





# MITSHI INDIA LIMITED

(Formerly known as Dera Paints & Chemical Ltd )

Registered Office:- 2,Juhu Aradhana CHS Ltd., Juhu Lane, Mumbai 400 058. Phone:- 022-26481711

CIN:-U91100MH1990PLC057373

Website: www.mitshi.in

Email:-contact@mitshi.in

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Ref: MIL/BSE/2022

Date: 01<sup>st</sup> August , 2023

To

The Manager – DCS

BSE Limited.

Phiroze Jeejeebhoy Towers,

14th Floor, Dalal Street,

Mumbai – 400 001

Subject: Submission of the Annual Report 2022 under Regulation 34 (1) of  
SEBI (LODR) Regulation, 2015

Scrip Code No.: 523782

Dear Sir,

With Reference to above, we are attaching copy of Annual Report of the Company for the year ended 31<sup>st</sup> March, 2023 for your information and records.

Thanking you,

Yours faithfully,

For Mitshi India Limited,



Chairman and Managing Director

Kumar V. Shah

DIN: 01451912



# **MITSHI INDIA LTD.**



**33<sup>rd</sup> Annual Report  
2022-2023**



**BOARD OF DIRECTORS**

Shri Kumar V. Shah - Chairman & Managing Director - DIN NO: - 01451912  
Shri H.A. Salunkhe - Non Executive / Independent Director - DIN NO: - 03626114  
Ms. Drashti T. Savla - Non Executive / Independent Women Director - DIN - 07117018

**CHIEF FINANCIAL OFFICER**

Ms. Rinku Patel

**COMPANY SECRETARY**

Mr. Umesh Mistry

**AUDITORS**

A.A Siddiqui & Co. Chartered Accountants

**SOLICITORS & LEGAL ADVISORS**

Dhru & Company

**AUDIT COMMITTEE**

Shri H.A. Salunkhe - Non Executive / Independent Director  
Miss. Drashti T. Savla - Non Executive / Independent Director

**SHARE TRANSFER/STAKE HOLDERS COMMITTEE**

Shri. Kumar V. Shah - Chairman & Managing Director  
Shri H.A. Salunkhe - Non Executive / Independent Director

**NOMINATION & REMUNERATION COMMITTEE**

Shri H.A. Salunkhe - Non Executive / Independent Director  
Miss. Drashti T. Savla - Non Executive / Independent Director

**RISK MANAGEMENT COMMITTEE**

Shri. Kumar V. Shah - Chairman & Managing Director  
Shri H.A. Salunkhe - Non Executive / Independent Director

**BANK**

INDIAN BANK, Khar, (West) Mumbai -400 052

**REGISTERED OFFICE**

2, Juhu Aradhana CHS Ltd.,  
Juhu Lane, Mumbai 400 058.  
Maharashtra. INDIA

**REGISTRAR & SHARES TRANSFER AGENT**

Adroit Corporate Services Ltd.  
9, Jaferbhoy Industrial Estate  
Makawana Road, Marol Naka, Mumbai - 400059.

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## NOTICE TO THE MEMBERS

NOTICE is hereby given that the 33rd Annual general Meeting of the Members of Mitshi India Limited will be held on 23rd August, 2023 at 11.00a.m. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2023, the Profit and Loss Account for the year ended on 31st March 2023, on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Kumar V. Shah, who retires by rotation, and being eligible offers himself for reappointment.

By Order of the Board

**Kumar Shah**

**Chairman and Managing Director**

DIN:- 01451912

### Registered Office:

2, Juhu Aradhana, Chs Ltd. Juhu lane, Mumbai - 400 058.

Place : Mumbai

Date : 16th June, 2023



## NOTES

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (“the Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, 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 hereto.
3. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
4. In terms of the provisions of Section 152 of the Act, Shri Kumar V. Shah Director, retire by rotation at the Meeting. Nomination and Remuneration Committee and the Board of Directors of the Company commend his re-appointment.

Shri Kumar V. Shah is interested in the Ordinary Resolution set out at Item No. 2, of the Notice with regard to his re-appointment.

Except that none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 to 2 of the Notice.

5. Details of Director retiring by rotation / seeking appointment / re-appointment at this Meeting are provided in the “Annexure” to the Notice.

### DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:-

6. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company’s website [www.mitshi.in](http://www.mitshi.in), website of the Stock Exchange, i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of Company’s Registrar and Transfer Agent, Adroit Corporate Services Limited at [www.adroitcorporate.com](http://www.adroitcorporate.com)
7. For receiving all communication (including Annual Report) from the Company electronically:
  - a) Members holding shares in physical mode and who have not registered/ updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at [support@adroitcorporate.com](mailto:support@adroitcorporate.com)
  - b) Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participant.

### PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM: CDSL e-Voting System – For Remote e-voting and e-voting during AGM

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No.



20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated 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/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at 01September 2022. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. [www.evotingindia.com](http://www.evotingindia.com)).
8. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

## **THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING as under :**

**Step 1 :** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

The voting period begins on 18/08/2023at 9.00 AM and ends on22/08/2023and ends at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on thecut-off date (16/08/2023)ofmay cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.





Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method **for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000



**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

Click on “Shareholders” module.

Now enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

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

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

After entering these details appropriately, click on “SUBMIT” tab.

Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Click on the EVSN for the relevant <Company Name> on which you choose to vote.

On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for



voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

### **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [contact@mitshi.in](mailto:contact@mitshi.in) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)



3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, MarathonFuturex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.



## ANNEXURE TO ITEMS 2 OF THE NOTICE

Details of Directors seeking re-appointment at the forthcoming Annual general Meeting

<b>Name of the Director</b>	<b>Mr. Kumar V. Shah</b>
Director Identification Number (DIN)	01451912
Date of Birth	06TH JANUARY, 1958
Nationality	INDIAN
Date of Appointment on Board	21-09-1990
Qualification	INTER B.COM
Shareholding in Mitshi India Limited	09.40%
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	NIL
Memberships/Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	NIL

By Order of the Board

**Kumar Shah**  
**Chairman and Managing Director**  
**DIN:- 01451912**

Place : Mumbai

Date : 16th June, 2023



## DIRECTORS' REPORT

To,

The Members,

Your Directors have pleasure in presenting their 33rd Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2023.

### 1. **Financial summary or highlights/Performance of the Company**

<b>PARTICULARS</b>	<b>2022-2023</b>	<b>2021-2022</b>
Gross Income	77219269	69222623
Profit Before Interest and Depreciation	7306146	721315
Finance Charges	0	0
Gross Profit	7306146	721315
Provision for Depreciation	470557	620228
Net Profit Before Tax	6835589	101087
Provision for Tax	1790887	31001
Net Profit After Tax	5044702	70086
Balance of Profit brought forward	(114878699)	(114949785)
Balance available for appropriation	(109834997)	(114879699)
Proposed Dividend on Equity Shares	0	0
Tax on proposed Dividend	0	0
Transfer to general Reserve	0	0
Surplus carried to Balance Sheet	(109834997)	(114879699)

### 2. **Brief description of the Company's working during the year/State of Company's affair**

As detailed above, during the year company made profit to the tune of Rs.50,44,702/- as compared to previous year's profit of Rs. 7,00,86/-.

Your company started to earn from the major activity of trading in fruits and vegetables and some software business during the year.

### 3. **Dividend**

In view of not sufficient profit, the Directors are unable to recommend any dividend for the year.

### 4. **Reserves**

No amounts are transferred to Reserves during the year.

### 5. **Share Capital**

**Issue of Shares with Differential Rights**

The company has not issued any shares with differential rights under the provision of Section 43 read with Rule 4(4) of the Companies (Share Capital and Debentures) Rules, 2014 [Chapter IV]. Hence, no details are provided for it.

**Issue of Sweat Equity Shares**

The company has not issued any shares under the provision Section 54 read with Rule 8(13) of the Companies (Share Capital and Debentures) Rules, 2014. Hence, no details are provided for it.



## 6. Directors and Key Managerial Personnel

Mr. Kumar V. Shah, retires by rotation at the forthcoming Annual General Meeting and being eligible, offer himself for reappointment.

The Company has appointed Mr. Umesh Mistry as Company Secretary and compliance Officer under Regulation 6(1) of SEBI (LODR) Regulations, 2015 w.e.f. 01st January 2023.

## 7. Particulars of Employees

The Company has no employees in respect of whom information is to be furnished under Section 197 of the Companies Act, 2013 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, statement of particulars of employees of the Company.

## 8. Meetings

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year 4 Board Meetings and 4 Audit Committee Meetings were convened and held. The details of which are given in the corporate governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

## 9. Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and provisions of SEBI (LODR) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committees. The manner in which the evaluation has been carried out has been explained in the corporate governance Report.

## 10. Declaration by an Independent Director(s) and re-appointment, if any

The Company has received declarations from all the Independent Director(s) confirming that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 25(8) of SEBI (LODR) Regulations, 2015 as amended.

## 11. Remuneration Policy

The Board will on the recommendation of the Nomination & Remuneration Committee frame a policy for selection and appointment of Directors, Senior Management and their remuneration.

## 12. Managerial Remuneration:

During the year under review, Mr. Kumar V. Shah, Chairman and Managing Director was paid Rs. 6,00,000/- per annum as remuneration.

## 13. Details of Subsidiary/Joint Ventures/Associate Companies

The Company does not have any of Subsidiary/Joint Ventures/Associate Companies as at the year end.

## 14. Auditors:

The Auditors, M/s A. A. Siddiqui & Co., Chartered Accountants, retire at the ensuing Annual General Meeting and, being eligible, offer themselves for reappointment-

## 15. Auditors' Report

The Auditors' Report does not contain any qualification.

## 16. Disclosure about Cost Audit

During the year, the Cost Audit was not applicable to the Company and hence no details are provide for it.

## 17. Secretarial Audit Report

In terms of Section 204 of the Act and Rules made there under, M/s. Jignesh M. Pandya & Co., Practicing Company Secretary has been appointed Secretarial Auditors of the Company. The report of the Secretarial Auditors is enclosed as Annexure III to this report.





Regarding qualification and remarks in the Secretarial audit report, your Board offer following explanation.

Non Compliance of section 203 of the Companies Act, 2013 with respect to Non appointment of full time Company Secretary.

Company has appointed Mr. Umesh Mistry as Company Secretary w.e.f. 01st January 2023.

Other than the above, the report is self-explanatory and do not call for any further comments.

## 18. Internal Audit & Controls

The Company has Internal Audit and Internal Control System commensurate with the size, scale and complexity of its operations.

## 19. Issue of employee stock options

During the year under review, the Company has not issued any employee stock options and accordingly no details are provided for it.

## 20. Vigil Mechanism:

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established.

## 21. Risk management policy

Pursuant to section 134(3)(n) of the Companies Act, 2013 and provisions of SEBI (LODR) Regulations, 2015, the company has framed a risk management policy for the Company including identification therein of elements of risk, if any, which in opinion of the Board may threaten the existence of the company.

At present the company has not identified any element of risk which may threaten the existence of the Company.

## 22. Extract of Annual Return:

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, annual return in MGT 7 has been placed at the Company's website at [www.mitshi.in](http://www.mitshi.in)

## 23. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report

There are no material changes and commitments affecting financial position of the Company occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

## 24. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future

There are not significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

## 25. Deposits

During the year, the Company has not accepted any deposits from public.

## 26. Particulars of loans, guarantees or investments under section 186



## 1. Details of Loans:

SL. No.	Date of making loan	Details of Borrower	Amount	Purpose for which the loan is to be utilized by the recipient	Time period for which it is given	Date of BR	Date of SR (if reqd)	Rate of Interest	Security
			NIL						

## 2. Details of Investments:-figure of investment

SL. No.	Date of investment	Details of Investee	Amount	Purpose for which the proceeds from investment is proposed to be utilized by the recipient	Date of BR	Date of SR (if reqd)	Expected rate of return
1.	1/04/2019	Taaza Kitchen Enterprise Pvt. Ltd.	24,29,200	Business	Earlier Financial Year	N.A.	N.A.

## 3. Details of Guarantee / Security Provided:

SL. No.	Date of providing security/ guarantee	Details of recipient	Amount	Purpose for which the security/guarantee is proposed to be utilized by the recipient	Date of BR	Date of SR (if any)	Commission
			NIL				

## 27. Particulars of contracts or arrangements with related parties:

During the year under review, Company has paid Rs.1,44,000/- as rent for using the premises as Registered office to Dr. Shikha Kumar Shah, daughter and Mrs. Deepa Kumar Shah, wife of Mr. Kumar V. Shah, Chairman and Managing Director. These contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third provision are disclosed in the Notes to the financial statements.

## 28. Corporate Governance Certificate

The Compliance certificate from the auditors regarding compliance of conditions of corporate governance as stipulated in Clause 49 of the Listing agreement is annexed with the report.

## 29. Management Discussion and Analysis-

The Management Discussion and Analysis forms part of this Annual Report for the year ended 31st March, 2023.  
Statutory Disclosures

The Company has no employees in respect of whom information under section 197 of the Companies Act, 2013 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

## 30. The Sexual Harassment of Women at Workplace (Prevention, Prohibition And Redressal) Act, 2013

The Company has adopted a policy for prevention of Sexual Harassment of Women at workplace as required under provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During



the year Company has not received any complaint of harassment.

### 31. Conservation of energy, technology absorption and foreign exchange earnings and outgo

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows: The Company has not carried out any manufacturing activity during the year.

#### (a) Conservation of energy

(i)	the steps taken or impact on conservation of energy	Not Applicable
(ii)	the steps taken by the company for utilizing alternate sources of energy	Not Applicable
(iii)	the capital investment on energy conservation equipment's	Not Applicable

#### (b) Technology absorption

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

#### (c) Foreign exchange earnings and Outgo

##### i) Foreign exchange earnings :

FOB Value of software exports Rs. 32,66,025 (PY NIL)

##### ii) Foreign exchange Outgo : NIL

### 32. Corporate Social Responsibility (CSR)

Due to Inadequate Profits, the company was not required to spent any amount towards Social Responsibility, and hence no details for the same are provided.

### 33. Directors' Responsibility Statement

The Board of Directors acknowledge the responsibility for ensuring compliance with the provisions of Section 134(3) (c) read with section 134(5) of the Companies Act, 2013 and Clause 49 (III) (D) (4) of the listing Agreement with Stock Exchanges —

- In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and for that period;



- (c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors, have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**34. Transfer of Amounts to Investor Education and Protection Fund**

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

**35. Listing with Stock Exchanges:**

The Company is listed with BSE Ltd

**36. Status under Sick Industrial Companies (Special Provision) Act,1985**

The Company is not a Sick Industrial Company within the meaning of Section 3(1) (o) of the Sick Industrial Companies (Special Provision)Act, 1985.

**37. Acknowledge**

Your Directors would like to acknowledge to all contribution, support, help received from all the stakeholders, government Agencies, Banks.

By Order of the Board

**Kumar Shah**  
**Chairman and Managing Director**  
**DIN:- 01451912**

Place : Mumbai

Date : 16thJune, 2023



**ANNEXURE -**

**FORM AOC-1**

(Pursuant to first proviso to sub section (3) of Section 129 read with rule 5 of  
Companies (Accounts) Rules, 2014)  
Statement containing salient features of the financial statement of subsidiaries  
**Not Applicable**



## ANNEXURE - FORM NO. AOC -2

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

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

### 1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	NIL
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
e)	Justification for entering into such contracts or arrangements or transactions'	NIL
f)	Date of approval by the Board	NIL
g)	Amount paid as advances, if any	NIL
h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	NIL

### 2. Details of contracts or arrangements or transactions at Arm's length basis.

S L. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	KUMAR V. SHAH Managing Director
b)	Nature of contracts/arrangements/transaction	Remuneration- 6,00,000/- PM
c)	Duration of the contracts/arrangements/transaction	5 years
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NA
e)	Date of approval by the Board	26TH September, 2022. and ending to 2027
f)	Amount paid as advances, if any	NIL

### 3. Details of contracts or arrangements or transactions at Arm's length basis.

S L. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Mrs. Deepa K. Shah and Dr. Shikha K. Shah, Wife , Duaughter of Chairman and Managing Director
b)	Nature of contracts/arrangements/transaction	Rent- 12,000/=PM
c)	Duration of the contracts/arrangements/transaction	3 years
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NA
e)	Date of approval by the Board	29-01-2020
f)	Amount paid as advances, if any	NIL



## ANNEXURE-III

Form No. MR-3

### **SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2023**

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

To,  
The Members,  
**MITSHI INDIA LIMITED**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Mitshi India Limited. (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Mitshi India Limited ("the Company") for the financial year ended on 31st March, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (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, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (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; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) Annexure I attached for list of applicable laws

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 Listing Agreements entered into by the Company with Bombay Stock Exchange(s), as required under SEBI (



Listing Obligations and Disclosure Requirements) Regulations, 2015;

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

1. The Company had appointed Ms. Bhavna Jain as Company Secretary and Compliance Officer under Regulation 6(1) of SEBI LODR Regulations, 2015 W.E.F 01st March, 2019. She has submitted her Resignation W.E.F.01st November, 2019.

**The Company has appointed Mr. Umesh Mistry as Company Secretary w.e.f. 01st January 2023.**

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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.

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

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the company has not carried out any action nor any event has taken place which is having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

JIGNESH M. PANDYA & CO.  
(JIGNESH M. PANDYA)  
PROPRIETOR  
Practicing Company Secretary  
ACS No. 7346 C P No.:7318

Place : Mumbai

Date : 16/06/2023

UDIN: A007346E000543970

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





## ANNEXURE I

### List of applicable laws to the Company

#### Under the Major Groups and Heads are as follows:-

1. Factories Act, 1948;
2. Industries (Development & Regulation) Act, 1951;
3. Labour Laws and other incidental laws related to labour and employees appointed by the company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, ESIC, compensation etc.;
4. Acts prescribed under prevention and control of pollution;
5. Acts prescribed under Environmental protection;
6. Acts as prescribed under Direct Tax and Indirect Tax;
7. Land Revenue laws of respective States;
8. Labour Welfare Act to respective States;
9. Trade Marks Act 1999 & Copy Right Act 1957;
10. Acts as prescribed under Shop and Establishment Act of various local authorities.
11. Local Laws as applicable to various offices and plants;
12. The Competition Act, 2002;
13. Information Technology Act, 2000
14. The Legal Metrology Act, 2009
15. Food & Drugs Administration/ Food Safety and Standard Authority of India (FSSAI)

Place: Mumbai

Date: 16/06/2023

UDIN: A007346E000543970



## 'ANNEXURE A'

To,  
The Members,  
**Mitshi India Limited**

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 JIGNESH M. PANDYA & CO.,  
(JIGNESH M. PANDYA)  
PROPRIETOR  
Practicing Company Secretary  
ACS. NO.7346 CP NO. 7318

Place : Mumbai  
Date : 16/06/2023  
UDIN: A007346E000543970



## CORPORATE GOVERNANCE REPORT for the year ended on 31st March 2023

### **Company Philosophy on Code of Governance:**

Mitshi India Limited has always focused on good Corporate Governance, which is a key driver of sustainable corporate growth. The core values of Company are commitment to excellence and customer satisfaction honesty, integrity, disclosure, accountability and maximizing long term value for Share-holders, lenders, suppliers and the Government. Your company has been constantly devising measures to improve upon to adopt effective Corporate Governance by creating an environment based on professionalism, entrepreneurship and pursuit for excellence. Corporate Governance policies and practices in accordance with the provision of SEBI (LODR) Regulations 2015 as applicable.

### **Board of Directors**

#### **Composition**

The Board of Mitshi India Limited consists of three Directors, out of which two are non- Executive. Amongst the Executive One is the Promoter Director, One Women independent Director and One independent Director.

The Promoter Director is a Executive Director and the number of independent Directors are half of the total number of Directors. The Board consists of executive, non executive and independent Directors. The Company, therefore meets with the requirements relating to the composition of the Board of Directors. All Executive, non executive & independent Directors with their diverse knowledge, experience and expertise provide valuable in the deliberations and decisions of the Board.

#### **Board Procedures**

During the financial year 2022-2023 the Board of Directors have met Four times on the following dates :31st May, 2022, 10th August, 2022, 14th November, 2022, 09th February, 2023. The meetings were held as per the mandatory requirements and the dates of the meetings were generally decided well in advance.

#### **Attendance Record & Directorships and Membership of Directors.**

Table 1 gives the composition of the Board and the attendance record of all the Directors at the Four Board meetings held during the financial year 2022-23, as well as at the last Annual General Meeting as also the number of Directorships and Committee Membership held by them other Companies.

Name of Directors		Attendance Particular		Directorship in Companies		Membership/ Chairmanship in Committees	
		Board Meeting	Last AGM held on 26/09/2022	In listed Companies	In Unlisted Public Limited Companies	Chairman	Member
Kumar Shah	Promoter-Chairman	4	Yes	1	-	1	1
H.A. Salunkhe	Independent Non-Executive	4	Yes	1	-	-	4
Drashti T. Savla	Independent Non-Executive	4	Yes	---	----	----	2

#### **Notes**

- (1) Private Limited Companies, Foreign Companies and Committee under section 25 of the Companies Act, 1956 are excluded for the above purpose
- (2) Only Audit Committee, Share-holders Grievance Committee and Remuneration are considered for the purpose of committee positions as per SEBI (LODR) Regulations, 2015.



## Information supplied to the Board

The Board of Mitshi India Limited is presented with all the relevant information on various vital matters affecting the working of the Company, as well as those that require deliberation at the highest level. Extensive information is provide on various critical items such as : (a) Production, Sales and Capital Expenditure Budget, (b) Sales and financial performance statics (c) Such transfer compliance (d) Quarterly financial results (e) Significant labor and human relation (f) statutory compliance reporting system and any other matters.

## Audit Committee:

### Constitution and Compositions

The Audit Committee of the Company comprises of Mr. H. A. Salunkhe and Miss Drashti Savala, the Independent directors. All members of the Audit Committee have knowledge on financial matters and the Chairman of the Audit Committee is having accounting and financial management expertise.

### Terms of reference

In compliance with Section 177 of the Companies Act, 2013 read with Regulation 18 of SEBI (LODR) Regulations, 2015, the terms of reference of Audit Committee are as under:

1. Oversee the Company's financial reporting process and the disclosures of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending to the Board, the appointment, re- appointment and, if required, the replacement or removal of the Statutory Auditor and the fixation of Audit Fees.
3. Compliance with Listing and other legal requirements relating to financial statements.
4. Disclosures of any related party transactions
5. Reviewing with the management, the quarterly financial statements before submission to the Board for approval.
6. Reviewing with the management, performance of Statutory Auditors, adequacy of Internal Control systems and recommending improvements to the management.
7. Discussion with Auditor on any significant findings and follow-up thereon.
8. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The minutes of the Audit Committee Meetings are circulated to the Board, discussed and taken note of.

### Meetings and attendance

The Audit Committee met Four times during the Financial Year 2022-23 on 31st May, 2022, 10th August, 2022, 14th November, 2022 and 09th February, 2023. The meetings were scheduled well in advance. In addition to the members of the Audit Committee these meetings were attended by Statutory Auditors.

<b>Names of the Directors</b>	<b>No. of Meetings attended</b>
1. Shri H.A.Salunkhe	4
2. Ms. Drashti T. Savla	4

## Remuneration Committee

### Constitution and Composition

The Board has constituted Remuneration Committee comprising Shri. H.A.Salunkhe and Ms. Drashti T. Savla, the Independent directors.

No meeting of this committee was held during the year under review.

Terms of Reference: The Remuneration Committee has been constituted to recommend/ review remuneration of the Managing Director.



## Remuneration of Directors

a. The remuneration paid to the Whole-time Director is within the ceiling as per resolution approved by the shareholders. Details of the remuneration paid to the whole-time Director for the Financial Year ended 31st March, 2023 is given below:

- Constitution and Composition

### Remuneration of Directors

- i. Remuneration of Directors : Remuneration of Rs. 6,00,000/- paid to the Promoter Director (CMD) of your company, including all perquisites.
- ii. No Sitting Fees paid to the independent Non-Executive Directors for the financial year ended 31st March, 2023.

## b. Stakeholders' Relationship Committee (mandatory committee)

In compliance with the provisions of Section 178 of the Companies Act, 2013 and SEBI( LODR) Regulations, 2015, the Board has renamed the existing "Shareholders'/Investors' Grievance Committee" as the "Stakeholders' Relationship Committee". The terms of reference of the Committee are:

- transfer/transmission of shares/debentures and such other securities as may be issued by the Company from time to time;
- issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure;
- issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates / certificates relating to other securities;
- issue and allot right shares / bonus shares pursuant to a Rights Issue / Bonus Issue made by the Company, subject to such approvals as may be required;
- to grant Employee Stock Options pursuant to approved Employees' Stock Option Scheme(s), if any, and to allot shares pursuant to options exercised;
- to issue and allot debentures, bonds and other securities, subject to such approvals as may be required;
- to approve and monitor dematerialization of shares / debentures / other securities and all matters incidental or related thereto;
- to authorize the Company Secretary and Head Compliance / other Officers of the Share Department to attend to matters relating to non-receipt of annual reports, notices, non-receipt of declared dividend / interest, change of address for correspondence etc. and to monitor action taken;
- monitoring expeditious redressal of investors / stakeholders grievances;
- all other matters incidental or related to shares, debenture

The company has constituted a Share Transfer Committee in compliance with the Clause 49 of the Listing Agreement. The Committee comprises of two Directors viz. Shri Kumar V Shah and Shri H. A. Salunkhe. The Committee looks into the matter of share-transfer, issue of duplicate certificates and other related matters.

### During the year, Committee had met 12 times.

The composition and the meetings attended by the members are as under:

Name of Director	No. of meeting attended during the year.
Shri Kumar V Shah	12
Shri. H.A. Salunkhe	12

Share transfers/transmissions etc. as approved by the Committee are notified to the Board at regular intervals and are taken on record by the Board at their meetings.

No Transfers/Transmission are pending as on 31st March, 2023.



**c. Corporate Social Responsibility (CSR) Committee -**

The terms of reference of the Corporate Social Responsibility Committee (CSR) broadly comprises:

To review the existing CSR Policy and to make it more comprehensive so as to indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;

To provide guidance on various CSR activities to be undertaken by the Company and to monitor its progress.

The company has constituted a Corporate Social Responsibility Committee in compliance with the SEBI (LODR) Regulations, 2015. The Committee comprises of two Directors viz. Shri Kumar V Shah and Shri H. A. Salunkhe. The Committee had one meeting on 09th February, 2023. As the Company is not having adequate profits as prescribed under the applicable rules, no expenses have been incurred for social responsibility.

**Risk Management Committee**

The company has constituted a Risk Management Committee in compliance with the SEBI (LODR) Regulations, 2015. The Committee comprises of two Directors viz. Shri Kumar V Shah and Shri H.A.Salunkhe. The Committee met four times during the Financial Year 2022-23 on 31st May, 2022, 10th August, 2022, 14th November, 2022 and 09th February, 2023.

Business Risk Evaluation and Management is an on-going process within the Organization. The Company has a robust risk management framework to identify, monitor and minimize risks as also identify business opportunities.

The objectives and scope of the Risk Management Committee broadly comprises:

- Oversight of risk management performed by the executive management;
- Reviewing the BRM policy and framework in line with local legal requirements and SEBI guidelines;
- Reviewing risks and evaluate treatment including initiating mitigation actions and ownership as per a pre-defined cycle;
- Defining framework for identification, assessment, monitoring, mitigation and reporting of risks.

The composition of the Risk Management Committee as at March 31, 2023 and details of the Members participation at the Meetings of the Committee are as under:

Name of the Member	Category	Attendance at the Risk Management Committee meeting held on
Mr. Kumar V. Shah	Executive, Non-Independent	31-05-2022, 10-08-2022, 14-11-2022, 09-02-2023
Mr. H. A. Salunkhe	Independent	31-05-2022, 10-08-2022, 14-11-2022, 09-02-2023

**Independent Directors’ Meeting**

During the year under review, the Independent Directors met on 09-02-2023, inter alia, to discuss:

- Evaluation of the performance of Non-independent Directors and the Board of Directors as a whole.
- Evaluation of the performance of the chairman of the Company, taking into account the views of the Executive and Non-executive directors.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.
- All the Independent Directors were present at the Meeting.

**PERFORMANCE EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) 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 Audit, Nomination and Remuneration and Compliance Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board’s functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.



A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

## Communications to Share – holders

Mitshi India Limited recognizes communication as a key element of the overall Corporate Governance Framework. The company responds the share-holders queries regularly and no queries are pending.

## Share-Holders Information

### General Body Meetings:

For the period ended	Date, Time and Locations
31st March, 2022	26 September, 2022 at 11.00 a.m through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”),
31st March, 2021	25 September, 2021 at 12.30 p.m through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”),
31st March, 2020	26 September, 2020 at 11.00 a.m through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”).

During the last three years no resolution was passed under the Postal Ballot.

### General Shareholder’s Information

Annual General Meeting	: 26/09/2022 at 11.00 am by VC
Book Closure Date	: 17/09/2022 to 26/09/2022
Listing on Stock Exchanges	: The Stock Exchange, Mumbai Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001
Dividend Payment Date:	: Not applicable since dividend not declared
Stock Code	:
The Stock Exchange, Mumbai	: 523782 The Stock Exchange, Mumbai 9, Jaferbhoy Industrial Estate, Makawana Road, Marol Naka, Mumbai-400059.



## Distribution of Shareholding-

Table 2 gives details about the pattern of Share-holdings among various categories as on 31st March, 2023, while table 3 gives the data according to size classes:-

Table 2: Distribution of shareholdings across categories

Shares distribution schedule as on 31/03/2023

SHARES SLAB	SHARE HOLDERS	% AGE	TOTAL SHARES	AMOUNT (RS.)	% AGE
UPTO - 100	15075	71.80	1444045	14440450	16.41
101 - 500	4971	23.68	1330185	13301850	15.12
501 - 1000	570	2.71	468540	4685400	5.32
1001 - 2000	177	0.84	269709	2697090	3.06
2001 - 3000	60	0.29	152420	1524200	1.73
3001 - 4000	28	0.13	99947	999470	1.14
4001 - 5000	26	0.12	118973	1189730	1.35
5001 - 10000	44	0.21	330508	3305080	3.76
10001 - 20000	22	0.10	300708	3007080	3.42
20001 - 50000	12	0.06	403954	4039540	4.59
50000 & Above	11	0.05	3881011	38810110	44.10
<b>Total</b>	<b>20996</b>	<b>100.00</b>	<b>8800000</b>	<b>88000000</b>	<b>100.00</b>

## Dematerialization of Shares

CDSL & NSDL have approved for dematerialization of shares.	
Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversions date and likely impact on equity shares.	The <b>Company has</b> not issued GDRs/ADRs/ Warrants convertible instruments, conversions date or any Convertible instruments
Address for Correspondence:-	2, Juhu Aradhana CHS Ltd., Juhu Lane, Mumbai 400 058

## 2 Disclosures:

### (a) Materially Significant related party transactions

There was no transaction of material nature with any of the related party, which is in conflict with the interest of the company.

### (b) Details of non compliance by the company, penalties, structures imposed on the company by the Stock Exchange or SEBI or any authority on any matter related to capital markets during last 3 years.

There was no instance of levy of any penalties during the last three years.





## Market price data :-

Market Price Data:		
Date	High Price	Low Price
Apr-22	15.90	12.74
May-22	14.40	10.81
Jun-22	13.64	8.73
Jul-22	12.00	9.30
Aug-22	12.75	9.21
Sep-22	13.95	10.31
Oct-22	13.00	9.610
Nov-22	12.5	10.52
Dec-22	11.79	8.56
Jan-23	10.50	8.30
Feb-23	13.55	9.60
Mar-23	13.50	10.74

## Compliance with Accounting Standards

In the preparation of the financial statements, the Company has followed the Accounting Standards notified pursuant to Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provision of the Companies Act, 1956 read with General Circular 8/2014 dated April 04, 2014, issued by the Ministry of Corporate Affairs. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

## Internal Controls

The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory / regulatory compliances. The Company's business processes are on SAP-ERP and SAP-HR platforms and have a strong monitoring and reporting process resulting in financial discipline and accountability.

## CEO & MD / CFO Certification

The CEO & MD has issued certificate pursuant to the provisions of SEBI (LODR) Regulations, 2015 certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

## CODE OF CONDUCT

The Board of Directors has approved a Code of Business Conduct which is applicable to the Members of the Board and all employees. The Company believes in "Zero Tolerance" to bribery and corruption in any form and the Board has laid down the "Anti-Bribery & Corruption Directive" which forms an Appendix to the Code. The Code has been posted on the Company's website [www..com](http://www..com).

## VIGIL MECHANISM / WHISTLE BLOWER POLICY

In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility. The Company has a Fraud Risk Management Policy (FRM) to deal with instances of fraud and mismanagement, if any. The FRM Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.



## PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Company Secretary & Head Compliance is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

on behalf of Board Of Director

**Kumar Shah**

Chairman and Managing Director

Place : Mumbai

Date : 16th June, 2023

DIN:- 01451912

The Members of  
**Mitshi India Limited**

### Re: Report on Corporate Governance

We have reviewed the records concerning the Company's compliance of the condition of the Corporate Governance as stipulated in SEBI (LODR) Regulations, 2015 for the year ended on 31st March, 2023. The compliance of condition of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

We have conducted our review on the basis of the relevant records and documents maintained by the Company and furnished to us for review, and the information and explanations given to us by the Company.

Based on such a review, in our opinion, the Company has complied with the Condition of Corporate Governance, as stipulated in SEBI (LODR) Regulations 2015 as applicable.

On the basis of the records maintained by the Company we state that there are no Investor Grievances pending against the Company for a period exceeding one month.

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

For **A. A. Siddiqui & Co.**  
**Chartered Accountants**  
Firm Regn. No. 143081W  
**A.A. Siddiqui**  
**Proprietor**  
M. No. 33243

Place : Mumbai

Date : 16th June, 2023

UDIN : 23173290BGVDF08770

(Note : Pursuant to clause 15 (2) (a) of Listing Regulations, compliance with Corporate Governance provisions as specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D, and E of Schedule V of Listing Regulations is not applicable to the Company. However, Company has complied said requirements voluntarily)



## FINANCIAL CALENDAR 2022:

AGM – Date, time and venue	23/08/2023 at 11 am by Video Conference Arranged By CDSL
Financial Year	2022-2023
Book Closure Date	14/08/2023 to 23/08/2023(Both Inclusive)
Dividend Payment Date	Not Declared
Listing of Eq. shares on stock exchanges.	BSE LTD
Stock Code	523782
Market Price Data and other related informations	chart displayed
Registrar & Transfer Agents	ADROIT CORPORATE SERVICES PVT LTD
Board Meeting for consideration of Accounts for the financial year ended March 31, 2022 and recommendation of dividend	16/06/2023-due to insufficient profit no dividend was considered
Posting of Annual Reports	N.A.
Board Meeting for consideration of unaudited quarterly results for the financial year ended March 31, 2022	28th April, 2023
Audited results for the current financial year ending March 2023	

For and on behalf of the Board of Directors

**Kumar Shah**  
**Chairman and Managing Director**  
**DIN:- 01451912**

Place : Mumbai  
Date : 16th June, 2023



## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### Compliance with Code of Business Conduct and Ethics

As provided under Regulation 34(3) of SEBI (LODR) regulations, 2015, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct and Ethics for the year ended March 31, 2023.

### Forward-Looking Statements

This report contains forward-looking statements based on certain assumptions and expectations of future events. The Company, therefore, cannot guarantee that these assumptions and expectations are accurate or will be realised. The Company's actual results, performance or achievements can thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

### Business Overview & Marketing

#### (Discussion On Financial Performance With Respect To Operational Performance.)

I am beholden to each and every one of you, for having respond your trust and confidence in the management and promoters of your company. Your management has never lost hope for a bright future, and your continued patience has been a tremendous support to encourage us to make untiring and strenuous efforts to search for new avenues of business and today, My dear friends, I am very happy to inform you that your company is trying to give much better shape even after COVID19 PANADAMIC situation arise. Your promoters & the Management Group has turned it in to a profit making and income tax paying company during FY 2022 -23 (that is 5TH year)

It was declared by the promoters /Management that days are not far when all and each of you is going to be rewarded for your patience in the form of dividends and capital appreciation too, unless any unforeseen circumstances disturb our plans/operations. Here we submit that continued COVID19 PANDAMIC has created problems and we have to face the same, we are trying to survive this unforeseen event and despite of the same your company is back in performance, timely we have published our view and updated to Investors and shareholders through platform of BSE Ltd

Your company has achieved sales of Rs.771.74 lacs as compared to Rs. .692.20 lakhs of last FY. However, due to sever impact of COVID19 PANDAMIC and reduction in margin on sales as many times the perishable items have to be sold at loss to clear the inventory, your Company could not achieve it's desired aim of increase in operating profit, albeit due to finalisation and receipt of old insurance fire claim of Rs.140.50 lakhs , it has managed to generate profits of Rs.68.36 lakhs before tax and Rs.50.45 lakhs after tax and achieved EPS of Rs.0.57 per share as compared to Rs0.01 for the last FY. Your company is trying hard to achieve better results.

### Internal Control

The Company has adequate internal control system, commensurate with the size of its operations. Adequate records and documents are maintained as required by laws. The Company's audit Committee reviewed the internal control system. All efforts are being made to make the internal control systems more effective.

### OUT LOOK

Management indents to focus more on business of Software during the year besides it's regular operations, which we have already planned.

### Value Addition

Your company is trying hard and putting up all its resources for Value Addition to its Shareholders and Investors and economy in general.

### Future Plans/Guidance

Management agree that some what it has affected company's operation due to COVID19 situation , however your company has



started to develop business in software division and further it is trying hard to add products which can generate more profit.

**Swot - Nil**

**Material Developments In Human Resources/Industrial Relations Front, Including Number Of People Employed.**

Your company will employ sizable people to look after the various activities and all round development of your company.

**Cautionary Statement**

Statement in this Management's Discussion and Analysis detailing the Company's objectives, projections, estimates, estimates, expectations or predictions are "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and Indian demand-supply conditions, finished goods prices, feedstock availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries within which the Company conducts business and other factors such as litigation and labour negotiations.

For **Mitshi India Limited**

**(Kumar V. Shah)**

Chairman & Managing Director

DIN:- 01451912

Place : Mumbai

Date : 16th June 2023



**DECLARATION BY THE MANAGING DIRECTOR UNDER REGULATION 34(3)**  
**OF SEBI (LODR) REGULATIONS, 2015**

To,  
The Members  
Mitshi India Ltd.

I hereby declare that all the Directors and the designated employees in the senior management of the Company have affirmed compliance with their respective codes for the Financial Year ended March 31, 2023.

**For Mitshi India Limited**  
**(Kumar V. Shah)**  
Chairman & Managing Director  
DIN:- 01451912

Place : Mumbai  
Date : 16th June 2023



## CERTIFICATION BY CEO/CFO UNDER REGULATION 17(8) OF SEBI (LODR) REGULATIONS, 2015

The Board of Directors,  
**MITSHI INDIA LIMITED**

We, the undersigned, in our respective capacities as Managing Director and Chief Financial officer of the Company, to the best of my knowledge and belief certify that;

- (a) We have reviewed the Financial Statements for the Financial Year ended 31st March, 2023 and based on our knowledge and belief state that:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
  - (ii) these statements together presents a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- (b) We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We are responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the Financial Reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of

internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

- (d) We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and Audit Committee :
- (i) significant changes, if any, in the internal control over the Financial Reporting during the year;
  - (ii) significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and
  - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over Financial Reporting.

For **Mitshi India Limited**  
**(Kumar V. Shah)**

Chairman & Managing Director  
**(Rinku Niket Patel)**

CFO

Place : Mumbai

Date : 16th June 2023



## INDEPENDENT AUDITOR'S REPORT

To the Members of **Mitshi India Limited**

### Report on the Audit of the Financial Statements

#### Opinion

We have audited the financial statements of **Mitshi India Limited** ("the Company"), which comprise the Balance Sheet as at 31st March 2023, and the Statement of Profit and Loss, Statement of Changes in Equity and Statement of Cash Flows for the year then 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 financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and of profit, 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.

#### 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. There were no material Key Audit Matters in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and hence we do not provide a separate opinion on these matters.

#### Management's Responsibility for the 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 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 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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 risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The





risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system 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 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most

significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### Other Matter

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

As required by the Companies (Auditor's Report) Order, 2020 ("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" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid 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, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 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 as amended, in our opinion and to the best of our information and according to the explanations given to us:



- i. The Company does not have any pending litigations which would impact its financial position other than as disclosed in Note No. 21(5) of the financial statements.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv)
- (i) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (ii) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (iii) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) above contain any material mis-statement.
- v) The company has not declared or paid any dividend during the year.

For **A.A.Siddiqui & Co.**  
Chartered Accountants  
Firm Regn. No.143081W

**A.A.Siddiqui**  
Proprietor  
M.No.173290  
UDIN : 23173290BGVDFI1028

Place : Mumbai  
Dated : 28th April,2023



## ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in our Report of even date on the Ind AS financial statements for the year ended March 31, 2023 of **MITSHI INDIA LIMITED** (FORMERLY DERA PAINTS & CHEMICALS LIMITED). Reported on the basis of verification of records of the Company and as per the information and explanations given by the Company.)

- (i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (b) The Company is maintaining proper records showing full particulars of intangible assets.
- (c) These Property, Plant and Equipment have been physically verified by the management at reasonable intervals during the year and we are informed that no material discrepancies were noticed on such verification.
- (d) The Company does not own any immovable property
- (e) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets
- (f) No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) (a) Physical verification of inventory has been conducted at reasonable intervals by the management and in our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies were noticed during the physical verifications.
- (b) The company has not availed any working capital limits from banks or financial institutions.
- (iii) During the year . the company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.
- (iv) In respect of the investments already made by the Company, provisions of sections 185 and 186 of the Companies Act have been complied with.
- (v) The Company has not accepted any deposits from the public as defined under the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Rules framed there under.
- (vi) The maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, in respect of the activities carried on by the Company.
- (vii) (a) The Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess , Value added tax , GST and any other statutory dues as applicable with the appropriate authorities . There are no statutory dues outstanding for more than six months as on last day of the financial year.
- (b) There are no dues of Income tax/ Sales tax /Wealth tax/ Service tax/ Custom duty/ Excise duty/ cess , GST and Value added tax which have not been deposited on account of any dispute except as under:

Name of Statute	Nature of Dues	Asst . Year	Amount(Rs)	Forum where dispute is pending
Sales tax Act	Sales tax	2000-01	380.94 lakhs	Appeal filed against Ex party Order before Commissioner of Sales tax, Ratnagiri

- (viii) There are no transactions not recorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961)
- (ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) The Company is not a declared willful defaulter by any lender;



- (c) The Company has not availed any Term Loan.
- (d) The funds have not been raised on short term basis.
- (e) The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) The company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- (x) (a) The Company has not raised moneys by way of initial public offer or further public offer including debt Instruments during the year.
- (b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.
- (xi) (a) No fraud by the Company or on the Company has been noticed or reported during the year and hence question of filing Form ADT-4 for the same does not arise.
- (b) No whistle-blower complaint has been received during the year by the Company;
- (xii) The Company is not a Nidhi Company and therefore reporting under this clause is not applicable to the Company .
- (xiii) All transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xiv)(a) The Company has an internal audit system commensurate with the size and nature of its business;
- (b) The reports of the Internal Auditors for the period under audit were considered by the statutory auditor.
- (xv) The Company has not entered into any non-cash transactions with directors or persons connected with them and hence question of reporting under this clause dose not arise.
- (xvi)(a) The Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934
- (b) The company has not conducted any Non-Banking Financial or Housing Finance activities
- (c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India
- (d) The Company does not have any CIC as part of its Group.
- (xvii) The company has not incurred cash losses in the financial year and in the immediately preceding financial Year
- (xviii) There is no resignation of the statutory auditors during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, in our opinion, no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- (xx) The provisions of section 135 of the Companies Act relating to CSR activities are not applicable to the Company as it has no requisite net profit and turnover as prescribed under the said section.
- (xxi) The Company is not required to prepare the consolidated financial statements as it has no subsidiary or associate company and hence question of reporting under this clause dose not arise.

**For A.A.Siddiqui & Co.**  
Chartered Accountants  
Firm Regn. No.143081W

**A.A.Siddiqui**  
Proprietor  
M.No.173290  
UDIN : 23173290BGVDF11028

Place : Mumbai  
Dated : 28th April,2023



## ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **MITSHI INDIA LIMITED** (FORMERLY DERA PAINTS & CHEMICALS LIMITED) ("the Company") as of March 31, 2023 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

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

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

#### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were generally operating effectively as at March 31, 2023, 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 A.A.Siddiqui & Co.**

Chartered Accountants

Firm Regn. No.143081W

**A.A.Siddiqui**

Proprietor

UDIN : 23173290BGVDFI1028

Place : Mumbai

Dated : 28th April,2023



## BALANCE SHEET AS AT 31ST MARCH,2023

	Note No.	As at 31.03.2023 Amount (₹)	As at 31.03.2022 Amount (₹)
<b>ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Property Plant and Equipment	1	71,822	82,533
(b) Other intangible assets	1	2	4,59,848
(c) Non Current Financial Assets			
(i) Investments	2	24,53,300	24,53,300
(d) Deferred Tax Asset	3	88,580	29,570
(e) Other Non Current Assets	4	6,55,503	6,73,550
		<u>32,69,207</u>	<u>36,98,801</u>
<b>(2) Current assets</b>			
(a) Inventories	5	1,21,46,978	15,750
(b) Financial Assets			
(i) Trade receivables	6	90,65,631	2,53,89,525
(ii) Cash and cash equivalents	7	18,94,700	24,43,265
(c) Other Current Assets	8	3,76,619	1,03,77,852
		<u>2,34,83,928</u>	<u>3,82,26,392</u>
		<u>2,67,53,135</u>	<u>4,19,25,193</u>
<b>TOTAL Rs.</b>			
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity Share Capital	9	8,80,00,000	8,80,00,000
(b) Other Equity	10	(6,23,56,799)	(6,74,01,501)
		<u>2,56,43,201</u>	<u>2,05,98,499</u>
<b>LIABILITIES</b>			
<b>(1) Non-Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	11	-	1,10,92,915
		<u>0</u>	<u>1,10,92,915</u>
<b>(2) Current Liabilities</b>			
(a) Financial Liabilities			
(i) Trade payables MSME	12	0	0
(ii) Trade payables Non MSME	12	10,75,921	1,01,19,178
(b) Other Current liabilities	13	33,150	24,601
(c) Current Tax liabilities	14	863	90,000
		<u>11,09,934</u>	<u>1,02,33,779</u>
		<u>2,67,53,135</u>	<u>4,19,25,193</u>
<b>TOTAL Rs</b>			
Significant Accounting Policies & Additional Notes	21		

Notes referred to above form an integral part of the Ind AS financial statements,  
As per our report of even date.

**For A.A.Siddiqui & Co.**

Chartered Accountants  
Firm Regn No. 143081W

**A.A.Siddiqui**

M.No. 173290

Proprietor

Mumbai

Dated: 28th April,2023

For and On Behalf of The Board.

**Kumar V. Shah**

Chairman & Managing Director

DIN : 01451912

**Rinku Patel**

CFO

Dated: 28th April,2023

**H.A.Salunkhe**

Director

DIN : 03626114

**Umesh Mistry**

Company Secretary



## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2023

	Note No.	Current Yr. 2022-23 Amount (₹)	Previous Yr. 2021-22 Amount (₹)
I. Revenue from Operations	15	<b>7,71,73,577</b>	6,92,20,905
II. Other Income	16	<b>45,692</b>	1,718
III. Total Income		<b>7,72,19,269</b>	6,92,22,623
IV. Expenses			
Purchases of Stock in Trade	17	<b>9,18,42,586</b>	6,48,87,000
Changes in Inventories	18	<b>(1,21,31,228)</b>	(5,250)
Employees Benefits Expenses	19	<b>19,97,148</b>	11,77,302
Depreciation <sup>1</sup>		<b>4,70,557</b>	6,20,228
Other Expenses	20	<b>22,54,444</b>	24,42,256
		<b>8,44,33,507</b>	6,91,21,536
Profit/(Loss) before Exceptional/Extraordinary item & tax		<b>(72,14,238)</b>	1,01,087
Exceptional/Extraordinary item			
Fire Insurance Claim received with interest of			
Rs. 62,91,367/- on the same		<b>1,40,49,827</b>	-
Profit after Exceptional/Extraordinary item before tax		<b>68,35,589</b>	1,01,087
Less :			
<b>Tax Expenses</b>			
Current Tax		<b>18,30,000</b>	90,000
Income tax of earlier years		<b>19,897</b>	-
Deferred Tax		<b>(59,010)</b>	(58,999)
		<b>17,90,887</b>	31,001
Net Profit (Loss) for the year		<b>50,44,702</b>	70,086
Other Comprehensive Income for the year		<b>0</b>	0
Total Comprehensive Income for the year		<b>50,44,702</b>	70,086
Basic/Diluted EPS		<b>0.57</b>	0.01
Significant Accounting Policies & Additional Notes	21		

Notes referred to above form an integral part of the Ind AS financial statements,  
As per our report of even date.

**For A.A.Siddiqui & Co.**

Chartered Accountants  
Firm Regn No. 143081W  
**A.A.Siddiqui**  
M.No. 173290  
Proprietor

Mumbai  
Dated: 28th April,2023

For and On Behalf of The Board.

**Kumar V. Shah**  
Chairman & Managing Director  
DIN : 01451912

**Rinku Patel**  
CFO  
Dated: 28th April,2023

**H.A.Salunkhe**  
Director  
DIN : 03626114

**Umesh Mistry**  
Company Secretary



## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2023

Particulars	2022-23 Rupees	2021-22 Rupees
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit Before Tax	68,35,589	1,01,087
Adjusted for:		
Depreciation	4,70,557	6,20,228
Taxes paid	(19,20,987)	(4,73,530)
Operating Profit before Working Capital Changes	53,85,159	2,47,785
Adjusted for:		
Inventories	(1,21,31,228)	(5,250)
Trade Receivables	1,63,23,894	69,79,900
Loans & Advances	1,00,01,233	(79,02,983)
Trade Payables & Other liabilities	(90,34,708)	(2,21,015)
Cash generated from/(used in) Operations	1,05,44,350	(9,01,563)
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Interest Income	-	-
Redemption of Investment	-	-
Fixed Assets purchased	-	-
Cash generated from/(used in) Investing Activity	-	-
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Acceptance/ (Repayment) of Borrowings	(1,10,92,915)	6,71,045
Cash generated from/(used in) Financing Activity	(1,10,92,915)	6,71,045
Net Increase/(Decrease) in Cash & Cash equivalents	(5,48,565)	(2,30,518)
Cash & Cash equivalents at beginning of the year	24,43,265	26,73,783
Cash & Cash equivalents at end of the year	18,94,700	24,43,265

As per our report of even date.

**For A.A.Siddiqui & Co.**

Chartered Accountants

Firm Regn No. 143081W

**A.A.Siddiqui**

M.No. 173290

Proprietor

Mumbai

Dated: 28th April,2023

For and On Behalf of The Board.

**Kumar V. Shah**

Chairman & Managing Director

DIN : 01451912

**Rinku Patel**

CFO

Dated: 28th April,2023

**H.A.Salunkhe**

Director

DIN : 03626114

**Umesh Mistry**

Company Secretary





## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2023

### A EQUITY SHARE CAPITAL

	Balance at the beginning of the reporting period as on 31.03.2021	Changes during 2021-22	Balance at the beginning of the reporting period as on 31.03.2022	Changes during 2022-23	Balance at the end of the reporting period as on 31.03.2023
<b>Total Rs</b>	<b>88000000</b>	-	<b>8,80,00,000</b>	-	<b>8,80,00,000</b>

### B OTHER EQUITY

	Capital Reserve	general Reserve	State Subsidy	Share Premium Account	Retained Earnings	Other Coprehensive Income	Total
<b>As on 31.03.2021</b>							
Balance at the beginning of the reporting period as on 01.04.2021	3,84,33,198	45,000	<b>30,00,000</b>	60,00,000	(11,49,49,785)	-	(6,74,71,587)
Share Premium Received						-	
Total Comprehensive Income					70,086		70,086
Balance at the end of the reporting period as on 31.03.2022	<b>3,84,33,198</b>	<b>45,000</b>	<b>30,00,000</b>	<b>60,00,000</b>	<b>(11,48,79,699)</b>	-	<b>(6,74,01,501)</b>
<b>As on 31.03.2023</b>							
Balance at the beginning of the reporting period as on 01.04.2022	3,84,33,198	45,000	<b>30,00,000</b>	60,00,000	(11,48,79,699)	-	(6,74,01,501)
Share Premium Received							
Total Comprehensive Income					50,44,702		50,44,702
Balance at the end of the reporting period as on 31.03.2023	<b>3,84,33,198</b>	<b>45,000</b>	<b>30,00,000</b>	<b>6,000,000</b>	<b>(10,98,34,997)</b>	-	<b>(6,23,56,799)</b>

As per our report of even date.

**For A.A.Siddiqui & Co.**  
Chartered Accountants  
Firm Regn No. 143081W

For and On Behalf of The Board.

**Kumar V. Shah**  
Chairman & Managing Director  
DIN : 01451912

**H.A.Salunkhe**  
Director  
DIN : 03626114

**A.A.Siddiqui**  
M.No. 173290  
Proprietor

Mumbai  
Dated: 28th April,2023

**Rinku Patel**  
CFO  
Dated: 28th April,2023

**Umesh Mistry**  
Company Secretary



## NOTES REFERRED TO AND FORMING PART OF THE IND AS FINANCIAL STATEMENTS

### NOTE NO. 1

#### PROPERTY, PLANT & EQUIPMENTS AS AT 31ST MARCH,2023

ASSETS	GROSS BLOCK			DEPRECIATION			NET BLOCK			
	AS ON 31.03.2022	ADDIT- IONS	SALE	AS ON 31.03.2023	AS ON 31.03.2022	FOR THE YEAR	ADJ ON SALE	AS ON 31.03.2023	AS ON 31.03.2023	AS ON 31.03.2022
<b>TANGIBLE ASSETS</b>										
OFFICE										
EQUIPMENTS	1,15,400			1,15,400	1,06,991	2,634		1,09,625	5,775	8,409
COMPUTER	8,96,384			8,96,384	8,56,064	-		8,56,064	40,320	40,320
FURNITURE & FIXURE	50,000			50,000	47,500			47,500	2,500	2,500
MOTORCAR	3,48,700			3,48,700	3,17,396	8,077		3,25,473	23,227	31,304
	<b>14,10,484</b>	<b>-</b>	<b>-</b>	<b>14,10,484</b>	<b>13,27,951</b>	<b>10,711</b>	<b>-</b>	<b>13,38,662</b>	<b>71,822</b>	<b>82,533</b>
<b>OTHER INTANGIBLE ASSETS</b>										
COMPUTER SOFTWARE	18,39,000			18,39,000	13,79,152	4,59,846		18,38,998	2	4,59,848
	18,39,000	-	-	18,39,000	13,79,152	4,59,846	-	18,38,998	2	4,59,848
<b>TOTAL</b>	<b>32,49,484</b>	<b>-</b>	<b>-</b>	<b>32,49,484</b>	<b>27,07,103</b>	<b>4,70,557</b>	<b>-</b>	<b>31,77,660</b>	<b>71,824</b>	<b>5,42,381</b>

#### PROPERTY, PLANT & EQUIPMENTS AS AT 31ST MARCH,2022 ( PREVIOUS YEAR'S FIGURES)

ASSETS	GROSS BLOCK			DEPRECIATION			NET BLOCK			
	AS ON 31.03.2021	ADDIT- IONS	SALE	AS ON 31.03.2022	AS ON 31.03.2021	FOR THE YEAR	ADJ ON SALE	AS ON 31.03.2022	AS ON 31.03.2022	AS ON 31.03.2021
<b>TANGIBLE ASSETS</b>										
OFFICE										
EQUIPMENTS	1,15,400			1,15,400	1,01,610	5,381		1,06,991	8,409	13,790
COMPUTER	8,96,384			8,96,384	8,56,064	-		8,56,064	40,320	40,320
FURNITURE & FIXURE	50,000			50,000	47,500			47,500	2,500	2,500
MOTORCAR	3,48,700			3,48,700	3,09,319	8,077		3,17,396	31,304	39,381
	<b>14,10,484</b>	<b>-</b>	<b>-</b>	<b>14,10,484</b>	<b>13,14,493</b>	<b>13,458</b>	<b>-</b>	<b>13,27,951</b>	<b>82,533</b>	<b>95,991</b>
<b>OTHER INTANGIBLE ASSETS</b>										
COMPUTER SOFTWARE	18,39,000			18,39,000	7,72,382	6,06,770		13,79,152	4,59,848	10,66,618
	18,39,000	-	-	18,39,000	7,72,382	6,06,770	-	13,79,152	4,59,848	10,66,618
<b>TOTAL</b>	<b>32,49,484</b>	<b>-</b>	<b>-</b>	<b>32,49,484</b>	<b>20,86,875</b>	<b>6,20,228</b>	<b>-</b>	<b>27,07,103</b>	<b>5,42,381</b>	<b>11,62,609</b>



	As at 31.03.2023 (₹)	As at 31.03.2022 (₹)
<b>NOTE NO. 2</b>		
<b>NON CURRENT INVESTMENTS</b>		
<b>TRADE-UNQUOTED</b>		
In Equity Instruments		
2,42,920 (PY 14,67,920 )	242,920	14,67,920
9.72% share		
<b>NON TRADE-UNQUOTED</b>		
In Equity Instruments		
2,410 Equity Shares of New India Co-op. Bank Ltd. of		
Rs.10/- each fully paid up.	24,100	24,100
	<u>24,53,300</u>	<u>24,53,300</u>
<b>NOTE NO. 3</b>		
<b>DEFERRED TAX ASSETS</b>		
On Account of Difference in Depreciation	88,580	29,570
	<u>88,580</u>	<u>29,570</u>
<b>NOTE NO. 4</b>		
<b>OTHER NON CURRENT ASSETS</b>		
(Unsecured, considered good)		
Security Deposits	-	-
TDS & Income tax Refund receivable	6,55,503	6,73,550
	<u>6,55,503</u>	<u>6,73,550</u>
<b>NOTE NO. 5</b>		
<b>INVENTORIES</b>		
Stock in Trade	1,21,46,978	15,750
	<u>1,21,46,978</u>	<u>15,750</u>
<b>NOTE NO. 6</b>		
<b>TRADE RECEIVABLES</b>		
(Unsecured, considered good)		
	90,65,631	2,53,89,525
	<u>90,65,631</u>	<u>2,53,89,525</u>



	As at 31.03.2023 (₹)	As at 31.03.2022 (₹)
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## NOTE NO. 7

### CASH & CASH EQUIVALENTS

Cash In Hand	11,91,620	23,49,025
Balance with Scheduled Banks		
a) In Current Accounts	6,78,080	69,240
b) In Fixed Deposit (Lien against bank OD)	25,000	25,000
	<u>18,94,700</u>	<u>24,43,265</u>

## NOTE NO. 8

### OTHER CURRENT ASSETS

(Unsecured and considered good.),

GST Input Tax Credit Receivable	3,41,119	2,74,602
Advances to parties	35,500	1,01,03,250
	<u>3,76,619</u>	<u>1,03,77,852</u>

## NOTE NO. 9

### EQUITY SHARE CAPITAL

#### Authorised

100,00,000 Equity, Shares of par value of Rs. 10/- each	<u>10,00,00,000</u>	<u>10,00,00,000</u>
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#### Issued, Subscribed and Paid Up

88,00,000 Equity Shares of Rs. 10/- each fully paid up	<u>8,80,00,000</u>	<u>8,80,00,000</u>
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#### Terms/rights attached to equity shares

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

#### Reconciliation of the Share Capital

Share Capital as at the beginning of the year	8,80,00,000	8,80,00,000
Issued during the year	0	0
Share Capital as at the end of the year	<u>8,80,00,000</u>	<u>8,80,00,000</u>

#### Details of shareholder holding of Promoter's of the company

(For 2022-23)

Name of Promoter	No of Shares	% of Holding
1. Kumar Vasantlal Shah	827360	9.40
2. Deepa Kumar Shah	542710	6.17

(For 2021-22)

Name of Promoter	No of Shares	% of Holding
1. Kumar Vasantlal Shah	827360	9.40
2. Deepa Kumar Shah	542710	6.17

There is no change in Promoters' shareholdings during the year

Details of shareholder holding more than 5% shares in the company other than above Promoters

1 Solific Infotech Pvt. Ltd. (FY 2022-23)	1697699	19.29
1 Solific Infotech Pvt. Ltd. (FY 2021-22)	1658263	18.84

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.



	As at 31.03.2023 (₹)	As at 31.03.2022 (₹)
<b>NOTE NO. 10</b>		
<b>OTHER EQUITY</b>		
<b>1. Capital Reserve</b>		
Balance as per last Balance Sheet	3,84,01,754	3,84,01,754
<b>2. Investment Allowance Reserve</b>		
Balance as per last Balance Sheet	31,444	31,444
<b>3. Share Premium Account</b>		
Balance as per last Balance Sheet	60,00,000	60,00,000
Received during the year	0	0
	<u>60,00,000</u>	<u>60,00,000</u>
<b>4. General Reserve</b>		
Balance as per last Balance Sheet	45,000	45,000
<b>5. State Subsidy.</b>		
Balance as per last Balance Sheet	30,00,000	30,00,000
<b>6. Retained Earnings</b>		
Opening Balance	(11,48,79,699)	(11,49,49,785)
Add: Profit for the year	50,44,702	70,086
Closing Balance	<u>(10,98,34,997)</u>	<u>(11,48,79,699)</u>
<b>TOTAL Rs.</b>	<u>(6,23,56,799)</u>	<u>(6,74,01,501)</u>
<b>NOTE NO. 11</b>		
<b>BORROWINGS</b>		
<b>(Unsecured)</b>		
From Director	0	1,10,92,915
(Above loan payable after 1 year on demand. Rate of interest NIL)		
<b>TOTAL Rs.</b>	<u>0</u>	<u>1,10,92,915</u>
<b>NOTE NO. 12</b>		
<b>TRADE PAYABLES</b>		
Due to MSME	0	0
Other Trade Payables	10,75,921	1,01,19,178
	<u>10,75,921</u>	<u>1,01,19,178</u>
<b>NOTE NO. 13</b>		
<b>OTHER CURRENT LIABILITIES</b>		
Duties & Taxes	33,150	24,601
	<u>33,150</u>	<u>24,601</u>



	As at 31.03.2023 (₹)	As at 31.03.2022 (₹)
<b>NOTE NO. 14</b>		
<b>CURRENT TAX LIABILITIES</b>		
Provision for taxation ( net of taxes)	863	90,000
	<u>863</u>	<u>90,000</u>
<b>NOTE NO. 15</b>		
<b>REVENUE FROM OPERATIONS</b>		
Sale of Products- Vegetables & Fruits	7,38,98,252	6,92,11,605
Sale of Products- Software	32,75,325	9,300
( Software Exports Rs.32,66,025 ( PY Rs.NIL)		
	<u>7,71,73,577</u>	<u>6,92,20,905</u>
<b>NOTE NO. 16</b>		
<b>OTHER INCOME</b>		
Exchange Difference	45,692	-
Sundry Balances w/back & Discounts	-	1,718
	<u>45,692</u>	<u>1,718</u>
<b>NOTE NO. 17</b>		
<b>PURCHASES OF STOCK IN TRADE</b>		
Purchases- Vegetables & Fruits	9,18,42,586	6,48,87,000
	<u>9,18,42,586</u>	<u>6,48,87,000</u>
<b>NOTE NO. 18</b>		
<b>CHANGES IN INVENTORIES</b>		
Opening Stock in Trade - Vegetables & Fruits	15,750	10,500
Less		
Closing Stock in Trade - Vegetables & Fruits	1,21,46,978	15,750
	<u>(1,21,31,228)</u>	<u>(5,250)</u>
<b>NOTE NO. 19</b>		
<b>EMPLOYEE BENEFITS EXPENSES</b>		
Salary & Wages	19,15,500	11,16,000
Staff Welfare Expenses	81,648	61,302
	<u>19,97,148</u>	<u>11,77,302</u>



	As at 2022-23 (₹)	As at 2021-22 (₹)
<b>NOTE NO. 20</b>		
<b>OTHER EXPENSES</b>		
Direct expenses-		
Packing & Logistic expenses- Fruits & Vegetables	<b>8,34,440</b>	12,68,800
<b>Administrative &amp; Selling Expenses</b>		
Rent	<b>1,44,000</b>	1,44,000
Advertisement & Marketing expenses	<b>46,001</b>	67,360
Legal & Professional Fees	<b>2,89,600</b>	2,83,526
Telephone & Internet	<b>75,655</b>	54,527
Bank Charges	<b>9,055</b>	20,741
Conveyance	<b>80,246</b>	-
Listing Fees	<b>3,77,000</b>	3,55,000
Sales tax paid	<b>1,46,035</b>	-
Other Expenses	<b>1,55,256</b>	1,16,863
Vehicle expenses	<b>38,550</b>	31,450
Travelling Expenses	<b>33,606</b>	74,989
Auditors Remuneration		
Audit Fees	<b>25,000</b>	25,000
Certification	-	-
	<b>25,000</b>	25,000
	<b>22,54,444</b>	24,42,256



## NOTE NO. 21

### SIGNIFICANT ACCOUNTING POLICIES AND ADDITIONAL NOTES TO THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH. 2023.

#### 1. CORPORATE INFORMATION :

These statements comprise financial statements of MITSHI INDIA LIMITED (FORMERLY DERA PAINTS & CHEMICALS LTD) referred to as ("the Company") (CIN: U91100MH1990PLC057373) for the year ended March 31, 2023. The Company is a public limited company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its Equity share are listed on The Bombay Stock Exchange in India. The registered office of the company is located at 2, Juhu Aradhana CHS Ltd, Juhu Lane, Andheri(W), Mumbai-400058.

Presently, the Company is principally engaged in trading in segment of fruits & vegetable products

The financial statements were approved by the Board of Directors and authorised for issue on 28th April, 2023.

#### 2. SIGNIFICANT ACCOUNTING POLICIES:

a) **Basis of Preparation:** The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India. The company has prepared these financial statements to comply in all material respects with the accounting standards viz Ind AS notified under section 133 of the Companies Act, 2013 read with the applicable Rules and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on an accrual basis and under the historical cost convention. These financial statements are the Company's Ind AS compliant financial statements.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria's set out in the Schedule III to the Companies Act, 2013. Based on the nature of business and the time taken between acquisition of assets for processing and their realization in cash and cash equivalent, the Company has ascertain its operating cycle as twelve months for the purpose of the classification of assets and liabilities into current and non-current

b) **Use of Estimates:** The preparation of the financial statements in conformity with the generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities, revenues and expenses and disclosure of contingent liabilities at the end of the reporting period. Such estimates and assumptions are based on management's evaluation of relevant facts and circumstances as on the date of statements. The actual results may differ from these estimates.

#### c) **Revenue Recognition :**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment excluding taxes or duties collected on behalf of the government.

Revenue is recognised only if the following conditions are satisfied:

- The Company has transferred risks and rewards incidental to ownership to the customer;
  - The Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
  - It is probable that the economic benefit associated with the transaction will flow to the Company; and
  - It can be reliably measured and it is reasonable to expect ultimate collection.
- i. Sales are exclusive of GST as applicable
  - ii. Dividends are recognised when the right to receive them is established.
  - iii. Interest & other Income are accounted on accrual basis.





d) **Property, Plant & Equipments and Intangible Assets:** These are recognized when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. They are stated at cost, net of accumulated depreciation and impairment losses if any. Cost comprises of purchase price and any cost attributable to bring the asset to its working condition for its intended use. The taxes refundable/adjustable, trade discounts and rebates are deducted in arriving at the purchase price. For transition to Ind AS, the company had elected to adopt as deemed cost, the carrying value of PPE measured as per I-GAAP less accumulated depreciation and cumulative impairment. Gains or losses arising from de-recognition of Property, Plant and Equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

e) **Depreciation:** Depreciation on Property, Plant & Equipment and Intangible assets have been provided on Straight Line Method over the useful life of the assets as specified in Schedule II to the Companies Act, 2013.

f) **Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

i. **Financial assets**

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

**Subsequent measurement**

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

**Debt instruments at amortised cost**

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss.

**Debt instrument at FVTOCI**

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.



## Equity Investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at FVTOCI or FVTPL. The Company makes such election on an instrument by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends are recognised in the OCI. There is no recycling of the amounts from OCI to the statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the statement of profit and loss.

## Derecognition

A financial asset is primarily derecognized and removed from the Company's balance sheet 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 in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

## Impairment of Financial Assets

The Company assesses at each reporting date whether there is any objective evidence that a financial asset or a Group of financial assets is impaired. A financial asset or a Group of financial assets is deemed to be impaired if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset (an expected 'loss event') and that loss event has an impact on the estimated future cash flows of the financial asset or the Group of financial assets that can be reliably estimated. Evidence of impairment may include indications that the trade receivables or a Group of trade receivables is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganization and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix at every reporting date is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates.



## ii. Financial liabilities

### Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss.

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, and borrowing .

### Subsequent measurement

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

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the statement of profit and loss.

### Derecognition

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 derecognition 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 and loss.

- g) **Valuation of Stocks:** Stocks are valued at lower of cost or net realizable value on FIFO basis. The valuation of inventories includes taxes, duties of non refundable nature and direct expenses, and other direct cost attributable to the cost of inventory

h) **Taxes on Income :**

Provision for current tax is made with reference to taxable income computed for the accounting period for which the financial statements are prepared by applying the tax rates and laws that are enacted or substantively enacted at the balance sheet date. The tax is recognised in statement of profit and loss, except to the extent that it related to items recognised in the other comprehensive income (OCI) or in other equity. In this case, the tax is also recognised in other comprehensive income and other equity

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting period. Deferred tax asset on unabsorbed depreciation and carried forward losses is recognised only to the extent of deferred tax liability

MAT is not applicable to the Company as it has opted for new tax regime.

- i) **Cash flows Statement :** Cash flows are reported using the indirect method, whereby profit/(loss) loss before extraordinary items and 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.
- j) **Earning Per Share :** Basic earnings per share is computed by dividing the profit/(loss) after tax (including post tax effect of extraordinary items if any) by the weighted average number of equity shares outstanding during the year.



k) **Provisions, Contingent Liabilities and Contingent Assets:** Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes after careful evaluation of facts and legal aspects of the matter involved. Contingent Assets are neither recognized nor disclosed. Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date.

l) **Impairment of Assets:** The carrying amounts of assets are reviewed at each Balance Sheet date, if there is any indication of impairment based on internal/external factors. An asset is treated as impaired when the carrying cost of the assets exceeds its recoverable value. An impairment loss, if any, is charged to Profit and Loss Account in the year in which an asset is identified as impaired. Reversal of impairment losses recognized in prior years is recorded when there is an indication that the impairment losses recognized for the assets no longer exist or have decreased.

m) **Leases**

Where the Company is a lessee:

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss as per the terms of the lease agreement.

3. The debit and credit balances of the Parties are subject to confirmation from them.

4. As per the information available with the Company, there are no overdue of principal and/or interest amounts payable to the Suppliers under the Micro Small and Medium Enterprises Development Act, 2006 at the close of the financial year.

5. Contingent liabilities not provided for in the accounts:

The Sales tax Dept, Ratnagiri has passed an Ex-party orders for 2000-01 for demand of Rs 380.94 lakhs against which the company has preferred an Appeal before the Commissioner of Sales -tax, Ratnagiri which is pending. The Company contends that the Ex party Orders were passed without following the provisions of the law, without following the principles of natural justice and the Ex party Orders were passed without considering the revised Returns filed by the Company. Hence the Company contends that there will not be any additional sales tax liability payable for the above matter.

6. In the opinion of the Board the Current & Non Current Assets are approximately of the value stated. if realized in the ordinary course of business. The provisions for all known liabilities are adequate and not in excess of amounts reasonably necessary. No personal expenses have been charged to revenue account.

7. Disclosure of Segment Reporting ( IndAS 108):

The business segment has been considered as the primary segment. The Company is in primarily in the business trading in segment of fruits & vegetable products.

8. Disclosure of Related party (IndAS 24):

a) **Relationship**

(i) Subsidiary Company	None.
(ii) Associate Concern	None
(iii) Key Persons	1. Mr. Kumar V. Shah – Managing Director 2. Rinku Patel - CFO 3. Umesh Mistry- CS ( wef 01.01.2023)
(iv) Relative of Key Person	Mr. Mitesh K. Shah – Son of Kumar V. Shah Mrs Deepa K. Shah- Wife of Kumar V. Shah Ms Shikha K. Shah- Daughter of Kumar V. Shah
(v) Directors interested Concern	Taazakitchen Enterprise Pvt. Ltd.



## b) Transactions

(i) Subsidiary	NIL
(ii) Key Persons	<ol style="list-style-type: none"> <li>1. Remuneration K.V.Shah - Rs.6,00,000/- (P.Y. Rs.9,00,000/-)</li> <li>2. Unsecured Loan received O/s as at year end. K.V.Shah - Rs.NIL (P.Y.Rs.1,10,92,915/-)</li> <li>3. Remuneration to CFO/CS –Rs. 1,56,000/- (PY Rs.96,000/-)</li> </ol>
(iii) Directors interested Concern	<ol style="list-style-type: none"> <li>1. Purchases-NIL (PY Rs.75,44,990/-)</li> <li>2. Sales-NIL (PY Rs.75,34,740/-)</li> <li>3. Trade Payable Rs.NIL-(PY R Rs.94,46,249/-)</li> </ol>
(iv) Relative of Key Person	<ol style="list-style-type: none"> <li>1. Rent to Deepak Shah Rs. 72,000 (PY 72000)</li> <li>2. Rent to Shikha Shah Rs. 72,000 (PY 72000)</li> <li>3. O/s Payable to Deepa/Shikha Rs. Nil (PYRs.2,20,340/-)</li> </ol>

## 9. Disclosure of Earning Per Share ( Ind AS 33)

	2022-23	2021-22
Net Profit/( Loss) for The Year	50,44,702	70,086
No. of Equity Shares of Rs. 10/- each	88,00,000	88,0,0000
Weighted Average No of Equity Shares	88,00,000	88,00,000
Earnings per share – Basic & Diluted.	Rs. 0.57	Rs.0.01

## 10. Disclosure of Taxes on income ( Ind AS 12):

Deferred Tax Asset/Liability on timing deferece on allowance of depreciation has been recognized and Deferred tax income on account of the depreciation has been recognized for the year and are disclosed properly in the financial statements.

## 11. Disclosure of Leases ( Ind AS 17):

The Company as a Lessee has taken a premise at Mumbai on operating lease up to 3 years . The lease rent for the year Rs.1,44,000 (PY Rs.1,44,000) has been recognized in the profit & loss account. The future lease rent payable is as under:

Period	2022-23 (Rs.)	2021-22 (Rs.)
Up to next 1 Year	1,44,000	4,44,000
From 2nd year upto 3rd year	1,44,000	1,44,000

## 12. Fair Value Measurements

### i. Financial Instruments by Category

The management assessed that the carrying amount of the cash and cash equivalent, trade receivables, trade payables, borrowings and other financial assets and liabilities at amortised cost as disclosed in the financial statements approximate their fair value largely due to the contractual payment terms and short term maturities of these instruments.



## ii. Fair Value Hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measure at fair value. To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into three levels prescribed under the accounting standard. An explanation of each level follows underneath the table:

Particulars	March 31, 2023			Total
	Fair value measurement using			
	Quoted prices in active markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
<b>Financial Assets</b>				
<b>Financial Investments at FVTPL</b>				
Investments in Equity Instruments	-	-	24,53,300	24,53,300
<b>Total Financial Assets</b>	-	-	<b>24,53,300</b>	<b>24,53,300</b>

Particulars	March 31, 2022			Total
	Fair value measurement using			
	Quoted prices in active markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
<b>Financial Assets</b>				
<b>Financial Investments at FVTPL</b>				
Investments in Equity Instruments	-	-	24,53,300	24,53,300
<b>Total Financial Assets</b>	-	-	<b>24,53,300</b>	<b>24,53,300</b>

## iii. Fair value measurement

**Level 1** - Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

**Level 2** - The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

**Level 3** - If one or more of the significant inputs are not based on observable market data, the instrument is included in level 3. This is the case for unquoted equity shares.

There have been no transfers among Level 1, Level 2 and Level 3 during the period



**iv. Valuation technique used to determine fair value**

The fair value of unquoted equity instruments is not significantly different from their carrying value and hence the management has considered their carrying amount as fair value.

**v. Valuation processes**

The finance department performs the valuations of financial assets and liabilities required for financial reporting purposes, which reports to the audit committee. Discussions of valuation processes and results are held between them regularly in line with the company's reporting periods.

**13. Financial Risk Management**

The company's activity expose it to market risk, liquidity risk and credit risk. The senior Management of the Company oversees the management of these risks.

**(A) Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of change in market prices with risk associated with commodity price risk. The Management monitors the Market prices on regular basis to mitigate the Market risk.

**(B) Liquidity risk**

Liquidity risk is the risk that a company may encounter difficulties in meeting its obligations associated with financial liabilities that are settled by delivering cash or other financial assets.. The Company has liabilities of Trade payable and other payable excluding borrowing from a Director which are expected to mature within 12 months as on 31st March,2023 Rs 11,09,934/- against which the Company has current assets to the tune of Rs.2,34,83,928/- and hence the management monitors rolling forecasts of its liquidity requirements to ensure it has sufficient cash to meet operational needs.

**(A) Credit risk**

Credit risk is the risk that the counterparty will not meet its obligations leading to a financial loss. Credit risk arises from cash and cash equivalents, financial assets carried at amortised cost and deposits with banks and financial institutions, as well as credit exposures to customers including outstanding receivables.

**i. Credit risk management**

To manage the credit risk, Company periodically assesses the financial reliability of customers; taking into account factors such as credit track record in the market and past dealings with the company for extension of credit to Customer. Company monitors the payment track record of the customers, restrict credit limit, credit rating etc. Concentrations of credit risk are limited as majority of transactions are done on cash on delivery basis which mitigate the credit risk .

**ii. Provision for expected credit losses - Trade Receivables**

The company follows expected credit loss method' for recognition of loss allowance on Trade receivables. The Trade receivables of the Company are less than one year and hence no provision is required as the Management is estimating making provision @ 100% if the invoice is unrealized for more than 2 years from its due date.

**14. Capital Management:**

For the purpose of the company's capital management, capital includes issued equity capital, , share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company is not exposed to any externally imposed capital requirements. The Net worth of the Company as on 31st March,2023 is positive to the extent of Rs.2,56,43,201/-.



15. The provisions of PF, ESI, Bonus and Gratuity Acts are not applicable to the Company as there are no employees covered under the said Acts.
16. Earning in foreign currency: FOB Value of Software Exports Rs.32,66,025/- (PY Rs.NIL)
17. Additional Regulatory Information as per amended Schedule III is furnished only to the extent applicable to the Company:
- i) Trade Receivable Ageing Schedule (Outstanding from due date of payments in Rs) :

Particulars	Less than Six months	Six months To 1 Year	1 year to 2 year	Total
Undisputed Trade receivables – considered good	5309322 (12791861)	3756309 (12597664)	0	9065631 (25389525)

- ii) Trade Payable Ageing Schedule ( Outstanding from due date of payments in Rs) :

Particulars	Less than Six months	Six months To 1 Year	1 year to 2 year	Total
Undisputed Trade Payable MSME	0	0	0	0
Undisputed Trade Payable Others	1075921 (672929)	0 (9446249)	0	1075921 (10119178)

- iii Ratios

Applicable Ratios are given below:

Ratio	2022-23	2021-22	Reason for change
Current Ratio (Assets/Current Liabilities)	23483928/1109934=2115.80%	38226392/10233779=373.53%	Decrease in Trade Payable
Debt/Equity Ratio	0%	11092915/20598499=53.85%	Repayment of Borrowing
Return on Equity Ratio (Net Profit /Shareholders Fund)	5044702/25643201=19.67%	70086/20598499=0.34%	Increase in Profit for the year mainly due to fire insurance claim finalized and received,
Inventory Turnover ratio	12146978/77173577=15.74%	15750/69220905=0.02%	Increase in Inventory
Trade Receivables Turnover ratio	9065631/77173577=11.75%	25389525/69220905=36.68%	Efforts made for the recovery
Trade payables Turnover ratio,	1075921/77173577=1.39%	10119178/69220905=14.62%	Payment made to suppliers
Net capital turnover ratio (Net Capital=Shareholders Fund)	25643201/77173577=33.23%	20598499/69220905=29.76%	-
Net profit ratio Net Profit/ Sales)	5044702/77173577=6.54%	70086/69220805=0.10%	Increase in Profit as explained above
Return on Capital Employed Ratio ( Net Profit/(Equity + Borrowing))	5044702/25643201=19.67 %	70086/31691414=0.22 %	Increase in Profit as explained above and repayment of Borrowing.
Return on investment	0/2453300= 0%	0/2453300=0%	-





18. Ind AS optional exemptions

i. Deemed cost

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment and intangible assets covered by Ind AS 38 - Intangible Assets as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition. Accordingly, the company had elected to measure all of its property, plant and equipment and intangible assets at their previous GAAP carrying value.

ii. Estimates

The estimates at April 1, 2016 and at March 31, 2017 are consistent with those made for the same dates in accordance with Indian GAAP (after adjustments to reflect any differences in accounting policies) apart from Impairment of financial assets based on expected credit loss model.

The estimates used by the company to present these amounts in accordance with Ind AS reflect conditions at April 1, 2016, the date of transition to Ind AS and as of March 31, 2023.

iii. Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS. Accordingly, the classification and measurement of financial assets have been done on the basis of the facts and circumstances that existed at the date of transition and end of comparative year.

19. Previous year figures are regrouped and re-arranged wherever necessary so as to make them comparable with those of the current year's figures.

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**For A.A.Siddiqui & Co.**

Chartered Accountants  
Firm Regn No. 143081W

**A.A.Siddiqui**  
M.No. 173290  
Proprietor

Mumbai  
Dated: 28th April, 2023

For and On Behalf of The Board.

**Kumar V. Shah**  
Chairman & Managing Director  
DIN : 01451912

**Rinku Patel**  
CFO  
Dated: 28th April, 2023

**H.A.Salunkhe**  
Director  
DIN : 03626114

**Umesh Mistry**  
Company Secretary

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**MITSHI INDIA LIMITED**

2, Juhu Aradhana, CHS Ltd.

Juhu lane, Mumbai - 400 058.