

Date: September 07, 2020

To  
**Bombay Stock Exchange Limited,**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400001.

**Scrip Code:** 538401

**Subject:** 11<sup>th</sup> Annual General Meeting of the members of the Company.

Dear Sir / Madam,

This is to inform that the 11<sup>th</sup> Annual General Meeting of Ani Integrated Services Limited will be held on Wednesday on 30<sup>th</sup> September, 2020 at 04.00 P.M. through Video Conferencing.

The Integrated Annual Report for the Financial Year 2019-20, including the Notice convening the Annual General Meeting which has been dispatched to shareholders of the Company is attached herewith.

The Company will provide to its members the facility to cast their vote(s) on all resolutions set out in the Notice by electronic means ("e-voting").

This is for your information and records.

**For Maestros Electronics & Telecommunications Systems Limited**



**Balkrishna Tendulkar**  
**Managing Director**  
**DIN:** 02448116  
**Address:** 3003, Relish Apartment,  
Nirmal Lifestyle, ACC Compound Road,  
Mulund (West), Mumbai – 400080.



# MAESTROS ELECTRONICS & TELECOMMUNICATIONS SYSTEMS LIMITED

11<sup>th</sup> ANNUAL REPORT

**2019-2020**

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## CORPORATE INFORMATION

### BOARD OF DIRECTORS

**Mr. Balkrishna Kamalakar Tendulkar (DIN: 02448116)**  
*Chairman & Managing Director*

**Ms. Vasundhara Atre (DIN: 02937582)**  
*Non-Executive Independent Director*

**Mr. Kiran Vasant Bhide (DIN: 00679844)**  
*Non-Executive Independent Director*

**Mr. Sujay Manohar Kulkarni (DIN:00227027)**  
*Non-Executive Director (Appointed w.e.f. August 14<sup>th</sup>, 2019)*

**Mr. Sanjeev Vijayan**  
*Chief Financial Officer (Appointed w.e.f. May 30<sup>th</sup>, 2019)*

**Ms. Priyanka Jitendra Nagda (Membership No: A58237)**  
*Company Secretary (Appointed w.e.f. May 30<sup>th</sup>, 2019)*  
*(Resigned w.e.f. February 3<sup>rd</sup>, 2020)*

**Ms. Himani Gada (Membership No: A55662)**  
*Company Secretary (Appointed w.e.f. April 1<sup>st</sup>, 2020)*

### BANKERS

**HDFC BANK**  
Plot No.82,  
Sector 17, Vashi  
Navi Mumbai - 400 703

**DENA BANK**  
Turbhe Branch  
Sector 19, Vashi  
Navi Mumbai - 400 703

### REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Pvt. Ltd  
C-101, 1<sup>st</sup> Floor, 247 Park,  
Lal Bahadur Shastri Marg, Vikhroli (West)  
Mumbai - 400083

### REGISTERED OFFICE

Plot No. EL/66, TTC Industrial Area,  
Electronic Zone, Mahape,  
Navi Mumbai - 400 710.

### PLANT LOCATIONS

Plot No. El/66, TTC Industrial Area,  
Electronic Zone, Mahape,  
Navi Mumbai - 400 710.

## NOTICE OF 11<sup>TH</sup> ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE ELEVENTH ANNUAL GENERAL MEETING OF MAESTROS ELECTRONICS & TELECOMMUNICATIONS SYSTEMS LIMITED WILL BE HELD ON WEDNESDAY, SEPTEMBER 30, 2020 AT 04:00 PM THROUGH VIDEO CONFERENCING (“VC”) TO TRANSACT THE FOLLOWING BUSINESS:

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### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet, the Statement of Profit and Loss for the financial year ended March 31, 2020 together with the Report of the Directors and the Auditors thereon.
2. To consider and approve the re-appointment of Sujay Manohar Kulkarni (DIN: 00227027) who retires by rotation and being eligible offers himself for re-appointment.

For Maestros Electronics & Telecommunications Systems Limited

Sd/-

**Balkrishna Kamalakar Tendulkar**

Managing Director

DIN: 02448116

Address: 3003, Relish Apartment,  
Nirmal Lifestyle, ACC Compound Road,  
Mulund (W), Mumbai – 400080.

Date: September 02, 2020

Place: Mumbai

## NOTES:

1. In view of the continuing outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs ('MCA') followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the Annual General Meeting ('AGM') venue is not required and AGM be held through video conferencing ('VC') or other audio visual means ('OAVM'). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and abovementioned MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. The Members of the Company, are encouraged to attend the 11th AGM of the Company through VC mode and vote electronically. Corporate members are required to send a scanned copy (PDF/JPG Format) of the Board Resolution/ Power of Attorney authorizing its representatives to attend and vote at the AGM through VC / OAVM on its behalf pursuant to Section 113 of the Act. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [scrutinisers@mmjc.in](mailto:scrutinisers@mmjc.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
4. Details under regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting, forms integral part of the notice.
5. All the documents referred to in the accompanying notice and Explanatory Statement, shall be available for inspection through electronic mode, basis the request being sent on [cs@metl.in](mailto:cs@metl.in) During the AGM, the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act shall be available for inspection upon login at NSDL e-voting system at <https://www.evoting.nsdl.com>.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available 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. The detailed instructions for joining the Meeting through VC/OAVM form part of the Notes to this Notice.
7. The attendance of the Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. 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 dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with 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.

9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and has been uploaded on the website of the Company at <http://maestroselectronics.com/>. The Notice can also be accessed from the websites of the Stock Exchange Bombay Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
10. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at [cs@metssl.in](mailto:cs@metssl.in) between Wednesday, 23rd September, 2020 (09.00 a.m. IST) and Saturday, 26th September, 2020 (5.00 p.m. IST). Only those Members who have pre-registered themselves as speakers will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
11. Attention of the Members is also invited towards the provisions of Section 125 of the Companies Act, 2013 read together with IEPF (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 which requires the companies to also transfer the Equity shares corresponding to the Dividend which has remained unclaimed and consequently unpaid for a period of seven consecutive years or more.

#### **INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING: -**

1. The remote e-voting period commences on Saturday, 26th September, 2020 at 09:00 am (IST) and ends on Tuesday, 29th September, 2020, at 05:00 pm (IST). During this period, the members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, i.e. Wednesday 23rd September, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.
2. The members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their votes thereat again.
3. Once the vote on a resolution is cast by the member, such member shall not be allowed to change it subsequently.
4. A person who is not a member as on cut-off date should treat this Notice for information purpose only.

#### **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:

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

#### **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 ‘Shareholders/ Members’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services 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 <b>For example</b> , 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 <b>Forexample</b> , 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 <b>For example</b> , if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- b. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- c. 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.
- d. How to retrieve your 'initial password'?
  - 1.) 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'.
  - 2.) 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](http://www.evoting.nsdl.com).
- b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- 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.

**Details on Step 2 are given below:****How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 [scrutinisers@mmjc.in](mailto:scrutinisers@mmjc.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to Ms. Sarita Mote at [evoting@nsdl.co.in](mailto: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 [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
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 [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

**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.

- 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:**

- Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 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.
- 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 [cs@metssl.in](mailto:cs@metssl.in) The same will be replied by the company suitably.

**Annexure to the Notice**

**Particulars of Directors seeking Appointment / Reappointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Secretarial Standards-2 prescribed for General Meetings:**

Name of Director	Sujay Kulkarni (DIN: 00227027)
Type	Non-Executive Director
Date of Birth	07/01/1974
Age	46 years
Date of Appointment	14/08/2019
No. of Equity Shares held in company as on 31st March, 2020	Nil
Educational Qualification & Expertise in Specific Functional area	B.E. (Computer Engineer)-Mumbai University & SELP-Harvard Business School USA Expertise in Automation systems and software. Two patents in this area. Management and operations of electronics manufacturing
Experience	25 Years
Date of first appointment	14/08/2019
Directorships held in other Companies	Ashida Electronics Private Limited
Particulars of Committee Chairmanship / Membership held in other Companies	NIL
Relationship with other Directors inter-se	Not Applicable



No. of board meetings attended during the Financial year 2019-20	1
Remuneration Sought to be paid	-
Remuneration last paid	-

For **Maestros Electronics & Telecommunications Systems Limited**

Sd/-

**Balkrishna Kamalakar Tendulkar**

Managing Director

DIN: 02448116

Address: 3003, Relish Apartment,  
Nirmal Lifestyle, ACC Compound Road,  
Mulund (W), Mumbai – 400080.

Date: September 02, 2020

Place: Mumbai

## BOARD'S REPORT

Dear Shareholders,

Your Directors have pleasure in presenting their Eleventh Annual Report together with the Audited Accounts of the Company for the period ended 31<sup>st</sup> March, 2020.

### Financial Highlights

(Amount in Rs.)

Particulars	2019-20	2018-19
Total Income	14,00,98,780	10,10,81,233
Expenses	13,49,05,666	9,63,93,189
Profit & (Loss) before Extraordinary items & Tax	51,93,114	46,88,044
Exception and Extraordinary items	-	-
<b>Profit &amp; (Loss) before Tax</b>	<b>51,93,114</b>	<b>46,88,044</b>
Less: Tax expense	15,28,562	12,44,304
Profit/Loss after tax	36,64,553	34,43,740
Other Comprehensive Income	(1,45,899)	2,70,613
Total Comprehensive Income	<b>35,18,654</b>	<b>37,14,353</b>

### Review of Performance

The total revenue from the operations for the year ended March 31, 2020 amounted to Rs. 13,54,41,561 as against Rs. 9,53,18,737 in a previous financial year 2018-19, and has increased by 42.09 % over the last year.

Focus efforts have been placed on expanding the end applications of our product line over the last several years which has helped in yield strong results this year, offering healthy sustainability for the years to come. This diversification, in end application has also simultaneously diversified clients and end destinations for Company's products globally, de-risking our portfolio from any single customer, application or market.

Because of your company's product quality standards, we have been able to maintain steady relationships with our long-standing customers along with building relationships with several new customers.

The company has a very strong order book position and expected to maintain the same or higher growth trend. The cost control at every stage of operations with the increase level of operations resulted in product cost improvement.

### Nature of Business

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

### Transfer to Reserves

In order to conserve the resources, the Directors have decided to retain and had not transferred any amount to General Reserve for the financial year 2019-2020.

### Dividend

With a view to conserve resources for funding any future business requirements and expansion plans, the Directors have not recommended any dividend for the financial year 2019-20.

## Unpaid Dividend & IEPF

The Company has not transferred any amount to the Investor Education & Protection Fund (IEPF) and no amount is lying in Unpaid Dividend A/c of the Company.

## Material changes and commitments, if any, affecting the Financial Position of the Company

The company has signed an agreement on April 22, 2019 with the Government of the Republic of India, Integrated Headquarters Ministry of Defense (Navy), for Implementation and Operationalization of Telemedicine of Indian Naval Ships/Submarines and Hospitals. The order is worth Rs. 91.65 Crores.

Being a government order, it carries a risk of project execution delays and payment realisation delays usually associated with any large Government implementations.

## Report on Performance of Subsidiaries, Associates and Joint Venture Companies

During the year under review, your Company did not have any subsidiary, associate and joint venture company

## Deposits

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act 2013 ("the Act") read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review. Hence, the requirement for furnishing of details relating to deposits covered under Chapter V of the Act or the details of deposits which are not in compliance with the Chapter V of the Act is not applicable.

## Directors and Key Managerial Personnel

Director	Category
Mr. Balkrishna Kamalakar Tendulkar	Chairman & Managing Director
Mr. Sujay Mahonar Kulkarni	Non-Executive Director*
Ms. Vasundhara Atre	Non-Executive Independent Director
Mr. Kiran Vasant Bhide	Non-Executive Independent Director
Mr. Sanjiv Vijayan	Chief Financial Officer
Ms. Priyanka Nagda	Company Secretary**
Ms. Hiimani Gada	Company Secretary***

\*Mr. **Sujay Mahonar Kulkarni** has been appointed as the Non-Executive Director of the Company with effect from August 14, 2019

\*\*Ms. **Priyanka Nagda** has resigned as the Company Secretary of the Company with effect from February 03, 2020

\*\*\*Ms. **Himani Gada** has been appointed as the Company Secretary of the Company with effect from April 01, 2020

## Appointment

Mr. Sujay Mahonar Kulkarni has been appointed as the Non-Executive Director of the Company with effect from August 14, 2019.

Ms. Himani Gada has been appointed as the Company Secretary of the Company with effect from April 01, 2020

## Resignation

Pursuant to the disqualification incurred under the provisions of section 164(2) of Companies Act, 2013, Mr. Narendra Prabhakar Mahajani was not able to serve the Board of the Company.

Mr. Nitin Sadashiv Paranjape has resigned from the Board of Directors with effect from 10<sup>th</sup> July, 2019.

### Retirement by Rotation

In terms of Section 149 & 152(6) of the Companies Act, 2013 along with the rules and in accordance with the Articles of Association made thereunder, stipulate that at least 2/3<sup>rd</sup> of the Directors of the Company other than independent directors, are liable to retire by rotation every year, 1/3<sup>rd</sup> of which shall retire at the Annual General meeting of the Company. Accordingly, Mr. Sujay Manohar Kulkarni (DIN: 00227027) retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. He has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

### Declaration by Independent Director

During the Financial Year under review, declarations were received from all Independent Directors of the Company that they satisfy the “criteria of Independence” as defined under Regulation 16(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of Section 149(6) of the Companies Act, 2013, the Schedules and Rules framed there under.

None of the Non-Executive Directors had any pecuniary relationships or transactions with the Company which may have potential conflict with the interests of the Company at large.

### Evaluation by Independent Director

In a separate meeting of Independent Directors, performance of non-independent directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of executive director.

### Number of Board Meetings

During the Financial year 2019-20, total 8 (Eight) meetings of the Board of Directors were held on the following dates respectively,

Dates on which the Meetings were held	Attendance of Directors					
	Mr. Balkrishna Tendulkar	Mr. Kiran Bhide	Mr. Narendra Mahajani	Mr. Nitin Paranjape	Mr. Sujay Kulkarni	Mrs. Vasundhara Atre
30/05/2019	Present	Absent	Present	Present	NA	Present
27/06/2019	Present	Present	N.A.*	Present	NA	Absent
22/07/2019	Present	Present	NA	NA	NA	Present
14/08/2019	Present	Present	NA	NA	NA	Present
01/11/2019	Present	Present	NA	NA	Absent	Present
14 /11/2019	Present	Present	NA	NA	Present	Present
06/01/2020	Present	Present	NA	NA	Absent	Present
14/02/2020	Present	Present	NA	NA	Absent	Present

\* NA = Not Associated

The Company has complied with the applicable Secretarial Standards in respect of all the above-Board meetings.

## Committees of the Board

The Board of Directors of your Company has constituted the following committees in terms of the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

- **Audit Committee**

Pursuant to the provisions of Section 177 of the Companies Act, 2013, the company has constituted an Audit Committee of the Directors; the composition of the same is in accordance with the Act. The object of the Audit Committee is to monitor and effectively supervise the Company's financial reporting process with a view to provide accurate, timely and proper disclosure and oversee the integrity and quality of the financial reporting.

The Committee acts as a link between the Statutory Auditors and the Board of Directors of the Company. The details of Composition and meetings of the Audit Committee have been mentioned below.

**a) Brief description of terms of reference:**

The terms of reference of the Audit Committee are wide enough to cover the matters specified for Audit Committees under Regulation of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 as well as in Section 177 of the Companies Act, 2013.

**b) Composition, Name of Members and Chairperson:**

Sr. No.	Composition	Category of Directorship	Member/ Chairperson
1.	Vasundhara Atre	Non-Executive & Independent Director	Chairperson
2.	Narendra Mahajani*	Non-Executive Director	Member
3.	Mr. Kiran Bhide	Non-Executive & Independent Director	Member
4.	Mr. Sujay Mahohar Kulkarni**	Non-Executive Director	Member

\* Pursuant to the disqualification incurred under the provisions of section 164(2) of Companies Act, 2013, Mr. Narendra Prabhakar Mahajani was not able to serve the Board of the Company.

\*\*Mr. Sujay Mahonar Kulkarni has been appointed as the Non-Executive Director of the Company with effect from August 14, 2019

**c) Meetings and Attendance during the year:**

During the Financial year 2019-20, total 4 (Four) meetings of the respective Committee were held on the following dates respectively,

Sr. No.	Date of meeting	Names of Directors as on the date of meeting	Directors Present
1	30th May, 2019	1. Mrs. Vasundhara Atre 2. Mr. Narendra Mahajani 3. Mr. Kiran Bhide	1. Mrs. Vasundhara Atre 2. Mr. Narendra Mahajani 3. Mr. Kiran Bhide
2	14th August, 2019	1. Mrs. Vasundhara Atre 2. Mr. Kiran Bhide	1. Mrs. Vasundhara Atre 2. Mr. Kiran Bhide
3	14th November, 2019	1. Mrs. Vasundhara Atre 2. Mr. Kiran Bhide 3. Mr. Sujay Kulkarni	1. Mrs. Vasundhara Atre 2. Mr. Kiran Bhide
4	14th February, 2020	1. Mrs. Vasundhara Atre 2. Mr. Kiran Bhide 3. Mr. Sujay Kulkarni	1. Mrs. Vasundhara Atre 2. Mr. Kiran Bhide 3. Mr. Sujay Kulkarni



- **Nomination and Remuneration Committee**

The Company has duly constituted Nomination and Remuneration Committee consisting of three Non-Executive Director out of which half of them are Independent Director complying with the provision of Section 178 of the Companies Act 2013 read with the rules made thereunder & Regulation 19 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

a) **Brief description of terms of reference:**

- To identify person who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director,
- To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board independence Policy of a director and recommend to the Board and managerial personnel and other employees,
- To formulate the criteria for evaluation of Independent Directors and the Board;
- To devise a policy on Board diversity;
- Any other matter as the NRC Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

b) **Composition, Name of Members and Chairperson:**

Sr. No.	Composition	Category of Directorship	Member/ Chairperson	No. of Meetings Attended
1.	Ms. Vasundhara Atre	Non-Executive & Independent Director	Chairperson	2/2
2.	Narendra Mahajani*	Non-Executive Director	Member	1/2
3.	Mr. Sujay Kulkarni	Executive Director	Member	2/2
4.	Mr. Kiran Bhide **	Non-Executive & Independent Director	Member	1/2

\* Pursuant to the disqualification incurred under the provisions of section 164(2) of Companies Act, 2013, Mr. Narendra Prabhakar Mahajani was not able to serve the Board of the Company.

\*\*Mr. Kiran Bhide has been appointed as member with effect from August 07 2019 by passing of circular resolution

c) **Meetings and Attendance during the year:**

Two meeting of the Nomination and Remuneration Committee were held during the year, on 30 May, 2019 and 14 August, 2019.

- **Stakeholders' Relationship Committee**

Pursuant to Section 178 of the Companies Act, 2013 the Board of Directors of the company has constituted, the Stakeholder's Relationship Committee for speedy disposal of Grievances/complaints relating to Shareholders/investors transfer of shares, non-receipt of declared dividend, non-receipt of Balance Sheet and Profit & loss Account etc.

The Company maintains continuous interaction with the Registrar and Transfer Agent of the Company (RTA) and takes proactive steps and actions for resolving complaints/queries of the shareholders/investors. The Committee oversees the performance of the RTA and recommends measures for overall improvement in the quality of investor services. Mr. B.K. Tendulkar has been appointed as the Compliance Officer.

The details regarding composition and meetings of these committees held during the year under review as also the meetings of the Board of Directors are given below:

**a) Name of Non-Executive Director heading the Committee:**

- Mr. Sujay Kulkarni (Chairman)

\* Pursuant to the disqualification incurred under the provisions of section 164(2) of Companies Act, 2013, Mr. Narendra Prabhakar Mahajani (Previous Chairman) was not able to serve the Board of the Company..

**b) Name and Designation of Compliance Officer:**

- Mr. Balkrishna Tendulkar

**c) Number of shareholders' complaints received so far:**

- No complaints were received from the shareholders of the Company during the financial year 2019-20.

**d) Number not solved to the satisfaction of shareholders:**

- Not applicable

**e) Number of pending complaints:**

- Not applicable

- **Meeting of Independent Directors**

In compliance with Schedule IV to the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Independent Directors held their separate meeting without the attendance of non-independent directors and members of management, inter alia, to discuss the following:

01. Review the performance of non-independent directors and the Board as a whole;
02. Review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors; and
03. Assess 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.

All independent directors were present at the meeting, deliberated on the above and expressed their satisfaction.

## **Board Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligation And Disclosure Requirements) Regulations, 2015 the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its various Committees. The evaluation exercise was carried out on various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of the duties and obligations, governance issues, etc. The manner in which the evaluation has been carried out has been explained below:

### **Performance Evaluation criteria:**

Separate exercise was carried out to evaluate the performance of individual Directors including the Chairman by the Nomination and Remuneration committee as per the structured mechanism who were evaluated on following parameters / criteria:

- Participation and contribution by a director,
- Commitment (including guidance provided to senior management outside of Board / Committee meetings),
- Effective deployment of knowledge and expertise,

- Effective management of relationship with stakeholders,
- Integrity and maintenance of confidentiality,
- Independence of behaviour and judgment,
- Observance of Code of Conduct, and
- Impact and influence.

### **Policy on Nomination and Remuneration of Directors, KMPs and other Employees**

In terms of sub-section 3 of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee of the Company has laid down a policy on the selection and appointment of Directors and the Senior Management of the Company and their remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters.

### **Extract of Annual Return**

The extract of the Annual Return in Form MGT – 9 as provided under sub-section (3) of Section 92 of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014 is attached as “**Annexure A**” to this Report.

### **Risk Management**

The Company has structured a robust Risk Management Plan to identify and evaluate various business risks and opportunities. As per the plan, the Audit Committee / Board of Directors will be informed on quarterly basis about various risks identified by the Senior Management, the mitigation plan devised by them, progress on various plans / activities being implemented to mitigate the same and any other risks, newly identified with mitigation plan for them. The Board, upon review, will further guide the Senior Management about risk identification and improvement in mitigation plans. Therewith section 21 with respect to Risk Management Committee is not applicable to the company

### **Adequacy of Internal Controls with reference to Financial Statements**

In accordance with the opinion of the auditors, 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.

### **Vigil Mechanism**

The Company has established a vigil mechanism to enable directors and employees to report genuine concerns and grievances about any incident of violation / potential violation of law or the Code of Conduct laid down by the Company. The mechanism lays down the overall framework and guidelines for reporting genuine concerns.

### **Green Initiatives**

Pursuant to Sections 101 and 136 of the Companies Act, 2013, the Company will be sending Annual Report through electronic mode i.e. email to all the shareholders who have registered their email addresses with the Company or with the Depository to receive Annual Report through electronic mode and initiated steps to reduce consumption of paper.

### **Human Resources**

Employees are considered to be team members being one of the most critical resources in the business which maximize the effectiveness of the Organization. Human resources build the Enterprise and the sense of belonging would inculcate the spirit of dedication and loyalty amongst them towards strengthening the Company’s Policies and Systems. The Company maintains healthy, cordial and harmonious relations with all personnel and thereby enhancing the contributory value of the Human Resources.

## Environment and Safety

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner, so as to ensure safety of all concerned, compliances environmental Regulations and preservation of natural resources. There was no major accident during the year.

## Particulars of Loans, Guarantees and Investments

During the year under review the Company has not made any loans, guarantees and investments under Section 186.

## Transactions with Related Parties

The Company has not entered into any transactions/contracts/arrangements referred to in Section 188(1) of Companies Act, 2013 with related party(ies) as defined under the provisions of Section 2(76) of the Companies Act, 2013, during the financial year under review.

## Directors' Responsibility Statement

Pursuant to the requirements under 134(3)(c) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed:

- a. That in the preparation of the Annual Accounts for the year ended 31<sup>st</sup> March, 2020, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. That the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2020 and of the loss of the Company for the year ended as on that date;
- c. That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. That the directors had prepared the annual accounts for the financial year ended 31<sup>st</sup> March, 2020, on a 'going concern' basis.
- e. That the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively.
- f. That the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## Management Discussion and Analysis Report

The Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the, is given separately which may be taken as forming part as "Annexure B" to this Report.

## Statutory Auditors

M/s DMKH & Co, Chartered Accountants, Mumbai, (Firm Registration Number – 0116886W) were re-appointed as the Statutory Auditors of the Company for conducting the audit of five financial years i.e 2019-20 to 2023-24.

## Observations of Statutory Auditors for the year ended 31<sup>st</sup> March 2020

The observations / qualifications / disclaimers made by the Statutory Auditors in their report for the financial year ended 31<sup>st</sup> March 2020 read with the explanatory notes therein are self-explanatory and therefore, do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

## Secretarial Auditor and its Report

Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 inter-alia requires every listed company to annex with its Board's report, a Secretarial Audit Report given by a Company Secretary in practice, in the prescribed form. The Board appointed M/s. Vijay S Tiwari & Associates, Company Secretaries in Practice, Mumbai, as Secretarial Auditor to conduct Secretarial Audit of the Company for the Financial Year 2019-20 and their report is annexed hereto and marked as "Annexure- C".

### Observations of Secretarial Auditors for the year ended 31<sup>st</sup> March 2020 and Management Reply

Sr. No.	Reference	Observations	Management Reply
1.	Section 138 of the Company Act, 2013	The Company has not appointed Internal Auditor for the Financial Year 2019-20	The Company is in the process of finding suitable professional for position of Internal Auditor of the Company
2.	Regulation 3(5) SEBI (Prohibition of Insider Trading) Regulation 2015	The Company has not maintained a structural digital database as required under Regulation 3(5) SEBI (Prohibition of Insider Trading) Regulation 2015	The company is in the process of seeking best vendor for providing software as required for maintaining database under SEBI (Prohibition of Insider Trading) Regulation 2015

### Reporting of Frauds by Statutory Auditors under Section 143(12)

There were no incidences of reporting of frauds by Statutory Auditors of the Company under Section 143(12) of the Act read with Companies (Accounts) Rules, 2014.

### Maintenance of Cost Records

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is not required to maintain Cost Records under said Rules.

### Public Deposits

During the year under review, your Company has not accepted or invited any deposits from public within the meaning of Chapter V of the Companies Act, 2013 and applicable rules made thereunder or any amendment or re-enactment thereof.

### Particulars of Remuneration to Employees, etc.

The particulars of remuneration to directors and employees and other related information required to be disclosed under Section 197 (12) of the Companies Act, 2013 and the Rules made thereunder are given in "Annexure D" to this Report.

### Particulars regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

#### Conservation of Energy Technology Absorption:

##### Steps taken or impact on conservation of energy:

All the manufacturing facilities continued their efforts to reduce the specific energy consumption. Specific and total energy consumption is tracked at individual factory/block level and also at consolidated manufacturing level. Apart from regular practices and measures for energy conservation, many new initiatives were driven across the units. Some of them are mentioned below

- Use of natural Lightning and natural ventilation
- LED Lights in office in place of CFL in offices
- Encouraging Go Green Initiatives

**The steps taken by the company for utilizing alternate sources of energy:**

The manufacturing units continue to put in effort to reduce specific energy consumption. The Company is evaluating other sources of energy.

**Capital investment on energy conservation equipment's:** N.A.

**Technology Absorption**

Efforts made towards technology absorption, adaptation and innovation and benefits derived as a result of the above efforts e.g. product improvement, cost reduction, product development, import substitution, etc

The Company is in Process of Developing the ways for technology absorption, adaptation and innovation.

In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year): N.A.

Expenditure Incurred on Research and Development: N.A.

**Foreign Exchange Earnings and Outgo**

The Information on foreign exchange earned in terms of actual inflows during the year and the foreign exchange outgo during the year in terms of actual outflows is furnished in the Notes to Accounts.

**General Disclosures**

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

- I. The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.
- II. The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.
- III. The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.
- IV. During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014 is furnished.

**Disclosure regarding Internal Complaints Committee.**

The Company has zero tolerance towards sexual harassment at the workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder.

The Company had constituted a committee called as Internal Complain Committee for prevention and prohibition of Sexual Harassment of woman at workplace and complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 [14 of 2013.]

**Significant and material orders passed by the Regulators, etc.**

There are no significant and material orders passed by the Regulators / Courts / Tribunals which would impact on the going concern status of the Company and its future operations.

### **Corporate Social Responsibility:**

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

### **Secretarial Standards of ICSI**

The Central Government has given approval on April 10, 2015 to the Secretarial Standards specified by the Institute of Company Secretary of India, the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) came into effect from 1 July 2015. The Company is in compliance with the same.

### **Acknowledgements**

Your Directors take this opportunity to express their appreciation to the Investors, Banks, Financial Institutions, Clients, Vendors, Central and State Governments and other Regulatory Authorities for their assistance, continued support, co-operation and guidance.

**For and on behalf of the Board of Directors  
For Maestros Electronics & Telecommunications Systems Limited**

Sd/-

**Balkrishna Tendulkar**

Chairman & Managing Director

DIN: 02448116

Address: 3003, Relish Apartment,

Nirmal Lifestyle, ACC Compound Road,  
Mulund (West), Mumbai – 400080.

Place: Navi Mumbai

Date: September 02, 2020

**Enclosures: Annexures A to D**

**ANNEXURE – A**
**FORM NO. MGT – 9**
**EXTRACT OF ANNUAL RETURN**
**As on the financial year ended on 31.03.2020**
**[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies  
(Management and Administration) Rules, 2014]**
**I. REGISTRATION AND OTHER DETAILS:**

i.	<b>CIN</b>	L74900MH2010PLC200254
ii.	<b>Registration Date</b>	19/02/2010
iii.	<b>Name of the Company</b>	Maestros Electronics & Telecommunications Systems Limited
iv.	<b>Category / Sub-Category of the Company</b>	Company limited by Shares Non-Government company
v.	<b>Address of the Registered office and contact details</b>	Plot No. EL/66, TTC Industrial Area, Electronic Zone, Mahape, Navi Mumbai – 400701
vi.	<b>Whether listed company</b>	Yes Listed on BSE Limited.
vii.	<b>Name, Address and Contact details of Registrar and Transfer Agent</b>	Link Intime India Pvt. Ltd C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai- 400083.

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

<b>Sr. No.</b>	<b>Name and Description of main products / services</b>	<b>NIC Code of the Product / service</b>	<b>% to total turnover of the Company</b>
1.	Electronics and Telecommunication (Industrial Panel Printer)	26309	49
2.	Telemedicine Instrument (Healthcare Product)	2660	51

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: Not Applicable**



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

##### i. Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year 01.04.2019				No. of Shares held at the end of the year 31.03.2020				% Change during the year*
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. PROMOTERS</b>									
<b>(1) INDIAN</b>									
a. Individual /HUF	29,46,850	1,557	29,48,407	59.6510	32,46,850	1557	32,48,407	61.9599	2.3089
b. Central Govt	0	0	0	0	0	0	0	0	0
c. State Govt(s)	0	0	0	0	0	0	0	0	0
d. Bodies Corporate	0	0	0	0	0	0	0	0	0
e. Banks / FI	0	0	0	0	0	0	0	0	0
f. Any Other	0	0	0	0	0	0	0	0	0
<b>Sub-Total A (1) :</b>	<b>29,46,850</b>	<b>1,557</b>	<b>29,48,407</b>	<b>59.6510</b>	<b>32,46,850</b>	<b>1557</b>	<b>32,48,407</b>	<b>61.9599</b>	<b>2.3089</b>
<b>(2) FOREIGN</b>									
a. NRIs - Individuals	0	0	0	0	0	0	0	0	0
b. Others – Individuals	0	0	0	0	0	0	0	0	0
c. Bodies Corporate	0	0	0	0	0	0	0	0	0
d. Banks / FI	0	0	0	0	0	0	0	0	0
e. Any Other	0	0	0	0	0	0	0	0	0
<b>Sub-Total A (2):</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of Promoters A=A (1) +A (2)</b>	<b>29,46,850</b>	<b>1,557</b>	<b>29,48,407</b>	<b>59.6510</b>	<b>32,46,850</b>	<b>1,557</b>	<b>32,48,407</b>	<b>61.9599</b>	<b>2.3089</b>
<b>B. Public Shareholding</b>									
<b>1. INSTITUTIONS</b>									
a. Mutual Funds	0	0	0	0	0	0	0	0	0
b. Banks/Financial Institution	0	0	0	0	0	0	0	0	0
c. Central Govt.	0	0	0	0	0	0	0	0	0
d. State Govt.(s)	0	0	0	0	0	0	0	0	0
e. Venture Capital Funds	0	0	0	0	0	0	0	0	0
f. Insurance Companies	0	0	0	0	0	0	0	0	0
g. Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0
h. Foreign Portfolio Investor	0	0	0	0	0	0	0	0	0
i. Others (specify)	0	0	0	0	0	0	0	0	0
Foreign Bank	11,250	0	11,250	0.2276	11,250	0	11,250	0.2146	-0.0130
<b>Sub-Total B (1) :</b>	<b>11,250</b>	<b>0</b>	<b>11,250</b>	<b>0.2276</b>	<b>11,250</b>	<b>0</b>	<b>11,250</b>	<b>0.2146</b>	<b>-0.0130</b>
<b>1. CENTRAL GOVERNMENT/ STATE GOVERNMENT(S)/ PRESIDENT OF INDIA</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Sub Total (B)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

Category of Shareholders	No. of Shares held at the beginning of the year 01.04.2019				No. of Shares held at the end of the year 31.03.2020				% Change during the year*
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>3. NON-INSTITUTIONS</b>									
a. Individuals									
i. Individual shareholders holding nominal share capital upto Rs.1 lakh	4,05,238	55,861	4,61,099	9.3288	3,69,369	55,059	4,24,428	8.0955	-1.2333
ii. Individual shareholders holding nominal share capital in excess of Rs.1 lakh	9,55,853	0	9,55,853	19.3385	11,70,729	0	11,70,729	22.3304	2.9919
b. NBFCs registered with RBI	0	0	0	0	0	0	0	0	0
c. Overseas Depositories	0	0	0	0	0	0	0	0	0
d. Employee Trusts	0	0	0	0	0	0	0	0	0
e. Others (specify)									
i Hindu Undivided Family	82,191	0	82,191	1.6629	77,436	0	77,436	1.4770	-0.1859
ii Non-Resident Indians (Non Repat)	3,025	0	3,025	0.0612	2,325	0	2,325	0.0443	-0.0169
iii Non-Resident Indians (Repat)	58,786	0	58,786	1.1893	9,713	0	9,713	0.1853	-1.0040
iv Clearing Member	25,088	1,733	26,821	0.5426	1,915	1,733	3,648	0.0696	-0.4730
v Bodies Corporate	3,87,826	7,500	3,95,326	7.9981	2,87,322	7,500	2,94,822	5.6234	-2.3747
<b>Sub-Total B(3) :</b>	<b>19,18,007</b>	<b>65,094</b>	<b>19,83,101</b>	<b>40.1213</b>	<b>1,918,809</b>	<b>64,292</b>	<b>19,83,101</b>	<b>37.8255</b>	<b>-2.2958</b>
<b>Total Public Shareholding B=B(1) +B(2) + B(3) :</b>	<b>19,29,257</b>	<b>65094</b>	<b>19,94,351</b>	<b>40.3490</b>	<b>1930059</b>	<b>64,292</b>	<b>19,94,351</b>	<b>38.0401</b>	<b>-2.3089</b>
<b>C. Non-Promoter - Non-Public</b>									
1. CUSTODIAN/DR HOLDER	0	0	0	0	0	0	0	0	0
2. EMPLOYEE BENEFIT TRUST (UNDER SEBI (SHARE BASED EMPLOYEE BENEFIT) REGULATIONS, 2014)	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C):</b>	<b>48,76,107</b>	<b>66,651</b>	<b>49,42,758</b>	<b>100.0000</b>	<b>51,76,909</b>	<b>65849</b>	<b>52,42,758</b>	<b>100.0000</b>	

**ii. Shareholding of the Promoters:**

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (01.04.2019)			Shareholding at the end of the Year (31.03.2020)			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Mr. Balkrishna Kamalakar Tendulkar	24,38,713	49.3391	0	27,38,713	52.238	6,94,802	2.8989
2	Dr Nitin Sadashiv Paranjape	4,57,099	9.2479	0	4,57,099	8.7187		-0.5292
3	Mr. Narendra Mahajani	50,750	1.0268	0	50,750	0.968		-0.0588

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (01.04.2019)			Shareholding at the end of the Year (31.03.2020)			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
8	Mr. Bakhle Dhananjay Sadashiv	900	0.0182	0	900	0.0172		-0.001
9	Mr. Nandlal Bhimrajka	657	0.0133	0	657	0.0125		-0.0008
10	Mrs. Chitralekha K Menon	151	0.0031	0	151	0.0029		-0.0002
11	Mr. Krishna Kumar Menon	137	0.0028	0	137	0.0026		-0.0002
	<b>TOTAL</b>	<b>29,48,407</b>	<b>59.6510</b>	<b>0</b>	<b>32,48,407</b>	<b>61.9599</b>	<b>6,94,802</b>	<b>2.3089</b>

### iii. Change in Promoters' Shareholding:

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
<b>1.</b>	<b>Mr. Balkrishna Kamalakar Tendulkar</b>				
	At the beginning of the year	24,38,713	46.5158	24,38,713	46.5158
	Change during the year:				
	Allotment on 16/08/2019	3,00,000	5.7222	27,38,713	52.2380
	<b>At the End of the year</b>	<b>27,38,713</b>	<b>52.2380</b>	<b>27,38,713</b>	<b>52.2380</b>
<b>2.</b>	<b>Dr. Nitin Sadashiv Paranjape</b>				
	At the beginning of the year	4,57,099	8.7187	4,57,099	8.7187
	No Change during the year	-	-	-	-
	<b>At the End of the year</b>	<b>4,57,099</b>	<b>8.7187</b>	<b>4,57,099</b>	<b>8.7187</b>
<b>3.</b>	<b>Mr. Narendra Mahajani</b>				
	At the beginning of the year	50,750	0.9680	50,750	0.9680
	No Change during the year	-	-	-	-
	At the End of the year	50,750	0.9680	50,750	0.9680
<b>4.</b>	<b>Mr. Bakhle Dhananjay Sadashiv</b>				
	At the beginning of the year	900	0.0172	900	0.0172
	No Change during the year	-	-	-	-
	At the End of the year	900	0.0172	900	0.0172
<b>5.</b>	<b>Mr. Nandlal Bhimrajka</b>				
	At the beginning of the year	657	0.0125	657	0.0125
	No Change during the year	-	-	-	-
	At the End of the year	657	0.0125	657	0.0125
<b>6.</b>	<b>Mrs. Chitralekha K Menon</b>				
	At the beginning of the year	151	0.0029	151	0.0029
	No Change during the year	-	-	-	-
	<b>At the End of the year</b>	<b>151</b>	<b>0.0029</b>	<b>151</b>	<b>0.0029</b>
<b>7.</b>	<b>Mr. Krishna Kumar Menon</b>				
	At the beginning of the year	137	0.0026	137	0.0026
	No Change during the year	-	-	-	-
	<b>At the End of the year</b>	<b>137</b>	<b>0.0026</b>	<b>137</b>	<b>0.0026</b>

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

Sr. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
<b>1.</b>	<b>Vinayak Deshpande</b>				
	At the beginning of the year	1,59,762	3.0473	1,59,762	3.0473
	No Change during the year	-	-	-	-
	<b>At the End of the year</b>	<b>1,59,762</b>	<b>3.0473</b>	<b>1,59,762</b>	<b>3.0473</b>
<b>2.</b>	<b>Bipin Ramchandra Kulkarni</b>				
	At the beginning of the year	1,04,298	1.9894	1,04,298	1.9894
	No Change during the year	-	-	-	-
	At the End of the year	1,04,298	1.9894	1,04,298	1.9894
<b>3.</b>	<b>Evermore Commodity Brokers Private Limited</b>				
	At the beginning of the year	98,137	1.8719	98,137	1.8719
	No Change during the year	-	-	-	-
	<b>At the End of the year</b>	<b>98,137</b>	<b>1.8719</b>	<b>98,137</b>	<b>1.8719</b>
<b>4.</b>	<b>Premlata Ramesh Saraogi</b>				
	At the beginning of the year	78,750	1.5021	78,750	1.5021
	No Change during the year	-	-	-	-
	At the End of the year	78,750	1.5021	78,750	1.5021
<b>5.</b>	<b>Greyhound Enterprises Pvt. Ltd</b>				
	At the beginning of the year	64,500	1.2303	64,500	1.2303
	No Change during the year	-	-	-	-
	<b>At the End of the year</b>	<b>64,500</b>	<b>1.2303</b>	<b>64,500</b>	<b>1.2303</b>
<b>6.</b>	<b>Minesh Dharnendra Shah</b>				
	At the beginning of the year	54,498	1.0395	54,498	1.0395
	Transfer (Purchase): 02.08.2019	820	0.0156	55,318	1.0551
	Transfer (Purchase): 09.08.2019	574	0.0110	55,892	1.0661
	Transfer (Purchase): 16.08.2019	1180	0.0225	57,072	1.0886
	Transfer (Purchase): 23.08.2019	1000	0.0191	58,072	1.1077
	Transfer (Purchase): 30.08.2019	500	0.0095	58,572	1.1172
	Transfer (Purchase): 18.10.2019	3770	0.0719	62,342	1.1891
	Transfer (Purchase): 25.10.2019	1230	0.0235	63,572	1.2126
	Transfer (Purchase): 10.02.2020	9000	0.1716	72,572	1.3842
	<b>At the End of the year</b>	<b>72,572</b>	<b>1.3842</b>	<b>72,572</b>	<b>1.3842</b>
<b>7.</b>	<b>Deepak Bhuralal Sadhani</b>				
	At the beginning of the year	50,850	0.9699	50,850	0.9699
	Transfer (Purchase): 07.06.2019	1,175	0.0224	52,025	0.9923
	Transfer (Purchase): 14.07.2019	5,188	0.0990	57,213	1.0913
	Transfer (Purchase): 20.03.2020	4,548	0.0867	61,761	1.1780
	Transfer (Purchase): 27.03.2020	1,497	0.0286	63,258	1.2066
	<b>At the End of the year</b>	<b>63,258</b>	<b>1.2066</b>	<b>63,258</b>	<b>1.2066</b>
<b>8.</b>	<b>Mr. Ramesh Sawalram Saraogi</b>				
	At the beginning of the year	0	0	0	0
	Transfer (Purchase): 29.11.2019	56,250	1.0729	56,250	1.0729
	<b>At the End of the year</b>	<b>56,250</b>	<b>1.0729</b>	<b>56,250</b>	<b>1.0729</b>
<b>9.</b>	<b>Ms. Gayatri Agarwal</b>				
	At the beginning of the year	51,677	0.9857	51,677	0.9857

Sr. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	No Change during the year	-	-	-	-
	<b>At the End of the year</b>	<b>51,677</b>	<b>0.9857</b>	<b>51,677</b>	<b>0.9857</b>
<b>10.</b>	<b>Ms. Vasundhara Atre</b>				
	At the beginning of the year	50,000	1.0729	50,000	1.0729
	No Change during the year	-	-	-	-
	At the End of the year	50,000	1.0729	50,000	1.0729

#### v. Shareholding of Directors and Key Managerial Personnel

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
<b>1.</b>	<b>Mr. Balkrishna Kamalakar Tendulkar</b>				
	At the beginning of the year	24,38,713	46.5158	24,38,713	46.5158
	Change during the year:				
	Allotment on 16/08/2019	3,00,000	5.7222	2738713	52.2380
	<b>At the End of the year</b>	<b>27,38,713</b>	<b>52.2380</b>	<b>27,38,713</b>	<b>52.2380</b>
<b>2.</b>	<b>Ms. Vasundhara Atre</b>				
	At the beginning of the year	50,000	1.0729	50,000	1.0729
	No Change during the year	-	-	-	-
	<b>At the End of the year</b>	<b>50,000</b>	<b>1.0729</b>	<b>50,000</b>	<b>1.0729</b>
<b>2.</b>	<b>Mr. Kiran Bhide</b>				
	At the beginning of the year	0	0	0	0
	No Change during the year	0	0	0	0
	<b>At the End of the year</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2.</b>	<b>Ms. Sujay Kulkarni</b>				
	At the beginning of the year	0	0	0	0
	No Change during the year	0	0	0	0
	<b>At the End of the year</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

#### V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	25,556,172	-	-	25,556,172
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>25,556,172</b>	<b>-</b>	<b>-</b>	<b>25,556,172</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	47,46,74,839	1,01,00,000	-	48,47,74,839
Reduction	42,65,79,588	14,00,000	-	42,79,79,588
<b>Net Change</b>	<b>4,80,95,251</b>	<b>87,00,000</b>	<b>-</b>	<b>5,67,95,251</b>

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	7,36,51,423	<b>87,00,000</b>	-	<b>8,23,51,423</b>
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>7,36,51,423</b>	<b>87,00,000</b>	-	<b>8,23,51,423</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Balkrishna Tendulkar	Total Amount
1.	Gross Salary	<b>23,78,400</b>	<b>23,78,400</b>
	a. Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	Nil	Nil
	b. Value of perquisites under Section 17(2) of Income Tax Act, 1961	Nil	Nil
	c. Profits in lieu of salary under Section 17(3) of Income Tax Act, 1961	Nil	Nil
2.	Stock Options	Nil	Nil
3.	Sweat Equity	Nil	Nil
4.	Commission	Nil	Nil
	- as a % of Profit	Nil	Nil
	- others, specify	Nil	Nil
5.	Others, please specify	Nil	Nil
	Ceiling as per the Act	<b>30,00,000</b>	<b>30,00,000</b>

### B. Remuneration to other Directors:

Sr. No.	Particulars of Remuneration	Name of Directors					Total Amount
		Dr. Nitin Sadashiv Paranjape	Mr. Narendra Mahajani	Ms. Vasundhara Atre	Mr. Kiran Vasant Bhide	Ms. Sujay Kulkarni	
	1. Independent Directors	-	-	-	-	-	-
	Fee for attending board / committee meetings	-	-	-	-	-	-
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total (1)	-	-	-	-	-	-
	2. Other Non-Executive Directors	-	-	-	-	-	-
	Fee for attending board / committee meetings	-	-	-	-	-	-
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-	-

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

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	Chief Financial Officer	Total
1	Gross salary	-	6,70,000	<b>6,70,000</b>
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify	-	-	-
5	Others, please Specify (Professional Fees)	1,60,000	-	<b>1,60,000</b>
	Total	1,60,000	6,70,000	<b>8,30,000</b>

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

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

**For and on behalf of the Board of Directors  
For Maestros Electronics & Telecommunications Systems Limited**

Sd/-

**Balkrishna Tendulkar**

Chairman & Managing Director

DIN: 02448116

Address: 3003, Relish Apartment,

Nirmal Lifestyle, ACC Compound Road,

Mulund (West), Mumbai – 400080.

Place: Navi Mumbai  
Date: September 02, 2020

## ANNEXURE – B

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

#### INDUSTRY STRUCTURE AND DEVELOPMENT

The Companies growth considering the past few years' performance has comparatively increased. The Company has been taking necessary steps for increasing its profits from year to year. The total revenue from the operations for the year ended March 31, 2020 amounted to Rs. 14,00,98,780 as against Rs. 10,10,81,233 in a previous financial year 2018-19, and has increased by 38.60% over the last year.

#### OPPORTUNITIES & THREATS

##### OPPORTUNITIES

01. Concentrating in one sector makes the company mature in the industry and gain efficiency in operations.
02. Growing preference for online platform
03. Rural development

##### THREATS

01. Competition from low cost imported products.
02. Manpower costs are rising as many large companies are mopping the available talent pool supply of which is limited. Thus, for small and mid-range companies, retaining high quality manpower is a concern.

#### SEGMENT WISE OPERATIONAL PERFORMANCE

Your Company has two main segments of business viz. Electronics & Instrumentation (E&T) and Telemedicine. The Company is constantly striving to increase the performance of its both the segments, particularly Telemedicine.

#### OUTLOOK:

Your Company, keeping pace with the overall market scenario has grown significantly in the past years. Also, the financial performance of the Company has increased since the previous financial year. The Management expects further growth and improvement of the company within the years to come, subject to favourable market conditions, and stable economic policies.

#### RISKS AND CONCERNS:

All the promises which management is making, depends on the confidence and trust that the Shareholders bestow upon the management.

#### INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has in place adequate system of internal control. It has documented procedures covering all financial and operating functions. These controls have been designed to provide a reasonable assurance with regard to maintaining of proper accounting controls, monitoring of operations, protecting assets from unauthorized use or losses, compliances with regulations and for ensuring reliability of financial reporting. The Company has continued its efforts to align all its processes and controls with global best practices in these areas as well.

#### HUMAN RESOURCES & INDUSTRIAL RELATIONS

Your Company continuously endeavours to improve the work environment for its employees. Competitive compensation package, innovative and challenging environment to work, transportation facilities, etc., are some of the steps taken by the Company for the welfare of its employees. In order to keep the employee's skill, knowledge and business facilities updated, on-going in house and external training is provided to the employees at all levels. The effort to rationalize and streamline the work force is a continuous process. The industrial relations scenario remained harmonious throughout the year.



## DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

### RESULTS OF OPERATIONS

The Company's revenue from operations has increased to Rs. 13,54,41,561 as compared to the previous financial year ended 31st March, 2019 for which it was Rs. 9,53,18,737

#### 1. Revenue from Operations:

Particulars	FY 2019-20	FY 2018-19	Change	% of Change
Sale of Products & Other Operating Revenue	13,54,41,561	9,53,18,737	4,01,22,824	42.09

#### 2. Other Income:

Particulars	FY 2019-20	FY 2018-19	Change	% of Change
Other Income	46,57,220	57,62,496	(11,05,276)	19.18

#### 3. Gross Profit

Particulars	FY 2019-20	FY 2018-19	Change	% of Change
Revenue from Operations	13,54,41,561	9,53,18,737	4,01,22,824	42.09
Less: Cost of Consumption	6,94,31,111	4,54,56,316	2,39,74,795	52.74
Gross Profit	6,60,10,450	4,98,62,421	1,61,48,029	32.38
Inventory*	19,08,28,598	2,55,28,443	16,53,00,155	647.51

\* The reason for the higher percentage change because of the Navy Order which was in stock.

#### 4. Profit before Tax

Particulars	FY 2019-20	FY 2018-19	Change	% of Change
Profit Before Tax	51,93,114	46,88,044	5,05,070	10.77

#### 5. Total Comprehensive Income (After Taxation)

Particulars	FY 2019-20	FY 2018-19	Change	% of Change
Total Comprehensive Income (After Taxation)	35,18,654	37,14,353	(1,95,699)	5.27

#### Key Financial Ratios:

Sr. No	Particulars of Ratio	31.03.2020	31.03.2019
01.	Debtors Turnover Ratio	4.60 times	3.74 times
02.	Inventory Turnover Ratio	0.64 times	1.96 times
03.	Interest Coverage Ratio	1.47 times	1.91 times
04.	Current Ratio	1.61 times	2.01 times
05.	Debt Equity Ratio	1.64 times	0.54 times
06.	Operating Profit Margin (%)	26.12 %	96.28%
07.	Net Profit Margin (%)	2.62 %	3.57%

**Details pertaining to Net-worth of the Company:**

Particulars	31.03.2020	31.03.2019
Net-worth	13,85,38,016	12,83,02,781

**CAUTIONARY STATEMENT**

Statements in the Management Discussion & Analysis Report describing the Company's expectations, opinion, and predictions may please be considered as "forward looking statements" only. Actual results could differ from those expressed or implied. Company's operations should be viewed in light of changes in market conditions, prices of raw materials, economic developments in the country and such other factors.

**For and on behalf of the Board of Directors  
For Maestros Electronics & Telecommunications Systems Limited**

Sd/-

**Balkrishna Tendulkar**

Chairman & Managing Director

DIN: 02448116

Address: 3003, Relish Apartment,  
Nirmal Lifestyle, ACC Compound Road,  
Mulund (West), Mumbai – 400080.

Place: Navi Mumbai

Date: September 02, 2020

## ANNEXURE C

FORM NO. MR. 3

### SECRETARIAL AUDIT REPORT

For the Financial Year Ended 31<sup>st</sup> March, 2020

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

To  
**The Members of**  
**Maestros Electronics & Telecommunications Systems Limited**  
Plot No. EL/66, TTC Industrial Area, Electronic Zone,  
Mahape Navi Mumbai Thane 400710 Maharashtra

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Maestros Electronics & Telecommunications Systems Limited** (hereinafter called the "**Company**"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's 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 my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2020 ('**Audit Period**') 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (**the Act**) and the rules made there under;
- (ii) The Securities Contracts (**Regulation**) Act, 1956 ('**SCRA**') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) 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 (**Not applicable to the Company during the Audit Period**)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('**SEBI Act**'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
  - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not Applicable to the Company during the Audit Period).

- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not Applicable during the audit period**)
- f) 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.
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Not Applicable during the audit period**) and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 notified on 11th September, 2018 (**Not Applicable to the Company during the Audit Period**);
- i) As identified, no law is specifically applicable to the company.

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) The SEBI (Listing Obligation and Disclosure Requirements) 2015 (herein after referred to as SEBI (LODR), Regulations, 2015) entered into by the Company with stock exchanges.

**During the Audit Period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards made there under, Listing Agreements etc. mentioned above except following qualifications:**

1. **Section 138 of the Companies Act, 2013:** The Company had not appointed Internal Auditor for the financial year 2019-20.
2. **Regulation 3(5), SEBI (PIT), Regulations, 2015:** The Company has not maintained a Structured Digital Database as required under regulation 3(5) of SEBI (PIT) Regulations, 2015.

We further report that:

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

**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.

**For Vijay Kumar Tiwari & Associates**  
**Company Secretary**  
**Sd/-**

**Vijay Tiwari**

ACS No: 33084

COP No: 12220

UDIN: A033084B000619670

Place: Mumbai

Date: August 26, 2020

## Annexure

To  
The Members of  
**Maestros Electronics & Telecommunications Systems Limited**  
Plot No. EL/66, TTC Industrial Area, Electronic Zone,  
Mahape Navi Mumbai Thane 400710 Maharashtra

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about 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.

**For Vijay Kumar Tiwari & Associates**  
**Company Secretary**

**Sd/-**

**Vijay Tiwari**

ACS No: 33084

COP No: 12220

UDIN: A033084B000619670

Place: Mumbai  
Date: August 26, 2020

## ANNEXURE – D

### Remuneration Details

*[Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

1. **The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2019-20:**

Sr. No.	Particulars	Director's Remuneration in Rs.	Median remuneration of Employees in Rs.	Ratio
1.	Mr. Balkrishna K. Tendulkar (Managing Director)	23,78,400/-	3,11,760	7.63

Apart from the above, none of the other Directors is paid remuneration in any form.

2. **Percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary in the financial year 2019-20:**

Sr. No.	Particulars	% Increase
1.	Mr. Balkrishna K. Tendulkar (Managing Director)	-
	<b>Total</b>	-

There has been no increase in remuneration of Mr. Balkrishna K. Tendulkar.

3. **Decrease in the median remuneration of employees in the financial year 2019-20:**

The median remuneration of the employees has been decreased by 1.03 % as compared to previous year

4. **The number of permanent employees on the rolls of the Company**

68 permanent employees as on March 31, 2020.

5. **Average percentile increases 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**

Sr. No.	Particulars	% Increase
1.	Average percentile increases in the salary of employees other than managerial personnel	-
2.	Average percentile increases in the salary of the managerial personnel	-

6. **The key parameters for any variable component of remuneration availed of by the Directors**

There is no variable component in the remuneration of the Executive Directors. The Non-Executive Directors are not entitled to remuneration in any form.

7. It is hereby affirmed that the Remuneration paid to the Director is as per the Remuneration Policy of the Company.
8. List of top 10 employees in terms of remuneration drawn:

Sr. No	Name of the Employee	Designation	Remuneration (in Rupees)	Nature of Employment	Date of commencement of employment	Age of employee	Last employment held by such employee	Qualification	If the employee is a relative of Director or Manager
1.	B. K. Tendulkar	Director	1,98,200	01-04-2012	23-07-1968	52	Currently Working	B.E - Bio medical	No
2.	Bipin Kulkarni	Business Head (Projects)	1,50,000	01-04-2012	12-12-1964	56	Currently Working	B.E - EXTC	No
3.	Vinayak A. Deshpande	Business Head (Telemedicine)	1,50,000	01-04-2012	22-03-1972	48	Currently Working	B.E - Bio medical	No
4.	Randheer Singh	Regional Manager	1,20,000	02-01-2016	15-09-1977	43	Currently Working		No
5.	Sajid Rashid	Branch Manager	76,000	02-01-2016	11-10-1977	43	Currently Working		No
6.	Kalpita Shah	Branch Manager	75,000	02-01-2016	16-12-1978	42	Currently Working		No
7.	Gulabsingh Rajput	Manager R & D	75,000	01-04-2014	20-10-1979	40	Currently Working	B.E - Bio medical	No
8.	Amol Gosavi	Manager - R & D (Projects)	73,000	01-04-2012	24-12-1980	40	Currently Working	B.E - Bio medical	No
9.	Sanjeev Vijayan	Chief Financial Officer	67,000	01-07-2015	17-01-1971	49	Currently Working		No
10.	Varsha Warule	Team Lead	62,000	01-04-2012	08-06-1983	37	Currently Working	B.E - Bio medical	No

**For and on behalf of the Board of Directors  
For Maestros Electronics & Telecommunications Systems Limited**

Sd/-

**Balkrishna Tendulkar**

Chairman & Managing Director

DIN: 02448116

Address: 3003, Relish Apartment,  
Nirmal Lifestyle, ACC Compound Road,  
Mulund (West), Mumbai – 400080.

Place: Navi Mumbai  
Date: September 02, 2020

## INDEPENDENT AUDITOR'S REPORT

To,

The Members of,  
MAESTROS ELECTRONICS & TELECOMMUNICATIONS SYSTEMS LIMITED

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

#### Opinion

We have audited the standalone financial statements of MAESTROS ELECTRONICS & TELECOMMUNICATIONS SYSTEMS LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2020, and the Statement of Profit and Loss, (statement of changes in equity) and statement of cash flows for the year ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and profit and total comprehensive income (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Emphasis of Matter – COVID

We draw attention to Note No. 31 to the standalone Ind AS financial statements which describes management's assessment of the impact of the COVID 19 pandemic on the operations and financial results of the Company.

#### Key Audit Matters

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

We have determined the matters described below to be key audit matter to be communicated in our report.

Sr. No	Key Audit Matter	Auditors Response
1.	Valuation accuracy completeness and disclosures pertaining to inventories with reference to IND AS 2.	Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows



	<ul style="list-style-type: none"> <li>Inventories constitutes material component of Financial Statement. Correctness, completeness and valuation are critical for reflecting true and fair financial results of operations.</li> </ul>	<ul style="list-style-type: none"> <li>We assessed the company's process regarding maintenance of records valuation and accounting of transactions relating to inventory as per the Ind AS 2</li> <li>We have evaluated the design of internal controls relating to recording and valuation of inventory</li> </ul>
		<ul style="list-style-type: none"> <li>We have carried out substantive audit procedures at financial and assertion level to verify the allocation of overheads to inventory.</li> </ul>

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in Management and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholders Information, but does not include the standalone financial statements and our auditors report thereon.

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and in doing so, consider whether the information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Management's Responsibility for the Standalone 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 financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

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

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our

opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risk of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls systems in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including and significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we may have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure 'A' statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
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) Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of accounts.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 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 over financial reporting 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 financial statements – the Company does not have any pending litigations which would impact its financial position.
  - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – 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, required to be transferred, to the Investor Education and Protection Fund by the Company {or, following are the instances of delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company or there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company}.

**For DMKH & Co.**  
**Chartered Accountants**  
**Firm’s Registration No. : 116886W**

Sd/-  
**Manish Kankani**  
**Partner**  
**M.No. 158020**  
**UDIN: 20158020AAAAGF7839**

Place: Mumbai  
Date: July 17, 2020

## ANNEXURE “A” TO INDEPENDENT AUDITORS’ REPORT

Referred to in Paragraph 2 under the heading of “Report on other Legal and Regulatory Requirements” of our report to the members of Maestros Electronics & Telecommunications Systems Limited of even date

On the basis of such checks as we considered appropriate and in terms of the information and explanations given to us, we report that: -

**i. In respect of companies fixed assets:**

- a) The Company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets
  - b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over regular interval. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
  - c) According to the information and explanations given to us, the title deeds of immovable properties included in fixed assets are held in the name of the Company.
- ii.
- a) As explained to us, management has conducted physical verification of inventory at regular intervals during the year.
  - b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the Management were reasonable and adequate in relation to the size of the Company and nature of its business.
  - c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
- iii. According to the information and explanations given to us, the Company has not granted loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the provisions of clauses 3(iii) (a), (b) and (c) of the order are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act in respect of grant of loans, making investment and providing guarantees and securities, as applicable.
- v. In The Company has not accepted any deposits from the public within the meaning of the directives issued by the Reserve Bank of India, provision of Section 73 to 76 of the Act, any other relevant provision of the Act and the relevant rules framed thereunder.
- vi. The maintenance of cost records has not been specified by the Central Government under Section 148(1) of the companies Act, 2013 for the business activities carried out by the company, thus reporting under clause 3(vi) of the order is not applicable to the Company.
- vii.
- a) According to information and explanations given to us, the Company has been generally regular in depositing undisputed statutory dues, including Provident Fund, Employees’ State Insurance, Income Tax, Goods and Service Tax, Custom Duty, Cess, Professional Tax and other material statutory dues applicable to it with the appropriate authorities.
  - b) According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees’ State Insurance, Income Tax, Goods and Service Tax, Custom Duty, Cess, Professional Tax and other material statutory dues in arrears as at March 31, 2020 for a period of more than six months from the date they became payable.

- viii. Based on our audit procedures and on the basis of information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of loans or borrowings from banks, debenture holders and financial institutions.
- ix. Based on audit procedure and on the basis of information and explanation given by the management, we are of the opinion that money raised by Company by way of term loan has been applied for the purpose for which they were raised. The Company did not raise any money by way of Initial Public offer or further public offer
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, the company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Therefore, paragraph 3(xii) of the Order is not applicable.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Sections 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the Standalone Financial Statements as required by the applicable accounting standards.
- xiv. During the Year, the company has not made any preferential allotment or private placement of shares fully or partly paid convertible debentures and hence, reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- xv. In Our opinion and according to the information and explanations given year the Company has not entered into any non-cash traos, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For DMKH & Co.**  
**Chartered Accountants**  
**Firm's Registration No. : 116886W**

Sd/-  
**Manish Kankani**  
**Partner**  
**M.No. 158020**  
**UDIN: 20158020AAAAGF7839**

Place: Mumbai  
Date: July 17, 2020

## Annexure “B” to the Auditors’ Report

Referred to in Paragraph 1(g) under the heading of “Report on other Legal and Regulatory Requirements” of our report to the members of Maestros Electronics & Telecommunications Systems Limited of even date

**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 **MAESTROS ELECTRONICS & TELECOMMUNICATIONS SYSTEMS LIMITED** (“the Company”) as of March 31, 2020 in conjunction with our audit of the 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 (‘ICAI’). 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 respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### Auditors’ 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, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 judgment, 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 Company’s 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 authorizations 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, to the best of our information and according to the explanations given to us, 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 DMKH & Co.**  
**Chartered Accountants**  
**Firm's Registration No. : 116886W**

Sd/-  
**Manish Kankani**  
**Partner**  
**M.No. 158020**  
**UDIN: 20158020AAAAGF7839**

Place: Mumbai  
Date: July 17, 2020

## BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2020

Particulars	Note	Amount in Rs.	
		As at 31-03-2020	As at 31-03-2019
<b>A. ASSETS</b>			
<b>1 Non-current assets</b>			
a) Property, plant and equipment	2	80,146,233	82,170,531
b) Capital work-in-progress		-	-
c) Intangible assets	3	-	61,455
d) Financial assets			
(i) Investments		-	-
(ii) Loans		-	-
e) Other non-current assets	5	4,089,852	11,037,441
<b>Total non-current assets</b>		<b>84,236,085</b>	<b>93,269,427</b>
<b>2 Current assets</b>			
a) Inventories	6	190,828,598	25,528,443
b) Financial assets			
(i) Trade receivables	7	30,864,190	27,980,365
(ii) Cash and cash equivalents	8	2,743,811	1,234,118
(iii) Bank balances other than cash and cash equivalents above	9	74,131,756	70,325,109
(iv) Loans	4	1,366,000	1,290,000
c) Other current assets	5	20,842,710	1,220,607
<b>Total current assets</b>		<b>320,777,066</b>	<b>127,578,642</b>
<b>Total assets</b>		<b>405,013,152</b>	<b>220,848,068</b>
<b>B. EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
a) Equity share capital	10	52,427,580	49,427,580
b) Other equity	11	101,256,561	94,060,018
<b>Total equity</b>		<b>153,684,141</b>	<b>143,487,598</b>
<b>Liabilities</b>			
<b>1 Non-current Liabilities</b>			
a) Financial Liabilities			
(i) Borrowings	12	40,019,251	2,834,106
b) Provisions	13	4,609,919	4,081,899
c) Deferred tax liabilities (net)	24	7,376,427	7,080,246
<b>Total non-current liabilities</b>		<b>52,005,597</b>	<b>13,996,251</b>
<b>2 Current Liabilities</b>			
a) Financial liabilities			
(i) Borrowings	12	42,332,171	22,722,066
(ii) Trade payables	14	55,772,619	25,522,736
(iii) Other financial liabilities	15	4,603,314	5,229,144
b) Other current liabilities	16	93,177,075	289,701
c) Provisions	13	677,971	562,525
d) Current tax liabilities (net)	24	2,760,264	9,038,047
<b>Total current liabilities</b>		<b>199,323,413</b>	<b>63,364,219</b>
<b>Total liabilities</b>		<b>251,329,010</b>	<b>77,360,470</b>
<b>Total equity and liabilities</b>		<b>405,013,152</b>	<b>220,848,068</b>
The accompanying notes form an integral part of the Financial Statements	1 -32		
Significant Accounting Policies and Notes to Financial Statements			

As per our report of even date attached

**For DMKH & CO.**

Chartered Accountants,  
FRN 116886W

**For and on behalf of Board Directors**

**Manish Kankani**  
Partner  
Membership No.: 158020

**B.K Tendulkar**  
Managing Director  
DIN - 02448116

**Kiran Vasant Bhide**  
Director  
DIN-00679844

Place : Mumbai  
Date: 17<sup>th</sup> July, 2020

**Himani Gada**  
Company Secretary



## Statement of Profit and Loss for the year ended March 31, 2020

Particulars	Note	Amount in Rs.	
		For the year ended 31-03-2020	For the year ended 31-03-2019
Revenue from operations	17	135,441,561	95,318,737
Other income	18	4,657,220	5,762,496
<b>Total income</b>		<b>140,098,780</b>	<b>101,081,233</b>
<b>Expenses</b>			
Cost of materials consumed	19	69,431,111	45,456,316
Changes in inventories of finished goods, Work-in-progress and stock-in-trade	20	(4,456,165)	(3,458,720)
Excise duty			
Employee benefit expenses	22	34,027,914	32,575,753
Finance costs	22	11,010,422	3,097,192
Depreciation and amortisation expense	2, 3	4,505,122	4,634,760
Other expenses	23	20,387,262	14,087,888
<b>Total expenses</b>		<b>134,905,666</b>	<b>96,393,189</b>
<b>Profit / (loss) before exceptional items and tax</b>		<b>5,193,114</b>	<b>4,688,044</b>
Exceptional items		-	-
<b>Profit / (loss) before tax for the year</b>		<b>5,193,114</b>	<b>4,688,044</b>
<b>Tax expense</b>			
Current tax	24	1,035,674	637,340
Deferred tax	24	492,888	606,964
Tax adjustments of earlier year			-
<b>Total tax expense</b>		<b>1,528,562</b>	<b>1,244,304</b>
<b>Profit / (loss) for the year</b>		<b>3,664,553</b>	<b>3,443,740</b>
Other Comprehensive Income			
a) Items that will not be reclassified to profit and loss			
i) Remeasurement gain/(loss) on defined benefit plans		50,807	316,317
ii) Income tax related to item no (i) above		(196,706)	(45,704)
b) Items that will be reclassified to profit and loss		-	-
<b>Other Comprehensive Income, net of tax</b>		<b>(145,899)</b>	<b>270,613</b>
<b>Total comprehensive income for the year</b>		<b>3,518,654</b>	<b>3,714,353</b>
Earnings per share - Face Value ₹ 10.00 per share			
(1) Basic (in ₹)		0.72	0.70
(2) Diluted (in ₹)		0.72	0.70
The accompanying notes form an integral part of the Financial Statements	1 -32		
Significant Accounting Policies and Notes to Financial Statements			

As per our report of even date attached

**For DMKH & CO.**

Chartered Accountants,  
FRN 116886W

**For and on behalf of Board Directors**

**Manish Kankani**  
Partner  
Membership No.: 158020

**B.K Tendulkar**  
Managing Director  
DIN - 02448116

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Director  
DIN-00679844

Place : Mumbai  
Date: 17<sup>th</sup> July, 2020

**Himani Gada**  
Company Secretary

## Statement of Changes in Equity for the year ended March 31, 2020

### A. Equity Share Capital

Amount in Rs.	
Particulars	Amount
As at March 31, 2019	49,427,580
Changes in Equity share capital during the year	3,000,000
As at March 31, 2020	52,427,580

### B. Other Equity

Particulars	Reserves and Surplus				Total other Equity
	Money received against share warrants	Capital reserve	Securities Premium Reserve	Retained Earnings	
As at March 31, 2019	-	15,146,125	23,433,899	51,579,994	90,160,018
Profit for the year	-	-	-	3,664,553	3,664,553
Other Comprehensive Income	-	-	-	(145,899)	(145,899)
<b>Total comprehensive income for the year</b>	-	-	-	<b>3,518,654</b>	<b>3,518,654</b>
Change in Accounting estimates				492,639	492,639
Share Warrants	1,838,250				1,838,250
Fresh issue of equity shares		-	5,247,000	-	5,247,000
As at March 31, 2020	1,838,250	15,146,125	28,680,899	55,591,287	101,256,561

The accompanying notes form an integral part of the Financial Statements  
Significant Accounting Policies and Notes to Financial Statements

1-32

As per our report of even date attached  
**For DMKH & CO.**  
Chartered Accountants,  
FRN 116886W

**Manish Kankani**  
Partner  
Membership No.: 158020

Place : Mumbai  
Date: 17<sup>th</sup> July, 2020

**For and on behalf of Board Directors**

**B.K Tendulkar**  
Managing Director  
DIN - 02448116

**Kiran Vasant Bhide**  
Director  
DIN-00679844

**Himani Gada**  
Company Secretary

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2020

	Amount in Rs.	
	As at March 31, 2020	As at March 31, 2019
<b>A. Cash flows from operating activities</b>		
Profit before tax	5,193,114	4,688,044
<b>Adjustments for:</b>		
Depreciation and amortisation expense	4,505,122	4,634,760
Finance costs	11,010,422	3,097,192
Interest Received	(3,756,078)	(4,619,075)
Sundry Balances Written off	251,633	-
Duty Drawback	(178,997)	(164,969)
Remeasurements of net defined benefit plans	(50,807)	(316,317)
<b>Operating profit before change in operating assets and liabilities</b>	<b>16,974,410</b>	<b>7,319,635</b>
<b>Adjustments for:</b>		
Decrease/(Increase) In Inventories	(165,300,155)	(4,041,303)
Decrease/(Increase) In Trade Receivables	(2,883,825)	(4,914,590)
Decrease/(Increase) In Short Term Loans & Advances	(76,000)	(38,000)
Decrease/(Increase) In Other Current Assets	(19,622,103)	1,253,367
Increase /(Decrease) In Trade Payables	30,249,883	(9,308,775)
Increase /(Decrease) In Other Current Financial Liabilities	(625,830)	27,583
Increase /(Decrease) In Short Term Borrowings	19,610,105	997,481
Increase /(Decrease) In Other Current Liabilities	92,887,374	(571,602)
Increase /(Decrease) In Long Term Provisions	528,020	637,340
Increase /(Decrease) In Provisions	115,446	92,159
<b>Cash generated from operations</b>	<b>(28,142,677)</b>	<b>(8,546,705)</b>
Income tax paid (net of refund)	(7,313,457)	-
<b>Net cash flow from operating activities</b>	<b>(35,456,134)</b>	<b>(8,546,705)</b>
<b>B. Cash flows from investing activities</b>		
Purchase of Property, plant and equipment	(2,419,369)	(5,991,534)
Disbursement for deposits	27,493,643	723,144
Other Non current assets	(15,127,293)	(558,953)
Money Received against share warrants	6,185,250	3,900,000
Interest received on financial assets measured at amortised cost	3,756,078	4,619,075
<b>Net cash flow from investing activities</b>	<b>19,888,309</b>	<b>2,691,732</b>
<b>C. Cash flow from financing activities</b>		
Disbursements/(Repayments) of non-current borrowings	23,647,589	(1,566,989)
Interest paid	(11,010,422)	(2,563,800)
Proceeds from Issue of shares	3,000,000	2,328,130
Share Premium Received on Issue of Share	5,247,000	4,071,899
<b>Net Cash flow from Financing activities</b>	<b>20,884,167</b>	<b>2,269,240</b>
Net increase in cash and cash equivalents	<b>5,316,342</b>	<b>(3,585,733)</b>
Cash and cash equivalents at the beginning of the financial year	<b>71,559,226</b>	<b>75,144,959</b>
Cash and cash equivalents at the end of the financial year	<b>76,875,568</b>	<b>71,559,226</b>

The accompanying notes 1 to 32 are an integral part of these financial statements.

As per our report of even date attached

**For DMKH & CO.**

Chartered Accountants,  
FRN 116886W

**For and on behalf of Board Directors**

**Manish Kankani**  
Partner  
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Director  
DIN-00679844

Place : Mumbai  
Date: 17<sup>th</sup> July, 2020

**Himani Gada**  
Company Secretary

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2020

### Company Overview

Maestros Electronics & Telecommunications Systems Limited (“the Company”) is a public limited company domiciled in India and incorporated under the provisions of the Companies Act 1956. The registered office of the Company is located at Plot No. EL/66, TTC Industrial Area, Electronic Zone, Mahape Navi Mumbai Thane- 400710 Maharashtra. The Company is listed on the Bombay Stock Exchange (BSE).

The financial statements are approved for issue by the Company’s board of directors on July 17, 2020.

### 1. Significant accounting policies

The financial statements have been prepared using the significant accounting policies and measurement basis summarised below. These were used throughout all periods presented in the financial statements as per Ind AS.

#### 1.1. Basis of Preparation and Presentation

The separate financial statements of the company are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis as per the provisions of the Companies Act, 2013 (“the Act”), except for:

- Financial instruments – measured at fair value;
- Assets held for sale – measured at fair value less cost of sale;
- Plan assets under defined benefit plans – measured at fair value
- Employee share-based payments – measured at fair value
- In addition, the carrying values of recognised assets and liabilities, designated as hedged items in fair value hedges that would otherwise be carried at cost, are adjusted to record changes in the fair values attributable to the risks that are being hedged in effective hedge relationship.

#### Classification of Assets and Liabilities into Current/Non-Current

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The Standalone Financial Statements have been presented in Indian Rupees (INR), which is the Company's functional currency

### **1.2. 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. Estimates and judgments are regularly revisited. Estimates are based on historical experience and other factors, including futuristic reasonable information that may have a financial impact on the company.

### **1.3. Property, Plant and Equipment (PPE)**

The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing costs for qualifying assets and any expected costs of decommissioning. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the year in which the costs are incurred. Major shutdown and overhaul expenditure is capitalised as the activities undertaken improves the economic benefits expected to arise from the asset.

It includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Company's accounting policy based on Ind AS 23 – Borrowing costs. Such properties are classified to the appropriate categories of PPE when completed and ready for intended use.

Property, plant and equipment except freehold land held for use in the production, supply or administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses, if any.

### **1.4. Intangible Assets**

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting year, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

### **1.5. Impairment of Assets**

At the end of each reporting year, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where 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.

Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the Statement of Profit and Loss.

Goodwill and intangible assets that do not have definite useful life are not amortised and are tested at least annually for impairment. If events or changes in circumstances indicate that they might be impaired, they are tested for impairment once again.

## 1.6. Financial Instruments

### i. Investments and other financial assets

#### Initial recognition and measurement

The Company recognizes financial assets when it becomes a party to the contractual provisions of the instrument. All financial assets are recognized at fair value on initial recognition. Transaction costs that are directly attributable to the acquisition or issue of financial assets, which are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

#### Subsequent measurement

For purposes of subsequent measurement, the Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortized cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

#### Equity investments

The Company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses for an equity investments, that is not held for trading, in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in profit or loss as other income when the Company's right to receive payments is established. Changes in the fair value of financial assets at fair value through profit or loss are recognised in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

### De-recognition

A financial asset is derecognised only when:

- the rights to receive cash flows from the asset have expired, or
- the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows to one or more recipient

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

### Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously.

## ii. Financial Liabilities

### Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definition of a financial liability and 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.

### Initial recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

### Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

**Borrowings:** Borrowings are subsequently carried at amortized cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognized in the statement of profit and loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalized as a pre-payment for liquidity services and amortized over the period of the facility to which it relates.

**Trade and other payable:** These amounts represent obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade and payables are subsequently measured at amortized cost using the effective interest method.

### De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

### iii. Share Capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

## 1.7. Fair Value Measurement

The Company discloses fair values of financial instruments measured at amortised cost in the financial statements.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- i. In the principal market for the asset or liability Or
- ii. In the absence of a principal market, in the most advantageous market for the asset or liability

The Company must be able to access the principal or the most advantageous market at the measurement date.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs significant to the fair value measurement as a whole:

- i. Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- ii. Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- iii. Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period. Valuation process and assumption used to measure the fair value of Assets and Liabilities is disclosed.

## 1.8. Revenue recognition

### Sale of goods

Revenue is measured at the fair value of the consideration received or receivable. The Company recognises revenues on sale of products, net of discounts, sales incentives, rebates granted, returns,



sales taxes/GST and duties when the products are delivered to customer or when delivered to a carrier for export sale, which is when title and risk and rewards of ownership pass to the customer. Export incentives are recognised as income as per the terms of the scheme in respect of the exports made and included as part of export turnover.

Revenue from sales is recognised when control of the products has transferred, being when the products are delivered to the customer, the customer has full discretion over the channel and price to sell / consume the products, and there is no unfulfilled obligation that could affect the customer's acceptance of the products. Delivery occurs when the products have been shipped to the specific location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales contract or the acceptance provisions have lapsed.

**Other Revenue is recognized as follow:**

#### **Interest income**

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective

interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

### **1.9. Inventories**

#### **Raw materials**

Raw materials and stores, work in progress, traded and finished goods are stated at the lower of cost and net realisable value. Cost of raw materials and traded goods comprises cost of purchases.

#### **Work in progress and finished goods**

Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure. Fixed overheads are allocated on the basis of normal operating capacity. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Cost includes the reclassification from equity of any gains or losses on qualifying cash flow hedges relating to purchases of raw material. Costs are assigned to the individual items in a group of inventories on the basis of weighted average cost basis. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. Costs of inventories are determined on weighted average basis. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Traded Goods have been valued at lower of cost and net realisable value. The cost of inventories shall comprise all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. NRV is the estimated selling price in the ordinary course of business less the estimated cost of completion and estimated cost necessary to make the sale.

#### **Stores and spares**

Inventory of stores and spare parts is valued at weighted average cost or net realisable value, whichever is lower. Provisions are made for obsolete and non-moving inventories. Unserviceable and scrap items, when determined, are valued at estimated net realisable value.

### **1.10. Cash and Cash equivalents**

Cash and cash equivalents include cash at bank and in hand and deposits held at call with banks. For the purpose of the cash flows statements, cash and cash equivalents consist of cash and short-term

deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

### **1.11. Income Tax**

Income tax expense comprises current and deferred income tax. Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. The company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to setoff the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

### **1.12. Employee Benefit Expense**

#### **Short-term / long term obligations**

All employee benefits payable wholly within twelve months of rendering the service including performance incentives and compensated absences are classified as short term employee benefits. The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are charged off to the Statement of Profit and Loss/ Capital Work-in-Progress, as applicable. The employee benefits which are not expected to occur within twelve months are classified as long term benefits and are recognised as liability at the net present value.

#### **Defined contribution plan**

Contributions to defined contribution schemes such as provident fund, Employees State Insurance and Pension Plans are charged off to the Statement of Profit and Loss/ Capital Work-in-Progress, as applicable, during the year in which the employee renders the related service.

### **1.13. Provisions, contingent liabilities and contingent assets**

#### **Provision**

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

#### **Contingent liabilities**

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. A present obligation that

arises from past events where it is either not probable that an outflow of resources will be required to settle or reliable estimate of the amount cannot be made, is termed as contingent liability.

### **Contingent Assets**

Contingent assets is disclosed where an inflow of economic benefit is probable.

#### **1.14. Earning per share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period.

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

#### **1.15. Cash Flow statement**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

#### **1.16. Foreign Currency Transactions**

##### **Functional Currency**

Financial statements of the Company's are presented in Indian Rupees (₹), which is also the functional currency.

##### **Transactions and Translations**

Foreign-currency denominated monetary assets and liabilities are translated into the relevant functional currency at exchange rates in effect at the balance sheet date. The gains or losses resulting from such translations are included in net profit in the Statement of Profit and Loss. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of the transaction. Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled.

## NOTES TO THE FINANCIAL STATEMENTS

### NOTE 2 : PROPERTY, PLANT AND EQUIPMENT

Amount in Rs.

Particulars	Leasehold Land (under Finance Lease)	Factory Premises	Office Premises	Plant, Machinery & Equipment	Electrical Installations	Furniture & Fixtures	Office Equipments	Air Conditioners	Computer Systems	Vehicles	Total
<b>Gross carrying amount</b>											
As at March 31, 2019	12,512,486	29,499,133	30,875,839	6,781,305	394,470	4,440,933	219,465	592,540	2,865,715	7,544,590	95,726,476
Additions		429,273		799,000		34,000	131,740			1,025,356	2,419,369
Other adjustments											
Disposals, transfers and adjustments											
<b>As at March 31, 2020</b>	<b>12,512,486</b>	<b>29,928,406</b>	<b>30,875,839</b>	<b>7,580,305</b>	<b>394,470</b>	<b>4,474,933</b>	<b>351,205</b>	<b>592,540</b>	<b>2,865,715</b>	<b>8,569,946</b>	<b>98,145,845</b>
<b>Depreciation   Amortisation</b>											
Upto March 31, 2019	-	3,113,981	1,282,116	1,477,982	270,861	1,914,668	184,591	448,288	2,257,849	2,605,609	13,555,945
For the year		1,055,186	497,122	628,610	90,536	648,221	49,813	47,586	83,091	1,343,502	4,443,667
Disposals and adjustments											
<b>Upto March 31, 2020</b>	<b>-</b>	<b>4,169,167</b>	<b>1,779,238</b>	<b>2,106,592</b>	<b>361,397</b>	<b>2,562,889</b>	<b>234,404</b>	<b>495,874</b>	<b>2,340,940</b>	<b>3,949,111</b>	<b>17,999,612</b>
<b>Net carrying amount</b>											
As at 31-03-2019	12,512,486	26,385,152	29,593,723	5,303,323	123,609	2,526,265	34,874	144,252	607,866	4,938,981	82,170,531
As at 31-03-2020	12,512,486	25,759,239	29,096,601	5,473,713	33,073	1,912,044	116,801	96,666	524,775	4,620,835	80,146,233

**NOTE 3 : INTANGIBLE ASSETS**

Amount in Rs.

Particulars	License Fees
<b>Gross carrying amount</b>	
<b>As at March 31, 2019</b>	<b>1,551,608</b>
Additions	
Other adjustments	
Disposals, transfers and adjustments	
<b>As at March 31, 2020</b>	<b>1,551,608</b>
<b>Amortisation</b>	
<b>Upto March 31, 2019</b>	<b>1,490,153</b>
For the year	61,455
Disposals and adjustments	
<b>Upto March 31, 2020</b>	<b>1,551,608</b>
<b>Net carrying amount</b>	
<b>As at 31-03-2019</b>	<b>61,455</b>
<b>As at 31-03-2020</b>	<b>-</b>

**NOTE 4 : LOANS**

Amount in Rs.

Particulars	As at 31-03-2020		As at 31-03-2019	
	Current	Non-current	Current	Non-current
a) Loans and advances to employees	348,000		272,000	
b) Loans and advances to others				
(i) Unsecured, considered good	1,018,000		1,018,000	
<b>Total loans</b>	<b>1,366,000</b>	<b>-</b>	<b>1,290,000</b>	<b>-</b>

**NOTE 5 : OTHER ASSETS**

Amount in Rs.

Particulars	As at 31-03-2020		As at 31-03-2019	
	Current	Non-current	Current	Non-current
a) Balances with the government authorities	20,110,257	3,609,556	713,818	10,609,995
b) Deposits with government authorities		480,296		427,446
c) Prepaid expenses	672,886	-	87,001	-
d) Others	59,567	-	419,788	-
<b>Total other assets</b>	<b>20,842,710</b>	<b>4,089,852</b>	<b>1,220,607</b>	<b>11,037,441</b>

**NOTE 6 : INVENTORIES**
**Amount in Rs.**

Particulars	As at 31-03-2020	As at 31-03-2019
a) Raw Material	174,513,613	13,669,623
b) Work-in-progress	16,314,985	11,858,820
c) Finished goods	-	-
<b>Total inventories</b>	<b>190,828,598</b>	<b>25,528,443</b>

**Valuation methodology**

Cost of inventories is ascertained on the weighted average basis. Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

a.	Raw Material, Components and Stores and Spares	Raw materials and components, stores and spares are stated at lower of cost and net realisable value.
b.	Consumable Tools	Consumable tools are stated at cost or below cost.
c.	Work-in-progress and manufactured components	Work-in-progress and manufactured components are valued at lower of cost and net realisable value computed including Material, Labour and Overheads related to the manufacturing operations.
d.	Finished Goods	Finished products are valued at lower of cost and net realisable value Cost is computed including Material, Labour and Overheads related to the manufacturing operations. Excise duty is included in the value of finished products inventory.

**NOTE 7 : TRADE RECEIVABLES - CURRENT**

Particulars	As at 31-03-2020	As at 31-03-2019
a) Unsecured, considered good	30,864,190	27,980,365
	<b>30,864,190</b>	<b>27,980,365</b>

**NOTE 8 : CASH AND CASH EQUIVALENTS**
**Amount in Rs.**

Particulars	As at 31-03-2020	As at 31-03-2019
a) Balances with banks:		
In current accounts	2,735,655	1,124,910
b) Cash on hand	8,156	109,207
	<b>2,743,811</b>	<b>1,234,118</b>

**NOTE 9 : BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS**

Amount in Rs.

Particulars	As at 31-03-2020	As at 31-03-2019
a) Short-term bank deposit with original maturity between 3 to 12 months with bank	74,131,756	70,325,109
	<b>74,131,756</b>	<b>70,325,109</b>

**NOTE 10 : EQUITY SHARE CAPITAL**

Particulars	As at 31-03-2020	As at 31-03-2019
<b>Authorised</b>		
Equity shares of Rs. 10 each	60,000,000	60,000,000
	<b>60,000,000</b>	<b>60,000,000</b>
<b>Issued, Subscribed and Fully Paid-up</b>		
Equity shares of Rs. 10 each	52,427,580	49,427,580
	<b>52,427,580</b>	<b>49,427,580</b>

**Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:**

Particulars	As at 31-03-2020		As at 31-03-2020	
	No.	Rs.	No.	Rs.
<b>At the beginning of the Period</b>	4,942,758	49,427,580	4,709,945	47,099,450
Add : Issued during the year	300,000	3,000,000	232,813	2,328,130
Outstanding at the end of the period	<b>5,242,758</b>	<b>52,427,580</b>	<b>4,942,758</b>	<b>49,427,580</b>

**Terms/Rights attached to equity shares**

The company has only one class of equity shares having a par value of Rs. 10 per Share. Each holder of equity shares is entitled to one vote per share.

The Final Dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. During the year ended 31st March,2020, the amount of per share final dividend proposed as distribution to the equity shareholders is Rs.NIL (31st March 2019 : Re. NIL)

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

**c) Details of Shareholders holding more than 5% of Equity shares:**

Amount in Rs.

Name of Shareholder	As at 31-03-2020		As at 31-03-2019	
	Holding %	No. of shares	Holding %	No. of shares
Balkrishna K. Tendulkar	52.24%	2,738,713	49.34%	2,438,713
Dr. Nitin S. Paranjpe	8.72%	457,099	9.35%	457,099
<b>Total</b>	<b>60.96%</b>	<b>3,195,812</b>	<b>58.69%</b>	<b>2,895,812</b>

**NOTE 11 : OTHER EQUITY**

Amount in Rs.

Particulars	As at 31-03-2020	As at 31-03-2019
a) Money received against share warrants	1,838,250	3,900,000
b) Capital reserve	15,146,125	15,146,125
c) Securities premium account	28,680,899	23,433,899
d) Retained Earnings		
e) Balance at the beginning of the year	51,579,994	47,865,641
Add: Change in accounting estimate	492,639	-
Add: Profit for the year	3,518,654	3,714,353
<b>Balance as at the end of the year</b>	<b>101,256,561</b>	<b>94,060,018</b>

**Nature and purpose of other reserves**

- a) Securities premium reserve

Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

**NOTE 12 : BORROWINGS**

Particulars	As at March 31, 2020		As at March 31, 2019	
	Current	Non-current	Current	Non-current
a) Vehicle loan from Bank - Axis Bank	449,457	1,515,379	-	1,606,018
b) Vehicle loan from Bank - ICICI Bank	986,364	-	-	1,228,088
c) Term loan from Bank - Dena Bank	-	-	-	-
d) Overdraft and cash credit facilities				
Dena Bank	-	-	7,026,351	-
HDFC Bank	30,680,949	-	15,695,715	-
e) Loan from Anand Rathi Global Finance Ltd	1,515,401	38,503,872	-	-
Loans and advances from related party				
Unsecured Loan				
Loan From Director	8,700,000	-	-	-
	<b>42,332,171</b>	<b>40,019,251</b>	<b>22,722,066</b>	<b>2,834,106</b>

- (i) Hypothecation

Cash Credit Facility has secured by way of, exclusive hypothecation charge on entire book debts & Stock, it carries interest rate of 10.75% p.a. repayable on demand.



**NOTE 13 : NON-CURRENT PROVISIONS**

Amount in Rs.

Particulars	As at March 31, 2020		As at March 31, 2019	
	Current	Non-current	Current	Non-current
a) Provision for employee benefits				
Provision for Gratuity	371,335	3,985,015	300,137	3,520,276
Provision for Leave Encashment	306,636	624,904	262,388	561,623
	<b>677,971</b>	<b>4,609,919</b>	<b>562,525</b>	<b>4,081,899</b>

**NOTE 14 : TRADE PAYABLES - CURRENT**

Particulars	As at 31-03-2020	As at 31-03-2019
a) Dues to Micro, small & Medium Enterprises	602,658	2,237,692
b) Others - Net	55,169,960	23,285,044
	<b>55,772,619</b>	<b>25,522,736</b>

**NOTE 15 : OTHER CURRENT FINANCIAL LIABILITIES**

Particulars	As at 31-03-2020	As at 31-03-2019
a) Payable to employees	3,809,891	4,260,498
b) Other outstanding liabilities	793,423	968,646
	<b>4,603,314</b>	<b>5,229,144</b>

**NOTE 16 : OTHER CURRENT LIABILITIES**

Particulars	As at 31-03-2020	As at 31-03-2019
a) Advances from customers	93,177,075	289,701
	<b>93,177,075</b>	<b>289,701</b>

**NOTE 17 : REVENUE FROM OPERATIONS**

Particulars	For the year ended 31-03-2020	For the year ended 31-03-2019
Sale of Products		
Finished Goods & spares ( Domestic )	122,167,901	82,411,171
Finished Goods & spares ( Export )	13,273,659	12,907,566
	<b>135,441,561</b>	<b>95,318,737</b>

**NOTE 18 : OTHER INCOME**

Amount in Rs.

Particulars	For the year ended 31-03-2020	For the year ended 31-03-2019
Interest from bank deposits	3,756,078	4,619,075
Gain on foreign exchange fluctuations	282,715	222,145
Car Hire Charges	381,330	343,197
Duty Drawback	178,997	164,969
MEIS Scrip	58,100	413,110
	<b>4,657,220</b>	<b>5,762,496</b>

**NOTE 19 : COST OF MATERIAL CONSUMED**

Particulars	For the year ended 31-03-2020	For the year ended 31-03-2019
Opening Stock - Rawmaterial	13,669,623	13,087,040
Add: Purchase -Imported / Traded	136,917,710	19,509,557
Purchase- Indigenous/Stock in Trade	93,357,391	26,529,342
Less: Closing Stock Rawmaterial	13,394,854	13,669,623
Less: Closing Stock in Trade	161,118,759	-
	<b>69,431,111</b>	<b>45,456,316</b>

**NOTE 20 : CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE**

Particulars	For the year ended 31-03-2020	For the year ended 31-03-2019
<b>Stocks at commencement</b>		
Finished goods	-	-
Work-in-progress	11,858,820	8,400,100
Stock-in-trade	-	-
	11,858,820	8,400,100
<b>Less: Stocks at closing</b>		
Finished goods	-	-
Work-in-progress	16,314,985	11,858,820
Raw material	-	-
	16,314,985	11,858,820
<b>(Increase)   Decrease in stocks</b>	<b>(4,456,165)</b>	<b>(3,458,720)</b>

**NOTE 21 : EMPLOYEE BENEFIT EXPENSES**

Amount in Rs.

Particulars	For the year ended 31-03-2020	For the year ended 31-03-2019
Salaries, wages, bonus and allowances	32,324,479	30,933,318
Contribution to Provident and other funds	1,183,267	1,129,472
Labour charges and other allowances	111,845	136,372
Staff welfare	408,324	376,591
	<b>34,027,914</b>	<b>32,575,753</b>

**NOTE 22 : FINANCE COSTS**

Particulars	For the year ended 31-03-2020	For the year ended 31-03-2019
Interest on borrowings (at amortised cost)	6,762,871	2,436,367
Other Borrowing Costs	4,247,551	660,825
	<b>11,010,422</b>	<b>3,097,192</b>

**NOTE 23 : OTHER EXPENSES**

Particulars	For the year ended 31-03-2020	For the year ended 31-03-2019
Legal and Professional Fees	4,666,175	3,764,565
Security Charges	240,000	222,000
Travelling and Conveyance	1,451,775	1,519,697
Rates & taxes	2,897,451	1,861,920
Insurance	134,630	103,856
Electricity, Power, Fuel and Water	710,064	641,864
Repairs and Maintenance		
a) Machinery	-	22,688
b) Others	1,317,257	782,163
Postage / Telephone / Internet	388,261	421,928
Printing and Stationery	127,148	258,562
Rent	662,378	1,045,750
Advertising / Exhibition / Business Promotion	421,660	186,200
Freight Charges	2,967,451	2,055,826
Commission and Brokerges	96,700	497,496
Miscellaneous Expenses	795,760	32,640
Certification Charges	1,102,230	36,000
Testing Charges	2,120,500	229,775
R&D expenses	37,821	130,328
Transport Charges	-	24,630

Amount in Rs.

Particulars	For the year ended 31-03-2020	For the year ended 31-03-2019
Payments to the Statutory Auditors		
a) Audit fees	150,000	150,000
b) Tax audit fees	100,000	100,000
	<b>20,387,262</b>	<b>14,087,888</b>

**NOTE 24: CURRENT AND DEFERRED TAX**

The major components of income tax expense for the years ended March 31, 2019 and March 31, 2020 are:

**a) Income tax expense**

Particulars	As at 31-03-2020	As at 31-03-2019
<b>i) Current tax</b>		
Current tax on profits for the year	1,035,674	637,340
Adjustments for current tax of prior period	-	-
<b>Total current tax expense</b>	<b>1,035,674</b>	<b>637,340</b>
<b>ii) Deferred tax</b>		
(Decrease)   Increase in deferred tax liabilities	518,813	651,152
Decrease   (Increase) in deferred tax assets	(222,631)	(89,892)
Trfd to OCI on actuarial gain or loss	-	(126,456)
<b>Total deferred tax expense   (benefit)</b>	<b>296,182</b>	<b>434,804</b>
<b>Income tax expense</b>	<b>1,331,855</b>	<b>1,072,144</b>

**b) The reconciliation between the Statutory income tax rate applicable to the Company and the effective income tax rate of the Company is as follows**

Particulars	As at 31-03-2020	As at 31-03-2019
a) Statutory income tax rate	26.00%	26.00%
<b>Effective income tax rate</b>	<b>26.00%</b>	<b>26.00%</b>

**c) No aggregate amounts of current and deferred tax have arisen in the reporting periods which have been recognised in equity and not in Statement of Profit and Loss or other comprehensive income.**
**d) Current tax liabilities (net)**

Particulars	As at 31-03-2020	As at 31-03-2019
Opening balance	9,038,047	8,400,707
Add: Current tax payable for the year	1,035,674	637,340
Less: Taxes Adjusted	(7,313,457)	-
<b>Closing balance</b>	<b>2,760,264</b>	<b>9,038,047</b>

e) **Deferred tax liabilities (net)**

- i) The balance comprises temporary differences attributable to the below items and corresponding movement in deferred tax liabilities | (assets):

Amount in Rs.

Particulars	As at 31-03-2020	(charged)   Credited to profit or loss   OCI	As at 31-03-2019
on Assets	8,952,058	518,813	8,433,245
Deferred finance cost	-	-	-
<b>Total deferred tax liabilities</b>	<b>8,952,058</b>	<b>518,813</b>	<b>8,433,245</b>
Fair valuation of non-current loans			
Provision for gratuity	1,292,891	176,319	1,116,572
Provision for leave encashment	282,740	46,312	236,428
<b>Total deferred tax assets</b>	<b>1,575,631</b>	<b>222,631</b>	<b>1,353,000</b>
<b>Net deferred tax (asset)   liability</b>	<b>7,376,427</b>	<b>296,182</b>	<b>7,080,246</b>

**NOTE 25: EMPLOYEE BENEFIT OBLIGATIONS**

**Funded Scheme**

a) **Defined Benefit Plans:**

**Balance sheet amount (Gratuity)**

Particulars	As at 31-03-2020	As at 31-03-2019
<b>Opening</b>	<b>3,729,009</b>	<b>3,465,595</b>
Current service cost	403,398	414,318
Interest expense   (income)	274,752	253,039
<b>Total amount recognised in profit and loss</b>	<b>678,150</b>	<b>667,357</b>
Remeasurements		
Return on plan assets, excluding amount included in interest expense   (income)		
(Gain)   Loss from change in financial assumptions	47,030	(13,132)
Demographic Assumption	(488)	-
Experience (gains)   losses	(97,349)	(303,185)
<b>Total amount recognised in other comprehensive income</b>	<b>(50,807)</b>	<b>(316,317)</b>
Employer contributions		
Benefit payments	-	(87,628)
<b>Closing</b>	<b>4,356,350</b>	<b>3,729,009</b>

The net liability disclosed above relates to funded and unfunded plans are as follows:

Particulars	As at 31-03-2020	As at 31-03-2019
Present value of funded obligations	4,356,350.00	3,820,413.00
Fair value of plan assets	-	-
<b>Deficit of Gratuity plan</b>	<b>4,356,350.00</b>	<b>3,820,413.00</b>

## Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

Particulars	Change in assumptions		Impact on defined benefit obligation			
	As at March 31, 2020	As at March 31, 2019	Increase in assumptions		Decrease in assumptions	
			As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019
Discount rate	0.50%	0.50%	-4.15%	-3.41%	2.81%	3.62%
Attrition rate	0.50%	0.50%	-0.74%	-0.03%	0.83%	0.02%
Salary escalation rate	0.50%	0.50%	2.81%	3.62%	-4.19%	-3.44%

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change as compared to the prior year.

## 26. RELATED PARTY INFORMATION

### 26.1 Name of the Related Party

### Description of relationship

#### Key Management Personnel

Balkrishna K Tendulkar	Managing Director
Vasundhara Atre	Non-Executive Independent Director
Kiran Bhide	Non-Executive Independent Director
Sujay Manohar Kulkarni	Non-Executive Director

### 26.2 KEY MANAGEMENT PERSONNEL COMPENSATION

Amount in Rs.

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Remuneration</b>		
Directors Remuneration		
B.K. Tendulkar	2,378,400	2,378,400
Directors Remuneration (Payable)		
B.K. Tendulkar	843,356	1,617,991

### 26.3 Loan Received From Director-(Payable)

Amount in Rs.

Particulars	As at March 31, 2020	As at March 31, 2019
Balkrishna Tendulkar		
Opening Balance As On 01st Apr-2019	-	-
Loan Received To Company	10,100,000	-
Less: Amount repaid	(1,400,000)	-
Closing Balance As On 31st March-2020	8,700,000	-

## 27. EARNING PER SHARE

Statement of calculated of basic and diluted EPS is as under:

Amount in Rs.

Particulars	As at March 31, 2020	As at March 31, 2019
Profit for the year attributable to the Equity Shareholders	3,664,553	3,443,740
Basic   Weighted average number of Equity shares outstanding during the year	5,242,758	4,942,758
Nominal value of Equity share	10.00	10.00
Basic and diluted Earning per Equity share	0.72	0.70

## 28. Payment to the Auditor

Particulars	As at March 31, 2020	As at March 31, 2019
Statutory Audit Fees	150,000	150,000
Tax Audit Fees	100,000	100,000

## 29. DISCLOSURE REQUIREMENT UNDER MSMED ACT, 2006

The Company has certain dues to suppliers (trade and capital) registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

Particulars	As at March 31, 2020	As at March 31, 2019
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	6,02,658	2,237,692
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
Principal amount due to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, other than under section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, under section 16 of MSMED Act, to suppliers registered under MSMED Act, beyond the appointed day during the year	-	-
Interest due and payable towards suppliers registered under MSMED Act, for payments already made	-	-
Further interest remaining due and payable for earlier years	-	-

## 30. Segment Reporting

Ind AS 108 establishes standards for the way that public business enterprises report information about operating segments and related disclosures about products and services, geographic areas, and major customers. The Company's operations predominantly relate to manufacturing, trading and leasing of assets. Based on the "management approach" as defined in Ind AS 108, the Chief Operating Decision Maker (CODM) evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments. Accordingly, information has been presented both along business segments and geographic segments. The accounting principles used in the preparation of the financial statements are consistently applied to record revenue and expenditure in individual segments, and are as set out in the significant accounting policies.

Amount in Rs.

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Segment Revenue</b>		
Electronics and	66,451,212	34,879,798
Telemedicine	68,990,348	60,438,939
<b>Total</b>	<b>135,441,561</b>	<b>95,318,737</b>
<b>Segment Results</b>		
Electronics and Instrumentation	7,939,733	2,880,537
Telemedicine	8,263,804	4,904,699
<b>Total Segment Profit Before Interest and Tax</b>	<b>16,203,536</b>	<b>7,785,236</b>
Less :		
Finance Costs	11,010,422	3,097,192
Net Unallocated Income (Net)		
<b>Total Profit Before Tax</b>	<b>5,193,114</b>	<b>4,688,044</b>

- 31.** In view of the lockdown across the country due to the COVID-19, the Company suspended the operations in all the units in compliance with the lockdown instructions as issued by the Central and State governments. COVID-19 has impacted the normal business by way of interruption in operations, supply chain disruption, unavailability of personnel, closure/lockdown of production facilities etc. during the lockdown period. The Company has made detailed assessments of the recoverability and carrying values of its assets comprising property, plant and equipment, inventories, receivables and other current assets as at the balance sheet date and on the basis of evaluation, has concluded that no material adjustments are required in the financial statements. Given the uncertainties associated with nature, condition and duration of COVID-19, the impact assessment on the Company's financial statements will be continuously made and provided for as required. Subsequent to year end, Company has resumed partial operations as per government guidelines and directives prescribed.
- 32.** Previous year's figures have been Rearranged , Rearranged, Wherever Necessary.



## Notes



*If undelivered please return to :*

**MAESTROS ELECTRONICS & TELECOMMUNICATIONS SYSTEMS LIMITED  
REGISTERED OFFICE**

Plot No. EL/66, TTC Industrial Area,  
Electronic Zone, Mahape,  
Navi Mumbai - 400 710.