpose of evaluation included leadership, engagement, transparency, analysis, decision making, functional knowledge, governance and interest of stakeholders. The Independent Directors and the Board were of the unanimous view that each of the non-independent directors was providing good business and people leadership.

CEO AND CFO CERTIFICATION

Pursuant to Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Certificate from Mr. Yogendra Kumar Gupta, Managing Director and Sunil Gurnani, CFO for the year ended 31st March, 2022 is given in the Corporate Governance Report.

VIGIL MECHANISM & WHISTLE BLOWER POLICY

The Company has a Vigil mechanism & Whistle blower policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. The reportable matters may be reported to the Vigilance & Ethics Officer which operates under the supervision of the Audit Committee, as protected disclosures through an e-mail, or dedicated telephone line or a written letter. Employees may also report directly to the Chairman of the Audit Committee. The said Policy is available on the website of the Company.

POLICY ON RELATED PARTY TRANSACTIONS

The Board of the Company has adopted the Policy and procedure with regard to Related Party Transactions from time to time. The policy envisages the various procedures governing the materiality of Related Party Transactions and dealing with Related Party transactions required to be followed by Company to ensure compliance with the all applicable Laws and Regulations. Related Party Transaction Policy has been placed on the website of the Company and can be accessed at the link: www.mahan.co.in

DETAILS OF FRAUDS REPORTED BY AUDITORS

The Auditors did not found and hence reported any fraud during the year as per the Section 134 (3) (ca) of the Companies (Amendment) Act, 2015.



TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Your Company does not have any funds lying unpaid or unclaimed for a period of seven years. Therefore, there were no funds which were required to be transferred to investor Education and Protection Fund (IEPF).

OTHER DISCLOSURES

- a. The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meetings;
- b. The Managing Director of the company does not take any remuneration or commission from the Company;
- c. The Company does not have any scheme or provision of money for the purchase of its own shares by employees/ Directors or by trustees for the benefit of employees/ Directors; and
- d. The Company has not issued equity shares with differential rights as to dividend, voting or otherwise.

APPRECIATION:

Your Directors acknowledge the continued support and cooperation received from the Central Government, Shareholders, Banks and other Lenders, suppliers and Dealers.

The Board also wishes to record its sincere appreciation of the total commitment, dedication and hard work, put in by every stakeholder of the Company.

For and on behalf of Board of Directors of
Mahan Industries Limited

Sd/-

Yogendra kumar Gupta

Managing Director

DIN: 01726701

Date: 12/08/2022

Place: Ahmedabad



Disclosure under Section 197(12) and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- Ratio of remuneration of each director to the median remuneration of the employees of the Company for the financial year ended 31st March, 2022.

Sr. No.	Name of the Director	Remuneration per annum (In Rs.)	Median Remuneration of the employees per annum (In Rs.)	Ratio
1	Mr. Lalit Sharma	0	0	N.A.
2	Mr. Yogendra Kumar Gupta	0	0	N.A.
3	Mr. Manik Dattatrey C. (till 27/04/2021)	25000	0	2.92:1
4	Mr. Kalpesh Trivedi	0	0	N.A.
5	Mr. Chanakya Shukla	0	0	N.A.
6	Ms. Hiralben Kubavat	0	0	N.A.

In view of the Financial Positions of the Company, Directors have foregone the Sitting Fees also.

- During the year under the review, there was no any proposal to increase the remuneration of any Director.
- The number of permanent employees on the rolls of the company as on 31st March, 2022 – 6 (Six).
- The explanation on the relationship between average increase in remuneration and company performance -

Particulars	Financial Year 2021 - 2022	Financial Year 2020 - 2021
Total revenue Amount Rs.	71,56,895	33,19,496
EBIDTA	(16,24,092)	(32,160,481)
EBIDTA as a % of total Income	-22.6926	-968.8363%
Profit / (Loss) before tax	(16,24,092)	(32,160,481)
PBT as a % of total Income	22.6926	968.8363%
Net profit / (Loss) for the year	(16,24,092)	(32,160,481)

Increase in the remuneration of employees is in line with the current year's performance, market dynamics and global environment, keeping in view the losses the Company.

- Comparison of the remuneration of the Key Managerial Personnel against the performance of the company.



MAHAN INDUSTRIES LIMITED

Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.

During the last three financial years, there was no increase in remuneration of Key Managerial Personnel:

Variations in the market capitalization of the company as at the closing date of the current financial year and the previous financial year:

- i. The market capitalization as on 31st March, 2022 was Rs. 165.60 lakh.(Kindly confirm)
- ii. Variation in price earnings ratio as at the closing date of the current financial year and the previous financial year:

Earnings Per Shares as on 31st March, 2022 is negative i.e. -0.05 and as on 31st March, 2021 was negative i.e. -0.89.

- iii. Percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year:

Not applicable since the Company has made no public offer during the last 5 years.

No Variable component of remuneration was paid to any Director.

There are no employees of the Company who receive remuneration in excess of the highest paid Director of the Company.

Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and senior management is as per the Remuneration Policy of your Company.

B. Particulars of Employee in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

There is no employee in the Company employed throughout the financial year with salary above Rs. 60 lacs per annum or employed part of the financial year with average salary above Rs. 5 lacs per month.

Further, there is no employee employed throughout Financial year or part thereof, was in receipt of remuneration of in aggregate is in excess of that drawn by the



MAHAN INDUSTRIES LIMITED

Managing Director or Whole time Director or Manager and holds by himself or along with his spouse and dependent children, not less than two percent (2%) of the Equity Shares of the Company.

For and on behalf of Board of Directors of
Mahan Industries Limited

Sd/-

Yogendra kumar Gupta

Managing Director

DIN: 01726701

Date: 12/08/2022

Place : Ahmedabad



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

STRUCTURE OF THE COMPANY

Mahan Industries Limited is basically an Investment Company and majority of its assets are financial assets and income is derived mainly from financial activity.

The company invests in middle market companies. It provides direct equity capital and debt and loans. The company may also invest in Public and / or Private companies that are traded and/or unlisted may acquire investments in the secondary market.

OVERVIEW OF DEVELOPMENTS AND OPPORTUNITIES IN THE YEAR 2021 - 2022

During the year 2021 – 2022 the Indian Government is committed to enhance growth which will benefit our Company also.

RISKS AND CONCERNS:

The Company's income is mainly from the Dividends and Interests that may be receivable on Investments held by it. Any adverse impact on the industries of which securities are held by the Company, also have a bearing on the performance of the Company itself.

SEGMENT REPORTING:

The Company operates in a Single segment and hence segment reporting is not applicable to the Company.

INTERNAL CONTROL SYSTEMS:

The Company has a proper and adequate Internal Control System to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition, and those transactions are authorized, recorded and reported correctly. The Company, in consultation with its Statutory Auditors, periodically reviews and ensures the adequacy of Internal Control Procedures for the orderly conduct of business and also includes a review to ensure overall adherence to management policies and applicable laws & regulations.

HUMAN RESOURCES DEVELOPMENTS

During the year under review, the Company continued its emphasis on Human Resource Development as one of the critical area of its operation. Executives and officers of the Company having high potential in the field of Finance, Accounts, Marketing and Computer were regularly meet at the head office with a view to update their knowledge and to keep them abreast of the present scenario for meeting the challenges ahead.

**FORWARD LOOKING STATEMENTS**

The forward looking statements that address expectations or projections about the future, including the Company's strategy for growth, development, market position, expenditures and financial results, based on certain assumptions and expectations of future events. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward looking statements.

CAUTIONARY STATEMENT:

The statements, objectives and estimates provided in the said Management Discussion and Analysis are “forward looking statements” within the meaning of applicable securities laws and regulations which have been prepared in compliance with the requirements of the Companies Act, 2013, the Accounting Standards issued by the Institute of Chartered Accountants of India, the Listing Regulations and all other applicable rules and regulations. The actual performance may vary depending on the market fluctuations, changes in Government policies, rules and regulations change in economic conditions nationally as well as internationally.

For and on behalf of Board of Directors of
Mahan Industries Limited

Sd/-

Yogendra kumar Gupta
Managing Director
DIN: 01726701

Date: 12/08/2022
Place: Ahmedabad

**REPORT ON CORPORATE GOVERNANCE**

The Directors present the Company's Report on Corporate Governance for the year ended March 31st, 2022, in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (The "Listing Regulations").

Company's philosophy on Corporate Governance:

Mahan Industries Limited, recognizes the importance of Good Corporate Governance, which is the tool of building strong and everlasting beneficial relationship with customers, suppliers, bankers and more importantly with the investors. Corporate Governance is strongly driven by our values such as quality, commitment, customer orientation & integrity. Company's corporate structure, business and disclosure practices have been aligned to its Corporate Governance Philosophy. The Company believes in system driven performance and performance oriented systems to formulate strategies and policies having focus on optimizing value for various stakeholders and to protect their interest.

The Company is in adherence to the provisions on Corporate Governance pursuant to Schedule V (c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and forming part of Directors Report for the year ended on 31st March, 2022. The Company has complied with the Corporate Governance requirements specified in Regulation 17 to 27 and regulation 46 of the Listing regulations.

THE BOARD OF DIRECTORS GOVERNANCE STRUCTURE

The Corporate Governance structure at Mahan Industries Limited is as follows:

Board of Directors: The Board is entrusted with an ultimate responsibility of the Management, directions and performance of the Company. As, its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosures.

Committees of the Board: The Board has constituted the following Committees viz, Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee. Each of the said Committee has been mandated to operate within a given framework.

The table below provides the composition of the Board, their attendance at Board Meetings & AGM and number of directorship, chairmanship/membership of companies:



MAHAN INDUSTRIES LIMITED

Name of the Director & Designation & Age	Category & Nature of employment	Date of Appointment	No. Of Directorship held in other companies /LLPs in India	No. Of committees of which Member (M)/ Chairman (C) of other Companies	Board meeting attended	Attendance at the last AGM	No. of Shares held & % holding (of the Company) (As on 31 st March, 2022)
Mr. Yogendra Kumar Gupta Chairman cum Managing Director 65 Years	Executive Promoter Managing Director	02/01/1995	NIL	NIL	5	Yes	533454 (1.48%)
Mr. Dattatrey C.Manik Director 51 Years (till 27/04/2021)	Executive Director Non Promoter	31/12/2003	NIL	NIL	0	NA	NIL
Mr. Lalit Sharma 64 Years	Non-Executive Independent Director	31/12/1997	NIL	NIL	5	Yes	NIL
Mr. Kalpesh Trivedi 62 Years	Non-Executive Independent Director	23/02/2006	NIL	NIL	4	Yes	NIL
Mr. Chanakya Shukla 44 Years	Non-Executive Independent Director	30/12/2005	NIL	NIL	3	Yes	NIL
Mrs. Hiralben Kubavat 44 Years	Non-Executive Independent Director	07/04/2015	NIL	NIL	4	NA	NIL

Notes:

Disclosure of Chairmanship & Membership includes membership of Audit and Stakeholder Relationship Committees in other Public Limited Companies.

Other directorships do not include alternate directorship, directorship of Private Limited Companies, Section 8 Companies of the Companies Act, 2013 and Foreign Companies. None of the Directors of Board is a member of more than ten Committees and no Director is Chairman of more than five committees across all the Public companies in which they are Director. The necessary disclosures regarding Committee positions have been made by all the Directors.

None of the Independent Director of the Company is holding position of Independent Director in more than 7 Listed Company. Further, none of the Director of the Company

**MAHAN INDUSTRIES LIMITED**

serving as a Whole-Time Director in any Listed Company and is holding position of Independent Director in more than 7 Listed Company.

None of the Non-executive Directors has any pecuniary relationship, with other Directors of the Company. Non-executive Directors have no transaction with the Company. The details of sitting fees, commission and remuneration paid to each director appear later under the disclosure relating to Remuneration to Directors.

Board Meetings

The meetings of Board of Directors were held at the Registered Office of the Company. The functions performed by the Board include review of Minutes of Audit Committee Meetings and other Committees of the Board, adoption of financial results of the Company and review of Company's Operation & Performance. The Board meets at least once in a quarter to review the quarterly performance and financial results of the Company. The maximum interval between any two meetings did not exceed 120 days. The agenda papers along with notes and other supporting documents were generally circulated in advance of the Board Meeting with sufficient information as required.

The Board met Six times during the financial year 2021-22 as on the following dates:

Sr. No.	Date of Meeting	Board Strength	No. of Directors Present
1.	27/05/2021	5	5
2.	28/06/2021	5	4
3.	12/08/2021	5	4
4.	25/10/2021	5	5
5.	28/10/2021	5	4
6.	10/02/2022	5	5

Information placed before the Board:

The Company provides the information as set out in Regulation 17 (7) read with Part A of Schedule - II of the Listing Regulations to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective Meetings or by way of presentations and discussions during the Meetings.

Post Meeting Mechanism:

The important decisions taken at the Board Committee Meetings are communicated to the concerned department/ division. Company Secretary supports the Board to attend the Board Meetings and advises the Board on Compliances with applicable laws and governance.

Roles, Responsibilities and Duties of the Board:

The duties of Board of Directors have been enumerated in Listing Regulations, Section 166 of the Companies Act, 2013 and Schedule IV under sub. Section (8) of Section 149 of the said Act (Schedule IV is specifically for Independent Directors). There is a clear demarcation of responsibility and authority amongst the Board of Directors.

**Number of Independent Directorships:**

As per Regulation 17A of the Listing Regulations, Independent Directors of the Company do not serve as Independent Director in more than seven listed companies. Further, the Managing Director/WTD of the Company does not serve as an Independent Director in more than seven listed entity.

Meeting of Independent Directors

The Company's Independent Directors meet at least once in a financial year without the presence of executive directors and management personnel to review the performance of Non-Independent Directors and Board as whole according to Reg. 25 (3) of SEBI (LODR), 2015 and Sub.Section (8) of Section 149 of the Companies Act, 2013 & Schedule IV (CODE FOR INDEPENDENT DIRECTORS) to the Act, inter alia, prescribes that the Independent Directors of the Company shall hold at least one meeting in a year, without the attendance of the non independent directors and members of the management. During the year, One meeting of independent directors held on 06th November, 2021. Mr. Kalpesh Trivedi was unanimously elected as the Chairman of the Meeting of the Independent Directors. The Independent Director meeting attended by Mr. Kalpesh Trivedi, Mr. Lalit Sharma, Mr. Chanakya Shukla and Mrs. Hiralben Kubavat. At the meetings, the Independent Directors reviewed the performance of the non-independent directors (including the chairperson) and the Board as a whole and assessed the quality, quantity and timeliness of flow of information between the company, management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Company has devised the Policy on Familiarization Programme for Independent Director and the same is available on the website of the Company i.e. www.mahan.co.in

Familiarization Programme:

The Company has a detailed familiarization programme for Independent Directors to familiarize them with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the company operates, business model of the Company etc. The details of such programme are available on the website of the Company.

The Company has laid down procedures to inform the Board Members about the risk assessment and risk mitigation mechanism, which is periodically reviewed and reported to the Board of Directors by senior executives.

**COMMITTEES OF THE BOARD:**

Functioning of Boards through committees result in enhanced quality of decisions taken with focused approach. Such committees assist the Board in discharging its roles & responsibilities in a better manner. In compliance with the mandatory requirements under the Listing Regulations, and the applicable laws, the Board has constituted the following committees.

The Board has constituted 3 Committees namely;

▽ **Audit Committee**

▽ **Stakeholder Relationship Committee**

▽ **Nomination and Remuneration Committee**

I. Audit Committee :

In Conformity with the requirements of Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013, as applicable, the strength of the Board as also of the Audit Committee is adequate.

Broad Terms of Reference of the Audit Committee

The Audit Committee of the Company comprises of Mr. Kalpesh Trivedi (Chairperson), Mr. Lalit Sharma and Mr. Yogendra Kumar Gupta as other members of the Committee.

The role of the Audit Committee of the Company are in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 inter-alia, include the following:

1. oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
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 to be included in the director's 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 judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions;
 - g. Modified opinion(s) in the draft audit report;
5. Reviewing, 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, rights issue, preferential issue, etc.), the statement of funds 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. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the listed entity with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;



14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings 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 in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the whistle blower mechanism;
19. Approval of appointment of chief financial officer 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 Committee.

Attendance of the Members in the Audit Committee Meetings:

The Audit Committee is comprising of 3 (Three) Directors which are as under:

Name of Directors	Designation	Category	No.of Meetings attended
Mr. Kalpesh Trivedi	Chairperson	Non Executive Independent Director	5
Mr. Lalit Sharma	Member	Non Executive Independent Director	5
Mr. Yogendra Kumar Gupta	Member	Executive Director	5

**MAHAN INDUSTRIES LIMITED**

The Committee met five times during the year ended 31st March, 2022 i.e. on 27th May, 2021, 28th June, 2021, 12th August, 2021, 25th October, 2021, and 10th February, 2022. The necessary quorum was present for all the meeting. The Company has accepted all the recommendations of the audit committee.

The members of the committee are having financial and accounting knowledge. The committee carries out functions enumerated in the listing Regulations 18 of SEBI (LODR), 2015 and Section 177 of the Companies Act, 2013.

Representatives of Auditors are invited from time to time depending upon the requirement of the committee to attend the meeting.

The Minutes of the Audit Committee are placed before the Board Meeting.

The Chairman of the Audit Committee was present at the Annual General Meeting of the Company to answer shareholders query.

▽ Stakeholder Relationship Committee:

Pursuant to provision of Section 178 of the Companies Act, 2013 the Company has constituted Stakeholders Relationship Committee deals with the following matters:

1. Noting Transfer/ Transmission of Shares, non receipt of dividend /and annual reports.
2. Review of dematerialised/rematerialised shares and all other related matters.
3. Monitors expeditious redressal of Investor Grievance Matters received from Investors, Stock Exchange, SEBI, ROC etc.
4. All other matters related to shares.

Composition and Category of Directors:

Name of Committee Member	Designation in Committee	Category
Mr. Lalit Sharma	Chairperson	Non Executive Independent Director
Mr. Kalpesh Trivedi	Member	Non Executive Independent Director
Ms Hiralben P Kubavat.	Member	Independent Woman Directore

Stakeholder Relationship Committee Meetings Held:

In the financial year 2021-2022, the Committee met one time on 25th October, 2021. The attendance of each Member at the said Meetings is stated below:



Name of Committee Member	No. of meetings attended
Mr. Lalit Sharma	1
Mr. Kalpesh Trivedi	1
Mrs. Hiralben Kubavat	1

The Stakeholder Relationship Committee generally meets as and when required (at least once in year), depending on the frequency of grievances / transfer / duplicate requests received from the Shareholders and to discuss a plan of action for the recourse to be taken by the Committee to resolve such issues on time.

II. Nomination and Remuneration Committee:

Pursuant to the provision of Section 178 of the Companies Act, 2013 and of Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has constituted a Nomination and Remuneration Committee.

It also identifies the persons who are qualified to become Directors and who may be appointed senior management. It also recommends to the Board for their appointment and removal and evaluate their performance. The remuneration committee is established to ensure that remuneration arrangements support the strategic aims of the business and enable the recruitment, motivation and retention of senior executives such as Managing Director and the Executive Director while complying with the requirements of regulatory and governance bodies, satisfying the expectations of shareholders.

The Nomination and Remuneration Committee is entrusted with the power to determine Company's policy on specific remuneration packages, including pension rights and other compensation for executive Directors and other employees of our Company.

Composition and Category of Directors:

The Remuneration Committee comprises of 3 Non-Executive Independent Directors.

Name of Committee Member	Designation in Committee	Category
Mr. Kalpesh Trivedi	Chairperson	Non Executive Independent Director
Mr. Lalit Sharma	Member	Non Executive Independent Director
Mr. Chanakya Shukla	Member	Non Executive Independent Director



In the financial year 2021-2022, the Committee met One times on 25th October, 2021. The attendance of each Member at the said Meetings is stated below:

Name of Committee Member	No. of meetings attended
Mr. Lalit Sharma	1
Mr. Kalpesh Trivedi	1
Mr. Chanakya Shukla	1

During the year there was no proposal to increase the remuneration of any Director.

AFFIRMATIONS AND DISCLOSURES:

▽ Compliances with Governance Framework:

The Company is in compliance with all mandatory requirements under the Listing Regulations.

▽ Related party transactions:

All transactions entered into with the Related Parties as defined under the Companies Act, 2013 and Regulation 23 of the Listing Regulations during the financial year were on arm's length basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with Related Parties during the financial year. Related party transactions have been disclosed under significant accounting policies and notes forming part of the Financial Statements in accordance with "IND AS". A statement in summary form of transactions with Related Parties in ordinary course of business and arm's length basis is periodically placed before the Audit committee for review and recommendation to the Board for their approval.

As required under Regulation 23(1) of the Listing Regulations, the Company has formulated a policy on dealing with Related Party Transactions. The Policy is available on the website of the Company viz. www.mahan.co.in

None of the transactions with Related Parties were in conflict with the interest of Company. All the transactions are on arm's length basis and have no potential conflict with the interest of the Company at large and are carried out on an arm's length or fair value basis.

▽ Compliances by the Company

The Company has complied with all the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to capital markets hence there are no instances of non-compliances in any matter related to the capital market during the last three years except following:



a) A letter was received from BSE dated 10/08/2021 in regard to a representation made by the listed entity, stating that it has been decided by BSE authority that the restriction imposed vide its interim order dated March 14, 2018, stand revoked. The representations filed by the Company are accordingly disposed of.

▽ **Vigil Mechanism & Whistle Blower Policy**

The Company has adopted a Whistleblower policy and Vigil Mechanism to provide a formal mechanism to the Directors, employees and other external stakeholders to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. No personnel of the Company have been denied access to the Audit Committee. The said Policy is available on the website of the Company.

▽ **Disclosure of Accounting Treatment:**

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

▽ **Risk Management Policy:**

The Company has a structured risk management policy. The Risk management process is designed to safeguard the organization from various risks through adequate and timely actions. It is designed to anticipate, evaluate and mitigate risks in order to minimize its impact on the business. The potential risks are identified and integrated with the management process such that they receive the necessary consideration during decision making. It is dealt with in greater details in the management discussion and analysis section. The Risk Management Policy is also available on the Company's website. i.e. www.mahan.co.in.

▽ **Commodity price risk and Commodity hedging activities:**

The Company has adequate risk assessment and minimization system in place including for commodities. The Company does not have material exposure of any commodity and accordingly, no hedging activities for the same are carried out. Therefore, there is no disclosure to offer in terms of SEBI circular no. SEBI/HO/CFD/CMD1/ CIR/P/2018/0000000141 dated November 15, 2018.



MAHAN INDUSTRIES LIMITED

▽ **Details of utilization of funds raised through Preferential Allotment or Qualified Institutional Placement as specified under Regulation 32 (7A).**N.A.

▽ **A certificate from a Company Secretary in practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Companies 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.

▽ **Where the board had not accepted any recommendation of any committee of the Board which is mandatorily required, in the relevant Financial Year.**N.A.

▽ **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.**

Details relating to fees paid to the Statutory Auditors are given in note to the Standalone Financial Statements.

▽ **Mandatory Requirements:**

The Company has complied with all the mandatory requirements of the Listing Regulations relating to Corporate Governance.

▽ **Non-mandatory requirements:**

Adoption of non-mandatory requirements of the Listing Regulations is being reviewed by the Board from time-to time.

DETAILS OF ADOPTION OF NON-MANDATORY (DISCRETIONARY) REQUIREMENTS:

Non-mandatory (discretionary) requirements under Regulation 27 of the Listing Regulations

The status of compliance with the non-mandatory requirements of the Listing Regulations is provided below:

▽ **The Board:**

The requirement relating to maintenance of office and reimbursement of expenses of Non-Executive Chairman is not applicable to the Company since the Chairman of the Company is an Executive Director.



▽ Shareholder's Rights :

The Company has not adopted the practice of sending out half-yearly declaration of financial performance to shareholders. Quarterly results as approved by the Board are disseminated to Stock Exchanges and updated on the website of the Company.

▽ Reporting of Internal Auditor:

In accordance with the provisions of Section 138 of the Companies Act, 2013, the Company has appointed an Internal Auditor who reports to the Audit Committee. Quarterly internal audit reports are submitted to the Audit Committee which reviews the audit reports and suggests necessary action.

GENERAL BODY MEETINGS:

1. GENERAL MEETING

a) Annual General Meeting held in last three years:

Financial Year	Day and Date	Type	Time	Location
2018-2019	Saturday, 31 st August, 2019	AGM	10.00 a.m.	3rd Floor, D.K. House, Near. Mithakhali Underbridge, Ellisbridge, Navrangpura, Ahmedabad-380006
2019-2020	Wednesday, 30 th September, 2020	AGM	11.00 a.m.	
2020-2021	Tuesday, 28 th September, 2021	AGM	11.00 a.m.	

b) Extraordinary General Meeting

- No Extra Ordinary General meeting was held during the year 2019 – 2020.
- No Extra Ordinary General meeting was held during the year 2020 – 2021.
- No Extra Ordinary General meeting was held during the year 2021 – 2022.

2. Details of the Special Resolutions passed during the last three AGMs:

- No Special Resolution was passed during the AGMs of F.Y. 2018-19 and 2019-20
- Special Resolution was passed during the 27th AGM of financial year ended on 31/03/2021 for approval of reduction of the capital.



3. Postal Ballot:

During the year under review, no Postal Ballot was conducted as none of the Businesses proposed to be transacted required passing a special resolution through postal ballot.

▽ Annual General Meeting:

Day and Date	20th September, 2022.
Time	11:00 A.M.
VENUE	The Company is conducting meeting through VC/OAVM pursuant to the MCA circular dated 05 th May, 2022. For instructions to attend the AGM through VC/OAVM, please refer to the Notice of 28 th AGM.
Financial Year	1 st April, 2021 to 31 st March, 2022 (12 Months)
Book Closure Dates	5 th September, 2022 to 12 th September, 2022 (both the days inclusive).
Listing on Stock Exchange	BSE Limited
Stock Code & Demat ISIN No.	Scrip code: 531515 ISIN: INE735D01033
Registrar and Transfer Agents	Adroit Corporate Services Pvt. Ltd. 19/20, Jaferbhay Industrial Estate 1st Floor, Makwana Road, Marol Naka, Andheri(E) Mumbai-400059
Address for Correspondence	Mahan Industries Ltd. 3rd Floor, D.K. House, Near. Mithakhali Underbridge, Ellisbridge, Navrangpura, Ahmedabad-380006.
Whether Management Discussion and Analysis Report is a part of Corporate Governance Report	Yes
Compliance Officer	Mr. Jeegneshkumar K. Devganiya
Plant Locations	Not Applicable
Any presentation made to the institutional investor and analyst	No
Is half yearly report sent to the shareholders	No

▽ Financial Calendar

During the Financial year under review, the Board Meetings for approval of quarterly Un-audited/Audited financial results were held on the following dates.



FINANCIAL REPORTING FOR THE YEAR 2021-22	DATE OF BOARD MEETING
Financial Reporting for the quarter ending 30/06/2021	28/06/2021
Financial Reporting for the quarter ending 30/09/2021	25/10/2021
Financial Reporting for the quarter ending 31/12/2021	10/02/2022
Financial Reporting for the quarter ending 31/03/2022	30/05/2022

Tentative Calendar for Financial Year ending March 31, 2023:

The tentative dates for Board Meetings for consideration of quarterly financial results are as follows:

Sr. No.	Particulars of Quarter	Tentative dates
1.	First Quarter Results	On or before the Second week of August, 2022.
2.	Second Quarter & Half Yearly Results	On or before the Second week of November, 2022.
3.	Third Quarter & Nine-months ended Results	On or before the Second week of February, 2023
4.	Fourth Quarter & Annual Results	On or before the last week of May, 2023

MARKET INFORMATION :

▽ **Monthly high and low price Data of the Company on BSE in comparison with BSE Sensex for the period commencing from 1st April, 2021 to 31st March, 2022.**

On the basis of the data available from the BSE website the monthly high and low price of the Shares in comparison to BSE Sensex is as under:

Month and Year	Share Price of the Company		No. of Shares of Company traded	BSE SENSEX	
	High	Low		High	Low
April, 2021	0.31	0.26	4,06,765	50,375.77	47,204.50
May, 2021	0.32	0.28	2,52,360	52,013.22	48,028.07
June, 2021	0.37	0.25	2,91,126	53,126.73	51,450.58
July, 2021	0.39	0.36	98,500	53,290.81	51,802.73
August, 2021	0.37	0.34	13,413	57,625.26	52,804.08


MAHAN INDUSTRIES LIMITED

September, 2021	0.33	0.21	26,728	60,412.32	57,263.90
October, 2021	0.38	0.22	3,54,871	62,245.43	58,551.14
November, 2021	0.42	0.39	4,24,514	61,036.56	56,382.93
December, 2021	0.42	0.42	47,748	59,203.37	55,132.68
January, 2022	0.44	0.42	76,118	61,475.15	56,409.63
February, 2022	0.46	0.44	5,164	59,618.51	54,383.20
March, 2022	0.46	0.46	94,415	58,890.92	52,260.82

▽ Distribution of the Shareholding as on 31st March, 2022

Nominal Values	Shareholders	Percentage	Total Shares	Amount	Percentage
Up to 100	1410	32.91	90497	904970.00	0.25
101- 500	1078	25.16	334046	3340460.00	0.93
501- 1000	534	12.46	458087	4580870.00	1.27
1001 - 2000	349	8.14	550592	5505920.00	1.53
2001 - 3000	215	5.02	553977	5539770.00	1.54
3001- 4000	100	2.33	363901	3639010.00	1.01
4001 – 5000	164	3.83	794935	7949350.00	2.21
5001 - 10000	203	4.74	1621457	16214570.00	4.50
10001 - 20000	110	2.57	1686762	16867620.00	4.69
20001 – 50000	57	1.33	1754240	17542400.00	4.87
50001 & Above	65	1.52	27791506	277915060.00	77.20
Total	4285	100	36000000	360000000	100



▽ **Dematerialization of Shares**

Pursuant to SEBI notification, trading in the Equity Shares of the Company is permitted only in Dematerialized form w. e. f. 5th July, 2002 and as ammended from time to time.

▽ **Physical and Demat Shares as on 31st March, 2022**

Particulars	No. of Shareholders	No. of Shares	%
CDSL	2164	1,51,22,950	42.01
NSDL	1661	78,39,775	21.78
Physical	460	1,30,37,275	36.21
Total	4285	3,60,00,000	100

▽ **CONSOLIDATION OF FOLIOS AND AVOIDANCE OF MULTIPLE MAILING:**

In order to enable the Company to reduce costs and duplicity of efforts for providing services to investors, members who have more than one folio in the same order of names are requested to consolidate their holdings under one folio. Members may write to the Registrars & Transfer Agents indicating the folio numbers to be consolidated along with the original shares certificates to be consolidated.

▽ **RECONCILIATION OF SHARE CAPITAL AUDIT REPORT:**

As stipulated by SEBI, a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges where the Company's shares are listed. The audit confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

▽ **COMPLIANCE WITH SECRETARIAL STANDARDS:**

The Institute of Company Secretaries of India, a Statutory Body, has issued Secretarial Standards on various aspects of corporate law and practices. The Company has complied with each one of them as and when required.

▽ **MEANS OF COMMUNICATION TO SHAREHOLDERS:**

The Un-audited quarterly/ half yearly results are announced within forty-five days of the close of the every quarter. The audited annual results are announced within sixty days from the closure of the financial year as per the requirement of the Listing Regulations.



The approved financial results are forthwith sent to the Stock Exchanges and are published in English newspaper and Regional language (Gujarati) newspaper, within forty-eight hours of approval thereof. Presently the same are not sent to the shareholders separately.

The Company's financial results and official press releases are displayed on the Company's Website- www.mahan.co.in.

Management Discussion and Analysis report forms part of the Annual Report, which is sent to the shareholders of the Company.

The quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to the Stock Exchanges viz. Bombay Stock Exchange (BSE) are filed electronically. The Company has complied with filing submissions through BSE's BSE Listing Centre.

SEBI processes investor complaints in a centralized web based complaints redressal system i.e. SCORES. Through this system a shareholders can lodge their complaints against a company for their grievance. The Company uploads the action taken on the complaint which can be viewed by the shareholder. The Company and shareholder can seek and provide clarifications online through SEBI.

▽ **SHARE TRANSFEROR TRANSMISSION OR TRANSPOSITION SYSTEM:**

According to the Regulation 40 of SEBI(LODR) Regulations, 2015, the transfer of shares in physical form required to process and complete by Registrar & Transfer Agent within a period of seven days (in case of D-mate) from the date of receipt thereof provided all the documents are in order. In case of shares in electronic form, the transfers are processed by NSDL/CDSL through respective Depository Participants. In compliance with the Listing Regulations, a Practicing Company Secretary carries out audit of the System of Transfer and a certificate to that effect is issued.

However, as per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.

During the year the company has not received any request regarding the Share Transfer or Transmission or Transposition.

**▽ Nomination:**

Individual shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s). Nomination facility in respect of shares held in electronic form is also available with the Depository Participants as per the bye-laws and business rules applicable to NSDL and CDSL. Nomination forms can be obtained from the Company's Registrar and Share Transfer Agent.

▽ Address for Correspondence:

Mahan Industries Limited
Mr. Sunil P. Gurnani (Chief Financial Officer)
Address: 3rd Floor D.K. House,
Mithakhali Under Bridge,
Ahmedabad 380006
Contact No. 079 – 26568789
Email address: mahan.int@gmail.com

DECLARATION :

As provided under Regulation 26 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All the Board Members and Senior Management Personnel have affirmed the compliance with the Code of Business Conduct and Ethics for the year ended March 31, 2022.

For and on behalf of Board of Directors of
Mahan Industries Limited
Sd/-

Date : 12/08/2022
Place: Ahmedabad

Yogendrakumar Gupta
Managing Director
DIN:01726701



AUDITORS' CERTIFICATE FOR CORPORATE GOVERNANCE
(Pursuant to Schedule V (E) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
Mahan Industries Limited
(CIN: L91110GJ1995PLC024053)

We have examined the compliance of conditions of Corporate Governance by **Mahan Industries Limited** ('the company') for the year ended 31st March, 2022 as stipulated in regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as 'SEBI Listing Regulations, 2015')

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance as stipulated in the said SEBI Listing Regulations, 2015. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management of the Company, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015.

We state that as at 31st March, 2022, no investor grievance was pending for a period of one month against the Company as per the records maintained by the Company and presented to Stakeholders Relationship Committee.

We further 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.

For, Roopen R Shah & Co.

Chartered Accountant

Firm Reg no: 119869W

Sd/-

Roopen R Shah

Proprietor

Membership no: 107279

UDIN: 22107279AOWVSQ4293

Place; Ahmedabad

Date: 12/08/2022



Gaudana & Gaudana

(Company Secretaries)

Formerly known as Arvind Gaudana & Company
#307, Ashirwad Paras, Nr. Prahladnagar Garden
Corporate Road, Prahladnagar, Satellite, Ahmedabad - 380015.
Ph.: +91 79 40324567/68 Email: arvindg_cs@yahoo.com

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

For the financial year ended on 31/03/2022

[Pursuant to Section 204(1) of the Companies Act, 2013 and
Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Mahan Industries Limited
(CIN: L91110GJ1995PLC024053)
D K House 3rd floor,
Nr. Mitha-Khali Under Bridge,
Navrangpura, Ahmedabad-380006.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Mahan 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 my opinion thereon.

Based on our verification of the Mahan Industries Limited books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2022 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, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2022 according to the provisions of:

- a. The Companies Act, 2013 (the Act) and the rules made there under;
- b. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- c. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;



MAHAN INDUSTRIES LIMITED

- d. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
- e. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and 2015;
 - The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 -Not applicable to the Company during the audit period;
 - The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 -Not applicable to the Company during the audit period;
 - The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 -Not applicable to the Company during the audit period;
 - The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 -Not applicable to the Company during the audit period;
 - The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 -Not applicable to the Company during the audit period;

And in general, the Company has systems, process and procedure for the compliance of Other Laws Applicable to the Company namely:

- a) Non-Banking Finance Companies Regulations, 2008.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.



MAHAN INDUSTRIES LIMITED

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

- A letter was received from BSE dated 10/08/2021 vide Company Representation regarding status of suspected shell company as under:

In regard to a representation made by the listed entity, it has been decided by BSE authority that the restriction imposed on the Promoters and Directors be permitted only to buy the securities of the Company and that, they shall not sell their existing holding in the Company passed by the Exchange vide its interim order dated March 14, 2018, stand revoked. The representations filed by the Company are accordingly disposed of.

- There was a delay in payment of Annual Listing Fees ("ALF") to BSE for F.Y. 2021-22 by Company to BSE Limited as per Regulation 14 of SEBI (LODR) Regulations, 2015.

We further report that the Board of Directors of the Company is duly constituted, subject to the above fact with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

The Company has issued adequate notice to all the directors to schedule the Board Meetings, Agenda and Detailed Notes on agenda in advance.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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 no audit has been conducted on the compliance with finance and taxation laws as the same are subject to audit by the Statutory Auditor and Internal Auditor to the company and their observations, if any, shall hold good for the purpose of this audit report.

Place: Ahmedabad

Date: 13.08.2022

**For Gaudana & Gaudana
(Company Secretaries)**

Sd/-

CS Arvind Gaudana

FCS No: 2838 C.P No: 2183

UDIN: F002838D000793078

PR: 1144/2021

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



Gaudana & Gaudana

(Company Secretaries)

Formerly known as Arvind Gaudana & Company
#307, Ashirwad Paras, Nr. Prahladnagar Garden
Corporate Road, Prahladnagar, Satellite, Ahmedabad - 380015.
Ph.: +91 79 40324567/68 Email: arvindg_cs@yahoo.com

'Annexure A'

To,
The Members,
Mahan Industries Limited
(CIN: L91110GJ1995PLC024053)
D K House 3rd floor,
Nr. Mitha-Khali Under Bridge,
Navrangpura, Ahmedabad-380006.

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 appropriated to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of Financial Records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.
7. Audit of the compliance with other laws has been undertaken based on the scope of audit and the applicability of such laws as ascertained by the company and informed us.



8. We have relied on reports of Internal Audit, Regulatory Inspection/Audit to the extent made available to us and the observations, if any, contained in such reports shall hold well for the purpose of this audit report. Minor operational deviations that does not amounts to breach of non-compliances for which penalties (if any,) have been levied by the stock exchanges/depositories have not been treated as violation of any of the regulations, the compliance which ,have been subject to audit.

Place: Ahmedabad

Date: 13.08.2022

**For Gaudana & Gaudana
(Company Secretaries)**

Sd/-

CS Arvind Gaudana

FCS No: 2838 C.P No: 2183

UDIN: F002838D000793078

PR: 1144/2021



Gaudana & Gaudana

(Company Secretaries)

Formerly known as Arvind Gaudana & Company
#307, Ashirwad Paras, Nr. Prahladnagar Garden
Corporate Road, Prahladnagar, Satellite, Ahmedabad - 380015.
Ph.: +91 79 40324567/68 Email: arvindg_cs@yahoo.com

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

[Pursuant to Regulation 34(3) read with Schedule V Para-C Sub-clause 10(i) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We have examined the following documents:

- i) Declaration of non-disqualification as required under Section 164 of Companies Act, 2013 ('the Act');
- ii) Disclosure of concern or interests as required under Section 184 of the Act; (hereinafter referred to as 'relevant documents'),

As submitted by the Directors of **MAHAN INDUSTRIES LIMITED** bearing CIN: **L91110GJ1995PLC024053** and having its registered office at D K House, 3rd Floor, Nr. Mithakhali Under Bridge, Navrangpura, Ahmedabad-380006, Gujarat, India, to the Board of Directors of the Company ('the Board') for the **Financial Year 2021-22**. We have considered non-disqualification to include non-debarment by Regulatory / Statutory Authorities.

It is the responsibility of Directors to submit relevant documents with complete and accurate information in accordance with the provisions of the Act.

Based on our examination of relevant documents made available to us by the Company and such other verifications carried out by us as deemed necessary and to the extent possible, in our opinion and to the best of our information and knowledge and according to the explanations provided by the Company, its officers and authorized representatives, we hereby certify that as on date of this Certificate, none of the Directors on the Board of the Company, as listed hereunder, have been debarred or disqualified from being appointed or continuing as Directors of the Company by Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority:

Sr. No	Name of Director	Director Identification Number (DIN)
1	Mr. Kalpesh Lalitbhai Trivedi	00116441
2	Mr. Lalit Kajorimal Sharma	01552487
3	Mr. Yogendrakumar Prabhudayal Gupta	01726701
4	Mr. Chanakya Indravadan Shukla	02475734
5	Ms. Hiralben Pravinkumar Kubavat	07151116



MAHAN INDUSTRIES LIMITED

This Certificate has been issued at the request of the Company to make disclosure in its Corporate Governance Report of the Financial Year ended 31st March, 2022.

Date: 13/08/2022

Place: Ahmedabad

For Gaudana & Gaudana
(Company Secretaries)

Sd/-

CS Arvind Gaudana
Senior Partner

FCS No: 2838, C.P. No: 2183

UDIN: F002838D000793122

**CEO / CFO CERTIFICATION**

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

- a. We have reviewed financial statements for the year ended March 31, 2022 and that to the best of our knowledge and belief, we state that:
 - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. We further state that to the best of our knowledge and belief, no transactions are entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We are responsible for establishing and maintaining internal controls over financial reporting and that we have evaluated the effectiveness of internal control systems pertaining to financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee:
 - i. Significant changes, if any, in internal control over financial reporting during the year;
 - ii. Significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Mahan Industries Limited

Sd/-
Yogendra kumar Gupta
(Managing Director)

Date: 12/08/2022
Place: Ahmedabad

For Mahan Industries Limited

Sd/-
Sunil Gurnani.
(Chief Financial Officer)

**INDEPENDENT AUDITORS' REPORT****TO THE MEMBERS OF MAHAN INDUSTRIES LIMITED****Report on the Audit of the Standalone Ind AS Financial Statements****Opinion**

We have audited the accompanying standalone Ind AS financial statements of **MAHAN INDUSTRIES LIMITED** ("the Company"), which comprise the Balance Sheet as at 31 March 2022, the Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and summary of the significant accounting policies and other explanatory information (herein after referred to as "standalone Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by 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 31 March 2022, its Statement of Profit and loss (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis of Opinion

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibility under those Standards are further described in Auditor's Responsibility for the Audit of the standalone financial statements section of our report. We are independent of the company in accordance of with code of ethics issued by ICAI together with the independence requirement that are relevant to our audit of standalone financial statement under the provisions of the Act and the rule made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the stand alone financial statement.

Key Audit matters.

Sr No	Key Audit Matters	How Our Audit addressed the Key Audit Matter
1	Company is involved in the trading of shares and securities in the market and therefore the manner of transaction and value of closing stock was an important issue.	We have verified the relevant records and papers contracts and workings for calculating the recording value of the closing stock and the revenues for the year.



OTHER INFORMATION

Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the state of affairs, Loss (including other comprehensive income), changes in equity and cashflows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safe guarding 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, 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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone IndAS financial statements are free from material misstatement.



MAHAN INDUSTRIES LIMITED

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the

auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

We are also responsible to 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 entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify the opinion. Our conclusions are based on the audit evidence obtained up to the date of the auditor's report. However, future events or conditions may cause an entity to cease to continue as a going concern.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

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 in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.



(e) We have received written representation from the directors as on 31st March 2022 stating that none of the directors is disqualified as on 31st March 2022 from being appointed as a director in terms of Section 164(2) of the Act.

(f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in **“Annexure B”**.

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. the Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements.

ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

iii. There has been no delay in transferring amounts, wherever required to be transferred, to the Investor Education and Protection Fund by the Company.

**For Roopen R. Shah & Co.,
Chartered Accountant
Firm Reg No. 119869W**

Sd/-

**Roopen R. Shah
Proprietor
Membership No.: 107279**

**Place: Ahmedabad
Date: 30/05/2022
UDIN: 22107279AJWHKM6280**

**Annexure A to the Independent Auditors' Report – 31st March 2022****(Referred to in our report of even date)**

With reference to the Annexure A referred to in the Independent Auditors' report to the members of the Company on the standalone Ind AS financial statements for the year ended 31st March 2021, we report the following:

1. In respect of Fixed Assets :

- (a) The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets on the basis of available information.
- (b) As per the information and explanations given to us, the management at reasonable intervals during the year in accordance with a programme of physical verification physically verified the fixed assets and no material discrepancies were noticed on such verification as compared to the available records.
- (c) The Company hold the immovable property and it is disclosed as fixed assets in the financial statements.

2. In respect of Inventories :

As explained to us, physical verification of the inventories have been conducted at reasonable intervals by the management, which in our opinion is reasonable, having regard to the size of the Company and nature of its inventories. No material discrepancies were noticed on such physical verification.

3. In respect of Loans and Advances granted during the year:

According to the information and explanations given to us, the Company has not granted loans to parties covered under section 189 of the Companies Act, 2013 ('the Act').

- a) NA

4. Loans, Investments and guarantees:

In our opinion and according to information and explanations given to us, the Company has complied with provisions of Section 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments, and providing guarantees and securities, as applicable.

- 5. The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as



amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

6. According to the information and explanation given to us the maintenance of cost records has not been prescribed for the Company under sub-section (1) of Section 148 of the Companies Act, 2013.

7. In respect of Statutory Dues :

- (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, goods & service tax, cess and other statutory dues applicable to it.
 - (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income-tax, service tax, sales-tax, duty of custom, duty of excise, value added tax, goods & service tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
8. In our opinion and according to the information and explanations given by the management, the Company has not defaulted in repayment of loans or borrowing to a financial institution, bank or government. The Company did not have any outstanding debentures during the year.
9. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) and has not obtained any term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable to the Company.
10. Based upon the 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, we report that no fraud by the Company or no fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.
11. According to the information and explanations given by the management, no managerial remuneration has been paid / provided and hence provisions of section 197 read with Schedule V to the Companies Act, 2013 is not applicable to the company.
12. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.
13. According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the



MAHAN INDUSTRIES LIMITED

- notes to the financial statements, as required by the applicable accounting standards.
14. 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 or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the Company and, not commented upon.
 15. According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.
 16. According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 is applicable and registration for the same has been taken.

For Roopen R. Shah & Co.,

Chartered Accountant

Firm Reg No. 119869W

Sd/-

Roopen R. Shah

Proprietor

Membership No.: 107279

Place: Ahmedabad

Date: 30/05/2022

UDIN: 22107279AJWHKM6280

**Annexure B to the Auditor's Report****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **MAHAN INDUSTRIES LIMITED** ("the Company") as of March 31, 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The 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 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 Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent 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 was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the Assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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



Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) 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 unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting

Criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Roopen R. Shah & Co.,

Chartered Accountant

Firm Reg No. 119869W

Sd/-

Roopen R. Shah

Proprietor

Membership No.: 107279

Place: Ahmedabad

Date: 30/05/2022

UDIN: 22107279AJWHKM6280

MAHAN INDUSTRIES LIMITED Regd. Office : 3rd Floor, D.K. House, Nr. Mithakhali Underbridge, Ahmedabad-380006 Ph. : 079-26568789, Email ID: mahan.int@gmail.com Web: www.mahan.co.in CIN: L91110GJ11995PLC024053			
BALANCE SHEET AS AT 31ST MARCH, 2022			
Particulars	Note No.	As at 31st March,	
		2022	2021
ASSETS			
A Financial Assets			
(a) Cash and Cash Equivalents	1	45,851	492,462
(b) Bank balances other than cash and cash equivalents			
(c) Receivables			
(i) Trade receivables	2	48,637,130	44,077,500
(ii) Other receivables			
(d) Loans	3	14,089,322	14,121
(e) Investments	4	300	14,204,233
(f) Inventories	5	1,205,481	806,594
Total financial assets		63,978,084	59,594,910
B Non Financial Assets			
(a) Current tax asset (net)			
(b) Deferred tax assets (net)			
(c) Property, Plant and Equipment	6	630,570	648,336
(d) Intangible assets			
(e) Other non financial assets	7	851,485	801,005
Total non financial assets		1,482,055	1,449,341
Total Assets (A+B)		65,460,137	61,044,251
LIABILITIES AND EQUITY			
C Liabilities			
(I) Financial liabilities			
(a) Payables			
(i) Trade payables			
- Total outstanding dues of micro enterprises and small enterprises			
- Total outstanding dues of creditors other than micro enterprises and small enterprises		-1,840	143,751
(ii) Other payables			
- Total outstanding dues of micro enterprises and small enterprises			
- Total outstanding dues of creditors other than micro enterprises and small enterprises	8	33,950,000	27,941,646
(b) Debt securities		-	-
(c) Borrowings		-	-
(d) Other financial liabilities		-	-
Total financial liabilities		33,948,160	28,085,396
(II) Non Financial liabilities			
(a) Current tax liabilities (net)		-	-
(b) Provisions		-	-
(c) Other non financial liabilities	9	299,435	122,220
Total non financial liabilities		299,435	122,220
D Equity			
(a) Equity Share Capital	10	360,000,000	360,000,000
(b) Other Equity	11	-328,787,457	-327,163,364
Total Liabilities and Equity (C+D)		65,460,138	61,044,252
See Accompanying notes to the financial statements			
As per our report of even date attached		For Mahan Industries Limited	
For, Roopen R Shah & Co.			
Chartered Accountants			
ICAI Firm Reg. No. 119869W			
Sd/-		Sd/-	Sd/-
		Director	Managing Director
		Lailt Sharma	Yogendrakumar Gupta
		DIN: 07151116	DIN :01726701
		Sd/-	
		Chief Financial Officer	
		Sunil Gurnani	
		PAN: AJNPG3441M	
CA ROOPEN R SHAH		Place : Ahmedabad	
Proprietor		Date : 30.05.2022	
Membership No. 107279			
Place : Ahmedabad			
Date : 30.05.2022			

MAHAN INDUSTRIES LIMITED Regd. Office : 3rd Floor, D.K. House, Nr. Mithakhali Underbridge, Ahmedabad-380006 Ph. : 079-26568789, Email ID: mahan.int@gmail.com Web: www.mahan.co.in CIN: L91110GJ11995PLC024053				
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2022				
Sr. No.	Particulars	Note No.	For the Year ended 31st March,	
			2022	2021
	Revenue from operation			
I	Interest income		475,201	
II	Fees and commission income			
III	Sale		5,401,718	3,321,356
IV	Dividend income		14,279	
	Profit On Sale of Unquoted Investment		1,265,697	
	Total revenue from operations (I + II+III)		7,156,895	3,321,356
	Other Income	12	17,688	-1,860
	Total income (I+II+III+IV)		7,174,582	3,319,496
	Expenses			
V	Finance cost	13	13,236	10,205
VI	Employee benefit expense	14	1,804,973	1,579,745
VII	Depreciation and amortisation expenses	6	17,766	18,772
VIII	Purchase of stock / Share	15	5,907,006	3,609,396
IX	Changes in inventories	16	-398,887	-455,100
X	Other Expenses	17	1,454,581	1,134,618
XI	Diminution (Gain) in Value of unquoted investments			18,569,058
XII	Diminution (Gain) in Value of Long term Investments			
	Bad debts & Loan Written off			10,937,837
	Income Tax Exp earlier years paid written off/STT/MAT Written off/			75,447
XIV	Total expenses (IV)		8,798,675	35,479,978
	Profit before tax for continuing operations		-1,624,092	-32,160,481
XV	Tax expense:			
	(1) Current Tax			
	(2) Deferred tax			
	Profit After Tax (V-VI)		-1,624,092	-32,160,481
XVI	Other Comprehensive Income			
-	Items that will not be reclassified to profit or loss:			
	Remeasurement gains/loss			
-	Items that will be reclassified to profit or loss:			
	Changes in fair value			
XV	Total Comprehensive Income for the Year		-1,624,092	-32,160,481
XVI	Earnings per equity share: (nominal value of share 10/-)			
	(1) Basic		-0.05	-0.89
	(2) Diluted		-0.05	-0.89
See Accompanying notes to the financial statements			For Mahan Industries Limited	
As per our report of even date attached				
For, Roopen R Shah & Co.				
Chartered Accountants				
ICAI Firm Reg. No. 119869W				
Sd/-			Sd/-	Sd/-
			Director	Managing Director
			Lailt Sharma	Yogendrakumar Gupta
			DIN:07151116	DIN:01726701
			Sd/-	
			Chief Financial Officer	
CA ROOPEN R SHAH			Sunil Gurnani	
Proprietor			PAN: AJNPG3441M	
Membership No. 107279				
Place : Ahmedabad			Place : Ahmedabad	
Date : 30.05.2022			Date : 30.05.2022	

Statement of Changes in Equity For the year ended 31st March, 2022									
Statement of Changes in Equity									
Equity Share Capital	NUMBERS	"□"							
As at March 31 ,2021	36,000,000	360,000,000							
Issue of equity Shares									
As at Marchr 31 ,2022	36,000,000	360,000,000							
Reconciliation of Other Equity as at 31st March 2022									
Particulars	Reserves and Surplus				Other Comprehensive Income				Total
	Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earnings	Effective portion of Cash Flow Hedge	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Remeasurements of Defined Benefit Plans	
Balance at the beginning of the reporting period	9,000,000	0		-336,163,364	0	0	0	0	-327,163,364
Depreciation transferred (to)/from Revaluation Reserve	0	0	0	0	0	0	0	0	0
Dividend on Equity Shares	0	0	0		0	0	0	0	0
Tax on Dividend	0	0	0		0	0	0	0	0
Loss on Mark to Market of Hedging Instruments designated and effective as Hedges of Future Cash Flow	0	0	0	0	0	0	0	0	0
Loss for the year	0	0	0	-1,624,092	0	0	0	0	-1,624,092
Balance at the end of the reporting period	9,000,000	0	0	-337,787,457	0	0	0	0	-328,787,457
Reconciliation of Other Equity as at 31st March 2021									
Particulars	Reserves and Surplus				Other Comprehensive Income				Total
	Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earnings	Effective portion of Cash Flow Hedge	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Remeasurements of Defined Benefit Plans	
Balance at the beginning of the reporting period	9,000,000	0		-304,002,884	0	0	0	0	-295,002,884
Depreciation transferred (to)/from Revaluation Reserve	0	0	0	0	0	0	0	0	0
Dividend on Equity Shares	0	0	0		0	0	0	0	0
Tax on Dividend	0	0	0		0	0	0	0	0
Loss on Mark to Market of Hedging Instruments designated and effective as Hedges of Future Cash Flow	0	0	0	0	0	0	0	0	0
Loss for the year	0	0	0	-32,160,481	0	0	0	0	-32,160,481
Balance at the end of the reporting period	9,000,000	0	0	-336,163,364	0	0	0	0	-327,163,364

MAHAN INDUSTRIES LIMITED Regd. Office : 3rd Floor, D.K. House, Nr. Mithakhali Underbridge, Ahmedabad-380006 Ph. : 079-26568789, Email ID: mahan.int@gmail.com Web: www.mahan.co.in CIN: L91110GJ11995PLC024053 Statement of Cash Flow the year ended on 31st March, 2022			
Sr. No.	Particulars	For the Year ended 31st March,	
		2022	2021
1	Cash flow from Operating Activities		
	Profit Before Tax as per statement of Profit & Loss	-1,624,092	-32,160,481
	Adjusted for:		
	Depreciation and amortization expenses	17,766	18,772
	Non Cash Expenditure	-	-
	Net Gain/ Loss on Valuation of Investment [FVTPL]	-	-
	Sub-total (a)	-1,606,326	-32,141,709
	Changes in Working Capital		
	(Increase)/Decrease in Current Assets		
	Trade Receivables	-4,559,630	-31,443,080
	Inventory	-398,887	-455,100
	Other Current Assets	128,732	45,967,493
	Sub-Total (b)	-4,829,785	14,069,313
	Increase/ (Decrease) in Current Liabilities		
	Trade Payables	-145,591	86,379
	Provisions	-	-252,280
	Other current liabilities	177,215	-3,280
	Sub-Total (c)	31,624	-169,181
	Changes in Working Capital (d=b-c)	-4,798,161	13,900,131
	Cash flow from operating activities (a+d)	-6,404,488	-18,241,578
2	Cash flow from Investing Activities		
	Decrease in Current Investment	-	-
	Increase/Decrease in non current assets	-50,480	-106,735
	Cash flow from Investing Activities	-50,480	-106,735
3	Cash flow from Financing Activities		
	Proceeds/(Repayment) of short-Term Borrowings	6,008,354	100,000
	Cash flow from Financing Activities	6,008,354	100,000
	Cash in/(out) flow during the period (4=1+2+3)	-446,611	-18,248,313
	Opg. Balance of Cash & cash equivalents (5)	492,462	171,716
	Clg. balance of Cash and cash equivalents (4+5)	45,851	-18,076,597
	Adjustment for gain / loss on fair valuation of current financial assets measured at FVTPL	-	18,569,057
		45,851	492,460
See accompanying notes to the financial statements			
As per our report of even date attached			
Note 1 Cash flow statement has been prepared under the indirect method as set out in Ind AS-7 on Cash flow statement.			
For, Roopen R Shah & Co.		For Mahan Industries Limited	
Chartered Accountants			
ICAI Firm Reg. No. 119869W			
Sd/-		Sd/- Director Lalit Sharma DIN: 07151116 Sd/-	Sd/- Managing Director Yogendrakumar Gupta DIN :01726701
CA. Roopen R Shah		Chief Financial Officer	
Proprietor		Sunil Gurnani	
Membership No. 107279		PAN: AJNPG3441M	
Place : Ahmedabad		Place : Ahmedabad	
Date :30.05.2022		Date : 30.05.2022	

Note 1

Cash and cash equivalents

"□"

Particulars	(□) As at 31st March,	
	2022	2021
Cash on Hand	15,902	153,897
Balance with Banks in current account	29,949	338,565
Total	45,851	492,462

Note 2

Trade Receivables (Unsecured and considered Good)

"□"

Particulars	(□) As at 31st March,	
	2022	2021
Trade Receivables (Unsecured and considered Good)	48,637,130	44,077,500
Total	48,637,130	44,077,500

Note 3

Loans

"□"

Particulars	(□) As at 31st March,	
	2022	2021
Advances other than capital Advances		
Deposits (Unsecured and considered Good)	14,121	14,121
Other Advances (Unsecured and considered Good)	14,075,201	0
Total	14,089,322	14,121

Note 4

Investments (Non-Current)

"□"

Particulars	No. of Shares/Units		(□) As at 31st March,	
	2022	2021	2022	2021
Unquoted investments				
Equity shares of,				
Kalyan Toll Highways Pvt Ltd	0	1,406,330	0	14,203,933
DK Association	3	3	300	300
Total			300	14,204,233
Investment In RCM Written of as in MCLT Insolvency			0	18,569,058

Note 5

Inventories

"□"

Particulars	(□) As at 31st March,	
	2022	2021
Inventory of shares	1,205,481	806,594
Total	1,205,481	806,594

Note : Refer Note No 15 in notes to accounts

Note 7

Other non financial assets

"□"

Particulars	(□) As at 31st March,	
	2022	2021
Advances to staff	0	67,304
Balance with government authorities	851,485	733,701
Total	851,485	801,005

Note 6

Property, Plant & Equipments

A Reconciliation of Carrying Amount for the year ended on March 31, 2022

"□"

Particulars	Software	Office Building	Plant & Equipment	Computer Equipment	Furniture & fixtures	Office Equipments	Total
Gross Carrying Value as on April 1, 2021	16,102	954,322	38,300	834,820	504,436	235,488	2,583,468
Additions during the year	0	0	0	0	0	0	0
Deletions during the year	0	0	0	0	0	0	0
Gross Carrying Value as on March 31, 2022	16,102	954,322	38,300	834,820	504,436	235,488	2,583,468
Accumulated depreciation as on April 1, 2021	12,074	390,671	36,382	793,079	479,213	223,713	1,935,132
Depreciation for the year	3,018	14,748	0	0	0	0	17,766
Adjustments during the year							
Accumulated depreciation as on March 31, 2022	15,092	405,419	36,382	793,079	479,213	223,713	1,952,898
Net Carrying Value as on March 31, 2022	1,010	548,903	1,918	41,741	25,223	11,775	630,570

B Reconciliation of Carrying Amount for the year ended on March 31, 2021

"□"

Particulars	Software	Office Building	Plant & Equipment	Computer Equipment	Furniture & fixtures	Office Equipments	Total
Gross Carrying Value as on April 1, 2020	16,102	954,322	38,300	834,820	504,436	235,488	2,583,468
Additions during the year	0	0	0	0	0	0	0
Deletions during the year	0	0	0	0	0	0	0
Gross Carrying Value as on March 31, 2021	16,102	954,322	38,300	834,820	504,436	235,488	2,583,468
Accumulated depreciation as on April 1, 2020	8,050	375,923	36,382	793,079	479,213	223,713	1,916,360
Depreciation for the year	4,024	14,748	0	0	0	0	18,772
Adjustments during the year							
Accumulated depreciation as on March 31, 2021	12,074	390,671	36,382	793,079	479,213	223,713	1,935,132
Net Carrying Value as on March 31, 2021	4,028	563,651	1,918	41,741	25,223	11,775	648,336

The Company has elected to continue with the carrying value of all its Property, Plant and Equipment and other intangible assets as recognized in the financial statement as at the date of transition to Ind As, measured as per the previous GAAP and use that as the deemed cost as at the transition date pursuant to the exemption under Ind AS 101

Note 8

Other Payables

"□"

Particulars	As at 31st March,	
	2022	2021
Unsecured Loan from Related Party repayable on demand	33,950,000	27,941,646
Total	33,950,000	27,941,646

Note 9

Other non financial Liabilities

"□"

Particulars	As at 31st March,	
	2022	2021
Other Payables	116,836	116,500
Provision for employee benefits	125,400	5,720
Interest Payable	57,199	
Total	299,435	122,220

Note 11

Other Equity

"□"

Particulars	Reserves & Surplus		Total
	Capital Reserve	Retained Earnings	
Balance as at 01/04/2020	9,000,000	-304,002,884	-295,002,884
Loss for the Year	0	-32,160,481	-32,160,481
Balance as at 31/03/2021	9,000,000	-336,163,364	-327,163,364
Balance as at 01/04/2021	9,000,000	-336,163,364	-327,163,364
Loss for the Year	0	-1,624,092	-1,624,092
Balance as at 31/03/2022	9,000,000	-337,787,457	-328,787,457

Note 10

Share Capital

Authorised, Issued, Subscribed and Fully paid up shares

Share Capital	As at 31 March, 2022		As at 31 March, 2021	
	Number	"□"	Number	"□"
Authorised shares	37300000	373000000	37300000	373000000
Equity Shares of □ 10 each				
Issued, subscribed and fully paid up shares	36000000	360000000	36000000	360000000
Equity Shares of □ 10 each				
Total issued, subscribed and fully paid-up share capital	36000000	360000000	36000000	360000000
The company has only one class of shares referred to as Equity shares having face value of Rs. 10 /- each. Each holder of Equity share is entitled to one vote per share.				
In the event of liquidation of the company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exists currently. The distribution will be in proportion to the number of shares held by the shareholders.				
81				

Note 12

Other income

"□"

Particulars	For the Year Ended on 31st March,	
	2022	2021
Interest On IT Refund	44	
Profit/Loss on Intraday Trading	17,644	-1,860
Total	17,688	-1,860

Note 13

"□"

Finance cost

Particulars	For the Year Ended on 31st March,	
	2022	2021
Interest on Margin Funding	12,823	8,774
Other Interest	413	1,431
Total	13,236	10,205

Note 14

"□"

Employee benefits expense

Particulars	For the Year Ended on 31st March,	
	2022	2021
Director's Remuneration	25,000	325,000
Salary & Bonus	1,626,611	1,235,440
Staff Welfare Expenses	153,362	19,305
Total	1,804,973	1,579,745

Note 15

"□"

Purchase of Stock-In-Trade

Particulars	For the Year Ended on 31st March,	
	2022	2021
Purchase of shares	5,907,006	3,609,396
Total	5,907,006	3,609,396

Note 16

Changes in inventories of Stock-In-Trade

"□"

Particulars	For the Year Ended on 31st March,	
	2022	2021
Inventory of shares at the beginning of the year	806,594	351,494
Inventory of shares at the closing of the year	1,205,481	806,594
Changes in inventory	-398,887	-455,100

Note 17

Other expense

"□"

Particulars	For the Year Ended on 31st March,	
	2022	2021
Auditors Remuneration	70,800	70,800
Listing Fees	300,000	300,000
Miscellaneous Expenses	766,750	522,142
NSDL-CDSL Charges	175,000	188,600
Rates & Taxes (AMC Tax)	27,040	25,287
Repairs & Maintenance	114,990	27,789
Total	1,454,580	1,134,618
83		



MAHAN INDUSTRIES LIMITED

(CIN: L91110GJ1995PLC024053)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

A. Company Overview

MAHAN INDUSTRIES LIMITED ("the Company") is public limited company and domiciled in India and is incorporated as per the provisions of the Companies Act with its registered office located at D K house, 3rd Floor, Nr Mithakhali Underbridge, Navrangpura, Ahmedabad, Gujarat. The Company is listed on the Bombay Stock Exchange (BSE).

B. Significant Accounting Policies

Basis of Preparation and Presentation

Statement of Compliance

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) Amendment Rules, 2016. The financial statements up to year ended March 31, 2022 were prepared in accordance with the accounting standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) and other relevant provisions of the Act. Previous period figures in the financial statements have been restated in Ind AS.

Basis of Measurement

The standalone financial statements have been prepared on a historical cost basis, on the accrual basis of accounting except for certain financial assets and liabilities measured at fair value at the end of each reporting period, as explained in relevant schedule notes.

Functional and presentation currency

Indian rupee is the functional and presentation currency.

Use of estimates

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions.

These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements are:

- Useful lives of Property, plant and equipment
- Valuation of financial instruments
- Provisions and contingencies
- Income tax and deferred tax
- Measurement of defined employee benefit obligations
- Export Incentive

**Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable.

Sale of Goods

Revenue from sale of goods is recognized when the Company transfers all significant risks and rewards of ownership to the buyer, while the Company retains neither continuing managerial involvement nor effective control over the products sold.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

Property, Plant and Equipment**Cost:**

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

The cost comprises the purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the company and the cost of the item can be measured reliably.

All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Depreciation methods, estimated useful lives and residual value

Depreciation on property, plant and equipment is provided using the written down method based on the useful life of the assets as estimated by the management and is charged to the Statement of Profit and Loss as per the requirements of Schedule II of the Act. The estimate of the useful life of the assets has been assessed based on technical advice which considered the nature of the asset, the usage of the asset, expected physical wear and tear, the operating conditions of the asset, anticipated technological changes, manufacturers warranties and maintenance support, etc.

Depreciation on items of property, plant and equipment acquired / disposed off during the year is provided on pro-rata basis with reference to the date of addition / disposal. Cost of lease-hold land is amortized equally over the period of lease.



The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

De-recognition:

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset at the time of disposal and are recognized in the statement of profit and loss.

Impairment Losses

At the end of each reporting period, the Company determines whether there is any indication that its assets (property, plant and equipment, intangible assets and investments in equity instruments in subsidiaries carried at cost) have suffered an impairment loss with reference to their carrying amounts. If any indication of impairment exists, the recoverable amount (i.e. higher of the fair value less costs of disposal and value in use) of such assets is estimated and impairment is recognised, if the carrying amount exceeds the recoverable amount.

When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Inventories

Inventories are taken as verified, valued and certified by the management. Inventories are stated at lower of cost and net realisable value.

Cost of inventories is determined as follows:

Shares - At lower of cost or net realizable value

Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursements will be received and the amount of the receivable can be measured reliably.

Contingent liability is disclosed for possible obligations which will be confirmed only by future events not within the control of the Company or present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.



Contingent Assets are not recognized since this may result in the recognition of income that may never be realized.

Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets:

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Classification of financial assets

The financial assets are initially measured at fair value. Transaction costs that are directly attributable to the acquisition of financial assets are added to the fair value of the financial assets on initial recognition.

After initial recognition:

(i) Financial assets (other than investments) are subsequently measured at amortised cost using the effective interest method.

Effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Investments in debt instruments that meet the following conditions are subsequently measured at amortised cost:

- The asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments on principal and interest on the principal amount outstanding.

Income on such debt instruments is recognised in profit or loss and is included in the "Other Income".

The Company has not designated any debt instruments as fair value through other comprehensive income.

(ii) Financial assets (i.e. investments in instruments other than equity of subsidiaries) are subsequently measured at fair value.

Such financial assets are measured at fair value at the end of each reporting period, with any gains (e.g. any dividend or interest earned on the financial asset) or losses arising on re-measurement recognised in profit or loss and included in the "Other Income".

Investments in equity instruments of subsidiaries

The Company measures its investments in equity instruments of subsidiaries at cost in accordance with Ind AS 27. At transition date, the Company has elected to continue with the carrying value of such investments measured as per the previous GAAP and use such carrying value as its deemed cost.

**Impairment of financial assets:**

A financial asset is regarded as credit impaired when one or more events that may have a detrimental effect on estimated future cash flows of the asset have occurred. The Company applies the expected credit loss model for recognising impairment loss on financial assets (i.e. the shortfall between the contractual cash flows that are due and all the cash flows (discounted) that the Company expects to receive).

De-recognition of financial assets:

The Company de-recognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. On de-recognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in the Statement of profit and loss.

Financial liabilities and equity instruments***Equity instruments***

Equity instruments issued by the Company are classified as equity in accordance with the substance and the definitions of an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the "Finance Costs".

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

De-recognition of financial liabilities

The Company de-recognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.



C. Critical Accounting judgements and key sources of estimation uncertainty

The preparation of financial statements in conformity with Ind AS requires the Company's Management to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities recognised in the financial statements that are not readily apparent from other sources. The judgements, estimates and associated assumptions are based on historical experience and other factors including estimation of effects of uncertain future events that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates (accounted on a prospective basis) and recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods of the revision affects both current and future periods.

The following are the key estimates that have been made by the Management in the process of applying the accounting policies:

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value are measured using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions relating to these factors could affect the reported fair value of financial instruments.

Allowance for doubtful trade receivables

Trade receivables do not carry any interest and are stated at their nominal value as reduced by appropriate allowances for estimated irrecoverable amounts.

Estimated irrecoverable amounts are derived based on a provision matrix which takes into account various factors such as customer specific risks, geographical region, product type, currency fluctuation risk, repatriation policy of the country, country specific economic risks, customer rating, and type of customer, etc.

Individual trade receivables are written off when the management deems them not to be collectable.

Earnings Per Share

Particulars	2021-2022	2020-2022
Basic	(0.05)	(0.89)
Diluted	(0.05)	(0.89)
Face Value of each Equity Share	10	10
Profit for the year attributable to Equity Shareholders	(16,24,092)	(3,21,60,481)
Weighted average number of equity shares used in the calculation of earnings per share	3,60,00,000	3,60,00,000

Related Party Transactions

Related party disclosures, as required by Ind AS 24, "Related Party Disclosures", are given below

(A) Particulars of related parties and nature of relationships

I. Key Management Personnel

Yogendrakumar Gupta (Managing Director)
Jeegneshkumar Devganiya (Company Secretary)
Sunil Gurnani (CFO)

**(B) Related Party transactions and balances**

The details of material transactions and balances with related parties (including those pertaining to discontinued operations) are given below:

a) Transaction during the year	As at March 31, 2022	As at March 31, 2021
Remuneration Paid		
Manik Dattatrey	25,000	3,00,000
Sunil Gurnani	6,60,000	6,60,000
	6,85,000	9,60,000
Loan Taken		
Yogendrakumar Gupta	54,25,000	4,40,000
	54,25,000	4,40,000
Loan Repaid		
Yogendrakumar Gupta	14,16,646	3,40,000
	14,16,646	3,40,000
Salary Paid		
Jeegneshkumar Devganiya	1,30,000	1,40,000
	1,30,000	1,40,000
b) Balances at the end of the year	As at March 31, 2022	As at March 31, 2021
Loan Received		
Yogendrakumar Gupta	3,19,50,000	2,79,41,646
	3,19,50,000	2,79,41,646

For, Roopen R Shah & Co
Chartered Accountants
Firm Reg. No. 119869W

Sd/-

Roopen R Shah
Proprietor
M.No:-107279
Place: Ahmedabad
Date :30.05.2022

For Mahan Industries Limited

Sd/- Sd/- Sd/-
Director Managing Director
Lalit Sharma Yogendrakumar Gupta
DIN :07151116 DIN: 01726701

Sd/-
Chief Financial Officer
Sunil Gurnani
PAN:AJNPG3441M
Place :Ahmadabad
Date :30.05.2022

MAHAN INDUSTRIES LIMITED
3RD FLOOR D K House,
Nr. Mithakhali Underbridge ,
Mithakhali ,
Ahmedabad-380006, Gujarat