

6<sup>th</sup> September, 2021

To,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001.  
**Script code: 513269**

To,  
National Stock Exchange of India Limited  
Exchange Plaza,  
Bandra Kurla Complex,  
Bandra (E), Mumbai-400 051.  
**Script code: MANINDS**

**Sub : Submission of Annual Report of the Company for the Year 2020-21 along with Notice of 33<sup>rd</sup> Annual General Meeting pursuant to Regulation 34 of the Listing Regulations, 2015**

Dear Sir/Madam,

Pursuant to Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, we are hereby submitting the Annual Report of the Company for the Year ended March 31, 2021 along with the Notice convening the 33<sup>rd</sup> Annual General Meeting at 3.00 P.M. (IST) on Wednesday, September 29, 2021.

We request you to take note of the same.

Thank you,

Yours Truly,

**For Man Industries (India) Limited**

  
**Jatin Shah**  
Company Secretary



# POSITIONED FOR **GROWTH**

Annual Report 2020-21



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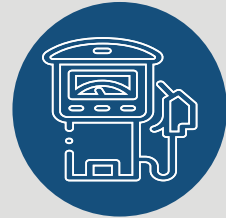
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“Strength and growth  
come only through  
continuous effort  
and struggle.”

— Napoleon Hill

At Man Industries, our unwavering focus on growing not just ourselves but our employees, clients, communities and channel partners will see us evolve further in the foreseeable future.





# Knowing Man Industries

Man Industries (India) Ltd. is the Flagship Company of the Man Group.

It is amongst the leading manufacturer and exporter of large diameter Carbon Steel Line Pipes for various high pressure transmission applications for Gas, Crude Oil, Petrochemical Products and Potable Water. The Company has state-of-the-art manufacturing facilities for LSAW & HSAW Line Pipes and also for various types of Anti-Corrosion Coating Systems.

The facilities of Man Industries India Limited has been accredited with ISO-9001, ISO-14001 & OHSAS 18001 certification. The company's Product are Licensed to use the API 5L&2B Monogram.



## VISION

Obtaining market leadership position by providing innovative and quality products and services to improve quality of life and environment in quest for excellence.



## MISSION

Partnering with every major global client in oil, gas and water sector by providing quality solutions in committed time line, enhancing value for stake holders.

# Among leading manufacturers of large diameter pipes



25+  
years in pipe  
industry



LSAW,  
HSAW,  
Coating  
products used in  
O & G, water



1 million+  
MT  
installed capacity



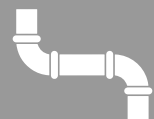
2  
state of the art  
manufacturing  
facility



Approved  
vendor  
for domestic &  
international oil &  
gas majors facility

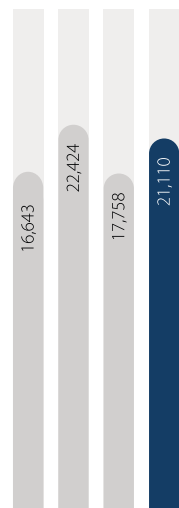


13,000+  
km  
pipe supplied  
since inception



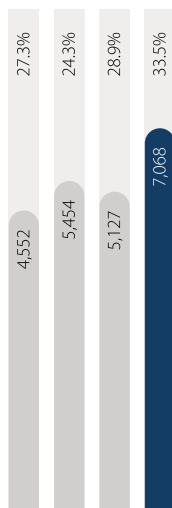
# Financial highlights

Total Income Rs. Mn



FY 18 FY 19 FY 20 FY 21

Gross Profit (Rs. Mn)/  
Gross Profit Margin (%)



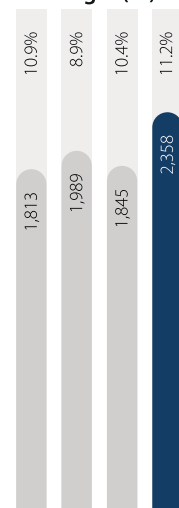
FY 18 FY 19 FY 20 FY 21

**19%**  
Total Income  
Rs. 21,110 Mn

**28%**  
EBIDTA\*  
Rs. 2,358 Mn

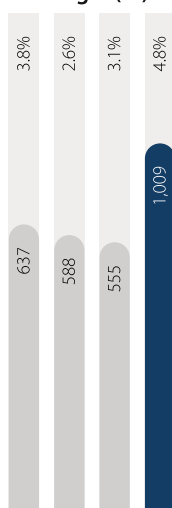
**82%**  
PAT  
Rs. 1,009 Mn

EBIDTA\* (Rs. Crs)/  
Margin (%)



FY 18 FY 19 FY 20 FY 21

PAT (Rs. Crs)/  
Margin (%)



FY 18 FY 19 FY 20 FY 21

**78bps**  
EBIDTA Margin  
11.2%

**165bps**  
PAT Margin  
4.8%

\*EBIDTA including other income



# CHAIRMAN'S STATEMENT



## **Dear Shareowners,**

A warm hello! I am pleased to share with you the 33<sup>rd</sup> Annual Report of Man Industries (India) Limited and I sincerely thank the Board for providing me with this opportunity and must say I'm deeply honoured to address you all.

Over the past few years, Man Industries has emerged as one of the most innovative players in the pipes and coating systems business. Your Company's key differentiating factor has always been its continued strong leadership, consistent focus on corporate governance, leveraging existing capacities to drive growth and foraying into newer synergistic product lines.

The world is moving through an unprecedented pandemic but the Indian government's continued focus and investments in the oil and gas sector (which is the largest consumer of steel pipes) will see Man Industries explore newer heights in the foreseeable future. We strongly believe that with its demographic advantage, India has a strong and growing domestic demand. With the Government of India announcing slew of measures to bring the economy back on track, we expect that there will be strong demand for



Man Industries with its commitment of providing innovative pipe solutions, is poised to create a niche for itself in the coming years. Looking forward to your continuous support in your company's endeavours.

our products from within. We expect that the economy will soon start rebounding in the foreseeable future. The Prime Minister's vision for India in the throes of the Covid-19 pandemic has ensured a steady transition to a self-reliant India. Man Industries too is geared to be the Global Indian company that epitomizes 'Atmanirbhar Bharat'. With the announcement of the expansion of the National Gas Grid as well as the CGD network, we're assured of sustaining and increasing stakeholder value. Our order books at the close of the fiscal was Rs 18,000 mn as at March 31, 2021.

The year 2020-21 was one of the most challenging years for the entire economy as the country witnessed decline in consumer demand followed by a slowdown of GDP during the year under review. In spite of these headwinds, your company's performance was robust recording highest profitability and significant growth. We ended 2020-21 with a 28% growth in EBIDTA and a 19% growth in our topline, even in these precarious times, and a PAT up by 82% over the previous year!

In keeping with our continued focus on corporate governance and in order to increase cashflow we have divested our non-core business activity and the Board has approved the disinvestment of equity of our subsidiary Merino Shelter Pvt. Ltd which was engaged in real estate. We shall utilize the proceeds for our capex and diversification plans. We're also

leveraging our existing capacity to drive growth and achieve optimum utilization by consistent debottlenecking and focusing on higher ticket size projects and undertaking initiatives to eliminate wastage through lean manufacture.

Lastly, we're continuously building leadership at the helm and inducting fresh and young talent. Mr. Nikhil Mansukhani, Executive Director of the Company, who has many years of experience in the pipe industry is our second generation entrepreneur has been designated by the Board as Managing Director of the Company subject to the approval of Shareholders. We're also pleased to have appointed Mr. Narendra Maripady as Independent Director, a banking professional with more than 40 years of experience and the Ex-Chairman of a reputed national bank.

To conclude, Man Industries with its commitment of providing innovative pipe solutions, is poised to create a niche for itself in the coming years. Looking forward to your continuous support in your company's endeavours.

**Regards,**

**R. C. Mansukhani**  
**Chairman – Man Industries (India) Ltd.**

# Offering specialised products through **state-of-the-art facility**



## Anjar, Gujarat

- Easy and fast access to Kandla & Mudra port to cater to International market
- Close proximity to rail and national highway



## Pithampur, Madhya Pradesh

- Close to national highway, saving logistic cost
- Strategically located to cater to domestic market



# COMPANY SYNOPSIS

## BOARD OF DIRECTORS

### MR. RAMESH C. MANSUKHANI

(Executive Chairman)

### MR. NIKHIL R. MANSUKHANI

(Executive Director)

### MRS. HEENA VINAY KALANTRI

(Non-Executive Director)

### MR. PRAMOD TANDON

(Independent Director)

### MR. NARENDRA MAIRPADY

(Independent Director)

w.e.f. 23<sup>rd</sup> February 2021

### MRS. RENU P. JALAN

(Independent Director)

## AUDIT COMMITTEE

MR. PRAMOD TANDON (Chairman\*)

MR. NIKHIL R. MANSUKHANI

MRS. RENU P. JALAN

## STAKEHOLDERS RELATIONSHIP COMMITTEE

MR. PRAMOD TANDON (Chairman)

MR. NIKHIL R. MANSUKHANI

MRS. RENU P. JALAN

## NOMINATION & REMUNERATION COMMITTEE

MR. PRAMOD TANDON (Chairman\*)

MRS. HEENA VINAY KALANTRI

MRS. RENU P. JALAN

(\* w.e.f. 5<sup>th</sup> September 2020\*)

## MANAGEMENT TEAM

Mr. Ashok Gupta

Mr. Jatin Shah

Mr. Bhavesh Karia

Mr. Gurinder Singh Sethi

Mr. Durgesh Chokade

M/s. M. H. Dalal & Associates

Chief Financial Officer

Group Head - Legal & Secretarial

President - Marketing & Business Head

Vice President - Marketing & Business Development

Vice President - Anjar Plant

Statutory Auditors

## BANKERS

State Bank of India

ICICI Bank

IDBI Bank

Union Bank of India

Bank of India

Exim Bank

The South India Bank

## REGISTRAR AND SHARE TRANSFER AGENT

### M/s. Link Intime India Private Limited

C-101, 247 Park,

L.B.S. Road, Vikhroli (West)

Mumbai - 400083

Phone : 022 - 49186000

Facsimile : 022 - 49186060

Email : rnt.helpdesk@linkintime.co.in

## REGISTERED OFFICE

MAN House, 101, S. V. Road,  
Opp. Pawan Hans, Vile Parle (W),  
Mumbai - 400056

Phone : 022 66477500

Facsimile : 022 - 66477600

Website : www.mangroup.com

Email : enquiry@maninds.org

## PLANTS

### Pipe and Coating Complex, Anjar

Khedoi Village, Taluka Anjar

District Kutch (Gujarat)

### Pipe and Coating Complex, Pithampur

Plot No 257/258 B Sector I, Pithampur Industrial Area

Pithampur, District Dhar (Madhya Pradesh)

## NOTICE

### MAN INDUSTRIES (INDIA) LIMITED

CIN: L99999MH1988PLC047408

Registered Office: Man House, 101, S.V. Road, Opp. Pawan Hans, Vile Parle (West), Mumbai- 400 056

Website: www.mangroup.com, Email: investor.relations@maninds.org

Tel. No.: 022 6647 7500, Fax No.: 022 6647 7600

**NOTICE** is hereby given that the 33<sup>rd</sup> Annual General Meeting (the "Meeting") of Man Industries (India) Limited will be held on **Wednesday, 29<sup>th</sup> Day of September, 2021 at 3:00 P.M. (IST)** through Video Conference ("VC") / Other Audio Visual Means ("OAVM") ("hereinafter referred to as "electronic mode") to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2021, together with the Reports of the Board of Directors and Auditors thereon.
2. To confirm payment of the Interim Dividend of Rs. 2/- (i.e. 40%) per equity share already paid to eligible shareholders as the Final Dividend for the financial year 2020-21.
3. To appoint a Director in place of Mrs. Heena Vinay Kalantri (DIN : 00149407), who retires by rotation and being eligible, offers herself for re-appointment.

#### SPECIAL BUSINESS:

##### 4. Ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2022.

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

**"RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. M. P. Turakhia & Associates, Cost Accountants, be and are hereby appointed as Cost Auditors by the Board of Directors to audit the cost records of the Company for the FY 2021-22, be paid a remuneration of Rs. 1,00,000/- (Rupees One Lac Only) plus applicable taxes and reimbursement of out of pocket expenses.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

##### 5. Appointment of Mr. Narendra Mairpady (DIN: 00536905) as an Independent Director of the Company.

To consider and if thought fit, to pass, with or without modification(s) the following resolution as **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, Schedule IV thereto and other applicable provisions of the said Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Narendra Mairpady (DIN: 00536905), who was appointed by the Board of Directors of the Company as an Additional Director with effect from 23rd February, 2021 in the category of Independent Director pursuant to the provisions of Section 161 of the Companies Act, 2013 whose term of office as Additional Director expires at this Annual General Meeting and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of five (5) consecutive years till 22nd February, 2026.

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and are hereby authorised to file requisite forms or applications with statutory/regulatory authorities and to do all such acts, deeds, matters and things as may be considered necessary and appropriate to give effect to this Resolution and to settle any question or doubt that may arise in this regard.”

**6. Change in designation of Mr. Nikhil Mansukhani (DIN: 02257522) from Executive Director to Managing Director.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Schedule V of the Act (including any statutory modifications and re-enactment thereof for the time being in force), in partial modification of the earlier resolution approved by the Shareholders at the Annual General Meeting (AGM) held on September 28, 2018 wherein he was re-appointed as Executive Director of the Company for a period of 5 (five) years, effective from October 3, 2018 to October 2, 2023, liable to retire by rotation, and in partial modification of the Resolution passed in the meeting of the Board of Directors held on June 23, 2020 wherein his remuneration was restructured by Board within the limit of his total remuneration approved by the Shareholders at the aforesaid AGM, with a view to minimize the tax burden on his remuneration due to the change in the Income Tax provisions by Finance Act, 2020 in relation to taxation on the employer's contribution to the Provident Fund, and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors in their meeting held on August 9, 2021, the consent of the members of the Company be and is hereby accorded for change in designation of Mr. Nikhil Mansukhani (DIN: 02257522) **from 'Executive Director' to 'Managing Director' of the Company (w.e.f. October 01, 2021), at the same remuneration** as restructured by the Board earlier as set out below, till the remaining period of his current tenure i.e. till October 2, 2023:

SALARY (Basic): Rs. 12,50,938 p.m.

INCREMENT : The increment for every financial year shall be minimum 10% to maximum of 30% subject to approval of the Board and subject to overall ceiling limits as laid down under the Companies Act.

COMMISSION: Commission based on net profits of the Company in a particular year, which put together with salary and perquisites shall be subject to overall ceiling laid down in Sections 197 of the Companies Act' 2013 shall be paid.

HOUSING: Free furnished accommodation. In case no accommodation is provided by the Company, he shall be entitled to House Rent Allowance in lieu thereof @ 60% of salary. Value of perquisite to be calculated as per Income Tax Act.

MEDICAL REIMBURSEMENT: Expenses incurred for self and family, equivalent to one month's salary every year or three months' salary in five years.

LEAVE TRAVEL CONCESSION/ALLOWANCE: Expenses incurred for self and family. Value of perquisite to be calculated as per Income Tax Act.

INSURANCE: Actual Premium to be paid by the Company.

LEAVE: Leave accumulated shall be encashable at the end of the tenure as per the Company rules.

CAR, DRIVER & TELEPHONE/CELL PHONE: Car, Driver and phone including mobile phone facilities will be provided by the Company for personal and official use. Expenses related to personal use to be treated as perquisites as per IT Rules.

REIMBURSEMENT OF CLUB AND ENTERTAINMENT EXPENSES: Actual expenses to be borne by the Company.

EMPLOYER CONTRIBUTION TO RETIREMENT FUNDS LIKE EMPLOYEES PROVIDENT FUND (EPF), NATIONAL PENSION SYSTEM (NPS), OR ANY OTHER SUPERANNUATION FUND : Rs. 62,500 p.m.

GRATUITY AND RETIREMENT BENEFITS: To be paid as per the rules of the Company.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Nikhil Mansukhani under Section 190 of the Act.

**RESOLVED FURTHER THAT** the above remuneration payable to Mr. Nikhil Mansukhani for the remaining period of his current tenure i.e. till October 2, 2023, shall be considered as minimum remuneration in case the Company has no profits or the profits of the Company are inadequate in any financial year, notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Act.

**RESOLVED FURTHER THAT** except for the change set out hereinabove, all other terms and conditions of Mr. Nikhil Mansukhani's appointment as approved by the Shareholders at their Annual General Meeting held on September 28, 2018 shall remain unchanged unless otherwise modified by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and are hereby authorised to file requisite forms or applications with statutory/regulatory authorities and to do all such acts, deeds, matters and things as may be considered necessary and appropriate to give effect to this Resolution and to settle any question or doubt that may arise in this regard."

**Place: Mumbai**  
**Date: August 9, 2021**

**By order of the Board of Directors**

**Regd. Office:**  
**'MANHOUSE'**  
**101, S.V. Road, Opp. Pawan Hans,**  
**Vile Parle (West), Mumbai - 400056**

**Jatin Shah**  
**Company Secretary**

## NOTES FOR MEMBERS' ATTENTION

### 1. VIRTUAL MEETING

In view of the continuing COVID-19 pandemic, to ensure social distancing norms, the Ministry of Corporate Affairs ("MCA") has, vide its circular dated January 13, 2021 read together with circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 (collectively referred to as "MCA Circulars") permitted convening the Annual General Meeting ("AGM") 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.

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. Further, the members participating through the VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Companies Act, 2013 ("Act").

### 2. ELECTRONIC COPY OF ANNUAL REPORT AND NOTICE OF ANNUAL GENERAL MEETING

- a) In compliance with the MCA Circulars and SEBI Circular dated January 15, 2021, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories.
- b) Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website [www.mangroup.com](http://www.mangroup.com), websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and website of Link Intime India Private Limited ("LIPL") i.e. <https://instavote.linkintime.co.in>.

### 3. UPDATION OF PAN, BANK DETAILS, EMAIL IDS ETC.

- a) SEBI has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their depository participants. Members holding shares in physical form are requested to submit their PAN details to the Company's RTA.
- b) Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details/NECS/mandates, nominations, power of attorney, change of address/name, PAN details, email address etc. to their Depository Participant only and not to the Company or the Registrar and Share Transfer Agents (RTA) of the Company. The Company or its RTA cannot act on any such request received directly from the members. Changes intimated to the Depository Participant will be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the members.
- c) In case of members holding shares in physical form, such information is required to be provided to the Company's RTA. A 'KYC Form' is given in this Annual Report for capturing the above details. Members are requested to send the duly filled in 'KYC Form' to the RTA. In addition, they can also register their email address and/or update their Bank Account detail by clicking on the link [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) provided by Registrar and Share Transfer Agent of the Company.

### 4. STATEMENT UNDER SECTION 102 OF THE ACT

The Explanatory Statement in terms of the provisions of Section 102(1) of the Act, which sets out details relating to special business to be transacted at the meeting forms part of this notice.

Also, relevant details with respect of Directors seeking appointment/re-appointment at the AGM, in terms of regulation 36 of the SEBI Listing Regulations, Secretarial Standards on General Meetings, are annexed to this notice.

### 5. PROXY

The AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.



## 6. AUTHORISED REPRESENTATIVE

Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting.

The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail addressed to Mr. Jayant Suthar, Proprietor, J. Suthar & Associates at cs.jaysuthar@gmail.com with a copy marked to Company's email ID at investor.relations@maninds.org, not less than 48 (forty eight) hours before the commencement of the AGM i.e. by 3:00 p.m. on Monday, September 27, 2021.

## 7. INFORMATION FOR NON-RESIDENT INDIAN SHAREHOLDERS

Non-resident Indian shareholders are requested to immediately inform the Company/ RTA, if shares are held in physical mode or to their DP, if the holding is in electronic mode, regarding change in the residential status on return to India for permanent settlement and/or the particulars of the NRE account with a bank in India, if not furnished earlier.

## 8. BOOK CLOSURE PERIOD

The Register of Members and the Share Transfer Books of the Company shall remain closed from Thursday, September 23, 2021 to Wednesday, September 29, 2021 (both days inclusive) for the purpose of Annual General Meeting.

## 9. TRANSFER OF SHARES ONLY AFTER DEMATERIALISATION

As per SEBI mandate no requests for effecting transfer of shares except in case of transmission or transposition of shares shall be processed unless the shares are held in the dematerialized form with a depository. Hence, investors are requested to demat their physical holding of shares for any further transfer. Members can contact the Company's RTA for assistance in this regard.

## 10. TRANSFER OF UNPAID/UNCLAIMED DIVIDEND AND RELATED SHARES TO IEPF

Unclaimed dividend for the Financial Years 2013-14 to 2020-21 are lying in the respective unpaid dividend accounts of the Company. Members wishing to claim dividends, which remain unclaimed, are requested to approach the Registrar & Transfer Agent or the Company. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. Further all shares in respect of which dividend has not been claimed for seven consecutive years or more shall also be transferred to the IEPF as per section 124 of the Act and the applicable rules.

The respective due dates of transfer of the unclaimed dividend and the underlying shares are mentioned under the heading 'Unclaimed Dividend' in the 'Corporate Governance' section of the Annual Report. Shareholders whose shares or unclaimed dividend has been transferred to the Fund may claim the said shares or unclaimed dividend by making an application in Form IEPF 5 and submission of the prescribed documents to the Fund.

## 11. E-VOTING

Pursuant to Section 108 of the Act, rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of SEBI Listing Regulations and the MCA Circulars, the Company is pleased to provide the facility to Members to exercise their right to vote, on the resolutions proposed to be passed at AGM, by electronic means.

The Company has engaged the services of LIPL to provide the remote e-voting facility on InstaVote and the e-voting system on the date of the AGM on InstaMeet.

The Company has appointed Mr. Jayant Suthar, Proprietor of M/s J. Suthar & Associates Company Secretaries (holding membership no. FCS 8779) to act as the Scrutinizer and to scrutinize the entire e-voting process (i.e. remote e-voting and e-voting at the AGM) in a fair and transparent manner.

### REMOTE E-VOTING : IMPORTANT DATES

<p><b>Cut-off date :</b> For determining the Members entitled to vote on the resolutions set forth in this notice.</p>	<p>Wednesday, September 22, 2021</p>
<p><b>Remote e-voting period :</b> During this period, members of the Company as on the cut-off date may cast their vote by remote e-voting.</p>	<p><b>Commence from :</b> 9:00 a.m., Saturday, September 25, 2021</p> <p><b>End at :</b> 5.00 p.m., Tuesday, September 28, 2021 [ Remote e-voting module shall be disabled for voting thereafter by LI IPL ]</p>

### REMOTE E-VOTING : PROCEDURE

Type of shareholders	Login Method
<p><b>Individual Shareholders holding securities in demat mode with NSDL</b></p>	<ul style="list-style-type: none"> <li>• 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.</li> <li>• 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 or joining virtual meeting &amp; voting during the meeting.</li> <li>• 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></li> <li>• 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 or joining virtual meeting &amp; voting during the meeting.</li> </ul>
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<ul style="list-style-type: none"> <li>• Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>• After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote.</li> <li>• If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi./Registration/EasiRegistration">https://web.cdslindia.com/myeasi./Registration/EasiRegistration</a></li> <li>• Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <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 provided links for the respective ESP where the EVoting is in progress.</li> </ul>

Type of shareholders	Login Method
<b>Individual Shareholders (holding securities in demat mode) &amp; login through their depository participants</b>	<ul style="list-style-type: none"> <li>• You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>• Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>
<b>Individual Shareholders holding securities in Physical mode &amp; evoting service Provider is LINKINTIME.</b>	<ol style="list-style-type: none"> <li>1. Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> <ul style="list-style-type: none"> <li>▶ Click on <b>“Sign Up”</b> under <b>‘SHARE HOLDER’</b> tab and register with your following details:-               <ol style="list-style-type: none"> <li><b>A. User ID:</b> Shareholders/ members holding shares in physical form shall provide Event No. (210386) + Folio Number registered with the Company.</li> <li><b>B. PAN:</b> Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</li> <li><b>C. DOB/DOI:</b> Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</li> <li><b>D. Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</li> </ol> <p>Shareholders/ members holding shares in <b>physical form</b> but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</p> <ul style="list-style-type: none"> <li>▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</li> <li>▶ Click “confirm” (Your password is now generated).</li> </ul> </li> </ul> </li> <li>2. Click on ‘Login’ under <b>‘SHARE HOLDER’</b> tab.</li> <li>3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on <b>‘Submit’</b>.</li> <li>4. After successful login, you will be able to see the notification for e-voting. Select <b>‘View’</b> icon.</li> <li>5. E-voting page will appear.</li> <li>6. Refer the Resolution description and cast your vote by selecting your desired option <b>‘Favour / Against’</b> (If you wish to view the entire Resolution details, click on the <b>‘View Resolution’</b> file link).</li> <li>7. After selecting the desired option i.e. Favour / Against, click on <b>‘Submit’</b>. A confirmation box will be displayed. If you wish to confirm your vote, click on <b>‘Yes’</b>, else to change your vote, click on <b>‘No’</b> and accordingly modify your vote.</li> </ol>

#### Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as **‘Custodian / Mutual Fund / Corporate Body’**. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **‘Custodian / Mutual Fund / Corporate Body’** login for the Scrutinizer to verify the same.

#### Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:

- o Click on **‘Login’** under **‘SHARE HOLDER’** tab and further Click **‘forgot password?’**
- o Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on **‘Submit’**.

- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:**

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
  - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
  - During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

**Helpdesk for Individual Shareholders holding securities in demat mode:**

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

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

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.**

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 –4918 6000.

**12. ATTENDING THE AGM THROUGH INSTAMEET**

Shareholder will be provided with a facility to attend the AGM through VC/OAVM through InstaMeet. The meeting shall be opened 30 (Thirty) minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.

Please note that the attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.

Members desiring to attend the AGM through VC/OAVM are requested to refer to the detailed procedure given below.

**ATTEND THE AGM THROUGH VC/OAVM: PROCEDURE :- For all shareholders :**

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>.
2. Select the "Company" and 'Event Date' and register with your following details: -

**A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No:

- Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
- Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.
- Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company.

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).

**C. Mobile No.:** Enter your mobile number.

**D. E-mail ID:** Enter your e-mail ID, as recorded with your DP/Company.

3. Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).
4. Shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.

In case shareholders/members have any queries regarding login, they may send an e-mail to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

### 13. SPEAKER REGISTRATION FOR THE AGM

- i. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 (seven) days prior to meeting i.e. Wednesday, September 22, 2021 mentioning their name, demat account number/folio number, e-mail ID, mobile number at [investor.relations@maninds.org](mailto:investor.relations@maninds.org).
- ii. Only those shareholders who have registered themselves as a speaker will be allowed to express their views/ ask questions during the meeting.
- iii. Shareholders will get confirmation on first cum first basis.
- iv. Shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application by clicking on the link [www.webex.com/downloads.html/](http://www.webex.com/downloads.html/). (Members may also refer a tutorial video available on [www.youtube.com/watch?v=U2C9BVtGVrk](http://www.youtube.com/watch?v=U2C9BVtGVrk)).
- v. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.
- vi. Please note that the Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
- vii. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.

The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 (seven) days prior to meeting i.e. Wednesday, September 22, 2021 mentioning their name, demat account number/ folio number, e-mail ID, mobile number at [investor.relations@maninds.org](mailto:investor.relations@maninds.org). These queries will be replied by the Company suitably during the AGM.

### 14. E-VOTING DURING THE AGM THROUGH INSTAMEET:

- i. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
- ii. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- iii. Shareholders who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

#### E-VOTING PROCEDURE DURING THE AGM : FOR ALL SHAREHOLDERS

- (a) On the Shareholders VC page, click on the link for e-voting "Cast your vote".
- (b) Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered e-mail ID) received during registration for InstaMEET and click on 'Submit'.
- (c) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- (d) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- (e) Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently

## 15. OTHER INFORMATION RELATED TO E-VOTING

- a. A person, whose name is recorded in the register of members or in the register of beneficial owners of the Company, as on the cut-off date i.e. Wednesday, September 22, 2021 only shall be entitled to avail the facility of e-voting, either through remote e-voting and voting at the AGM. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
- b. Members who have cast their vote by remote e-voting prior to the AGM will be entitled to attend the AGM and their presence shall be counted for the purpose of quorum. However, they shall not be entitled to cast their vote again. In case a member casts his vote by more than one mode of voting including remote e-voting, then voting done through remote e-voting shall prevail and other shall be treated as invalid.
- c. Voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Wednesday, September 22, 2021.
- d. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holds shares as of the cut-off date may follow the procedure for remote e-voting as enumerated in detail hereinabove. They may also refer to the FAQs and e-voting manual available at <https://instavote.linkintime.co.in> or write an e-mail to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or [investor.relations@manininds.org](mailto:investor.relations@manininds.org).
- e. Every client ID no./folio no. will have one vote, irrespective of number of joint holders. However, in case the joint holders wish to attend the meeting, the joint holder whose name is higher in the order of names among the joint holders, will be entitled to vote at the AGM.
- f. The members may also update their mobile number and e-mail ID in the user profile details of their respective client ID no./folio no., which may be used for sending future communication(s).

## 16. GENERAL INSTRUCTIONS

- i. Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- ii. Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- iii. Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- iv. At the AGM, the Chairperson shall, at the end of discussion on the resolutions on which voting is to be held, allow e-voting at the AGM.
- v. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, not later than 2 working days of the conclusion of the AGM, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- vi. The results along with the consolidated Scrutinizer's Report shall be declared by means of:
  - (a) dissemination on the website of the Company i.e. [www.mangroup.com](http://www.mangroup.com) and website of LIPL i.e. <https://instavote.linkintime.co.in>; and
  - (b) communication to BSE Limited and National Stock Exchange of India Limited, thereby enabling them to disseminate the same on their respective websites.

**Place: Mumbai**

**Date: August 9, 2021**

**By order of the Board of Directors**

**Regd. Office:**

**'MAN HOUSE'**

**101, S.V. Road, Opp. Pawan Hans,**

**Vile Parle (West), Mumbai - 400 056**

**Jatin Shah**  
**Company Secretary**

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 SETTING OUT ALL THE MATERIAL FACTS RELATING TO SPECIAL BUSINESS:**

### **Item No. 4**

The Companies (Cost Records and Audit) Amendment Rules, 2014, mandate audit of the cost accounting records of the Company in respect of certain product categories. Accordingly, the Board of Directors based on the recommendation of the Audit Committee appointed M/s M.P. Turakhia & Associates, Cost Accountants as the Cost Auditors of the Company for the FY 2021-22 at a remuneration of Rs.1,00,000/- (Rupees One Lac Only) plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the audit.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company. Accordingly, consent of the members is sought for approving the Ordinary Resolution set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2021-22 as stated above.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution as set out in Item No. 4 of the Notice for the approval of the Members.

### **Item No. 5**

Mr. Narendra Mairpady has been appointed as an Additional Director in the category of Independent Director, by the Board of Directors w.e.f. 23.02.2021 based on the recommendation of the Nomination & Remuneration Committee. His term of appointment as Additional Director is upto the date of this meeting. He is 67 years of age.

Mr. Narendra Mairpady has given declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. The details of Mr. Narendra Mairpady, as required to be given pursuant to the Listing Regulations and the Secretarial Standards, are annexed to this Notice.

In the opinion of the Board, Mr. Mairpady professional expertise and experience will be very helpful in the growth of the Company and he also fulfils the conditions for appointment as specified in the Companies Act, 2013 and the Rules made thereunder. Hence, the Board recommends the Ordinary Resolution as set out in Item No. 5 of the Notice for the approval of the Shareholders.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Narendra Mairpady is concerned or interested in the above item.

### **Item No. 6**

The members of the Company at their 30th Annual General Meeting held on September 28, 2018, had approved the re-appointment of Mr. Nikhil Mansukhani (DIN: 02257522) as the Executive Director of the Company for a period of five years from October 3, 2018 up to October 2, 2023. The members in their aforesaid Annual General Meeting had also provided authority to the Board of Directors (including the Committee of the Board) to alter and vary the terms, conditions, designation and/or the remuneration of Mr. Nikhil Mansukhani in the best interests of the Company within permissible guidelines.

Pursuant to the aforesaid authority provided to it, the Board of Director by a resolution passed in their meeting held on June 23, 2020, restructured the remuneration of Mr. Nikhil Mansukhani as set out in the resolution no. 6 within the limit of his total remuneration approved by the Shareholders at the aforesaid Annual General Meeting held on September 28, 2018 with a view to minimize the tax burden on his remuneration due to the change in the Income Tax provisions by Finance Act, 2020 in relation to taxation on the employer's contribution to the Provident Fund.

It may be noted that Remuneration of Mr. Nikhil Mansukhani has not been increased by the Board in view of the continuing COVID-19 pandemic and the current change in designation is also proposed at the existing remuneration.

Having regard to the vast knowledge, experience and dedicated services rendered by Mr. Nikhil Mansukhani towards the growth of the Company, the Board of Directors on the recommendation of the Nomination and Remuneration Committee at its meeting held on August 9, 2021, redesignated him as Managing Director of the Company w.e.f. October 1, 2021 subject to the approval of members of the Company in the ensuing Annual General Meeting of the Company, **at the same remuneration** as restructured by the Board of Directors on June 23, 2020 up to the remaining period of his current term i.e. up to October 2, 2023.

Mr. Nikhil Mansukhani, Mr. R.C. Mansukhani and Mrs. Heena Vinay Kalantri, being related to each other, be deemed to be interested to the extent of the remuneration payable to Mr. Nikhil Mansukhani as Managing Director. None of the other Directors, Key Managerial Personnel or their relatives be deemed to be interested or concerned, financially or otherwise, in this resolution.

The relevant details pursuant to Regulation 36 of the SEBI (LODR), Regulations, 2015 are annexed to this Notice.

The Directors recommend the Resolution as set out in Item No.6 of the Notice for the approval of the Shareholders.

**Place: Mumbai**

**Date: August 9, 2021**

**Regd. Office:**

**'MAN HOUSE'**

**101, S.V. Road, Opp. Pawan Hans,  
Vile Parle (West), Mumbai - 400 056**

**By order of the Board of Directors**

**Jatin Shah  
Company Secretary**

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE - APPOINTMENT OF DIRECTORS  
(Pursuant to Regulation 36 of the Listing Regulations)**

Name of the Director	Mr. Heena Vinay Kalantri	Mr. Narendra Mairpady	Mr. Nikhil Mansukhani
<b>DIN</b>	00149407	00536905	02257522
<b>Date of Birth</b>	31.12.1982	12.07.1954	21.12.1984
<b>Qualifications</b>	Post-Graduation in Management from United Kingdom	Doctor Letters from Hindustan University, Chennai & Kalpagam University, Coimbatore Bachelor of Law from Mysore University CAIB Institute of Banking, Finance Mumbai B.Com. from Mysore University.	Graduate from King's College, UK; Bachelor of Engineering & Business.
<b>Expertise in Specific Functional Areas</b>	Mrs. Heena Vinay Kalantri has a varied experience in the field of marketing, finance and specializes in Human Resource Management. Mrs. Heena Vinay Kalantri has previously worked in different verticals in Man Industries (India) Limited & then forayed herself into retail venture. She started M Concepts Retail LLP in September 2007 & has diversified the business into various other segments. Under the leadership of Mrs. Heena Vinay Kalantri, M Concepts Retail LLP has grown manifold both in terms of manpower employment and in revenue.	Dr. Narendra Mairpady is an eminent banking professional having more than 40 years of wide experience and exposure. He started his career as officer trainee with Corporation Bank. Later, he held the position of Chief General Manager in Corporation Bank from the January, 1975 till November, 2008. From November, 2008 till November, 2010, he was an Executive Director of Bank of India. In November, 2010, he was appointed as Chairman and Managing Director (CMD) of Indian Overseas Bank and retired as CMD in 2014. He has held membership in RBI's Technical Advisory Committee on Money, Forex and Government Securities Markets. He also held positions in various committees of Indian Bank's Association (IBA). He was also the Chairman of ASSOCHAM's National Council for Banking & Finance.	After completing his education, Mr. Nikhil Mansukhani has revived line pipe business. He spearheads business development designing & liaisoning and manages day to day affairs of the Company.
<b>Other Public Companies in which Directorships is held as on March 31, 2021</b>	Man Global Limited Man SS Limited	Adani Enterprises Limited Kesar Enterprises Limited Fibre Foils Limited Viswaat Chemicals Limited Mahindra Rural Housing Finance Limited Mahindra First Choice Wheels Limited Vanaprastha Ashram	Man Global Limited Man SS Limited
<b>Number of Meetings of the Board attended during the financial year 2020-21</b>	Members may kindly refer to Corporate Governance Report for details	Members may kindly refer to Corporate Governance Report for details	Members may kindly refer to Corporate Governance Report for details
<b>Chairmanship / Membership of Committees of other Listed Companies as on 31.03.2021 (only includes Audit Committee and Stakeholders Relationship Committee)</b>	NIL	NIL	NIL
<b>Relationship with other Directors and Key Managerial Personnel</b>	Daughter of Mr. R.C. Mansukhani and sister of Mr. Nikhil Mansukhani	NIL	Son of Mr. R.C. Mansukhani and brother of Mrs. Heena Vinay Kalantri
<b>Shareholding in the Company as on March 31, 2021</b>	23,61,511	NIL	35,86,285



## DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the 33rd Annual Report of your Company along with the Audited Accounts for the financial year ended March 31, 2021.

## FINANCIAL HIGHLIGHTS / RESULTS

(₹ in Lakhs)

Particulars	For the financial year 2020-21	For the financial year 2019-20
Profit before Depreciation	18,284	11,855
Less: Depreciation	4,637	5,231
Profit Before Tax	13,647	6,624
Exceptional Item (Loss)	-	250
Less: Taxation	3,584	975
Profit after Tax	10,063	5,398
Add: Other Comprehensive Income (net of tax)	(262)	669
Total Comprehensive Profit	9,801	6,067
Add: Profit brought forward	51,897	48,161
Total profit available for appropriation	61,698	54,228
APPROPRIATIONS:		
Adjustment of Income Tax (Earlier year)	321	-
Transfer to General Reserve	1,006	540
Proposed Dividend	1,142	1,428
Provision for taxation – Dividend	-	293
Balance carried to Balance Sheet	59,238	51,897

## RESULTS OF OPERATIONS

Net sales and other income for the standalone entity increased to ₹2,10,594 lakhs from ₹ 1,77,561 lakhs in the previous year with increase of 18.60%. The operating profit (PBDIT) witnessed a increase of 34.23% from ₹ 18,296 lakhs in 2019-20 to ₹ 24,558 lakhs in 2020-21. The profit after tax (PAT) showed a increase of 86.42% at ₹ 10,063 lacs from ₹ 5,398 lakhs in the previous year.

## DIVIDEND

Pursuant to the approval of the Board on October 27, 2020, your Company paid an interim dividend of ₹ 2/- (i.e. 40%) per equity share of face value of ₹ 5/- each, to shareholders who were on the register of members as on November 4, 2020, being the record date fixed for this purpose. In view of the uncertainties due Covid-19 pandemic, the Board thought it prudent not to recommend a final dividend for this year and the interim dividend of ₹ 2/- per equity share declared by the Board in October 2020 was considered as the final dividend for the financial year 2020-21. Thus, the total dividend for the financial year 2020-21 remains ₹ 2/- per equity share.

## TRANSFERTO RESERVES

An amount of ₹1,006 lakhs is proposed to be transferred to the General Reserve.

## ANNUAL RETURN

Pursuant to the provisions of Sections 92(3) and 134(3)(a) of the Act and the Companies (Management and Administration) Rules, 2014, the Annual Return in Form no. MGT-7 can be accessed on the website of the Company i.e. [www.mangroup.com](http://www.mangroup.com)

## SUBSIDIARY COMPANIES

The Company is having three subsidiary companies falling under the purview of Section 2(87) of the Companies Act, 2013. In accordance with Rule 8(1) of the Companies (Accounts) Rules, 2014, a report on their performance and financial position is presented herein below:

Sr. No.	Name of the Subsidiary Companies	Performance
1.	Merino Shelters Private Limited (Incorporated in India)	The implementation of the Scheme of Demerger is still pending and as such, the consolidation of Financial Statements of Merino Shelters Private Limited has not been given effect of.
2.	Man Overseas Metal DMCC (Incorporated in UAE)	The Company has achieved a net profit of AED 1.12 lakhs during the financial year 2020-21 as compared to net profit of AED 7.56 lakhs in the previous year.
3.	Man USA Inc (Incorporated in USA)	The net revenue during the financial year 2020-21 of the Company stood at USD NIL as compared to USD NIL in the previous year.

In accordance with proviso to Section 129(3) read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statements of the Company's subsidiaries in Form AOC-1 is attached to the financial statements of the Company and forms part of this Annual Report.

During the financial year 2020-21, no company has become or ceased to be subsidiary of the Company and no material change in the nature of the business of the existing subsidiary has taken place.

### CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements of the Company and its subsidiaries (except of Merino Shelters Pvt. Ltd) for the financial year ended March 31, 2021, prepared in accordance with the Companies Act, 2013 and Ind AS-110 on consolidated financial statements form part of this Annual Report and same shall also be laid in the ensuing Annual General Meeting in accordance with the provisions of Section 129(3) of the Companies Act, 2013.

In accordance with the provisions of Section 136 of the Companies Act, 2013, the standalone and consolidated financial statements of the Company along with the documents required to be attached thereto and separate financial statements in respect of its subsidiary companies are available on its website i.e. [www.mangroup.com](http://www.mangroup.com) and are also available for inspection at its Registered Office.

### DIRECTORS

Mrs. Heena Vinay Kalantri (DIN : 00149407), Director is liable to retire by rotation at the conclusion of the forthcoming Annual General Meeting and being eligible, offers herself for re-appointment. Appropriate resolution for her re-appointment is being placed before for your approval at the ensuing Annual General Meeting. Brief resume of Mrs. Heena Vinay Kalantri and other information has been given in the notice convening the Annual General Meeting. Your Directors recommend her Re-appointment.

Further, Mr. Nikhil Mansukhani (DIN : 02257522) has been designated by the Board as Managing Director of the Company subject to the approval of Shareholders in the ensuing Annual General Meeting. The Board has also appointed Mr. Narendra Mairpady (DIN : 00536905) as Additional Director since 23rd February 2021 in the category of Independent subject to the approval of the Shareholders. Mr. Mairpady has vast experience in the Banking, Finance and Accounting areas.

Mr. Pramod Tondon (DIN: 00364652) and Mrs. Renu Purshottam Jalan (DIN : 08076758) act as independent Directors and they have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of the Listing Regulations, 2015.

### BOARDEVALUATION

Regulation 4(2)(f)(9) of the SEBI Listing Regulations, 2015 mandates that the Board shall monitor and review the Board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. The annual evaluation process of the Board of Directors, its committees and the individual Directors including the Chairman of the Company was carried out in the manner prescribed by the Companies Act, the guidance note on Board Evaluation issued by SEBI and as per the Corporate Governance requirements prescribed by SEBI Listing Regulations.

A structured questionnaire was circulated for reviewing the functioning and effectiveness of the Board, its Committees, the individual directors including the Chairman of the Company. All the directors participated in the evaluation survey. The evaluation criterion for the Directors was based on their participation, contribution and offering guidance to and understanding of the areas which are relevant to them in their capacity as members of the Board. Responses were analyzed and the results were subsequently discussed by the Board. Recommendations arising from the evaluation process was considered by the Board to optimize its effectiveness.

## NUMBER OF MEETINGS OF THE BOARD

The details of the number of meetings of the Board of Directors held during the financial year 2020-21 are furnished as a part of the Corporate Governance Report.

## COMPOSITION OF AUDIT COMMITTEE

The Audit Committee comprises of Mr. Pramod Tandon and Mrs. Renu Jalan, Independent Directors and Mr. Nikhil Mansukhani, Executive Director of the Company. Mr. Pramod Tandon has been appointed as Chairman of the Audit Committee w.e.f. September 5, 2020, consequent to the death of the erstwhile Chairman of the Audit Committee Mr. Kirit Damania who passed away on August 21, 2020. The Company Secretary is the Secretary to the Committee. There has not been any instance during the year when recommendations of the Audit Committee were not accepted by the Board of Directors.

## NOMINATION AND REMUNERATION POLICY

The Board, has, on the recommendation of the Nomination and Remuneration Committee, framed and adopted a policy for selection and appointment of Directors, Senior Management and their remuneration pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations, 2015.

### The salient features of the Policy, are :

- a. Appointment and remuneration of Director, Key Managerial Personnel and Senior Management Personnel.
- b. Determination of qualifications, positive attributes and independence for appointment of a Director (Executive/Non-Executive/Independent) and recommendation to the Board matters relating to the remuneration for the Directors, Key Managerial Personnel and Senior Management Personnel.
- c. Formulating the criteria for performance evaluation of all Directors.
- d. Board Diversity

The Company's policy inter-alia, on Directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under the Act is available on the website of Company at [www.mangroup.com](http://www.mangroup.com).

## DIRECTORS RESPONSIBILITY STATEMENT

The financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on accrual basis except for certain financial instruments, which are measured at fair values, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Companies Act, 2013 ('the Act'), read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. The Company has adopted all the Ind AS standards and the adoption was carried out in accordance with applicable transition guidance. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

### The directors confirm that:

- In preparation of the annual accounts for the financial year ended March 31, 2021, the applicable accounting standards (except Ind AS-110) have been followed.
- They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period.
- They have taken proper and sufficient care towards 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.
- They have prepared the annual accounts on a going concern basis.
- They have laid down internal financial controls, which are adequate and are operating effectively.
- They have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

## RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year under review were on arm's length basis and were in the ordinary course of the business. In compliance with the terms of the 'Policy on Related Party Transactions', no contracts, arrangements or transactions were entered into by the Company with the Promoters, Key Managerial Personnel or other designated persons which would be considered materially significant and which may have potential conflict of interest with the company at large. The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website [www.mangroup.com](http://www.mangroup.com).

Particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013, in the prescribed Form AOC-2, is appended as Annexure 'F' to the Board's report.

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

In accordance with the provisions of Section 134(3)(g) read with Section 186(4) of the Companies Act, 2013, the particulars of loans given, investments made, guarantees given and securities provided, if any, have been disclosed in the financial statements.

## VIGIL MECHANISM

In accordance with the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and erstwhile Listing Agreement, the Company has adopted a Whistle Blower Policy to provide a mechanism to its directors, employees and other stakeholders to raise concerns about any violation of legal or regulatory requirements, misrepresentation of any financial statement and to report actual or suspected fraud or violation of the Code of Conduct of the Company.

The Policy allows the whistleblowers to have direct access to the Chairman of the Audit Committee in exceptional circumstances and also protects them from any kind of discrimination or harassment. The Whistle Blower Policy of the Company can be accessed on the Company's website [www.mangroup.com](http://www.mangroup.com).

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report containing the details as required under Schedule V to the Listing Regulations, 2015 is annexed hereto and forms an integral part of this Report.

## BUSINESS RESPONSIBILITY REPORT

Business Responsibility Report as required under Regulation 34(2)(f) of the Listing Regulations, 2015 is annexed hereto and forms an integral part of this Report.

## CORPORATE GOVERNANCE REPORT

A Separate Report on Corporate Governance along with a certificate from Practicing Company Secretary confirming the compliance of the conditions of corporate governance by the Company as required under Para E of Schedule V to the Listing Regulations, 2015 is annexed hereto and forms an integral part of this Report.

## FIXED DEPOSITS

The Company has not accepted any deposits from public and as such, no amount on account of principal or interests on deposits from public was outstanding as on the date of the balance sheet.

## CORPORATE SOCIAL RESPONSIBILITY

As part of its initiatives under "Corporate Social Responsibility" (CSR), the company has contributed funds for the scheme of promoting health care, education, women empowerment, environmental sustainability and rural welfare programs. CSR activities were undertaken by the Company in and around plant locations that is Anjar, Gujarat; Pithampur, Madhya Pradesh and Mumbai where the Head office of the company is located. The company focuses on educating the local inhabitants (villagers) about preventive health care & hygiene management. This year the Company has supported the COVID-19 relief measures and donated RT PCR Machine and testing kit imported from USA to TATA Memorial Hospital for COVID-19 testing of the patients free of cost; donated to ISKON for their food distribution program to badly impacted sections of the society in various part of Mumbai and migrant workers; Contributed to Ration Kits distribution program in villages in Anjar, Gujarat and Pithampur, Madhya Pradesh; Contributed towards Ambulance facility for benefit of people living in villages nearby Anjar Plant; Distribution of Computer Systems to Schools around Khedoi village for Schools' labs; contributed towards construction and development of a Rural Medical College, Hospital & Research Centre' at Kumbhari Village, in Solapur District, Maharashtra. In addition, the company has also continued with the vocational employability training program for the women around Anjar, Gujarat. The training included skill development courses like sewing, artificial jewellery making, toy making, basic computer education, cooking, beauty parlour, mehendi courses etc. this

will not only educate them but will also make them independent by making them capable of earning. Also, the Company thrusts to ensure environmental sustainability by conserving rain water through traditional ways of water conversation. For this the company undertook the task of pond deepening in Khedoi, Kutch, Gujarat. Company is also running a rigorous tree plantation program in the area of Kutch. Further at its Mumbai location, Company is helping needy patients for their ailments through funding to different hospitals and education of needy children specially girls.

A brief outline of the CSR policy of the Company and the details of activities/initiatives taken by the Company on CSR during the year as per annexure attached to the Companies (Corporate Social Responsibility Policy) Rules, 2014 have been appended as Annexure 'A' to this Report. The said policy is available on the website of the Company at '[www.mangroup.com](http://www.mangroup.com)'.

## **RISK MANAGEMENT**

The Company has a risk management framework for the identification and management of risks. The Company has been following the processes and procedures for assessment and mitigation of various business risks associated with the nature of its operations and such adaptation has helped the Company to a very large extent. In line with the requirement under the SEBI Listing Regulations, the Company has constituted a Risk Management Committee (RMC) comprising of members of the Board and Senior Management personnel. Composition of RMC is provided in the Corporate Governance Report, which forms part of this Report. RMC is entrusted with the responsibility of overseeing strategic, operational and financial risks that the organisation faces, along with the adequacy of mitigation plans to address such risks. The ultimate responsibility for framing, implementing and monitoring the risk management plan for the Company lies on the Board of Directors.

## **INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Board of Directors has laid down standards, processes and procedures for implementing the internal financial controls across the organization. After considering the framework of existing internal financial controls and compliance systems; work performed by the Internal, Statutory and Secretarial Auditors and External Consultants; reviews performed by the Management and relevant Board Committees including the Audit Committee, the Board of Directors are of the opinion that the Company's internal financial controls with reference to the financial statements were adequate and effective during the financial year 2020-21.

## **AUDITORS AND AUDITORS' REPORT**

### **Statutory Auditors**

M/s M. H. Dalal & Associates, Chartered Accountants (Firm registration number: 112449W) were appointed as Auditors of the Company, for a term of 5 (five) consecutive years, at the Annual General Meeting held on 27th September, 2017. They have confirmed that they are not disqualified from continuing as Auditors of the Company.

The observations of the Auditors and the Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comment. Further, no frauds have been reported by the Statutory Auditors during the financial year 2020-21 pursuant to the provisions of Section 143(12) of the Companies Act, 2013.

### **Cost Auditors**

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014, the Board of Directors, has on the recommendation of the Audit Committee, appointed M/s. M.P. Turakhia & Associates, Cost Accountants as Cost Auditors of the Company for the financial year 2020-21 at a remuneration of ₹1,00,000/- (Rupees One Lac Only) plus applicable taxes and reimbursement of out of pocket expenses for conducting the Cost Audit subject to ratification of such remuneration by the Members in the ensuing Annual General Meeting. Accordingly, a resolution seeking Members' ratification for the remuneration payable to the Cost Auditors forms part of the Notice convening the ensuing Annual General Meeting.

### **Secretarial Auditors**

In accordance with the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors have appointed J. Suthar & Associates, Company Secretaries as Secretarial Auditor of the Company for the financial year 2020-21.

The Secretarial Audit Report for the financial year ended March 31, 2021 is set out in Annexure 'B' to this Report. The qualifications referred to in the Secretarial Auditors' Report are self-explanatory and do not call for any further comment.

## **PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES**

Particulars of employees and related disclosures as required under the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are set out in Annexure 'D' to this Report.

Particulars of employees pursuant to Rules 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are set out in Annexure 'D' to this Report.

### **DETAILS WITH RESPECT TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

Details with respect to conservation of energy, technology absorption and foreign exchange earnings and outgo as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 are set out in Annexure 'E' to this Report.

### **DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company is committed to provide a healthy environment to all its employees and has zero tolerance for sexual harassment at workplace. In order to prohibit, prevent and redress complaints of sexual harassment at workplace, it has constituted a Complaint Committee in line with the provisions of Section 4(1) of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

**The Company has not received any complaint of Sexual harassment during the financial year 20120-21.**

### **RESIDUARY DISCLOSURES**

- i. During the financial year 2020-21, the Company has not issued equity shares with differential rights as to dividend, voting or otherwise. Hence, disclosure under Rule 4(3) of the Companies (Share Capital and Debentures) Rules, 2014 is not applicable;
- ii. During the financial year 2020-21, the Company has not issued sweat equity shares to its employees. Hence, disclosure under Rule 8(13) of the Companies (Share Capital and Debentures) Rules, 2014 is not applicable;
- iii. During the financial year 2020-21, the Company has not issued shares under Employees Stock Option Scheme.
- iv. During the financial year 2020-21, no significant or material orders have been passed by the Regulators or Courts or Tribunals which impact the going concern status of the Company and its operations in future. Hence, disclosure under Rule 8(5)(vii) of the Companies (Accounts) Rules, 2014 is not applicable;
- v. During the financial year 2020-21, there have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of this Report. Hence, disclosure under the provisions of Section 134(3)(l) of the Companies Act, 2013 is not applicable;
- vi. During the financial year 2020-21, there has been no change in the nature of business of the Company. Hence, disclosure under Rule 8(5)(ii) of the Companies (Accounts) Rules, 2014 is not applicable;
- vii. During the financial year 2020-21, no Whole-Time Directors of the Company has received any commission from the Company nor have they received any remuneration or commission from the subsidiary of the Company.
- viii. The Scheme of arrangement for merger-demerger between Man Industries (India) Ltd. and Man Infraprojects Ltd. is yet not fully implemented for want of disposal of Record Date issue, which is presently sub-judice in the Hon'ble Bombay High Court.

### **GENERAL**

#### **Safety, Health and Environment**

During the year, the Company continued to focus on resource conservation and reduction in generation of hazardous wastes and enhanced its efforts to positively impact the environment in which it operates. All the manufacturing facilities and processes are subject to regular inspections and a Safety Audit is carried out meticulously at Anjar plant and preventive measures are taken to ensure high standards of safety. There have been regular trainings right from the employee induction stage and further on continual basis to reinforce safety habits by it's employees. Your Company has taken adequate insurance cover for all its plants as well as for third party liabilities and continues to work towards the improvement of our environment, healthy and safe management system. The company has also been organizing the camps for Blood donation and also yoga trainings for its employees.

#### **Human Resources and Industrial Relations**

In your Company, employees continue to be the key driving force of the organization and remain a strong source of our competitive advantage. We believe in aligning business priorities with the aspirations of employees leading to the development of an empowered and responsive human capital.

Attracting, retaining and motivating employees and creating an environment that nurtures them to deliver their best have been a constant practice followed by your Company. Your Company continues to invest in training, refining its goal setting and performance evaluation processes through which employees can share best practices and seek support to drive change and

improvement. Further, the company remains committed for the employee engagement activities such as employee Sports events and Festival celebrations etc. to keep its employees interested to achieve higher milestones.

#### **Listing & Demat of Shares**

The equity shares of the Company are listed with BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). As on March 31, 2021 out of total 5,71,03,055 equity shares of the Company, 5,63,15,829 equity shares representing 98.69% were held in dematerialized form and the balance 7,87,226 shares representing 1.31% were held in physical form.

#### **Insurance**

All the insurable interests of your Company including inventories, buildings, plant and machinery and liabilities under legislative enactments are adequately insured.

Transfer of unpaid/unclaimed dividend to Investor Education and Protection Fund

During the year under review, the Company has transferred ₹1809434/- to Investor Education and Protection Fund in relation to unclaimed and unpaid dividend amount pertaining to financial year 2012-13.

#### **ACKNOWLEDGEMENTS**

The Directors wish to acknowledge and place on record their sincere appreciation for the assistance and co-operation received from all the members, regulatory authorities, customers, financial institutions, bankers, lenders, vendors and other business associates.

The Directors also recognize and appreciate all the employees for their commitment, commendable efforts, teamwork, professionalism and continued contribution to the growth of the Company.

**For and on behalf of the Board**

**Place: Mumbai**

**R. C. Mansukhani**

**Dates: August 9, 2021**

**Chairman**

## Annexure 'A' to the Directors' Report

### Annual Report on Corporate Social Responsibility (CSR) Activities for the financial year ended 31st March 2021

[Pursuant to Section 135 of the Companies Act, 2013 read with Rule 9 of the Companies (Accounts) Rules, 2014]

**1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.**

The Company has framed a CSR Policy in compliance with the provisions of the Companies Act, 2013 and Rules made thereunder. The CSR Policy provides for carrying out CSR activities in respect of those areas as provided in Schedule VII of the Companies Act, 2013.

The CSR Policy, composition and CSR project approved by the Board is placed on the Company's website: [www.mangroup.com](http://www.mangroup.com)

**2.**

The Composition of the CSR Committee	Designation in the Committee	No. of meeting of CSR committee held during the year	No. of meeting of CSR committee attended during the year
Mr. R.C. Mansukhani	Chairman	3	3
Mr. Pramod Tandon	Member	3	3
Mr. Nikhil Mansukhani	Member	3	3
Mrs. Heena Vinay Kalantri*	Member	3	1

\* w.e.f. January 21, 2021.

**3. Average net profit of the Company for last three financial years**

Average Net Profit: Rs. 5,807.53 lakhs

**4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above)**

The Company is required to spend Rs. 116.15 lakhs towards CSR

**5. Details of CSR spent during the financial year**

(a) CSR amount spent or unspent for the financial year :

Spent-Rs. 176.73 lakhs

Unspent -Nil

(b) Details of CSR amount spent against ongoing projects for the financial year : Nil

(c) Details of CSR amount spent against other than ongoing projects for the financial year : Rs. 176.73 lakhs



(d) Manner in which the amount spent during the financial year is detailed below :

1 Sr. No.	2 CSR project or activity identified	3 Sector in which the project is covered	4 Project of program i) Local area, or ii) Specify the state and district where the projects and programs was undertaken	5 Amount outlay (In ₹)	6 Amount Spent on the project (In ₹)	7 Cumulative expenditure up-to the reporting period (In ₹)	8 Amount spent: Direct or through implementing agency
1	Promoting Healthcare including preventive health care & Disaster Management Health	Health	Mumbai	2,000,000.00	2,000,000.00	2,000,000.00	Helping Hand Foundation
			Mumbai	700,000.00	700,000.00	700,000.00	T.M.C.(Thane Municipal Corporation)
			Mumbai	31,000.00	31,000.00	31,000.00	Madhavi Manoj Goenka
			Mumbai	49,342.00	49,342.00	49,342.00	Mg Global Pvt. Ltd.
			Mumbai	118,000.00	118,000.00	118,000.00	Twenty First Century Iron & Steels Ltd
			Mumbai	70,000.00	70,000.00	70,000.00	Direct-bapalal Narpatsinh Jadeja
			Gujrat	500,000.00	500,000.00	500,000.00	"Akhil Gujarat Truck Transport Association"
2	Eradicating Hunger		Gujrat	285,000.00	285,000.00	285,000.00	Direct - Navin Gopalji Thacker
3	Medical Treatment		Mumbai	300,000.00	300,000.00	300,000.00	Kohinoor Hospitals Pvt Ltd
			Mumbai	25,000.00	25,000.00	25,000.00	The Dean, J. J. Hospital
4	Construction & Development of College		Mumbai	2,500,000.00	2,500,000.00	2,500,000.00	M M Patel Charity Trust
5	Promoting Education	Education	Mumbai	41,552.50	41,552.50	41,552.50	Shree L.r. Tiwari College Of Engineering
			Mumbai	37,200.00	37,200.00	37,200.00	St. Joseph's Convent High School
			Gujrat	2,500,000.00	2,500,000.00	2,500,000.00	Sevanidhi Trust
			Gujrat	2,500,000.00	2,500,000.00	2,500,000.00	Sevanidhi Trust
			Gujrat	2,500,000.00	2,500,000.00	2,500,000.00	Sevanidhi Trust
6	Rular Development Project	Promoting Rular Development	Gujrat	13,499.02	13,499.02	13,499.02	Direct - Computex Informatics
			Gujrat	2,400.00	2,400.00	2,400.00	Direct - Chandan Electric Store
7	Food Distribution	Eradicating Hunger & Malnutrition	Mumbai	1,000,000.00	1,000,000.00	1,000,000.00	Iskcon
			<b>Total</b>	<b>17,672,993.52</b>	<b>17,672,993.52</b>	<b>17,672,993.52</b>	

**d) Excess amount for set-off, if any**

Sr. No	Particulars	(Rs. in lakhs)
1	Two percent of average net profit of the company as per Section 135(5)	Rs.116.15
2	Total amount spent for the Financial Year	Rs. 176.73
3	Excess amount spent for the financial year [(ii)-(I)]	Rs.60.58
4	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
5	Amount available for set-off in succeeding financial years [(iii)-(iv)]	Rs.60.58

6. **(a) Details of Unspent CSR amount for the preceding three financial years: Nil**

**(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Nil**

7. **In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reason for not spending the amount in its Board Report:**

The company has fully met its CSR obligation for the financial year.

8. **In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details):**

No amount has been spent on creation or acquisition of capital assets after the notification of the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021 on January 22, 2021.

9. **A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with the CSR objectives and Policy of the Company:**

The CSR Committee confirms that the implementation and monitoring of the CSR Policy of the Company is in compliance with the CSR objectives and CSR Policy of the Company.

**For Man Industries (India) Limited**

**For & on behalf of the CSR Committee of the Company**

**Nikhil Mansukhani**  
Director

**R.C. Mansukhani**  
Chairman of CSR Committee

**ANNEXURE 'B' TO DIRECTOR REPORT**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021**

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

To,  
The Members,  
**MAN INDUSTRIES (INDIA) LIMITED**  
Man House, Opp. Pawan Hans,  
101, S. V. Road, Vile Parle (West),  
Mumbai - 400056.

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorised 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 March 31, 2021 complied with the Statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2021 according to the provisions of;

1. The Companies Act, 2013 (the Act) and the rules made there under;

We would like to state that:

(a) *As per Accounting Standard 110 as issued by ICAI, The Company has not Consolidated the Financial Statement of one of its subsidiary namely Merino Shelters Private Limited in the light of pendency of implementation of the scheme of arrangement specified herein below.*

2. The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-law framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and External Commercial Borrowings;
5. 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, 2018;
6. We have also examined compliance with the Secretarial Standards issued by the Institute of Company Secretaries of India.
7. We have also examined compliance with the applicable clauses of the erstwhile Listing Agreements entered into by the Company with the National Stock Exchange of India Limited and BSE Limited and, regulations of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
8. The following Regulations and Guidelines prescribed under The Securities and Exchange Board of India Act, 1992 were, in our opinion, not attracted during the financial year under report;
  - a) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

- b) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client;
- c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.
- e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014

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

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 as on March 31, 2021.

*We would further like to state that, the composition of the Board of Directors fell below the minimum required by Reg. 17(1) of the Listing Regulations during the year due to the sad demise of one Independent Director, Mr. Kirit N. Damania, on August 21, 2020. However, the Composition of the Board of Directors and the aforesaid Committees is now in conformity with the requirement of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as on March 31, 2021.*

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 clarification on the agenda items before the meeting and for meaningful participation at the meeting.

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

During the period under review, we have not undertaken the factory visit of the Company. Hence, we cannot report in respect thereof.

We have relied on the representation made by the Company and its officers for the compliance of various applicable laws, rules, regulations and guidelines and after examining the system and mechanism followed by the Company for compliances. We report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure the compliance of applicable laws, rules, regulations and guidelines as mentioned hereunder;

- a) The Bonus Act, 1965
- b) The Minimum Wages Act, 1948
- c) The Gratuity Act, 1972
- d) Contract Labour (Regulation and Abolition) Act, 1970
- e) Maternity Benefit Act, 1961
- f) Employment Exchange Act, 1959
- g) The Employee's Provident Fund and Miscellaneous Provisions Act, 1952
- h) Land Revenue Laws of respective States
- l) Employees State Insurance Act, 1948
- j) Shop & Establishments Act, 1948

We further report that during the audit period of the Company:

- 1) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues. The Company has not paid disputed statutory dues.
- 2) There are disputes between the promoter groups pending adjudication before various judicial authorities regarding the title/ownership of the shares. Further, the said dispute, regarding the right to receive dividend on such shares between the promoter shareholders group has also been observed by NCLT and NCLAT recently. In view of the same, the Company has deposited and kept in abeyance the final dividend payable to one of the groups for the FY 2014-15, 2015-16, 2016-17, 2018-19 and interim dividend for FY 2019-20 & 2020-21 (interim dividend) in the unpaid dividend account with ICICI Bank and for the FY 2017-18 with IndusInd Bank.

- 3) The application filed by the Company for modification of the scheme of arrangement between the Company and Man Infraprojects Limited (MIPL) to provide for swapping of shares between two promoter groups has since been withdrawn from the Hon'ble Bombay High Court. Further, in view of frivolous and bogus claims made by Man Infraprojects Limited (MIPL) having been rejected by the Ld Arbitrator in his Final award, the Company has during the year called the Record Date as contemplated in the Scheme of arrangement. However, till date, MIPL has not issued and allotted the aforesaid Shares to the Shareholders of the Company and has disputed the record date the Hon'ble Bombay High Court. The Company has approached the Hon'ble Bombay High Court with list of eligible shareholders, requesting the Court to give suitable directions to Man Infraprojects Limited (MIPL) in relation to the issue and allot free Equity Shares to the shareholders of the Company pursuant to the Scheme of Arrangement (Demerger) between the Company and MIPL. The matter is sub-judice in the Hon'ble Bombay High Court.
- 4) The SEBI vide its order dated 21.12.2018 had imposed a penalty of Rs. 10 Crores, payable jointly and severally, on viz, Mr. Nikhil Mansukhani (belonging to RCM Group) and Mrs. Anita Mansukhani and M/s JPA Holdings Pvt. Ltd (both belonging to JCM Group) in respect alleged violation of the provisions of Regulation 11(1) read with 2nd proviso to Regulation 11(2) the SAST Regulations, 1997 resulting in the shareholding of the promoters exceeding the threshold limit of 55% in the year 2010 without complying with provisions of the SAST Regulations.

Mr. Nikhil Mansukhani, promoter (belonging to RCM Group) had preferred an appeal before Securities Appellate Tribunal (SAT) against the aforesaid SEBI Order. The Hon'ble SAT has vide its order dated 26.07.2021 quashed the impugned SEBI Order.

**For J. Suthar & Associates  
Company Secretaries**

**Jayantilal Suthar  
(Proprietor)**

**FCS No.: 8779**

**CP No.: 21651**

**UDIN : F008779C000736099**

**Place: Mumbai  
Date: August 9, 2021**

*Note: This report is to be read with our letter of even date which is annexed as Annexure "a" and forms an integral part if this report.*

## ANNEXURE “a”

To,  
The Members,  
**MAN INDUSTRIES (INDIA) LIMITED**  
Man House, Opp. Pawan Hans,  
101, S. V. Road, Vile Parle (West),  
Mumbai Mumbai - 400056.

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

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For J. Suthar & Associates  
Company Secretaries**

**Jayantilal Suthar  
(Proprietor)**

**Place: Mumbai  
Date: August 9, 2021**

**FCS No.: 8779  
CP No.: 21651  
UDIN : F008779C000736099**

**Annexure 'C' to the Directors' Report**

**[Statement of Disclosure of Remuneration pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

- (i) **The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2020-21 and the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2020-21:**

Sr. No	Name	Designation	Ratio of remuneration of each Director to median remuneration of Employees	Percentage increase in remuneration
1.	Mr. R.C. Mansukhani	Chairman	252:1	11.85
2.	Mr. Nikhil Mansukhani	Executive Director	80 :1	9.11
3.	Mrs. Heena Vinay Kalantri	Non-Executive Director	-	-
4.	Mr. Kirit N. Damania ^	Independent Director	-	-
5.	Mr. Pramod Tandon	Independent Director	-	-
6.	Mrs. Renu Purshottam Jalan	Independent Director	-	-
7.	Mr. Narendra Mairpady *	Independent Director	-	-
8.	Mr. Ashok Gupta	Chief Financial Officer	27 :1	-
9.	Mr. Shashank Belkhede #	Company Secretary	8 :1	-
10.	Mr. Jatin Shah @	Company Secretary	8 : 1	-

*^ Deceased on August 21, 2020;*

*\* Appointed on February 23, 2021;*

*# Retired on May 31, 2020;*

*@ Appointed w.e.f. October 27, 2021.*

Non-Executive Director and Independent Directors were paid only sitting fees during the financial year 2020-21.

- (ii) **The percentage increase in the median remuneration of employees in the financial year:**

The median remuneration of employees in the financial year 2020-21 has increased by 2% as compared to the previous year.

- (iii) **The number of permanent employees on the rolls of Company:**

As on March 31, 2021, 832 permanent employees were on the rolls of the Company.

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

During the financial year 2020-21, the average increase in salaries other than KMPs was 0.5 %, whereas remuneration of KMPs was increased by 1%.

**Affirmation that the remuneration is as per the remuneration policy of the Company:**

It is hereby affirmed that the remuneration paid during the financial year 2020-21 is as per the Remuneration Policy of the Company.

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

**Place: Mumbai**

**Date: August 9, 2021**

**Rameshchandra Mansukhani**

**Chairman**

**Annexure 'D' to the Directors' Report**  
**Table A - Information relating to Top 10 employees in terms of remuneration drawn during the year**  
**[ Pursuant to Rules 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ]**

Sr. No.	Employee Name	Designation	Educational Qualification	Experience (in years)	Remuneration in FY 2019-20 (In ₹)	Previous employment
1	Rajat Gupta	President - Marketing	Mba (marketing), Ba	36	9501566	Jindal Steel & Power Ltd
2	Ashok Kumar Gupta	CFO	Ca	30	9133164	Abg Cement Ltd
3	Gurinder Singh Sethi	VP- Marketing & Bd	Be (electrical), Mba	30	5899006	Seal For Life India Pvt. Ltd
4	Umesh Chandra Rastogi	Sr. VP, Technical	Be (metallurgical) & Marketing Execution	36	5264647	Jindal Saw Ltd
5	Durgesh Chokade	VP - Anjar Plant	B. Tech (mech), PGBDA (operations)	27	4358439	Suzlon Energy Ltd.
6	K G Mantri	Sr. VP - Corporate Affairs	M.com, Llb, Cailb, Aicwa	34	3489228	Essar Steel Limited
7	Hardik Girishbhai Desai	AVP - Business Development (technical)	Bsc, Pg Dip (mech Eng)	21	3082686	Welspun Corp Ltd
8	Ramchandra Chadokar	AVP- Operations & Maintenance	Dip (mech Eng)	25	2892256	Essar Steel Limited
9	Rahul Sanghvi	DDM- Finance	Mba (fn.), B.com	20	2839260	D'damas Jewellery (India) Pvt. Ltd.
10	Mrityunjay Mathur	DGM- Business Development	Mba (marketing), Bsc	34	2724116	Arabian Extrusions, UAE

Notes : The above table is based on payouts made during the year.

**Annexure 'D' to the Directors' Report**

**Table B - Information regarding Employees drawing remuneration of Rs. 1.02 crore or above per annum if employed throughout the financial year, or drawing remuneration at the rate of Rs. 8.5 Lacs or above per month if employed for part of the financial year [ Pursuant to Rules 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ]**

Sr. No	Name	Designation	Remuneration (₹)	Nature of employment, whether contractual or otherwise	Qualifications	Total Experience	Date of Commencement of employment	Age (years)	Last employment held	Relative of any Director or Manager
1	Mr. R.C. Mansukhani	Chairman	7,98,95,898	Contractual	Ph. D. in International Economics and Finance by University in France, MA Economics (Gold Medalist from Vikram University, Ujjain (M.P)), Bachelor of Law	41 Years	Since Inception	65	Not Applicable	Father of Mr. Nikhil Mansukhani & Mrs. Heena Vinay Kalantri
2	Mr. Nikhil Mansukhani	Executive Director	2,53,66,288	Contractual	Graduate from King's College, UK, Bachelor of Engineering and Business	14 Years	03-10-2013	37	Not Applicable	Son of Mr. R.C. Mansukhani & Brother of Mrs. Heena Vinay Kalantri



## Annexure 'E' to the Directors' Report

[Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014]

### (A) CONSERVATION OF ENERGY

#### i) Energy conservation measures taken during the year:

- Energy conservation devices have been installed and the equipments are maintained properly to reduce energy consumption.
- The new systems are being devised to reduce electric power, fuel, and water Consumption. Industrial lighting in the plant area has been optimized.

#### ii) Impact of above measures:

The impact of above measures taken results in lower energy consumption per to no production.

#### iii) Steps for utilization of alternate sources of energy: NIL

#### iv) Capital investment on energy conservation equipments: NIL

#### v) Total energy consumption and energy consumption per unit production

	Year ended 31 <sup>st</sup> March 2021	Year ended 31 <sup>st</sup> March 2020
<b>POWER AND FUEL CONSUMPTION :</b>		
(i) Electricity Purchased (Units)	3,26,43,813	2,52,38,520
Total Amount (Rs.)	28,72,74,883	23,90,36,688
Rate per Unit (Rs.)	8.80	9.47
(ii) Generation through Windmill:		
Generation Unit	73,03,269	1,07,83,702
Rate per Unit (Rs.)	7.15	7.49
(iii) Own Generation through D.G.Set:		
Generation Unit	-	-
Unit per liter of Oil	-	-
Cost per Unit (Rs.)	-	-
<b>CONSUMPTION PER UNIT OF PRODUCTION</b>	<b>(In kgs)</b>	
Production in kgs	24,16,44,620	21,75,78,820
Consumption per unit of Production (per kg) Units	0.14	0.12

### (B) TECHNOLOGY ABSORPTION

#### i) SPECIFIC AREAS IN WHICH RESEARCH AND DEVELOPMENT CARRIED OUT BY THE COMPANY

R & D was carried in product development, process development, energy conservation, environment protection, cost reduction and automation.

#### ii) BENEFITS DERIVED

With the installation of various additional equipments it was possible to achieve consistency in production and quality of finished product.

#### iii) EXPENDITURE ON R&D

Development and improvement of products is an inbuilt and ongoing activity within existing manufacturing facilities. Expenditure on R&D is not separately allocated and identified.

### Technology Absorption, Adaptation & Innovation

1. Effort made towards Technology Absorption, Adaptation and innovation: **NIL**
2. Benefit derived as a result of the above efforts: **NIL**
3. Imported Technology: **NIL**
  - a) Technology imported
  - b) Year of import
  - c) Has technology been fully absorbed?
  - d) If not fully absorbed, reasons and future course of action

### (C) FOREIGN EXCHANGE EARNING AND OUTGO

(₹ in Lakhs)

FOREIGN EXCHANGE EARNINGS & OUTGO	For the year 2020-21	For the year 2019-20
a) Foreign Exchange Earnings (FOB Value of Exports)	1,44,750	41,027
b) Other Receipts	-	-
c) Foreign Exchange Outgo	1,18,458	91,935

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

**Place : Mumbai**  
**Date: August 9, 2021**

**R.C. Mansukhani**  
**Chairman**

## Annexure "F" to the Directors' Report

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 arm's length transaction under third proviso thereto.

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

Sr. No	Name(s) of the related party	Nature of relationship	Nature of contracts/ arrangements/ transaction	Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in General meeting as required under first proviso to section 188
NOT APPLICABLE									

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

Sl. No.	Name (s) of the related party	Nature of relationship	Nature of contracts/ arrangements/ transaction	Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts or Arrangements or transaction including the value, if any	Amount paid as advances, if any
1	Man Overseas Metals, DMCC	Subsidiary	Promoting & Marketing Service	1 <sup>st</sup> April 2020 to 31 <sup>st</sup> March 2021	As per the agreement entered between the parties	-
2	M Concepts Retail LLP	Associates	Professional Fees	1 <sup>st</sup> April 2020 to 31 <sup>st</sup> March 2021	As per the agreement entered between the parties	-
3	Mrs. Deepa Mansukhani	Associates	Rental for Office Premises	1 <sup>st</sup> October 2017 to 30 <sup>th</sup> September 2020 & Extended upto 20 <sup>th</sup> September 21	As per the agreement entered between the parties	Deposit ₹132 lakhs

Transactions with above parties are reviewed and approved by Audit Committee and the Board of Directors in their respective quarterly meetings. Also, omnibus approval of the Audit Committee in respect of the above has been taken on 11<sup>th</sup> February 2020.

## BUSINESS RESPONSIBILITY REPORT

### SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

Sl. No.	Particulars	Details
1	Corporate Identity Number (CIN) of the Company	L99999MH1988PLC047408
2	Name of the Company	Man Industries (India) Limited
3	Registered address	MAN HOUSE, 101, S.V. Road, Opp. Pawan Hans, Vile Parle (West), Mumbai 400 056.
4	Website	www.mangroup.org
5	E-mail id	investor.relations@maninds.org
6	Financial Year reported	2020-21
7	Sector(s) that the Company is engaged in (industrial activity code-wise)	Casting of Iron and Steel (NIC Code - 24311)
8	List three key products/services that the Company manufactures / provides (as in balance sheet)	LSAW Pipes, HSAW Pipes&Coating Systems.
9	Total number of locations where business activity is undertaken by the Company	4 locations <ul style="list-style-type: none"> <li>• Mumbai, Maharashtra,</li> <li>• Anjar, Gujarat,</li> <li>• Pithampur, Madhya Pradesh,</li> <li>• Dubai</li> </ul>
	a) Number of International Locations (Provide details of major 5)	Dubai
	b) Number of National Locations	Our Registered and Corporate office is located in Mumbai and we have 2 plants in India at Anjar (Gujrat) and Pithampur (Madhya Pradesh).
10	Markets served by the Company – Local/State/National/International	National and International

### SECTION B: FINANCIAL DETAILS

Sl. No.	Particulars	Details
1	Paid up Capital as on 31.03.2021	Rs. 28.55 Crores
2	Total Income as on 31.03.2021	Rs. 2075.18 Crores
3	Total Profit after Tax	Rs. 100.63 Crores
4	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	2% of average net profits of the Company made during the three immediately preceding financial years. Please refer Annexure 'A' to the Directors' Report.
5	List of activities in which expenditure in 4 above has been incurred	Please refer Annexure 'A' to the Directors' Report.

### SECTION C: OTHER DETAILS

Sl. No.	Particulars	Details
1	Does the Company have any Subsidiary Company / Companies?	Yes, we have 3 subsidiaries: a. Merino Shelters Private Limited b. Man Overseas Metals DMCC c. Man USA Inc.
2	Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)	The subsidiaries manage and carry out their own BR initiatives, which are in line with the Company.
3	Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]	Currently, the suppliers/ vendors and distributors do not participate in our BR initiatives. However, we have shared our relevant policies with all our business partners, and they are expected to adhere to them.

### SECTION D: BUSINESS RESPONSIBILITY INFORMATION

#### 1. Details of Director/Directors responsible for Business Responsibility

Sl. No.	Particulars	Details
<b>(a) Details of the Director/ Directors responsible for implementation of the BR policy/policies</b>		
1	DIN Number	00012033
2	Name	R. C. Mansukhani
3	Designation	Chairman
<b>(b) Details of BR Head</b>		
1	DIN Number	00012033
2	Name	R. C. Mansukhani
3	Designation	Chairman
4	Telephone Number	022 – 66477500
5	Email ID	rcmansukhani@maninds.org

The National Voluntary Guidelines on Social, Environment and Economic Responsibilities of Business (NVGs), released by the Ministry of Corporate Affairs, is composed of following nine principles of Business Responsibility:

<b>P1</b>	<b>Businesses should conduct and govern themselves with ethics, transparency and accountability.</b>
<b>P2</b>	<b>Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.</b>
<b>P3</b>	<b>Businesses should promote the wellbeing of all employees.</b>
<b>P4</b>	<b>Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.</b>
<b>P5</b>	<b>Businesses should respect and promote human rights.</b>
<b>P6</b>	<b>Businesses should respect, protect, and make efforts to restore the environment.</b>
<b>P7</b>	<b>Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.</b>
<b>P8</b>	<b>Businesses should support inclusive growth and equitable development.</b>
<b>P9</b>	<b>Businesses should engage with and provide value to their customers and consumers in a responsible manner.</b>

**2. Principle-wise (as per NVG) BR Policy / policies**  
**(a) Details of compliance (Reply in Y/N)**

Sl. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
		Ethics and Transparency	Product Responsibility	Wellbeing of Employees	Responsiveness to Stakeholders	Respect Human Rights	Environmental Responsibility	Public Policy Advocacy	Inclusive growth and equitable development	Engage customers and consumer in a responsible manner
1	Do you have a policy/ policies for...	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy being formulated in consultation with the relevant stakeholders? (Note	Y	Y	Y	Y	Y	Y	Y	Y	Y
		all the policies have been developed in consultation with the Management of the Company.								
3	Does the policy conform to any national / international standards? If yes, specify? (50	Y	Y	Y	Y	Y	Y	Y	Y	Y
		The policies are in line with the principles of words) Voluntary Guidelines (NVG) issued by MCA.								
4	Has the policy being approved by the Board? If yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
5	Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
		The company has appointed Business Responsibility head to oversee the implementation of the policies.								
6	Indicate the link for the policy to be viewed online?	Y	Y	Y	Y	Y	Y	Y	Y	Y
		<a href="http://www.mangroup.com/policy.html">http://www.mangroup.com/policy.html</a>								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
		The Policies are uploaded on our website for communicating it to the internal and external stakeholders at the link <a href="http://www.mangroup.com/policy.html">http://www.mangroup.com/policy.html</a>								
8	Does the company have in-house structure to implement the policy / policies.	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Does the Company have a grievance redressal mechanism related to the policy / policies to address stakeholders' grievances related to the policy / policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
		Grievances related to any of the policies could be reported at the feedback section of our website at - <a href="http://www.mangroup.com/contactus.html">http://www.mangroup.com/contactus.html</a>								
10	Has the company carried out independent audit/evaluation of the working of this policy by an internal or external agency?	N	N	N	N	N	N	N	N	N

**(b) If answer to the question at serial number 1 against any principle, is 'No', please explain why: (Tick up to 2 options)**

		P1	P2	P3	P4	P5	P6	P7	P8	P9
1	The company has not understood the Principles	NA								
2	The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3	The company does not have financial or manpower resources available for the task									
4	It is planned to be done within next 6 months									
5	It is planned to be done within the next 1 year									
6	Any other reason (please specify)									

### 3. Governance related to BR

- (a) **Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year.**

The Business Responsibility Performance is reviewed annually.

- (b) **Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?**

The Company is publishing its first Business Responsibility Report as a part of its annual report which will be published annually. The Annual Report is available at:- [www.mangroup.com](http://www.mangroup.com) under the section Investor Relations.

## SECTION E: PRINCIPLE-WISE PERFORMANCE

### Principle 1: Business should conduct and govern themselves with Ethics, Transparency and Accountability

1. **Does the policy relating to ethics, bribery and corruption cover only the company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs/Others?**

Yes, the Policy relating to ethics, bribery and corruption covers the group/joint ventures/suppliers/contractors/others.

2. **How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.**

The Company has not received any complaint involving issues relating to Principle-1.

### Principle 2: Business should provide goods and services that are safe and contribute to sustainability throughout their life cycle

1. **List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities:**

The company is manufacturer of Large diameter carbon and steel pipe and do not use any raw materials in the form of natural resources all our products are made from externally procured plates and coils. There are strict guidelines given by client on product and type of raw material to be used which leaves us with limited scope for an alternative approach. However, at Man Industries we strongly believe that sustainable development integrates economic progress and comes with multiple strategic advantages that can be realized by exploring initiatives to improve operational efficiency through several energy conservation measures. With that thought in mind, ccompany has installed 7 MW windmill plant in Gujarat for captive consumption. We also conduct periodic audits and proactive maintenance of equipment to ensure that our operations maximize efficiency and minimize waste.

2. **For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product(optional):**

- (a) **Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain?**

The company continuously monitors and tracks the use of its natural resources.

- (b) **Reduction during usage by consumers (energy, water) has been achieved since the previous year?**

We are manufacturers of large diameter carbon and steel pipes. Our product does not consume any energy at end user level as they are infrastructure product used for laying Pipeline for transportation of Oil & Gas and Water.

3. **Does the company have procedures in place for sustainable sourcing (including transportation)?**

- (a) **If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.**

The Company has a structured procedure which is followed before collaborating with any business partner/vendor or associate. Quality, health, safety and environment are the most significant aspects checked by us during vendor approval. We procure raw materials from trusted vendors as per required quality and commercial standards in line with applicable laws and regulations. Moreover, periodic reviews and audits of our vendor operations is conducted to ensure and enable the right quality standards in the materials purchased.

**4. Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?**

The company support local business and always tries to procure raw material from local producers. Only in case the required product is not available then we opt for importing the same as there are strict guidelines from Clients on the type and grade of raw material to be used.

**5. Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.**

The residue and scrap is disposed off as per the policy of the company. Waste water generated out of production is recycled and used for gardening and sanitation.

**Principle 3: Business should promote the wellbeing of all employees**

1	Please indicate the Total number of employees.	832			
2	Please indicate the Total number of employees hired on temporary/ contractual/ casual basis.	1408			
3	Please indicate the Number of permanent women employees.	13			
4	Please indicate the Number of permanent employees with disabilities.	13			
5	Do you have an employee association that is recognized by management.	No			
6	What percentage of your permanent employees is members of this recognized employee association?	NA			
7	Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.	<b>Sr. No.</b>	<b>Category</b>	<b>No. of Complaints filed during the Financial Year</b>	<b>No. of Complaints pending as on end of the Financial Year</b>
		1	Child labour / forced labour / involuntary labour	NIL	NIL
		2	Sexual Harassment	NIL	NIL
		3	Discriminatory employment	NIL	NIL
8	What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year ?	<b>Sr. No.</b>	<b>Category</b>	<b>% of Employees given skill upgradation training</b>	<b>% of Employees given safety training</b>
		1	Permanent Employees	85%	98%
		2	Permanent Women Employees	90%	90%
		3	Casual / Temporary / Contractual Employees	49%	100%
		4	Employees with Disabilities	54%	65%



**Principle 4: Business should respect the interest of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.**

**1. Has the company mapped its internal and external stakeholders? Yes/No**

Yes, the company has mapped its internal as well as external stakeholders which are as follows:-

- Employees
- Customers
- Business Partners / Associates
- Shareholders
- Local communities in areas of our operation
- Government and regulatory bodies

**2. Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders.**

Yes

**3. Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders? If so, provide details thereof, in about 50 words or so.**

Yes, the company as part of its CSR initiatives has engaged with disadvantaged, vulnerable and marginalized stakeholders and works for the betterment of their lives. We have worked extensively in the areas of education, women empowerment, healthcare, environment etc.

Refer Annexure 'A' to the Directors report for details on Company's CSR initiative during the year.

**Principle 5: Businesses should respect and promote human rights**

**1. Does the policy of the company on human rights cover only the company or extend to the Group/ Joint Ventures/ Suppliers/ Contractors/ NGOs/ Others?**

The Company has a Code of Conduct for business and ethics, a policy & guidelines on sexual harassment of employees and vigil mechanism/whistle blower policy which covers aspects ensuring human rights of its employees. Adherence to these policies are expected from everyone dealing with the Company.

**2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?**

During the financial year 2020-21, the Company has not received any complaints from stakeholders in this respect.

**Principle 6: Business should respect, protect and make efforts to restore the environment**

**1. Does the policy related to Principle 6 cover only the company or extends to the Group/ Joint Ventures/ Suppliers/ Contractors/ NGOs/ others.**

Yes, the company expects all its stakeholders like employees, partners, customers, vendors to follow the policy and should respect and protect and make efforts to restore environment.

**2. Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.**

No, however being in the manufacturing business, the Company has mechanisms in place to ensure compliance with the applicable environmental laws. The Company is committed to be an environmentally friendly organization.

**3. Does the company identify and assess potential environmental risks? Y/N**

Yes, the company identifies and assess potential environment risks related to environment from its operations and takes all efforts to mitigate them.

**4. Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?**

No, we do not have any project related to clean development mechanism.

**5. Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.**

Yes, we have 7 MW windmill for captive consumption to encourage use of renewable sources of energy.

**6. Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?**

Yes, the emissions and waste generated were within permissible limits given by CPCB/SPCB.

**7. Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.**

There are no show cause/ legal notices received from CPCB /SPCB as on end of FY.

**Principle 7: Business, when engaged in influencing public and regulatory policy, should do so in a responsible manner.**

**1. Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:**

The Company is the member of following associations and represent through them for improvement in various matters and legitimate trade practices:-

- o Confederation of Indian Industry
- o Federation of Kutch Industrial Association
- o Bombay Chamber of Commerce and Industry
- o All India Association of Industry
- o Engineering Export Promotion Council of India

**2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)**

The Company understands the improvement and advancements of the industry in interest of public good. Our endeavor is to co-operate with all Government bodies and policy makers in this regard.

**Principle 8: Business should support inclusive growth and equitable development.**

**1. Does the company have specified programmes/ initiatives/ projects in pursuit of the policy related to Principle 8? If yes, details thereof.**

Yes, the Company has a fair and standardized culture of equitable growth and development of employees, society, and partners. The company has corporate social responsibility policy through which company participates actively for the betterment of society specially for the upliftment of needy and weaker section of society. The details of CSR initiatives taken by the Company during the year are given in the annual report on CSR Activities as set out in Annexure 'A' to the Directors Report.

**2. Are the programmes/ projects undertaken through in-house team/own foundation/external NGO/ government structures/any other organization?**

The projects are undertaken both directly by the company and also through NGO, government bodies, local authorities etc.

**3. Have you done any impact assessment of your initiative?**

There is an internal system to assess the impact at regular intervals for effectiveness of the initiative.

**4. What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken.**

During the financial year 2020-21 company has spent Rs. 176.73 lakh on various CSR Initiatives undertaken by the company. The detail of the CSR initiatives taken by the Company are given in Annexure 'A' to the Directors report.

**5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.**

Yes, Initiatives undertaken under CSR are tracked to determine the outcomes achieved and the benefit it offered to the community. Company staff remains in touch with the developments either directly or through the agency and keep on taking time to time updates through mails, video conference or site visits wherever possible.

**Principle 9: Business should engage with and provide value to their customers and consumers in a responsible manner.**

- 1. What percentage of customer complaints/consumer cases are pending as on the end of financial year.**  
NIL
- 2. Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A./Remarks(additional information)**  
The nature of our product is such that there is no one particular design and label that could be common to all our customers. Each project or order is exclusive and are made strictly tailor made as per the directions of the clients. All the local laws are strictly followed by us.
- 3. Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.**  
No, there have been no cases filed against the company regarding unfair trade practices irresponsible advertising and/or anti-competitive behavior.
- 4. Did your company carry out any consumer survey/ consumer satisfaction trends?**  
Our engagement with customers begins from front end engineering stages and extends well beyond the execution and post-commissioning stages. We also religiously seek feedback from customers post completion of the project and carry out analysis for assessment of Customer Satisfaction Index.

## MANAGEMENT DISCUSSION AND ANALYSIS

### Global economy outlook

Global growth is projected at 6% in 2021, moderating to 4.4% in 2022. The projections for 2021 and 2022 are stronger than in the October 2020 WEO. The upward revision reflects additional fiscal support in a few large economies, the anticipated vaccine-powered recovery in the second half of 2021, and continued adaptation of economic activity to subdued mobility. High uncertainty surrounds this outlook, related to the path of the pandemic, the effectiveness of policy support to provide a bridge to vaccine-powered normalization, and the evolution of financial conditions.

### The global gas and oil industry

The oil and gas industry is used to the highs and lows of economic cycles. The downturn caused by COVID-19, however, is unlike any other. With the survival of many companies at risk, coupled with a longer-term decline in petroleum demand, the next decade could look very different for the oil and gas market.

### Facing the challenge of transformation for the oil and gas industry

The global economy and capital markets have rebounded faster than expected in the third quarter of 2020. However, the pace of recovery in the coming months remains highly uncertain as mounting COVID-19 cases amid winter conditions, especially in Europe and the United States, may trigger another round of shutdowns and restrictions. Any further normalization of economic activity largely depends on how the pandemic evolves during the winter and, most importantly, when COVID-19 vaccines reach the general public. Even when the virus is controlled, economies are expected to continue dealing with the adverse impact of deteriorated fiscal balances and the effect of muted business investment on the labour market and consumer spending in 2021.

Global oil demand fell by 25% in April, but it has rebounded sharply since then, cutting its losses to just 8%. Looking ahead, 2021 oil demand is expected to recover strongly but remain lower than it was at pre-COVID-19 levels—about 4% lower in the base case, and about 7% lower in Rystad Energy's second-wave scenario.

Although the oil and gas sector is used to the highs and lows of economic and price cycles, this downturn seems unlike any other. In fact, it's the "great compression" of the O&G industry. With the survival of many companies at risk, and the longer-term decline in petroleum demand, the next decade could look very different for the entire O&G value chain.

### Indian economy overview

India has emerged as the fastest growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships.

India's real gross domestic product (GDP) at current prices stood at Rs. 135.13 lakh crore (US\$ 1.82 trillion) in FY21, as per the provisional estimates of annual national income for 2020-21.

India needs to increase its rate of employment growth and create 90 million non-farm jobs between 2023 and 2030's, for productivity and economic growth according to McKinsey Global Institute. Net employment rate needs to grow by 1.5% per year from 2023 to 2030 to achieve 8-8.5% GDP growth between 2023 and 2030.

According to data from the RBI, as of the week ended on June 04, 2021, the foreign exchange reserves in India increased by US\$ 6.842 billion to reach US\$ 605 billion.

### Recent Developments

With an improvement in the economic scenario, there have been investments across various sectors of the economy. Private Equity - Venture Capital (PE-VC) sector recorded investments worth US\$ 20 billion in the first five months of 2021, registering a 2x growth in value compared with the same period in 2020. Some of the important recent developments in Indian economy are as follows:

Merchandise exports stood at US\$ 62.89 billion between April 2021 and May 2021, while imports touched US\$ 84.27 billion. The estimated value of service exports and imports between April 2021 and May 2021 stood at US\$ 35.39 billion and US\$ 19.86 billion, respectively.

In May 2021, the Manufacturing Purchasing Managers' Index (PMI) in India stood at 50.8.

Gross GST collections stood at Rs. 141,384 crore (US\$ 19.41 billion) in April 2021.

Cumulative FDI equity inflows in India stood at US\$ 763.58 billion between April 2000 and March 2021. Foreign Direct Investment (FDI) inflows in India stood at US\$ 6.24 billion in April 2021, registering an increase of 38% YoY.

India's Index of Industrial Production (IIP) for April 2021 stood at 126.6 against 143.4 for March 2021.

In June 2021, foreign portfolio investors (FPIs) turned net buyers by investing Rs. 12,714 crore (US\$ 1.71 billion) into the Indian markets. According to depositories data, between June 1, 2021 and June 25, 2021, FPIs invested Rs. 15,282 crore (US\$ 2.06 billion) in equities.

### Government Initiatives

The first Union Budget of the third decade of 21st century was presented by Minister for Finance & Corporate Affairs, Ms. Nirmala Sitharaman in the Parliament on February 1, 2020. The budget aimed at energising the Indian economy through a combination of short-term, medium-term and long-term measures.

In the Union Budget 2021-22, capital expenditure for FY22 is likely to increase by 34.5% at Rs. 5.5 lakh crore (US\$ 75.81 billion) over FY21 (BE) to boost the economy.

Increased government expenditure is expected to attract private investments, with production-linked incentive scheme providing excellent opportunities. Consistently proactive, graded and measured policy support is anticipated to boost the Indian economy.

In November 2020, the Government of India announced Rs. 2.65 lakh crore (US\$ 36 billion) stimulus package to generate job opportunities and provide liquidity support to various sectors such as tourism, aviation, construction and housing. Also, India's cabinet approved the production-linked incentives (PLI) scheme to provide ~Rs. 2 trillion (US\$ 27 billion) over five years to create jobs and boost production in the country.

The Government of India, under its Make in India initiative, is trying to boost the contribution made by the manufacturing sector with an aim to take it to 25% of the GDP from the current 17%. Besides, the Government has also come up with Digital India initiative, which focuses on three core components: creation of digital infrastructure, delivering services digitally and to increase the digital literacy.

### Some of the recent initiatives and developments undertaken by the Government are listed below:

In June 2021, RBI Governor, Mr. Shaktikanta Das announced the policy repo rate unchanged at 4%. He also announced various measures including Rs. 15,000 crore (US\$ 2.05 billion) liquidity support to contact-intensive sectors such as tourism and hospitality.

In June 2021, Finance Ministers of G-7 countries, including the US, the UK, Japan, Italy, Germany, France and Canada, attained a historic contract on taxing multinational firms as per which the minimum global tax rate would be at least 15%. The move is expected to benefit India to increase foreign direct investments in the country.

According to an official source, as of June 2021, 29 companies including global electronics manufacturing organisations, such as companies Foxconn, Sanmina SCI, Flex, Jabil Circuit, have registered under the Rs. 12,195 crore (US\$ 1.64 billion) production linked incentive scheme for the telecom sector.

In April 2021, Minister for Railways and Commerce & Industry and Consumer Affairs, Food & Public Distribution, Mr. Piyush Goyal, launched 'DGFT Trade Facilitation' app to provide instant access to exporters/importers anytime and anywhere.

India is expected to attract investment of around US\$ 100 billion in developing the oil and gas infrastructure during 2019-23.

### Road Ahead

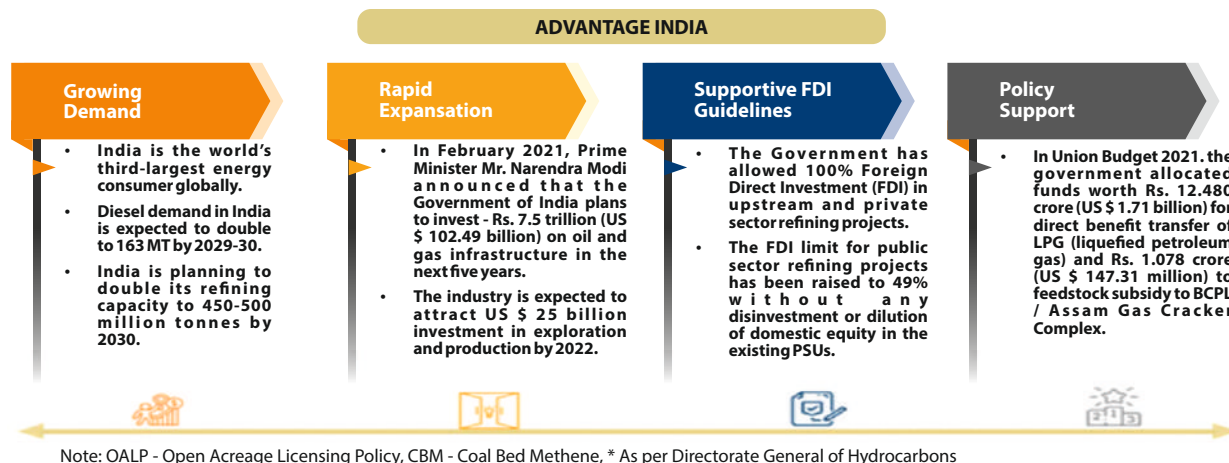
As indicated by provisional estimates released by the National Statistical Office (NSO), India posted a V-shaped recovery in the second half of FY21. As per these estimates, India registered an increase of 1.1% in the second half of FY21; this was driven by the gradual and phased unlocking of industrial activities, increased investments and growth in government expenditure.

As per the Reserve Bank of India's (RBI) estimates, India's real GDP growth is projected at 9.5% in FY22; this includes 18.5% increase in the first quarter of FY22; 7.9% growth in the second quarter of FY22; 7.2% rise in the third quarter of FY22 and 6.6% growth in the fourth quarter of FY22.

India is focusing on renewable sources to generate energy. It is planning to achieve 40% of its energy from non-fossil sources by 2030, which is currently 30% and have plans to increase its renewable energy capacity from to 175 gigawatt (GW) by 2022. In line with this, in May 2021, India, along with the UK, jointly launched a 'Roadmap 2030' to collaborate and combat climate change by 2030.

India is expected to be the third largest consumer economy as its consumption may triple to US\$ 4 trillion by 2025, owing to shift in consumer behaviour and expenditure pattern, according to a Boston Consulting Group (BCG) report. It is estimated to surpass USA to become the second largest economy in terms of purchasing power parity (PPP) by 2040 as per a report by Pricewaterhouse Coopers.

## The Indian oil and gas industry



Oil and gas sector is among the eight core industries in India and plays a major role in influencing decision making for all the other important sections of the economy.

India's economic growth is closely related to its energy demand, therefore, the need for oil and gas is projected to grow more, thereby making the sector quite conducive for investment.

The Government has adopted several policies to fulfil the increasing demand. It has allowed 100% Foreign Direct Investment (FDI) in many segments of the sector, including natural gas, petroleum products and refineries among others. Today, it attracts both domestic and foreign investment as attested by the presence of Reliance Industries Ltd (RIL) and Cairn India.

According to IEA (India Energy Outlook 2021), primary energy demand is expected to nearly double to 1,123 million tonnes of oil equivalent, as the country's gross domestic product (GDP) is expected to increase to USD 8.6 trillion by 2040.

### Market Size

India is expected to be one of the largest contributors to non-OECD petroleum consumption growth globally. Crude Oil import rose sharply to US\$ 101.4 billion in 2019-20 from US\$ 70.72 billion in 2016-17.

As of May 01, 2021, the sector's total installed provisional refinery capacity stood at 249.9 MMT; and IOC emerged as the largest domestic refiner, with a capacity of 69.7 MMT.

As of December 01, 2020, India's oil refining capacity stood at 259.3 million metric tonnes (MMT), making it the second-largest refiner in Asia. Private companies own about 35.29% of the total refining capacity in FY20.

In FY20, crude oil production in India stood at 32.2 MMT. In April 2021, the crude oil production stood at 2.5 MMT, while for FY21 it was 30.5 MMT. In FY20, crude oil import increased to 4.54 mbpd from 4.53 mbpd in FY19. Natural Gas consumption is forecast to reach 143.08 million tonnes (MT) by 2040. India's LNG import stood at 33.68 bcm during FY20.

India's consumption of petroleum products grew 4.5% to 213.69 MMT during FY20 from 213.22 MMT in FY19. The total value of petroleum products exported from the country increased to US\$ 35.8 billion in FY20 from US\$ 34.9 billion in FY19. Export of petroleum products from India increased from 60.54 MMT in FY16 to 65.7 MMT in FY20.

Exports of petroleum products from India reached 55.9 MMT in FY21 from 60.5 MMT in FY16.

As of December 31, 2020, Gas Authority of India Ltd. (GAIL) had the largest share (69.39% or 11,884 kms) of the country's natural gas pipeline network (17,126 kms).

### Investments

According to the data released by Department for Promotion of Industry and Internal Trade Policy (DPIIT), the petroleum and natural gas sector attracted FDI worth US\$ 7.91 billion between April 2000 and December 2020.

Following are some of the major investments and developments in the oil and gas sector:

- According to government data, India's natural gas production increased by 22.7% YoY in April 2021, as Reliance Industries Ltd. and its partner, BP plc, increased production in the KG-D6 block on the east coast.
- In February 2021, Petronet LNG announced its plans to increase in its Dahej terminal's capacity by 29% to 22.5 million tonnes per annum (mtpa) to meet the rising demand.
- Key Indian oil retailers such as Bharat Petroleum and Hindustan Petroleum have announced plans to increase the capacity of their outlets in rural areas in 2021.
- In February 2021, ONGC announced that by May 2021, it would increase natural gas output from a KG basin block to 2.5-3 million standard cubic meters per day.
- In February 2021, the government launched key oil & gas projects in Assam, such as INDMAX Unit at Indian Oil's Bongaigaon Refinery, Oil India Limited's secondary tank farm at Madhuban, Dibrugarh and a 'Gas Compressor Station' at Hebeda Village, Makum and Tinsukia remotely from Dhemaji in Assam.
- In February 2021, the government launched key oil and gas projects such as the Ramanathapuram – Thoothukudi natural gas pipeline and Gasoline Desulphurisation Unit at Chennai Petroleum Corporation Limited, Manali.
- Foreign investors will have opportunities to invest in projects worth US\$ 300 billion in India as the country looks to cut reliance on oil import by 10% by 2022 according to Mr. Dharmendra Pradhan, Minister of Petroleum and Natural Gas, Government of India.

### Government Initiatives

Some of the major initiatives taken by the Government of India to promote oil and gas sector are:

- In February 2021, Prime Minister Mr. Narendra Modi announced that the Government of India plans to invest ~Rs. 7.5 trillion (US\$ 102.49 billion) on oil and gas infrastructure in the next five years.
- In Union Budget 2021, the government allocated funds worth Rs. 12,480 crore (US\$ 1.71 billion) for direct benefit transfer of LPG (liquefied petroleum gas) and Rs. 1,078 crore (US\$ 147.31 million) to feedstock subsidy to BCPL/Assam Gas Cracker Complex.
- In Union Budget 2021, the Finance Minister announced to provide 1 crore more LPG connections under Pradhan Mantri Ujjwala Yojana (PMUY) scheme.
- The Ministry of Petroleum and Natural Gas released a draft LNG policy that aims to increase the country's LNG re-gasification capacity from 42.5 million tonnes per annum (mtpa) to 70 mtpa by 2030 and 100 mtpa by 2040.
- State run energy firms, Bharat Petroleum, Hindustan Petroleum and Indian Oil Corporation, plan to spend US\$ 20 billion on refinery expansions to add units by 2022.
- The Government is planning to set up around 5,000 compressed biogas (CBG) plants by 2023.
- The Government is planning to invest US\$ 2.86 billion in the upstream oil and gas production to double natural gas production to 60 bcm and drill more than 120 exploration wells by 2022.

### Road Ahead

Energy demand of India is anticipated to grow faster than energy demand of all major economies on the back of continuous robust economic growth. India's energy demand is expected to double to 1,516 Mtoe by 2035 from 753.7 Mtoe in 2017. Moreover, the country's share in global primary energy consumption is projected to increase by two-fold by 2035.

Crude oil consumption is expected to grow at a CAGR of 3.60% to 500 million tonnes by 2040 from 221.56 million tonnes in 2017.

India's oil demand is projected to rise at the fastest pace in the world to reach 10 million barrels per day by 2030, from 5.05 million barrel per day in 2020.

Natural Gas consumption is forecast to increase at a CAGR of 4.18% to 143.08 million tonnes by 2040 from 58.10 million tonnes in 2018.

## Gas Grid and CGD sector

India is set to expand India's natural gas grid to 34,500 kms by adding another 17,000 km gas pipeline. The regasification capacity of the existing 42 MMT per annum will be expanded to 61 MMT per year by the year 2022.

CGD sector has relatively high affordability and has the capacity to absorb prices of gas higher than power and fertilizer sectors.

Natural gas demand for CGD sector is expected to rise steadily due to the addition of gas networks in new cities, price advantage of CNG and increased use of PNG in domestic, industrial and commercial sectors. Environmental concerns will further push the use of natural gas especially in the automotive and industrial segment (coal replacement).

US\$16.4bn industry capex on CGD infrastructure expansion to aid seamless CNG corridor. The CGD business is likely to lead future growth in India's gas demand based on the massive nationwide investment in new CGD networks awarded to sponsors in the 9th and 10 rounds. This covers 132 GAs and entails an aggregate capex of Rs1.2trn (US\$16.4bn) by various successful CGD entities who have won these licenses.

Rating agency CRISIL estimates CGD growth of 12% between FY22E and FY25E, based on the nationwide CGD network expansion.

## Water sector

In India, 7% of the population, or 9.1 crore people, are without basic water supply, as per a 2019 joint report by the World Health Organization and the United Nations Children's Fund. Despite a 14-percentage point jump in basic access to water supply over 17 years to 2017, nearly 60 crore Indians face "high to extreme water stress".

As the Centre readies the annual Budget, expected to focus on reviving India's pandemic-hit economy, experts emphasise the need to ensure basic access to water and sanitation. The water budget is even more crucial this year – access to clean water, handwashing and sanitation is vital to control the spread of Covid-19, but is a key challenge for India, as IndiaSpend reported in June 2020.

In five years to 2020-'21, the government allocated an annual average of Rs 27,413 crore (\$3.8 billion), or 1.1% of the budget, to the departments of water resources, river development and Ganga rejuvenation, and drinking water and sanitation, all merged to form the Ministry of Jal Shakti in 2019.

## Major water projects in India

### Jal Jeevan Mission – Rural

#### Scope

Provide Functional Household Tap Connections (FHTC) to every rural household by 2024 with a service level of 55 litres per capita per day (lpcd). The scheme is also known as Har Ghar Nal Se Jal (HGNSJ). It also includes source sustainability – Rain water harvesting, groundwater recharge, and other water conservation measures along with grey water management. The following programmes of GoI have been subsumed in JJM:

Rural Water Supply and Sanitation Project for low income States (RWSSP-LIS)

National Water Quality Sub-Mission (NWQSM)

Water quality earmarked allocation (JE-AES)

Swajal Water Quality Monitoring & Surveillance (WQM&S)

**Budget:** INR 3.5 lakh crore for 2019-2024

**Duration:** 2019 – 2024

### Jal Jeevan Mission – Urban

#### Scope

Universal coverage of water supply to all households in 500 AMRUT cities

Aim to provide tap water connection to 28.6 million urban households, as well as liquid waste management in 500 AMRUT cities.

**Budget:** INR 2,87,000 crore for 2021-2026

**Duration:** 2021 – 2026



## **National River Linking Project (NRLP)**

### **Scope**

Large-scale civil engineering project that aims to effectively manage water resources by linking Indian rivers by a network of reservoirs and canals to enhance irrigation and groundwater recharge, reduce persistent floods in some parts and water shortages in other parts of India.

### **Components:**

Northern Himalayan rivers inter-link component

Southern Peninsular component

Intrastate rivers linking component

**Budget:** INR 22,495.62 Crore

## **Atal Mission for Rejuvenation and Urban Transformation (AMRUT)**

### **Scope**

In specific the scope related to water supply, sewage and storm water drainage are:

Water supply systems including augmentation of existing water supply, water treatment plants and universal metering.

Rehabilitation of old water supply systems, including treatment plants.

Rejuvenation of water bodies specifically for drinking water supply and recharging of ground water.

Special water supply arrangement for difficult areas, hill and coastal cities, including those having water quality problems (e.g. arsenic, fluoride)

Decentralised, networked underground sewerage systems, including augmentation of existing sewerage systems and sewage treatment plants.

Rehabilitation of old sewerage system and treatment plants.

Recycling of water for beneficial purposes and reuse of wastewater.

Construction and improvement of drains and storm water drains in order to reduce and eliminate flooding

**Budget:** INR 50,000 crore for 2015-2020, INR 7,300 crore for 2021-22

## **Pradhan Mantri Krishi Sinchayi Yojana (PMKSY) – Accelerated Irrigation Benefit Project (AIBP)**

The major objective of PMKSY is to achieve convergence of investments in irrigation at the field level, expand cultivable area under assured irrigation, improve on-farm water use efficiency to reduce wastage of water, enhance the adoption of precision-irrigation and other water saving technologies (More crop per drop), enhance recharge of aquifers and introduce sustainable water conservation practices by exploring the feasibility of reusing treated municipal waste water for peri-urban agriculture and attract greater private investment in precision irrigation system. PMKSY has been conceived amalgamating ongoing schemes viz.

Accelerated Irrigation Benefit Programme (AIBP) of the Ministry of Water Resources, River Development & Ganga Rejuvenation (MoWR, RD&GR)

Integrated Watershed Management Programme (IWMP) of Department of Land Resources (DoLR).

On Farm Water Management (OFWM) of Department of Agriculture and Cooperation (DAC)

### **Budget:**

INR 5,300 crore - 2015-16

INR 11,506 crore - 2020-21

INR 11,588 crore - 2021-22

**Duration:** 2015 onwards

### Shift from Swachh campaign to drinking water

Nearly half (48.3%) of the households (in urban and rural India) did not have exclusive access to drinking water and one-fourth of households accessed it through a public, unrestricted source (23.6%), IndiaSpend reported in June 2020 based on National Sample Survey data.

In the 2020-'21 budget, the government allocated Rs 11,500 crore to the department of drinking water and sanitation as part of the Rs 3.6-lakh-crore (\$49 billion) Jal Jeevan Mission to provide a functional tap water connection in every rural household by 2024 and supply at least 55 litres per capita per day.

As on January 27, 2020, two in three of 191 million rural households did not have a functional household tap connection, even after the number of households with connections doubled from August 2019, according to the Jal Jeevan Mission dashboard.

The Sustainable Development Goal-6 aims to ensure countries achieve universal access to safe drinking water as well as sanitation and hygiene for all by 2030. Securing water for communities across the world by 2030 could cost just over 1% of global GDP, the World Resources Institute estimated in this January 2020 analysis: "In the United States, France, China, and India, water scarcity is the primary driver of costs, from a cost perspective, limiting sustainable water management."

It would take India 3.2% of the GDP it is estimated to have by 2030 to deliver sustainable water management, the World Resources Institute noted.

### Company overview

Man Industries (India) Limited is one of the largest Manufacturers and Exporters of LSAW and HSAW pipes in India with a total installed capacity of 1 million tonnes. MIL has two plants: one plant in Anjar, Kutch District of Gujarat and other in Pithampur, Madhya Pradesh. Anjar plant facilitates easy transportation to two major ports Kandla and Mundra as well as provides good connectivity to the road network. Both facilities put together spread across ~150 acres of land. The Company's facilities hold internationally accepted quality standards laid down by the American Petroleum Institute (API) which is a mandatory requirement to produce high pressure line pipes for hydrocarbon applications.

In the year 2020-21, your Company's operations were impacted due to the COVID-19 Pandemic. As per the directives of Government, both our manufacturing plants were shut down as India went into lockdown on 25th March. Subsequently, after restrictions were lifted, we started our operations from 15th April in a phased manner and have been following mandatory social distancing/sanitization guidelines.

### Products

Longitudinal Submerged Arc Welded Pipes (LSAW): Diameters ranging from 16" to 56"; maximum Pipe Length 12.20 meters, and a total capacity of 500,000 tonnes p.a.

Helically Submerged Arc Welded Pipes (HSAW): Diameter ranging from 18" to 130", maximum Pipe Length-18 meters, and a total capacity of 500,000 tonnes p.a.

New product offerings include ERW Pipes and Steel bends

Coating: Single layer FBE, Internal blasting & painting, Coal tar Enamel

### Clients

Domestic Clients: GAIL, IOCL, HPCL, BPCL, ONGC, Reliance, Adani, EIL, BHEL, L&T, Petronet India Ltd. and many more.

International Clients: SHELL, Kinder Morgan, Energy Transfer USA, Kuwait Oil Company, Hyundai Engineering & Construction Ltd., Petro Bangla - Bangladesh, NPCC-Abu Dhabi, PETROBRAS-Brazil and many more.

### Risk and mitigation

The Company continuously works towards de-risking its business by adopting preventive measures. Your Company has well established Business Risk Management System which enables detection and monitoring of the business risks on a continuous basis. However, there are certain potential risks being more industry oriented and the management strongly feels the same could be mitigated by having systematic decisions and measures. These industry-oriented risks are as listed below:

**Foreign Exchange Rate Fluctuation:** The Company being engaged in exports, derives approximately 50%-60% of its revenue from exports. An appreciation of the Indian Rupee can adversely impact the Company's exports.

**Mitigation:** The Company manages this financial risk through booking of forward contracts in the range of approximately 50% of our projected sales and also the company enjoys natural hedge in the form of raw material imports.

**Variation in Raw Material Prices:** Raw Material is a very crucial cost for the Company's products. Any increase in the prices of core raw materials, would adversely affect the Company's operating results.

**Mitigation:** The Company maintains a back to back Raw Material arrangement with the supplier and quotations are taken at the time of tendering for the order.

**Liquidity Risk:** The Company needs working capital for successful execution of projects. Inability of the Company to source low cost funds and control debt levels may impact profitability.

**Mitigation:** With efficient financial planning, focus on debt equity ratio, and good track record, the company is able to source funds from banks and financial institutions at a reasonable cost.

**Receivables Risk:** The Company by virtue of supplying turnkey contractors and Government Bodies is exposed to receivables risks.

**Mitigation:** The effective credit risk management practices of the Company, strong internal control measures, frequent reviews, will minimize the risk of receivables to a greater extent.

### Internal control systems and their adequacy

The internal control framework is designed to ensure proper safeguarding of assets, maintaining proper accounting records and providing reliable financial information and other data. This system is supplemented by internal audit, reviews by the management and documented policies, guidelines and procedures. The Company has a well-defined organizational structure, authority levels, internal rules and guidelines for conducting the business transactions. The Company intends to undertake further measures as necessary in line with its intent to adhere to procedures, guidelines and regulations as applicable in a transparent manner. Internal audit department of the Company carries out the internal audit of the Company operations and reports its finding to the audit committee. In this process the internal audit also evaluates the functioning and quality of internal controls and provides assurance of its adequacy and effectiveness through periodic reporting. Internal audit is carried out as per risk based internal audit plan which is reviewed by the audit committee of the Company. The committee periodically reviews the findings and suggestions for the improvement and is apprised on the implementation status in respect of the actionable items.

### Human resource

Man Industries (India) Limited is extremely focused on people development along with its organisational growth journey. With this positive business and people driven mind-set, the company's HR team has started their new initiatives and HR Change management practices. HR Team is conducting research and revisiting its HR practices to enhance productivity and employee motivation and believes that its inherent strength lies in its dedicated workforce. The Company created a holistic working environment that encouraged employees to extend beyond their work scope towards innovative interventions.

### Disclaimer

Statements in management discussion and analysis describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statements within the meaning of applicable securities laws and regulations. Actual results could differ materially from those either expressed or implied. Important factors that could make a difference to the Company's operation include among others, economic conditions affecting demand/supply and price conditions, variation in prices of raw materials, changes in governmental regulations, tax regimes, economic developments and

## REPORT ON CORPORATE GOVERNANCE

### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company believes that good Corporate Governance is essential to achieve long term corporate goals and enhance stakeholder's value. The Philosophy on Corporate Governance is aimed at attainment of highest level of transparency, accountability and compliance with laws in all facets of operations, leading to best standards of Corporate Governance.

The Company believes that good ethics make good business sense and our business practices are in keeping with this spirit of maintaining the highest level of ethical standards.

### 2. BOARD OF DIRECTORS

#### Composition, Category of Directorship, Number of Board or Committees in which a Director is a Member or Chairman:

The Composition of the Board of Directors got disturbed during the year due to the sad demise of Mr. Kirit N. Damania, one of the Independent Directors of the Company, on August 21, 2020. However, the Composition of the Board of Directors stood in conformity with the requirement of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as on March 31, 2021.

The composition and category of directors and relevant details relating to them as on 31st March 2021 are given below:

Name of the Directors	Category	* Directorship on Board including this Company	** Membership of Committees including this Company	** Chairmanship of Committees including this Company	No. of Shares held in the Company as on 31.03.2021
Mr. R. C. Mansukhani	Promoter & Executive Chairman	2	-	-	1,37,54,992
Mr. Nikhil Mansukhani	Promoter & Executive Director	3	2	-	35,86,285
Mr. Pramod Kumar Tandon	Independent Director	2	2	-	-
Mrs. Renu P. Jalan	Independent Director	2	2	-	-
Mrs. Heena Vinay Kalantri	Non-Executive Director Non-Independent Director	3	-	-	23,61,511
Mr. Narendra Mairpady	Independent Director	8	2	1	-

\* Private limited companies (Other than subsidiary of public company), foreign companies and companies under Section 8 of the Companies Act, 2013 are excluded for the above purpose.

\*\* Chairmanship / membership of the Audit Committee and Stakeholders Relationship Committee alone are considered.

Mr. R.C. Mansukhani is the father of Mr. Nikhil Mansukhani and Mrs. Heena Vinay Kalantri.

None of the Directors is a member of more than ten Board-level Committees or Chairman of more than five such Committees, as required under SEBI LODR, across all public limited Companies in which they are directors. All the Directors have complied with the limit of maximum number of Directorships permitted under the 2013 Act.

Save and except as disclosed in the financial statements, none of the Directors or Non-Executive Directors had any pecuniary relationships or transactions vis-à-vis the Company during the year.

It is also confirmed that in the opinion of the board, the independent directors fulfill the conditions specified in SEBI LODR and are independent of the management.

All Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct approved and adopted by the Board of Directors and the declaration in this regard by the Chairman is forming part of this Report.

Attendance of Directors at Board Meetings and last Annual General Meeting (AGM):

During the Financial Year 2020-21 under review, 7 Board Meetings of the Company were held on June 23, 2020, August 12, 2020, September 5, 2020, September 15, 2020, October 27, 2020, January 21, 2021 March 31, 2021. The last Annual General Meeting of the Company was held on September 30, 2020. The details of attendance of the Directors at the said Board Meetings and the last Annual General Meeting of the Company are as follows:

Directors	Board Meetings held during the year	Board Meetings attended	Attendance at last AGM
Mr. R. C. Mansukhani	7	7	Yes
Mr. Nikhil Mansukhani	7	7	Yes
Mr. Kirit N. Damania ^	7	1	NA
Mr. Pramod Kumar Tandon	7	7	Yes
Mrs. Renu P. Jalan	7	7	Yes
Mrs. Heena Vinay Kalantri	7	7	Yes
Mr. Narendra Mairpady*	7	1	NA

^ Deceased on August 21, 2020.

\* Appointed w.e.f. February 23, 2021.

The time gap between any two Meetings did not exceed one hundred twenty days. The information as prescribed under Listing Regulations, 2015 were placed before the Board from time to time, as required.

#### Familiarization program for Independent Directors

Pursuant to Regulation 25 of SEBI LODR Listing Regulations, the Company is required to conduct various program for the Independent Directors of the Company to familiarize them with their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc.

The details of programmes for familiarisation for Directors is available on the website of the Company at the link: <http://mangroup.com/pdf/Familiarisation%20Programme%20for%20Independent%20Directors.pdf>

#### Chart / Matrix relating to skills / expertise / competence of the Board of Directors

Name of the Director	Skills / Expertise / Competence
Mr. R. C. Mansukhani	Knowledge of the industry in which the Company operates. Rich experience in manufacturing of H-Saw and L-Saw Pipes (including all types of anti-corrosion coatings), leadership quality, business strategy, decision making, marketing, operations, excellent managerial skills, Corporate Governance.
Mr. Nikhil Mansukhani	Knowledge on Company's businesses and policies; Business Strategy, Financial and Management Skills, Decision making skills.
Mrs. Heena Vinay Kalantri	Varied experience in the field of marketing, finance and specialization in Human Resource Management.
Mr. Kirit N. Damania ^	Advocate & Solicitor having more than 55 years of vast experience in legal consultancy, conveyancing, real estate matters and finance areas.
Mr. Pramod Kumar Tandon	Knowledge on Company's businesses and policies; Business Strategy, Financial and Management Skills, Stakeholder Relationship.
Mrs. Renu P. Jalan	Knowledge on Company's businesses and policies; Experience in the field of Art, Marketing and Finance.
Mr. Narendra Mairpady*	Knowledge of General business management, Accounting, Banking and finance, Integrity and ethical standards, Decision making, Problem solving skills.

^ Deceased on August 21, 2020.

\* Appointed w.e.f. February 23, 2021.

### 3. AUDIT COMMITTEE

The Audit Committee is constituted in accordance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulation 2015 including 2/3rd Independent Directors.

Chief Financial Officer and Statutory Auditors are permanent invitees to the Audit Committee meetings. Company Secretary, is the Secretary to the Committee.

The Audit Committee met 5 times during the financial year 2020-21 on June 23, 2020, August 12, 2020, October 27, 2020, January 21, 2021 and March 31, 2021 and the intervening period between the two meetings did not exceed 120 days.

The composition of the Audit Committee as on 31st March 2021 and attendance of the Committee Members at the Audit Committee Meetings held during the financial year 2020-21 are as follows:

Name of the Member	Designation	No. of Meetings attended
Mr. Kirit N. Damania ^	Chairman	1
Mr. Pramod Kumar Tandon#	Member	5
Mr. Nikhil Mansukhani	Member	5
Mrs. Renu P. Jalan	Member	5

^ Deceased on August 21, 2020

# Mr. Pramod Tandon has been appointed as Chairman of the Audit Committee w.e.f. September 5, 2020.

The terms of reference of the Committee are as follows:

- i. Overseeing the Company's financial reporting process and the disclosure of financial information to ensure presentation of correct, sufficient and credible financial statements;
- ii. recommending to the Board, the appointment, remuneration and terms of appointment of auditors of the Company;
- iii. reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - (a) matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of Section 134(3) of the Companies Act, 2013;
  - (b) changes, if any, in accounting policies and practices and reasons for the same;
  - (c) major accounting entries involving estimates based on the exercise of judgment by management;
  - (d) significant adjustments made in the financial statements arising out of audit findings, if any;
  - (e) compliance with listing and other legal requirements relating to financial statements;
  - (f) disclosure of any related party transactions; and
  - (g) qualifications in the draft audit report, if any;
- iv. reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- v. reviewing, with the management, the statement of use/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this regard;
- vi. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- vii. approval or any subsequent modification of transactions of the Company with related parties;
- viii. Scrutinizing inter-corporate loans and investments;
- ix. valuation of undertakings or assets of the company, wherever it is necessary;
- x. evaluating the internal financial controls and risk management systems;
- xi. reviewing, with the management, performance of Statutory and Internal Auditors and adequacy of the internal control systems;
- xii. reviewing the adequacy of internal audit function including the structure of the internal audit department, if any, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- xiii. discussing with Internal Auditor of any significant findings and follow up thereon;

- xiv. reviewing the findings of any internal investigations by the Internal Auditor into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- xv. discussion with Statutory Auditors before the commencement of audit about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- xvi. looking into the reasons for substantial defaults, if any, in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- xvii. reviewing the functioning of the Whistle Blower mechanism;
- xviii. approving the appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- xix. reviewing the following information:
  - (a) management discussion and analysis of financial condition and results of operations;
  - (b) statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
  - (c) management letters / letters of internal control weaknesses issued by the statutory auditors; and Internal audit reports relating to internal control weaknesses;
- xx. reviewing the appointment, removal and terms of remuneration of the Chief Internal Auditor(s), if any; and
- xxi. carrying out such other functions as may be assigned by the Board from time to time.

The Committee is vested with necessary powers to discharge the abovementioned roles and responsibilities.

#### 4. NOMINATION AND REMUNERATION COMMITTEE

##### Composition of Committee, Meetings and Attendance :

The Composition of the 'Nomination & Remuneration Committee' as on 31st March 2021 was in accordance with provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations, 2015.

The Nomination and Remuneration Committee met Four times during the financial year 2020-21 on 23.06.2021, 05.09.2021, 27.10.2021 and 21.01.2021.

The composition of the Nomination and Remuneration Committee and attendance of the Committee Members at the Nomination and Remuneration Committee Meetings held during the financial year 2020-21 are as follows:

Name of the Member	Designation	No. of Meetings attended
Mr. Kirit N. Damania <sup>^</sup>	Chairman	1
Mr. Pramod Kumar Tandon <sup>#</sup>	Member/Chairman	4
Ms. Heena Vinay Kalantri	Member	4
Mrs. Renu P. Jalan	Member	4

The Company Secretary of the Company acts as Secretary to the Committee.

\* w.e.f. May 28, 2019

<sup>^</sup> Deceased on August 21, 2020

<sup>#</sup> Mr. Pramod Tandon has been appointed as Chairman of the Nomination & Remuneration Committee w.e.f. September 5, 2020.

##### The terms and reference of nomination and remuneration committee broadly includes the following :

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other senior management employees;
2. Formulation of criterion for evaluation Directors performance on the Board and also the performance of the Board as a whole;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, by the committee and recommend their appointment and removal to the Board.

**Nomination and Remuneration Policy :**

The Company’s policy inter-alia, on Directors’ appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under the Act is available on the website of Company at [www.mangroup.com](http://www.mangroup.com).

**Criteria of selection and performance evaluation of Independent Directors :**

The NRC considers, inter alia, key qualifications, skills, expertise and competencies, whilst recommending to the Board appointment of any Independent Director.

In case of appointment of Independent Directors, NRC satisfies itself about the independence of the Directors vis-à-vis the Company to enable the Board to discharge its functions and duties effectively.

The NRC ensures that the candidates identified for appointment as Directors are not disqualified for appointment under Section 164 and other applicable provisions of the Companies Act, 2013. In case of re-appointment of Independent Directors, the Board takes into consideration the performance evaluation of the Independent Directors and their engagement level.

As required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, all the Independent Directors have completed the registration with the Independent Directors Data bank.

**5. REMUNERATION OF DIRECTORS :**

**A. Remuneration of Whole-Time / Executive Directors and their Shareholding**

The remuneration of the Whole-time Director/Executive Director is based on the Company’s size, its economic and financial position, industrial trends and compensation paid by peer Companies. Compensation reflects each Board member’s responsibility and performance. The remuneration to the Whole-time/Executive Directors are paid as per the terms recommended by the Nomination and Remuneration Committee, approved by the Board of Directors and Members of the Company.

**Remuneration to the Executive Directors shall majorly comprise of:**

- (a) Fixed Component like basic salary,
- (b) Allowances & Perquisites and
- (c) Variable Component like Commission, depending on the profit of the Company in that particular financial year, which put together with the salary and perquisites shall be subject to overall ceiling laid down in Sec. 197 of the Companies Act, 2013.

The remuneration paid to the Whole-time /Executive Director and their shareholding are as follows :

Name of the Directors	Remuneration paid for the year 2020 - 21 (Rs.)	Number of shares held as on March 31, 2021
Mr.R.C. Mansukhani	7,98,95,898	1,37,54,992
Mr.Nikhil Mansukhani	2,53,66,288	35,86,285

Details of all elements of remuneration package of the above Whole-time / Executive Directors are given in the Annual Return.

**B. Remuneration of Non-Executive Directors and their Shareholding :**

Except the sitting fees for attending the Board and other Committee Meetings, Non-Executives Directors do not receive any other pecuniary benefit from the Company. The Non-Executive Directors are paid sitting fees of Rs. 30,000/- for every Board Meeting and Rs. 10,000/- for every Audit Committee Meeting attended by them. The Chairman of the Committee, on the recommendation of the Committee Members, can increase the limit of sitting fees for attending each Board meeting or Committee meeting up to any amount not exceeding Rs. 100,000/- per meeting. Any increase beyond Rs. 100,000/- has to be priorly approved by the members at the general meeting.



The remuneration paid to the Non-Executive Directors and their shareholding are as follows :

Name of the Directors	Sitting Fees for the year 2020 - 21 (Rs.)		No. of Shares held as on March 31, 2021
	Board Meeting	Committee Meeting	
Mr. Kirit N. Damania ^	30,000	10,000	NIL
Mr. Pramod Kumar Tandon	2,10,000	50,000	NIL
Mrs. Renu P. Jalan *	2,10,000	50,000	NIL
Mrs. Heena Vinay Kalantri	2,10,000	N.A.	23,61,511
Mr. Narendra Mairpady *	30,000	N.A.	NIL

\* Appointed w.e.f. February 23, 2021.

^ Deceased on August 21, 2020

Apart from the sitting fees that are paid to the Non-Executive Directors for attending the Board/Committee meetings, no other fees/commission were paid during the year. No significant material transactions have been made with the Non-Executive / Independent Directors vis-à-vis the Company. The company does not have any Employee Stock Option Scheme.

## 6. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee has been constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 read with Regulation 20 of the Listing Regulations, 2015.

The composition of the Stakeholders Relationship Committee as on 31st March 2021 is as follows:

Name of the Member	Designation
Mr. Pramod Kumar Tandon	Chairman
Mr. Kirit N. Damania ^	Member
Mr. Nikhil Mansukhani	Member
Mrs. Renu P. Jalan	Member

Mr. Shashank Belkhede, Company Secretary acted as Compliance Officer and Secretary to the Committee till May 31, 2020. He has retired from the Company on May 31, 2020. Thereafter, Mr. Jatin Shah, New Company Secretary have been acting as Compliance Officer and Secretary to the Committee since October 27, 2020.

^ Deceased on August 21, 2020

Statement of Shareholders Complaints received during the year 2020-21 :

No. of Complaints at the beginning of the year	No. of complaints received during the year	No. of resolved complaints	No. of pending complaints
0	6	6	0

## 7. RISK MANAGEMENT COMMITTEE

SEBI, through SEBI (LODR) Second Amendment Regulation, 2021 has w.e.f. 05.05.2021, mandated that the Board of Directors of the top 1000 listed Companies (by Market Capitalisation as at the end of the immediate previous financial year) to constitute a Risk Management Committee (RMC). The Board of Directors of the Company has constituted the Risk Management Committee at their meeting held on 31st May, 2021.

The composition of the Risk Management Committee is as under:

Name of the Member	Category	Designation in the Committee
Mr. R.C. Mansukhani	Executive Chairman	Chairman
Mr. Nikhil Mansukhani	Executive Director	Member
Mr. Pramod Tandon	Independent Non-Executive Director	Member
Mr. Ashok Gupta	Chief Financial Officer	Member
Mr. Jatin Shah	Group Head - Legal & Secretarial	Member

**Terms of Reference of the Risk Management Committee, inter alia, includes the following:**

- i. To advise the Board in identification and managing the full range of risks the enterprise faces;
- ii. Provide oversight during the design and implementation of a comprehensive risk management framework and common-sense approach to manage risks across the entire organisation;
- iii. Establish and communicate risk vision and philosophy, approve risk strategy and establish risk appetite;
- iv. Review and approve the Enterprise Risk Management framework of company on a periodic basis. The Committee shall review and approve the risk management culture, processes and practices of the company;
- v. Monitor and review the exposures of the material risks and assess management preparedness to deal with the risk and associated events. f) Review and approve the enterprise risk management (ERM) working plan and utilise risk for the enterprise's competitive advantage;
- vi. Overseeing key risks, including strategic, financial, operational, cyber and compliance risks;
- vii. Oversee and guide the development and implementation of ERM policies, procedures, guidelines.
- viii. Advise the Board on all matters related to ERM. Engage other stakeholders in the risk management process when the need is identified. Facilitate communication of ERM information;
- ix. Disseminate to the enterprise the upside of risk and the opportunities it can present, rather than the traditional perspective of "risk as hazard".
- x. Risk Management Committee may form and delegate authority to a sub-committee, which shall assist the Committee to project manage the ERM.
- xi. To carry out any other functions as prescribed under the Listing Regulations and other Applicable Laws.

**8. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

The Corporate Social Responsibility Committee (CSR Committee), constituted in accordance with the provisions of Section 135 of the Companies Act, 2013.

The CSR Committee met Thrice during the financial year 2020-21 on June 23, 2020, January 21, 2021 and March 31, 2021.

The composition of the CSR Committee and attendance of the Committee Members at the CSR Committee Meetings held during the financial year 2020-21 are as follows:

Name of the Member	Designation	No. of Meetings attended
Mr. R.C. Mansukhani	Chairman	3
Mr. Pramod Tandon	Member	3
Mr. Nikhil Mansukhani	Member	3
Mrs. Heena Vinay Kalantri *	Member	1

\* w.e.f. January 21, 2021.

**The Company Secretary is the Secretary to the Committee.**

**The terms of reference of the CSR Committee inter-alia are as follows:**

- (i) To formulate and recommend to the Board, a Corporate Social Responsibility Policy (CSR Policy) which shall indicate, inter-alia, the CSR activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 as amended from time to time;
- (ii) To recommend and obtain approval of the Board for the amount of expenditure that can be incurred on the activities referred to in clause (i);
- (iii) To ensure that the activities as are included in CSR Policy of the Company are undertaken by the Company;
- (iv) To prepare a transparent monitoring mechanism for ensuring implementation of the CSR projects/programs/ activities being undertaken/proposed to be undertaken by the Company; and

(v) To discharge such other functions as may be assigned by the Board from time to time.

#### CSR Policy:

The Committee has been entrusted with necessary powers to discharge the abovementioned roles and responsibilities. The Company has uploaded the CSR Policy and the Annual Report on CSR Activities for the financial year 2020-21 on its website, [www.mangroup.com](http://www.mangroup.com)

#### 9. GENERAL BODY MEETINGS

Details of last 3 Annual General Meetings held along with Special Resolutions passed thereat, if any are as under:

Financial Year	Day, Date & Time	Venue	Particulars of Special Resolutions passed
2019-20	Friday, 30th September, 2020 03:00 p.m.	Through Video Conferencing / Other Audio Visual Means	(a) Approval for payment of managerial remuneration made during the year in excess of overall limits prescribed under Companies Act and waiver of recovery of excess managerial remuneration paid to Mr. R.C. Mansukhani for the financial year ended March 31, 2020.  (b) Issue of Warrants on Preferential basis.
2018-19	Friday, 27th September, 2019 04:30 p.m.	Juhu Vile Parle Gymkhana Club, Plot No U/13, J.V.P.D. Scheme, 13th Road, Juhu, Opposite Juhu Bus Depot, Juhu, Mumbai – 400049.	(a) Re-appointment of Mr. Pramod Tondon as an Independent Director.  (b) Continuation of Directorship of Mr. Kirit Damania, aged above 75 years.  (c) Waiver of recovery of excess remuneration paid to Mr. R.C. Mansukhani for the financial year ended March 31, 2019.  (d) Continuation of payment of remuneration to Executive Directors who are Promoter in excess of limit prescribed under Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.
2017 - 18	Friday, 28th September, 2018 4.30 p.m.	Juhu Vile Parle Gymkhana Club, Plot No U/13, J.V.P.D. Scheme, 13th Road, Juhu, Opposite Juhu Bus Depot, Juhu Mumbai - 400049	(a) Re-Appointment of Mr. Kirit Navnitlal Damania as an Independent Director of the Company.  (b) Re-appointment of Mr. R.C. Mansukhani as Chairman & Whole-Time Director of the Company.  © Re-appointment of Mr. Nikhil Mansukhani as Executive Director of the Company.

The Company has not passed any Special Resolution through Postal Ballot during the year 2020-21.

#### 1. MEANS OF COMMUNICATION

##### I. Quarterly/Half Yearly/Annual Results

Quarterly/Half Yearly/Annual Results of the Company are regularly submitted to the Stock Exchanges through NSE Electronic Application Processing System (NEAPS) and BSE Corporate Compliance & Listing Centre (the "Listing Centre"). The same are also published in the 'Business Standard'/'Free Press Journal' and 'Tarun Bharat'/'Navshakti'/'Mumbai Lakshdeep'.

## ii. Website

The Company posts its Quarterly/Half Yearly/Annual Results, Annual Report, official news releases, presentations made to investors and transcripts of the meetings with institutional investors/analysts on its website i.e. [www.mangroup.com](http://www.mangroup.com). The website contains the basic information about the Company e.g. details of its business, financial information, shareholding pattern, compliance with corporate governance, contact information of the designated official of the Company who are responsible for assisting and handling investor grievances and such other details prescribed under Regulation 46 of the Listing Regulations, 2015. The Company ensures that the contents of its website are updated at all times.

## iii. Designated e-mail id

The Company has designated an e-mail id viz. [investor.relations@maninds.org](mailto:investor.relations@maninds.org) to enable the Members to register their complaints, if any, for expeditious redressal.

## 11. GENERAL SHAREHOLDER INFORMATION

I	33rd Annual General Meeting Day, Date, Time and Venue	The 33rd Annual General Meeting (AGM) for the year ended March 31, 2021 is scheduled to be held on Wednesday, September 29, 2021 at 03.00 P.M. (IST) through Video Conferencing/Other Audio Visual Means.
II	Financial Calendar Financial Year  Financial reporting of Quarterly unaudited results (other than last quarter)  Annual audited results	1st April to 31st March  Within 45 days from the end of quarter  Within 60 days from the end of the last quarter
III	Book Closure Date	September 23, 2021 to September 29, 2021 (both days inclusive)
IV	Registrar and Share Transfer Agents	For share related matters, Members are requested to correspond with the Company's Registrar and Transfer Agents - Link Intime India Pvt. Ltd quoting their Folio No./DP ID & Client ID at the following address: C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083 Ph: 022 - 49186000; Fax: 022 - 49186060; Email: <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a>
V	Dematerialization of Shares and Share Transfer System	Trading in equity shares of the Company is permitted only in dematerialized form. The Company's shares are held in dematerialized form to the extent of 98.69% of the total issued and paid up shares as on March 31, 2021. The promoters hold their entire shareholding in dematerialized form.  It may be noted that w.e.f. 1st April 2019 as per SEBI mandate, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed, unless the securities are held in the dematerialized form with the depositories. Hence, members are requested to dematerialize their physical securities at the earliest.  Members can contact the Company's RTA for assistance in this regard.
VI	Corporate Identification Number (CIN)	L99999MH1988PLC047408

VII	Listing on Stock Exchanges	<p>BSE Limited (Scrip Code: 513269) Phiroze Jeejeebhoy Towers, Dalal Street, Kala Ghoda, Mumbai - 400 001 Tel: 91 22 2272 1233; Fax: 91 22 2272 1919</p> <p>National Stock Exchange of India Limited (Trading Symbol: MANINDS) Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai-400 051</p> <p>The Company has paid the annual listing fees for the financial year 2020-21 to BSE and NSE in the prescribed timelines.</p>
VIII	Demat ISIN For Equity Shares	INE993A01026
IX	Outstanding GDRs / ADRs / Warrants / Convertible Instruments and their impact on equity	30,00,000 Equity warrants issued during the year to promoter group entity are outstanding for conversion as on March 31, 2021.
X	Plant Locations	<p>1. Plot No. 257/258 B, Sector No.1, Pithampur Industrial Area, Pithampur (Near Indore), District: Dhar (MP); Ph: 07292-253666</p> <p>2. Village: Khedoi, Taluka: Anjar, District: Kutch (Gujarat) Ph: 02836 - 249160</p>
XI	Registered Office and Address for Correspondence	MAN HOUSE, 101, S. V. Road, Opp. Pawan Hans, Vile Parle (W), Mumbai - 400056

## 12. DISCLOSURES

### A) Disclosure on materially significant related party transactions having potential conflict with the interest of the Company at large

The Company has not entered into any materially significant transaction with related parties having potential conflict with its interest at large during the financial year 2020-21 or which was not in the normal course of business or not on an arm's length basis. The statements containing the transactions entered by the Company with related parties are reviewed by the Audit Committee on quarterly basis.

In accordance with the provisions of the erstwhile Listing Agreement, the Board has, upon the recommendations made by the Audit Committee, formulated a Policy on materiality of related party transactions and also on dealing with related party transactions. The Company has uploaded the Policy on Related Party Transactions on its website [www.mangroup.com](http://www.mangroup.com).

### B) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority, on any matter related to Capital Markets, during the last three years.

- (a) The Company has complied with all the requirements of the Listing Regulations and guidelines except that, in March 2021, the National Stock Exchange of India Limited and BSE Limited have imposed penalty of Rs. 2,41,900/- each for delay in compliance of Reg 17(1) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding composition of Board of Directors. In this regard, it may be noted that, the delay in compliance occurred due to the sudden death of Mr. Kirit Damania, one of the Independent Directors of the Company, which was beyond control of the Company and the prevailing lockdown restrictions due to COVID-19 delayed the Company's efforts to fill the casual vacancy in time. However, the Company has complied with the provisions of Reg. 17(1) and the the Composition of the Board of Directors and the aforesaid Committees was in conformity with the requirement of the Listing Regulations, as on March 31, 2021. Further, the Company has made applications to both the Stock Exchanges for waiver of fine/penalty as per the Stock Exchanges' policy for the same.

**C) Vigil Mechanism / Whistle Blower Policy**

In accordance with the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and the erstwhile Listing Agreement, the Company has adopted a Whistle Blower Policy to provide a mechanism to its Directors, Employees and other stakeholders to raise concerns about any violation of legal or regulatory requirements, misrepresentation of any financial statement and to report actual or suspected fraud or violation of Code of Conduct of the Company.

The Policy allows the whistle-blowers to have direct access to the Chairman of the Audit Committee in exceptional circumstances and also protects them from any kind of discrimination or harassment. During the financial year 2020-21, no employee was denied access to the Audit Committee. The Company has uploaded the Whistle Blower Policy on its website [www.mangroup.com](http://www.mangroup.com).

**D) Compliance with mandatory and non-mandatory requirements**

The Company has complied with all the applicable mandatory requirements as prescribed under the Listing Regulations, 2015 during the year. Details of these compliances have been disclosed in the relevant sections of this Report. The status of compliance with the non-mandatory requirements as prescribed in Schedule II to the Listing Regulations, 2015 is provided herein below:

**i. The Board**

This Clause is not applicable to the Company as the Chairman of the Board is not a Non-Executive Director.

**ii. Shareholder Rights**

The Company publishes its quarterly/half yearly and annual financial results in English and Marathi newspapers having wide circulation. The financial results and significant events, if any, are communicated by the Company to the Stock Exchanges and are also uploaded on its website i.e. [www.mangroup.com](http://www.mangroup.com). The same are not sent to the Members individually.

**iii. Reporting of Internal Auditor**

Internal Auditor of the Company reports to the Audit Committee of the Company.

**E) Material Subsidiaries**

The Company has three subsidiary companies and none of them falls under the definition of “material subsidiary”. The Audit Committee reviews the financial statements and, in particular, the investments made by the subsidiary companies. The Board is periodically informed about all significant transactions and arrangements entered into by these subsidiary Companies.

Company's policy for determining 'material' subsidiaries' is envisaged in the Related Party Transactions Policy of the Company and is available Company's website, [www.mangroup.com](http://www.mangroup.com).

**F) Risk Management**

The Company has laid down procedures to inform the members of the Board about the risk assessment and minimization procedures. The Company has framed the risk assessment and minimization procedure which is periodically reviewed by the Board.

**G) Credit Rating :**

The Company is rated 'A-' by Crisil Limited (outlook positive), as at March 31, 2021. There has been no change in ratings during the year, however, the outlook has been revised from stable to positive.

**H) Details of total fees paid to the Statutory Auditors of the Company**

The details of the total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the Statutory Auditor and all entities in the network firm/network entity of which the statutory auditor is a part are as below.

Sl. No.	Description	Amount (in Rs. Lakhs)
1	Audit Fees	17.50
2	Fees towards Other Services (Certifications)	3.63
3	Reimbursement of expenses	-
	<b>Total</b>	<b>21.13</b>

**I) Details of Sexual Harassment complaints received and redressed**

Opening Balance	Received during the year	Resolved during the year	Closing Balance
NIL	NIL	NIL	NIL

**J) Reconciliation of Share Capital Audit**

Reconciliation of Share Capital Audit Report pursuant to Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018 submitted by J. Suthar & Associates, Company Secretaries, confirms that as on March 31, 2021, the aggregate number of equity shares of the Company held in demat form with NSDL, CDSL and in physical form were reconciled with the total number of issued/paid-up shares of the Company.

**K) Disclosure by Senior Management Personnel**

No material financial and commercial transactions were entered into by the Company with the Senior Management Personnel, where they could have had personal interest conflicting with its interest at large.

**L) CEO/CFO Certification**

A certificate given by the Chairman and Chief Financial Officer of the Company to the Board, in accordance with the provisions of Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, on the accuracy of the financial statements for the financial year ended March 31, 2021 and adequacy of internal controls is annexed hereto and forms an integral part of this Report.

**M) Certificate from Company Secretary in practice**

A certificate from the Company Secretary in practice that none of the directors on the board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board / Ministry of Corporate Affairs or any such statutory authority is attached with this Annual Report.

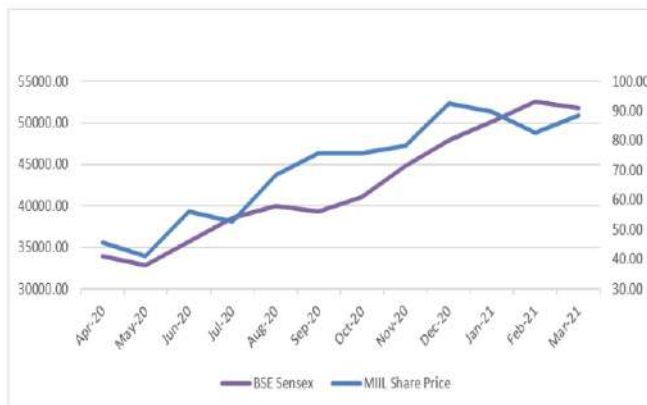
**N) Quarterly Compliance Reports / Auditor's Certificate on Corporate Governance**

During the financial year 2020-21, quarterly compliance reports on corporate governance have been submitted by the Company to the stock exchanges within the time limit prescribed under Regulation 27 of the Listing Regulations, 2015 and the same are also uploaded on its website. A certificate from Practicing Company Secretary regarding compliance of the conditions of corporate governance by the Company as required under Schedule V of the Listing Regulations, 2015 is annexed hereto and forms an integral part of this Report.

### MARKET PRICE DATA:

The high and low prices and volumes of your Company's (MIIL) shares at BSE for the financial year 2020-21 are as under:

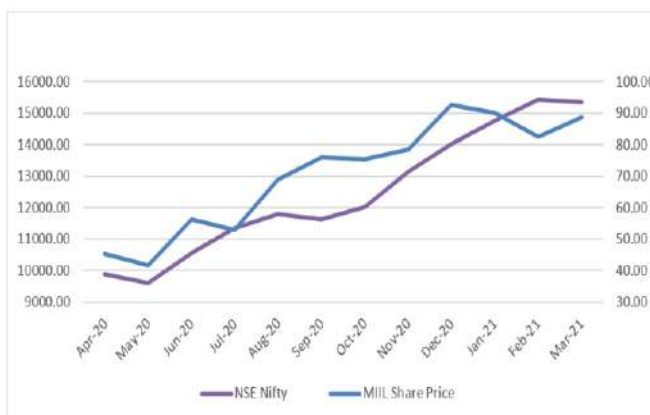
Period	BSE			SENSEX	
	High	Low	Volume	High	Low
Apr-20	45.65	37.00	315442	33887.25	27500.79
May-20	41.10	35.00	151384	32845.48	29968.45
Jun-20	56.20	37.90	811410	35706.55	32348.10
Jul-20	52.80	44.30	649203	38617.03	34927.2
Aug-20	68.50	44.60	1856312	40010.17	36911.23
Sep-20	75.90	53.45	1713472	39359.51	36495.98
Oct-20	75.80	57.95	1504801	41048.05	38410.20
Nov-20	78.45	64.00	942165	44825.37	39334.92
Dec-20	92.70	68.15	1645365	47896.97	44118.10
Jan-21	89.75	77.55	919660	50184.01	46160.46
Feb-21	82.55	71.30	673371	52516.76	46433.65
Mar-21	88.50	74.45	1129350	51821.84	48236.35



MIIL Share Price Movement Chart – BSE

The high and low prices and volumes of your Company's (MIIL) shares at NSE for the financial year 2020-21 are as under:

Period	NSE			SENSEX	
	High	Low	Volume	High	Low
Apr-20	45.30	37.20	3833700	9889.05	8055.80
May-20	41.70	34.90	1197494	9598.85	8806.75
Jun-20	56.20	37.45	7255590	10553.15	9544.35
Jul-20	52.80	44.15	4476576	11341.40	10299.60
Aug-20	68.90	45.45	20570228	11794.25	10882.25
Sep-20	76.00	53.90	18386048	11618.10	10790.20
Oct-20	75.45	57.50	8778756	12025.45	11347.05
Nov-20	78.50	64.50	7331017	13145.85	11557.40
Dec-20	92.65	68.10	14339439	14024.85	12962.80
Jan-21	90.00	77.55	7758874	14753.55	13596.75
Feb-21	82.50	71.10	4446915	15431.75	13661.75
Mar-21	88.75	74.50	10876342	15336.30	14264.40



MIIL Share Price Movement Chart – NSE



## SHAREHOLDING PATTERN OF THE COMPANY AS ON 31.03.2021 :

### Category of Shareholders

		No. of Shares	% of Total Shares
<b>A</b>	<b>PROMOTERS</b>	<b>24307569</b>	<b>42.57</b>
<b>B</b>	<b>PUBLIC SHAREHOLDING</b>		
	Mutual Fund	200	0.00
	Foreign Institutional Investor/Foreign Portfolio Investors	31,63,948	5.54
	Financial Institutions / Banks	5,000	0.01
	Insurance Companies	1,12,139	0.20
	Individuals	2,05,96,765	36.07
	Hindu Undivided Family	16,14,848	2.83
	Directors/Directors Relatives	23,61,511	4.14
	Non-Resident Indians	9,03,464	1.58
	NBFCs registered with RBI	1,100	0.00
	Employees Trust (The Court Receiver)	9,69,063	1.70
	IEPF	4,98,012	0.87
	Clearing Member	1,83,154	0.32
	Bodies Corporate	23,86,282	4.18
	<b>Total (A + B)</b>	<b>5,71,03,055</b>	<b>100.00</b>

### Distribution of Shareholding

Distribution of Shares	Shareholders		Shares Allotted	% of Total Share Capital
	Number	% of Total		
001-500	28105	83.96	3896014	6.82
501-1000	2541	7.59	2088081	3.66
1001-2000	1276	3.81	1964365	3.44
2001-3000	490	1.46	1275555	2.23
3001-4000	209	0.62	757250	1.33
4001-5000	212	0.63	1008773	1.77
5001-10000	322	0.96	2351297	4.12
10001 and above	321	0.96	43761720	76.64
<b>Total</b>	<b>33,476</b>	<b>100.00</b>	<b>5,71,03,055</b>	<b>100.00</b>

### NATIONAL ELECTRONIC CLEARING SCHEME (NECS) FOR DIVIDEND

The Reserve Bank of India (RBI) has provided National Electronic Clearance Scheme (NECS) to the investors as an option to receive dividend directly through their bank accounts rather than receiving the same in the form of Dividend Warrants / Demand Drafts. Under this option, the bank account of the investor is directly credited and the intimation thereof is sent by the Company to the Shareholder.

This service provides instantaneous credit to the shareholders account and protects against fraudulent interception and encashment of dividend warrant but also eliminates dependence on the postal system, loss/ damage of dividend warrants in transit and correspondence relating to revalidation/ issue of duplicate warrants/Demand Drafts.

### REGISTRATION OF BANK DETAILS FOR SHAREHOLDERS HOLDING SHARE IN PHYSICAL FORM

The shareholders holding shares in physical form who wish to avail the electronic credit facility for dividend, if any declared by the Company, may send their Bank Details along with other KYC details to the Company's Registrar and Transfer Agent, Link Intime India Pvt. Ltd, C -101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083, Tel (022) 4918 6270 Toll Free 1800 1020 878. The Shareholders are requested to send the filled in 'KYC Form' given in the Annual Report along with their specimen signature which should match with the records with the Company. In addition, they can also register their email address and/or update their Bank Account detail by clicking on the link [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) provided by Registrar and Share Transfer Agent of the Company.

### SHAREHOLDERS HOLDING SHARE IN ELECTRONIC / DEMAT FORM

Shareholders holding shares in demat or electronic form may send in their Bank Mandate to the concerned Depository Participant (DP) directly in the format prescribed by the DP. Pursuant to the depository regulations, the Company is obliged to pay dividend, if any, declared by the Company, on dematerialized shares as per the details furnished by the concerned DP. The Company or the Registrar & Transfer Agent cannot make any change in the records received from the Depository.

### TRANSFER OF UNCLAIMED / UNPAID AMOUNTS TO THE INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

Pursuant to Sections 124 and 125 of the Act and the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), all unclaimed/unpaid dividend, application money, debenture interest and interest on deposits as well as principal amount of debentures and deposits, sale proceeds of fractional shares, redemption amount of preference shares, etc. pertaining to the Company remaining unpaid or unclaimed for a period of 7 years from the date they became due for payment, are liable to be transferred to the Investor Education and Protection Fund (IEPF) Authority, established by the Central Government.

Furthermore, the IEPF Rules mandate companies to transfer shares of shareholders whose dividends remain unpaid / unclaimed for a period of 7 consecutive years to the demat account of the IEPF Authority. The said requirement does not apply to shares in respect of which there is a specific order of the Court, Tribunal or Statutory Authority, restraining any transfer of the shares.

Accordingly, the Company has during the year transferred the amount of dividends remained unclaimed and unpaid related to the Year upto 2012-13. Further, shares of the Company, in respect of which dividend has not been claimed for 7 consecutive years or more, have also been transferred to the demat account of the IEPF Authority.

The members who have a claim on the above dividends or shares may claim the same from the IEPF Authority by submitting an online application in Form No. IEPF-5 as per the procedure prescribed in the IEPF Rules. No claims shall lie against the Company in respect of the dividend/shares so transferred. The Company strongly recommends shareholders to write to the Company's RTA to encash / claim their dividends before the respective due dates in respect of the financial years as mentioned in the table below.

Financial Year	Due date for transfer to IEPF
2013-14	01.11.2021
2014-15	02.02.2023
2015-16	29.10.2023
2016-17	02.11.2024
2017-18	03.11.2025
2018-19	29.10.2026
2019-20	17.04.2027
2020-21	02.12.2027

## CEO/CFO CERTIFICATION

[ Pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ]

To,  
The Board of Directors  
Man Industries (India) Limited

We have reviewed financial statement and cash flow statements for the year ended 31st March, 2021 and that to the best of our knowledge and belief:

1. These financial statements do not contain any materially untrue statement or omit any material fact or contains statements that might be misleading.
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standard, applicable laws and regulations.

There are to the best of our knowledge and belief, no transaction entered into by the company during the year during the year ended 31st March, 2021 which are fraudulent, illegal or violation of the Company's code of conduct.

We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness on internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiency in the design or operation of internal controls, if any, of which we are aware and the step we have taken or propose to take to rectify these deficiencies.

We have indicated to the auditors and the Audit Committee:

1. Significant changes in internal control over financial reporting during the year.
2. Significant changes in accounting policies, if any, during the year and that same have been disclosed in the financial statements.
3. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

**Place: Mumbai**  
**Date: May 31, 2021**

**R.C. Mansukhani**  
**Chairman**

**Ashok Gupta**  
**Chief Financial Officer**

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## DECLARATION REGARDING CODE OF CONDUCT

[Pursuant to Para D of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

I, R.C. Mansukhani, Chairman of Man Industries (India) Limited, declare that all the Board members and senior management personnel have affirmed compliance with the Code of Conduct for Board and Senior Management Personnel for the year ended 31st March, 2021.

**Place: Mumbai**  
**Date: August 9, 2021**

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

**R.C. Mansukhani**  
**Chairman**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**  
**[Pursuant to Regulation 34(3) read with clause (10)(i) of Para C of Schedule V to the SEBI**  
**(Listing Obligations and Disclosure Requirements) Regulations, 2015]**

To,  
 The Members,  
**Man Industries (India) Limited**

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Man Industries (India) Limited bearing CIN L99999MH1988PLC047408 and having registered office at MAN House, 101, S.V. Road, Opp. Pawan Hans, Vile Parle (West), Mumbai 400056 Maharashtra (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with clause (10)(i) of Para C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal of the Ministry of Corporate Affairs at "www.mca.gov.in") as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. Rameshchandra Mansukhani	00012033	26/09/2008
2.	Mr. Nikhil Rameshchandra Mansukhani	02257522	23/11/2011
3.	Ms. Heena Vinay Kalantri	00149407	30/03/2015
4.	Mr. Pramodkumar Awadh Behari Tandon	00364652	14/02/2011
5.	Mr. Kirit Navnitlal Damania ^	01435190	30/03/2018
6.	Ms. Renu Purshottam Jalan	08076758	08/03/2018
7.	Mr. Narendra Mairpady	00536905	23/02/2021

^ Deceased on August 21, 2020

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For J. Suthar & Associates**  
**Company Secretaries**

**Jayantilal Suthar**  
**(Proprietor)**  
**FCS No.: 8779**  
**CP No.: 21651**

**Place: Mumbai**  
**Date: August 9, 2021**

**UDIN : F008779C000736165**

## CERTIFICATE ON CORPORATE GOVERNANCE

To,  
The Members of  
**Man Industries (India) Limited**

We have examined the compliance of conditions of corporate governance by Man Industries (India) Limited ('The Company') for the financial year ended 31st March, 2021, as stipulated in regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C and D of Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to procedures and implementation 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 of the financial statement of the Company.

In our opinion and to the best of the information and according to the explanations given to us and the representation made by the Directors and the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby certify that the Company has complied with conditions of Corporate Governance as stipulated in the above mentioned provisions of SEBI Listing Regulations for the year ended 31st March, 2021. However, during the year due to the sad demise of Mr. Kirit Damania, one of the Independent Directors of the Company, the composition of the Board of Directors got disturbed. However, the same is in conformity with the requirement of the SEBI Listing Regulations as on March 31, 2021.

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

**For J. Suthar & Associates  
Company Secretaries**

**Jayantilal Suthar  
(Proprietor)**

**Place : Mumbai  
Date : August 9, 2021**

**FCS No.: 8779  
CP No.: 21651  
UDIN : F008779C000752601**

## INDEPENDENT AUDITOR'S REPORT

To,

The Members of

**MAN INDUSTRIES (INDIA) LIMITED**

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

#### Opinion

We have audited the accompanying standalone financial statements of MAN INDUSTRIES (INDIA) LIMITED (the 'Company'), which comprise the Standalone Balance Sheet as at 31 March 2021, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), Standalone Statement of Cash Flows, and the Standalone Statement of Changes in Equity for the year then ended, and notes to the Standalone Financial Statements including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as the "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the 'Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, including the Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS"), of the state of affairs (financial position) of the Company as at 31 March 2021, and its profit (financial performance including the comprehensive income), its cash flows and the changes in equity for the year ended on that date.

#### Basis for opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. 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 ('ICAI') together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics.

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

#### Key Audit Matter

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

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

Description of Key Audit Matter	How our audit addressed the Key Audit Matter
<b>Assessment of the carrying value of investment in and loans granted to its subsidiary Merino Shelters Private Limited</b> (Refer to note 6 and note 15 to the financial statements)	
<p>As at 31 March 2021, the carrying amount of (a) investment is ₹ 10,229.83 lakhs and (b) loan given is ₹ 846.59 lakhs to its wholly owned subsidiary Merino Shelters Private Limited (MSPL). The aggregate exposure of the Company in respect of (a) and (b) above is ₹ 11,076.42 lakhs which is significant to the standalone financial statements of the Company.</p> <p>Merino Shelters Private Limited is developing residential/ IT/ Commercial real estate project at Nerul, Navi Mumbai. Considering current situation of the Real Estate industry there are indicators of the potential impairment of the Investments in subsidiary and loans given as set out on (a) and (b) above.</p> <p>The Management has assessed the impairment by reviewing</p>	<p>Our Audit procedures include the following substantive procedures:</p> <ol style="list-style-type: none"> <li>i. Obtained an understanding of the matter with the management.</li> <li>ii. Considered the business forecasts with the current market position relating to the demand and supply of the product.</li> <li>iii. Considered the work of the external independent valuation expert engagement by the Company and assessed their methods and objectivity.</li> <li>iv. Examined terminal value of the subsidiary used in the valuation report and tested mathematical accuracy of</li> </ol>

<p>the business forecasts using the “DCF” valuation method which involves the use of management estimates that are dependent on future economic circumstances and noted that no provision for impairment is required to be made in respect of the investment in subsidiary and loans given and the same are considered good.</p> <p>Considering the materiality of the amounts and due to the management judgment required in estimating the value of investment and such estimates being subjective, this matter has been identified as a key audit matter.</p>	<p>the underlying calculations.</p> <p>Based on the above procedures, the Management's assessment of impairment in the carrying value of investments in the subsidiary and loan given is reasonable.</p>
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Description of Key Audit Matter	How our audit addressed the key audit matter
<p><b>Assessment of the carrying value of investment in its subsidiary MAN Overseas Metal DMCC</b> (Refer to note 6 to the financial statements)</p>	
<p>As at 31 March 2021, the carrying amount of investment is ₹ 2,985.75 lakhs, to its wholly owned subsidiary MAN Overseas Metal, DMCC, which is significant to the standalone financial statements of the Company.</p> <p>The Management has assessed the impairment by reviewing the business forecasts using the “DCF” valuation method which involves the use of management estimates that are dependent on future economic circumstances and noted that no provision for impairment is required to be made in respect of these investment in subsidiary and are considered good.</p> <p>Considered the materiality of the amounts due to the management judgment required in estimating the quantum of diminution in the value of investment and such estimates being subjective, this matter has been identified as a key audit matter.</p>	<p>Our Audit procedures include the following substantive procedures:</p> <ol style="list-style-type: none"> <li>i. Obtained an understanding of the matter with the management.</li> <li>ii. Considered the business forecasts with the current market position relating to the demand and supply of the product.</li> <li>iii. Examined terminal value of the business forecast.</li> </ol> <p>Based on the above procedures, the Management's assessment of impairment in the carrying value of investments in the subsidiary is reasonable.</p>

#### Other Matter

We did not audit the financial statements/information of Dubai Branch included in the standalone financial statements of the Company whose financial statements/financial information reflects total assets of ₹ 9,454.13 lakhs (previous year: ₹9,929.34 lakhs) as at 31 March, 2021 and total operating revenues of ₹ 1549.95 lakhs (previous year: ₹21,789.12 lakhs) for the year ended on that date, as considered in the standalone financial statements. The financial statements/financial information of this branch have been audited by the branch auditor whose report has been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of this branch, is solely on report of such branch auditor.

Our opinion is not qualified in respect of these matters.

#### Information other than the financial statements and Auditor's Report thereon

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act, with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial

performance including other comprehensive income), of the Company in accordance with the accounting principles generally accepted in India including the Ind AS specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors is 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 standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

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

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



## Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ('the Order'), issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A", a statement on the matters specified in paragraph 3 and 4 of the order, to the extent applicable.

Further to our comments in Annexure A, 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 purpose of our audit;
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- c) The standalone financial statements dealt with by this report are in agreement with the books of account;
- d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e) On the basis of written representations received from the directors as on 31 March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2021, 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". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197 (16) of the Act:

In our opinion and to the best of our information and according to the explanation given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact, of pending litigations as at 31 March, 2021 on its financial position in its standalone financial statements; (Refer note no 42)
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31 March, 2021.
  - iv. The disclosures in the standalone financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in these standalone financial statements since they do not pertain to the financial year ended 31 March 2021.

**For M H Dalal & Associates**  
**Chartered Accountants**  
**Firm Registration No. 112994W**

**Devang Dalal**  
**Partner**  
**Membership No. 109049**  
**UDIN: 21109049AAAARM1806**  
**Place: Mumbai**  
**Date: May 31, 2021**

## ANNEXURE A TO INDEPENDENT AUDITOR'S REPORT

### The Annexure referred to in Independent Auditor's Report to the members of the Company on the Standalone Financial Statement for the year ended 31 March, 2021

Based on the audit procedures performed for the purpose of reporting a true and fair view on the standalone financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

1. (a) *The Company is in the process of updating records showing full particulars, including quantitative details and situation of property, plant and equipment.*
- (b) According to the information and explanation provided to us, all property, plant and equipment have been physically verified by the management during the year and we are further informed that no material discrepancy has been noticed by the management on such verification. In our opinion, the frequency of physical verification of property, plant and equipment is reasonable having regards to the size of the company and nature of its fixed assets.
- (c) According to the information and explanation given to us and on the basis of our examination of the record of the Company, the title deeds of all the immovable properties as disclosed in property, plant and equipment are held in the name of the Company.

In respect of immovable properties taken on lease and disclosed as right-of-use-assets in the standalone financial statements, the lease agreements are in the name of the Company.

2. In our opinion, the management has conducted physical verification of inventory at reasonable intervals during the year. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been appropriately dealt with the books of account.
3. According to the information and explanations given to us, the Company has granted unsecured loans to one (1) body corporate, covered in the register maintained under Section 189 of the Act; the closing year-end balance is ₹ 846.59 lakhs.  
There are no written terms & conditions or written stipulation for the receipt of the principal amount, hence *we are unable to comment on paragraph 3 (iii) (a), (b) and (c) of the Order*
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable *except Section 186 (7) of the Act, wherein interest has not been provided for the loan given to Merino Shelters Private Limited. The year-end balance of the loan is Rs. 846.59 lakhs.*
5. In our opinion and information provided to us, the company has not accepted deposits within the meaning of Section 73 to 76 of the Act and the rules framed thereunder. Therefore, the provisions of the clause 3(v) of the Order are not applicable to the Company.
6. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records under Section 148 (1) of the Act in respect of its products.

We have broadly reviewed the same and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

7. (a) According to the information and explanation given to us and the records examined by us, the Company is regular in depositing with the appropriate authorities, the undisputed statutory dues including provident fund, employee's state insurance, income-tax, sales-tax, goods and service tax, duty of customs, duty of excise, value added tax and wherever material, statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at year-end for a period of more than six months from the date they became payable.
- (b) According to the information and explanation given to us and the records of the company examined by us, there are no dues outstanding of income tax, sales tax including value added tax, employees state insurance, provident fund, duty of customs or wealth tax or service tax or value added tax or cess on account of any dispute *other than:*

Name of the Statute	Nature of Dues	Period to which the amount relates	Forum where dispute is pending	Amount (In ₹ lakhs)
<b>Central Excise Act, 1944</b>	<b>Excise Duty</b>	2009- 2010	CESTAT Ahmedabad	27.45
		2006-2015	Comm. GST Gandhidham	686.18
	<b>Excise Duty and Penalty</b>	2002, 2009	Asst. Comm. GST Gandhidham	79.98
<b>Central Excise Act, 1944 Total</b>				<b>793.61</b>
<b>Goods and Service Tax</b>	<b>GST Interest &amp; Penalty</b>	2019	Dy. Comm. SGST AGRA	3.26
		2017-2019	Dy. Comm. SGST RAJKOT	138.40
<b>Goods and Service Tax Total</b>				<b>141.66</b>
<b>Income Tax Act, 1961</b>	<b>Income Tax and Interest</b>	A.Y. 2009-2014	Appeals before the ITAT	2,014.37
		A.Y. 2012-2017	Appeals before the CIT	423.70
<b>Income Tax Act, 1961 Total</b>				<b>2,438.07</b>
<b>M. P. Entry Tax</b>		2003- 2005	Tribunal, Bhopal	42.96
		2005-2010	High Court, Indore	276.43
<b>M. P. Entry Tax Total</b>				<b>319.39</b>
<b>M. P. VAT</b>	<b>Sales Tax</b>	2002-2006	Supreme Court, Delhi	47.39
<b>M. P. VAT Total</b>				<b>47.39</b>
<b>Service Tax</b>	<b>Service Tax &amp; Penalty</b>	2011-2012	Dy. Comm. GST Gandhidham, Joint Comm. GST Indore, Comm GST Gandhidham	489.07
		2011-2016	CESTAT Ahmedabad	416.87
		2006-2007	Comm. LTU Mumbai	425.89
<b>Service Tax Total</b>				<b>1,331.83</b>
<b>Grand Total</b>				<b>5,071.95</b>

8. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or a bank as at the balance sheet date. The Company did not have any outstanding debentures during the year.
9. In our opinion and according to the information and explanation given to us, the company did not raise moneys by way of initial public offer or further public offer (including debt instruments). In our opinion, the term loans were applied for the purpose for which the loans were obtained.
10. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the period covered by our audit.
11. In our opinion and according to the information and explanations given to us and based on examination of the records of the Company, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
12. In our opinion, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.
13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone financial statements as required under Ind AS 24 - Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Account) Rules, 2015.

14. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable.
15. In our opinion, and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with them covered under Section 192 of the Act.
16. In our opinion, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Therefore, the provisions of clause 3(xvi) of the Companies (Auditor's Report) Order, 2016 are not applicable to the Company.

**For M H Dalal & Associates**  
**Chartered Accountants**  
**Firm Registration No: 122449W**

**Devang Dalal**  
**Partner**  
**Membership No. 109409**  
**UDIN::21109049AAAARM1806**  
**Place: Mumbai**  
**Date: May 31, 2021**

## ANNEXURE B TO INDEPENDENT AUDITORS' REPORT

### Independent Auditors' 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 **MAN INDUSTRIES (INDIA) LIMITED** ("the Company") as of March 31, 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### 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 deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

#### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

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

## Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, 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 M H Dalal & Associates**  
**Chartered Accountants**  
**Firm Registration No: 122449W**

**Devang Dalal**  
**Partner**  
**Membership No. 109409**  
**UDIN :: 21109049AAAARM1806**  
**Place: Mumbai**  
**Date: May 31, 2021**

## STANDALONE BALANCE SHEET AS AT 31ST MARCH 2021

(₹ in lakhs)

Particulars	Note No.	As at 31st-March-2021	As at 31st-March-2020
<b>ASSETS</b>			
<b>1 Non-current assets</b>			
a) Property, plant and equipment	5	32,636.74	35,400.27
b) Right-of-use assets	5	1,030.78	1,427.48
c) Capital work in progress	5	101.17	356.04
d) Financial assets			
i) Investments	6	13,216.31	13,320.59
ii) Trade receivables	7	2,518.52	5,113.31
iii) Other financial assets	8	456.70	1,556.75
e) Other non current assets	9	10,401.34	10,379.25
<b>Total non current assets</b>		<b>60,361.56</b>	<b>67,553.69</b>
<b>2 Current assets</b>			
a) Inventories	10	33,156.08	37,960.16
b) Financial assets			
i) Investments	11	62.56	2.07
ii) Trade receivables	12	63,528.43	42,707.31
iii) Cash and cash equivalent	13	1,700.21	13,592.43
iv) Bank balance other than (iii) above	14	8,487.22	8,557.32
v) Loans	15	960.96	1,139.44
vi) Other financial assets	16	505.36	832.89
c) Other current assets	17	10,317.84	10,744.79
<b>Total Current Assets</b>		<b>1,18,718.66</b>	<b>1,15,536.41</b>
<b>TOTAL ASSETS</b>		<b>1,79,080.22</b>	<b>1,83,090.10</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
a) Equity share capital	18A	2,855.15	2,855.15
b) Other equity	18B	80,438.50	71,604.18
<b>Total equity</b>		<b>83,293.65</b>	<b>74,459.33</b>
<b>Liabilities</b>			
<b>1 Non-current liabilities</b>			
a) Financial liabilities			
i) Borrowings	19	203.13	1,533.33
ii) Trade payable	20	84.44	11.00
iii) Lease liabilities	21	760.08	1,173.83
b) Provisions	22	128.25	117.09
c) Deferred tax liabilities (net)	23	2,545.30	2,660.84
d) Other non-current liabilities	24	364.53	364.53
<b>Total Non current liabilities</b>		<b>4,085.73</b>	<b>5,860.62</b>
<b>2 Current liabilities</b>			
a) Financial liabilities			
i) Borrowings	25	28,457.15	23,236.65
ii) Trade payable	26		
-Dues of micro and small enterprises		821.58	468.53
-Dues of creditors other than micro and small enterprises		50,930.87	55,484.55
iii) Lease liabilities	27	409.42	360.58
iv) Other financial liabilities	28	3,182.98	6,552.94
b) Other current liabilities	29	6,444.09	15,353.61
c) Provisions	30	489.35	378.86
d) Current tax liability (net)	31	965.40	934.43
<b>Total Current Liabilities</b>		<b>91,700.84</b>	<b>1,02,770.15</b>
<b>TOTAL LIABILITIES</b>		<b>95,786.57</b>	<b>1,08,630.77</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>1,79,080.22</b>	<b>1,83,090.10</b>

The accompanying notes are an integral part of these standalone financial statements.

This is the Balance Sheet referred to in our report of even date.

For MH Dalal & Associates

Chartered Accountants  
Firm registration number: 112449W

Devang Dalal

Partner  
Membership No.: 109049  
Place: Mumbai  
Date: May 31, 2021

For and behalf of Board of Directors

RC Mansukhani  
Chairman  
DIN - 00012033

Heena Kalantri  
Director  
DIN - 00149407

Nikhil Mansukhani  
Executive Director  
DIN - 02257522

Narendra S. Mairpady  
Director  
DIN - 00536905

PK Tandon  
Director  
DIN - 00364652

Ashok Gupta  
Chief Financial  
Officer

Renu P Jalan  
Director  
DIN - 08076758

Jatin Shah  
Company Secretary

## STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2021

(₹ in lakhs)

Particulars	Note No	Year ended 2020-2021	Year ended 2019-2020
<b>1 INCOME</b>			
Revenue from operations	32	2,07,518.17	1,75,909.13
Other income	33	3,075.80	1,651.42
<b>TOTAL INCOME</b>		<b>2,10,593.97</b>	<b>1,77,560.55</b>
<b>2 EXPENSES</b>			
Cost of materials consumed	34	1,28,268.97	1,16,641.41
Purchases of stock-in-trade	35	17,691.17	10,033.03
Changes in inventories of finished goods, stock-in-trade and work-in-progress	36	(5,994.39)	(360.84)
Employee benefits expense	37	5,412.33	5,396.17
Finance costs	38	5,274.07	6,441.50
Depreciation expenses	39	4,637.11	5,231.17
Other expenses	40	41,657.67	27,554.34
<b>TOTAL EXPENSES</b>		<b>1,96,946.93</b>	<b>1,70,936.78</b>
<b>3 Profit/(loss) before exceptional item and tax</b>		<b>13,647.04</b>	<b>6,623.77</b>
<b>4 Exceptional item (loss by fire)</b>		<b>-</b>	<b>250.41</b>
<b>5 Profit / (loss) before tax</b>		<b>13,647.04</b>	<b>6,373.36</b>
<b>6 TAX EXPENSES</b>			
(1) Current tax	23	3,701.54	2,259.43
(2) Deferred tax (Credit) / charge.	23	(117.06)	(1,284.09)
<b>7 Profit/(loss) for the period</b>		<b>10,062.56</b>	<b>5,398.02</b>
<b>8 Other Comprehensive Income</b>			
A(i) Items that will not be reclassified to profit or loss		(260.28)	645.12
(ii) Income tax relating to items that will not be reclassified to profit or loss		(1.53)	23.53
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
<b>Total Other Comprehensive Income (net of tax)</b>		<b>(261.81)</b>	<b>668.65</b>
<b>9 Total Comprehensive Income for the period (Comprising Profit / (Loss) and Other Comprehensive Income for the period)</b>		<b>9,800.75</b>	<b>6,066.67</b>
<b>10 Earnings per equity share of face value of Rs.5/- each</b>	<b>45</b>		
Basic earning per share		17.62	9.45
Dilluted earning per share		16.74	9.45

The accompanying notes are an integral part of these standalone financial statements.

This is the Profit & Loss referred to in our report of even date.

**For MH Dalal & Associates**

Chartered Accountants  
Firm registration number : 112449W

**For and behalf of Board of Directors**

**R C Mansukhani**  
Chairman  
DIN - 00012033

**Nikhil Mansukhani**  
Executive Director  
DIN - 02257522

**PK Tandon**  
Director  
DIN - 00364652

**Renu P Jalan**  
Director  
DIN - 08076758

**Devang Dalal**

Partner  
Membership No.: 109049

**Heena Kalantri**  
Director  
DIN - 00149407

**Narendra S. Mairpady**  
Director  
DIN - 00536905

**Ashok Gupta**  
Chief Financial Officer

**Jatin Shah**  
Company Secretary

Place: Mumbai  
Date: May 31, 2021



## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2021

### A. Equity Share Capital

Particulars	Note	(₹ In Lakhs) Amount
<b>As at 1st April, 2019</b>	18A	2,855.15
Changes in equity share capital during the year		-
<b>As at 31st March, 2020</b>	18A	2,855.15
Changes in equity share capital during the year		-
<b>As at 31st March, 2021</b>	<b>18A</b>	<b>2,855.15</b>

### B. Other Equity (18B)

Particulars	Reserves and Surplus			Foreign currency translation reserves	Money received against share warrants*	Total
	Securities Premium Reserve	General Reserve	Retained Earnings			
<b>Balance as at 1st April, 2019</b>	<b>9,433.32</b>	<b>9,733.52</b>	<b>47,803.96</b>	<b>357.61</b>	-	<b>67,328.41</b>
Profit / (Loss) for the year	-	-	5,398.02	-	-	5,398.02
Other comprehensive gains / (loss) for the year	-	-	-	-	-	-
- Remeasurements gains / (loss) on defined benefit plans	-	-	93.49	-	-	93.49
- Foreign currency translation differences	-	-	-	551.63	-	551.63
- Deferred Tax	-	-	(19.57)	43.10	-	23.53
Dividend	-	-	-	-	-	-
Dividend on Equity Shares	-	-	(1,427.57)	-	-	(1,427.57)
Corporate Dividend Distribution Tax	-	-	(293.44)	-	-	(293.44)
Transfer to General Reserve	-	539.80	(539.80)	-	-	-
Transition impact of Ind-AS 116	-	-	(69.90)	-	-	(69.90)
<b>Balance as at 31st March, 2020</b>	<b>9,433.32</b>	<b>10,273.32</b>	<b>50,945.19</b>	<b>952.34</b>	-	<b>71,604.18</b>
Profit / (Loss) for the year	-	-	10,062.56	-	-	10,062.56
Other comprehensive income / (loss) for the year	-	-	-	-	-	-
- Remeasurements gains / (loss) on defined benefit plans	-	-	6.10	-	-	6.10
- Foreign currency translation differences	-	-	-	(257.45)	-	(257.45)
- Deferred Tax	-	-	(1.53)	-	-	(1.53)
Dividend on Equity Shares	-	-	(1,142.06)	-	-	(1,142.06)
Transfer to General Reserve	-	1,006.26	(1,006.26)	-	-	-
Adjustment of Income Tax (earlier year)	-	-	(320.79)	-	-	(320.79)
Issue of share warrants	-	-	-	-	487.50	487.50
<b>Balance as at 31st March, 2021</b>	<b>9,433.32</b>	<b>11,279.58</b>	<b>58,543.21</b>	<b>694.89</b>	<b>487.50</b>	<b>80,438.50</b>

\* Refer note 18A (d)

**The accompanying notes are an integral part of these standalone financial statements.**

**This is the Statement of Changes in Equity referred to in our report of even date.**

**For MH Dalal & Associates**

Chartered Accountants  
Firm registration number: 112449W

**For and behalf of Board of Directors**

**RC Mansukhani**  
Chairman  
DIN - 00012033

**Nikhil Mansukhani**  
Executive Director  
DIN - 02257522

**PK Tandon**  
Director  
DIN - 00364652

**Renu P Jalan**  
Director  
DIN - 08076758

**Devang Dalal**

Partner  
Membership No.: 109049

**Heena Kalantri**  
Director  
DIN - 00149407

**Narendra S. Mairpady**  
Director  
DIN - 00536905

**Ashok Gupta**  
Chief Financial Officer

**Jatin Shah**  
Company Secretary

Place: Mumbai  
Date: May 31, 2021

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2021

(₹ in Lakhs)

Particulars	Year 2020-21	Year 2019-20
<b>[A] CASH FLOWS FROM OPERATING ACTIVITIES</b>		
<b>Profit before tax from continuing operations</b>	<b>13,647.04</b>	<b>6,373.36</b>
Adjustments for:		
Depreciation and amortisation expense	4,637.11	5,231.17
Finance costs	5,274.07	6,441.50
Interest income	(428.23)	(730.59)
Bad debts	6,979.34	893.28
Provision for doubtful debts	213.81	-
Profit on sale of investments (net)	(118.36)	-
Fair valuation of investments through profit and loss	(8.10)	3.04
Dividend income	(0.12)	-
Loss by fire	-	250.41
Foreign exchange (gain) / loss (net)	(1,635.57)	41.02
Other compressive income (Net)	(251.35)	668.65
<b>Operating profit before working capital changes</b>	<b>28,309.64</b>	<b>19,171.84</b>
Adjustments for:		
(Increase)/ Decrease in trade and other receivables	(24,318.31)	6,544.27
(Increase)/ Decrease in inventories	4,804.08	(16,297.25)
Increase/ (Decrease) in trade and other payables	(11,231.64)	15,014.46
Increase/ (Decrease) in provisions	121.65	(419.74)
	<b>(30,624.22)</b>	<b>4,841.74</b>
Cash (used in)/from operations	(2,314.59)	24,013.58
Direct taxes paid (net of refunds)	(3,663.83)	(2,679.35)
<b>Net cash (used in) / from continuing operations [A]</b>	<b>(5,978.42)</b>	<b>21,334.23</b>
<b>[B] CASH FLOWS FROM INVESTING ACTIVITIES</b>		
<b>Add: Inflows from investing activities</b>		
Interest received	428.23	730.59
Dividend received	0.12	-
Maturity of Fixed Deposits	1,150.98	-
Proceeds from sale of investment	65.98	-
	<b>1,645.31</b>	<b>730.59</b>
<b>Less: Outflows from investing activities</b>		
Purchase of property, plant and equipment	1,222.12	1,067.54
Investment in Fixed Deposits	-	4,294.90
	<b>1,222.12</b>	<b>5,362.44</b>
<b>Net Cash (used in) / from investing activities [B]</b>	<b>423.19</b>	<b>(4,631.85)</b>
<b>[C] CASH FLOWS FROM FINANCING ACTIVITIES</b>		
<b>Add: Inflows from financing activities</b>		
Proceeds from short-term borrowings (net)	5,220.50	8,135.24
Proceeds from issue of share warrants	487.50	-
	<b>5,708.00</b>	<b>8,135.24</b>
<b>Less: Outflows from financing activities</b>		
Repayments of long-term borrowings (net)	4,710.43	3,383.14
Repayment of lease liabilities	524.97	346.78
Dividend paid	1,135.80	1,398.40
Dividend Distribution Tax	-	293.44
Interest paid	5,673.79	6,312.57
	<b>12,044.99</b>	<b>11,734.33</b>
<b>Cash (used in) /from financing activities [C]</b>	<b>(6,336.99)</b>	<b>(3,599.09)</b>
<b>NET INCREASE / (DECREASE) IN CASH AND BANK BALANCES (A+B+C)</b>	<b>(11,892.22)</b>	<b>13,103.29</b>
<b>Cash and cash equivalents at beginning of the year</b>	<b>13,592.43</b>	<b>489.14</b>
<b>Cash and cash equivalents at end of the year</b>	<b>1,700.21</b>	<b>13,592.43</b>

**Notes:**

The standalone cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS) 7- Statement of Cash Flows.

This is the Statement of Cash Flow referred to in our report of even date.

**For MH Dalal & Associates**

Chartered Accountants  
Firm registration number: 112449W

**For and behalf of Board of Directors**

**RC Mansukhani**  
Chairman  
DIN - 00012033

**Nikhil Mansukhani**  
Executive Director  
DIN - 02257522

**PK Tandon**  
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DIN - 00364652

**Renu P Jalan**  
Director  
DIN - 08076758

**Devang Dalal**  
Partner  
Membership No.: 109049

**Heena Kalantri**  
Director  
DIN - 00149407

**Narendra S. Mairpady**  
Director  
DIN - 00536905

**Ashok Gupta**  
Chief Financial  
Officer

**Jatin Shah**  
Company Secretary

Place: Mumbai  
Date: May 31, 2021

## Notes on Financial Statements for the year ended 31st March 2021.

### 1 CORPORATE INFORMATION

Man Industries (India) Limited (hereinafter referred to as "MIL" or "the company") is a public limited company incorporated and domiciled in India and has its registered office at 101, Man House, S.V. Road, Vile Parle (West), Mumbai - 400056, Maharashtra, India. The Company has its primary listings on the BSE Ltd. and National Stock Exchange of India Limited. The company is engaged in the business of manufacturing, processing and trading of submerged arc welded pipes & steel products.

The financial statements are approved for issue by the Company's Board of Directors on May 31, 2021.

### 2 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

These financial statements are prepared in accordance with Indian Accounting Standards ('Ind AS') under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ("the Act") (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued there after.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

### 3 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates, judgments and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed in note no 46, 48 and 49. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

#### Estimation of uncertainties relating to the global health pandemic from COVID-19

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables, execution of orders and investment in subsidiaries. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company, as at the date of approval of these financial statements has used internal and external sources of information including credit reports and related information, economic forecasts. The Company has performed sensitivity analysis on the assumptions used and based on current estimates expects the carrying amount of these assets will be recovered. The impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these financial statements.

### 4 SIGNIFICANT ACCOUNTING POLICIES

#### a Income Recognition

- i) Revenue in respect of sale of goods is recognised on dispatch of goods from the factory on the basis of tax invoice. The sales are net of Goods and Service Tax. Further the materials returned/rejected are accounted for in the year of return/rejections.
- ii) For the service rendered the Company recognised revenue on the basis of Stage of Completion Method.
- iii) Other income is comprised primarily of interest income, export incentives, exchange gain/loss on forward contracts and on translation of other assets and liabilities. Other income is recognized on accrual basis except dividend income which is recognized when the right to receive payment is established.

## Notes on Financial Statements for the year ended 31st March 2021.

### b Property, Plant and Equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment losses, if any. The cost directly attributable to acquisition are capitalised until the property, plant & equipment are ready for use, as intended by the Management.

Advances paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date is classified as capital advances under other non-current assets and the cost of assets not ready to use before such date are disclosed under "Capital work-in-progress". Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in the Statement of Profit and Loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the Statement of Profit and Loss.

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

### c Leases:

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to the Company's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. After considering current and future economic conditions, the Company has concluded that no changes are required to lease period relating to the existing lease contracts (Refer to Note 41).

### d Intangible Assets

Intangible assets acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Cost of a non-monetary asset acquired in exchange of another non-monetary asset is measured at fair value. Intangible assets are amortised on a straight-line basis over their estimated useful lives.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Standalone Statement of Profit and Loss.

### e Depreciation

#### Property, Plant & Equipment

The Company depreciates property, plant and equipment over their estimated useful lives using the straight-line method. The estimated useful lives of assets are as follows:

Office Building	60 years	Factory Building	30 years
Plant & Machinery	15 years	Wind Mill	22 years
Office Equipment's	05 years	Furniture & Fixtures	10 years
Vehicles	10 years	Computer Hardware	03 years

Depreciation methods, useful lives and residual values are review periodically, including at each financial year end.

#### Intangible Assets

Intangible assets are amortized by straight line method over the estimated useful life of such assets. The useful life is estimated based on the evaluation of future economic benefits expected of such assets. The amortisation period and amortisation method are reviewed at least at each financial year. If the expected useful life of assets is significantly different from previous estimates, the amortisation period is changed accordingly.

## Notes on Financial Statements for the year ended 31st March 2021.

### f Valuation of Inventories

- i) Raw materials are valued at cost or net realizable value whichever is lower. Cost is computed using first in first out (FIFO) method.
- ii) Work-in-progress include the cost of purchase, appropriate share of cost of conversion and other overhead incurred in bringing the inventory to its present location and condition.
- iii) Finished goods are valued at cost or net realisable value whichever is less. Cost includes cost of purchase, cost of conversion and other overhead incurred in bringing the inventory to its present location and condition. Obsolete/slow moving inventories are adequately provided for.
- iv) Other stores and spares/consumable are valued at cost after providing for cost of obsolescence, if any.

### g Foreign Exchange Fluctuation

- i) Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.
- ii) Monetary items denominated in foreign currencies at the year end are restated at year end rates.
- iii) In respect of forward exchange contract entered for speculation purpose and expired during the year, the difference in forward exchange booking rate and spot rate on the date of expiry of contract is dealt in the profit and loss account. In respect of forward exchange contract entered for speculative purpose and carried forward in next accounting period, the difference between the forward exchange booking rate and closing interbank rate including premium upto maturity prevailing at the close of the year are dealt in the profit and loss account.
- iv) In respect of branches, which are non-integral foreign operations, all transactions are translated at rates prevailing on the date of transaction or that approximates the actual rate at the date of transaction. Branch monetary assets and liabilities are restated at the year-end rates. The exchange difference arising on translation are recognised in other comprehensive income (OCI).
- v) Any income or expense on account of exchange difference either on settlement or on translation is recognised in the statement of profit and loss.

### h Employee Benefits

#### i) Short Term Employee Benefits

All Employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and they are recognized in the period in which employee renders the related service except leave encashment.

#### ii) Long Term Employee Benefits

##### - Defined Contribution Plans

Defined contribution fund are government administered provident fund scheme, employee state insurance scheme for all employees. The Company's contribution to defined contribution plans are recognized in the profit & loss account in the financial year to which they relate.

##### - Defined Benefit Gratuity Plan

The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value and the fair value of any plan assets is deducted.

The present value of the obligation under such defined benefit plan is determined based on actuarial valuation using the Projected Unit Credit Method.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government Securities as at the balance sheet date.

Actuarial gains and losses are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. Past service cost is recognised in the statement of profit and loss in the period of plan amendment.

## Notes on Financial Statements for the year ended 31st March 2021.

### iii) Other Long-Term Employee Benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability at the present value of the defined benefit obligation at the balance sheet date, determined based on actuarial valuation using Projected Unit Credit Method. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government Securities as at the balance sheet date.

### i Taxation

Income tax expense comprises current and deferred income tax. Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

The company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. The income tax provision for the interim period is made based on the best estimate of the annual average tax rate expected to be applicable for the full financial year.

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized. Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized.

### j Provisions, Contingent Liabilities and Contingent Assets

Provision is recognised in the accounts when there is a present obligation as a result of past event(s) and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed unless the possibility of outflow of resources is remote.

Contingent assets are neither recognised nor disclosed in the financial statements.

### k Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to profit and loss account.

### l Earning Per Share

In determining earning per share, the Company considers the net profit after tax and includes the post-tax effect of any extraordinary / exceptional item. The number of shares used in computing Basic Earning per Share is the weighted average number of shares outstanding during the period. The number of shares used in computing Diluted Earnings per Share comprises the weighted average shares considered for deriving basic earnings per share and also the weighted average number of shares that could have been issued on the conversion of all dilutive potential equity shares unless the results would be anti - dilutive. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date.

## Notes on Financial Statements for the year ended 31st March 2021.

### m Exceptional Items

Certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the company is such that its disclosure improves the understanding of the performance of the company, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements.

### n Impairment of Non-Financial Assets

Property, plant and equipment and Intangible assets and are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

### o Government Grants

Government grants are recognised where there is reasonable assurance that the grant will be received, and all attached conditions will be complied with.

Where the grant relates to an asset the cost of the asset is shown at gross value and grant thereon is treated as capital grant which is recognised as income in the statement of profit and loss over the period and in proportion in which depreciation is charged.

Revenue grants are recognised in the statement of profit and loss in the same period as the related cost which they are intended to compensate are accounted for.

Where the company receives non-monetary grants, the asset and the grant are recorded gross at nominal amounts and released to the statement of profit and loss over the expected useful life and pattern of consumption of the benefit of the underlying asset by equal annual instalments.

### p Financial Instruments

#### Initial recognition

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not at fair value through profit or loss, are added to the fair value on initial recognition.

#### Subsequent measurement

##### a. Non-derivative financial instruments

###### i) Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

###### ii) Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company has made an irrevocable

## Notes on Financial Statements for the year ended 31st March 2021.

election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model. Further, in cases where the Company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

iii) **Financial assets at fair value through profit or loss**

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

**- Impairment**

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in profit or loss.

iv) **Financial liabilities**

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

v) **Investment in subsidiaries**

Investment in subsidiaries is carried at cost in the separate financial statements.

**b. Derivative financial instruments**

The Company holds derivative financial instruments such as foreign exchange forward and option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank.

**c. Share capital**

**Ordinary Shares**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares and share options are recognized as a deduction from equity, net of any tax effects.

**Derecognition of financial instruments**

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

**q Fair Value Measurement:**

In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.



Notes on Financial Statements for the year ended 31st March 2021  
NOTE 5 - PROPERTY, PLANT AND EQUIPMENT AND RIGHT - OF - USE ASSETS

(₹ in Lakhs)

Particulars	PROPERTY, PLANT AND EQUIPMENT										RIGHT-OF-USE-ASSETS						
	Freehold Land	Land - Leasehold Improvement	Factory Buildings	Office Premises	Plant and Machinery	Office Equipments	Furniture and fittings	Electrical Equipments	Vehicles	Computers	Windmill	Total	Capital work-in-progress	Total	Office Premises	Machinery	Total
<b>Cost:</b>																	
As at 31-03-2019	136.78	108.50	12,395.86	1,227.64	39,143.38	121.17	335.99	539.42	539.80	121.63	854.09	55,524.28	275.81	55,800.08	857.47	-	857.47
Additions	-	-	24.69	-	861.34	3.15	73.01	-	-	1.22	-	963.41	929.12	1,892.53	-	824.90	824.90
Disposals/transfers	-	-	-	-	13.91	-	-	-	-	-	-	-	848.88	-	-	-	-
Impairment (Loss by fire)	-	-	-	-	362.78	-	-	-	-	-	-	362.78	-	-	-	-	-
Less: translation adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transferred to discontinued operations	-	-	-	-	-	-	-	-	-3.71	-	-	-3.71	-	-	-	-	-
As at 1-04-2020	136.78	108.50	12,420.55	1,227.64	39,628.04	124.33	408.99	539.42	543.51	122.86	854.09	56,114.72	356.04	56,470.76	857.47	824.90	1,682.37
Additions	-	-	331.04	-	777.02	2.84	1.83	15.59	345.37	3.31	-	1,477.00	831.37	2,308.36	-	-	-
Disposals/transfers	-	-	-	-	-	-	-	-	-	-	-	-	1,086.25	-	-	-	-
Impairment (Loss by fire)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Less: translation adjustments	-	-	-	-	-	-	-	-	1.46	-	-	1.46	-	-	-	-	-
Transferred to discontinued operations	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
As at 31-03-2021	136.78	108.50	12,751.59	1,227.64	40,405.06	127.16	410.82	555.01	887.43	126.16	854.09	57,590.26	101.17	57,691.43	857.47	824.90	1,682.37
<b>Accumulated Depreciation:</b>																	
As at 31-03-2019	-	29.76	1,839.10	35.94	12,956.61	60.82	237.48	289.81	169.15	71.28	194.66	15,884.62	-	15,884.62	-	-	-
Depreciation charge for the year	-	9.26	501.66	20.04	4,225.60	18.03	44.19	18.08	67.28	23.38	48.77	4,916.28	-	4,916.28	190.55	64.34	254.89
Disposals/transfers	-	-	-	-	7.37	-	-	-	-	-	-	-	-	-	-	-	-
Impairment (Loss by fire)	-	-	-	-	142.06	-	-	-	-	-	-	142.06	-	-	-	-	-
Less: translation adjustments	-	-	-	-	-	-	-	-	-2.97	-	-	-2.97	-	-	-	-	-
Transferred to discontinued operations	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
As at 1-04-2020	-	39.01	2,340.76	55.98	17,032.78	78.85	281.67	307.90	239.41	94.66	243.43	20,714.44	-	20,714.44	190.55	64.34	254.89
Depreciation charge for the year	-	2.00	501.85	19.98	3,532.98	15.65	16.72	17.22	66.78	18.61	48.63	4,240.41	-	4,240.41	190.55	206.15	396.70
Disposals/transfers	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Impairment (Loss by fire)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Less: translation adjustments	-	-	-	-	-	-	-	-	1.33	-	-	1.33	-	-	-	-	-
Transferred to discontinued operations	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
As at 31-03-2021	-	41.01	2,842.61	75.96	20,565.75	94.49	298.39	325.12	304.85	113.27	292.06	24,953.52	-	24,953.52	381.10	270.49	651.59
Net book value																	
As at 31-03-2020	136.78	69.49	10,079.78	1,171.66	22,595.27	45.48	127.32	231.52	304.11	28.20	610.66	35,400.27	356.04	35,756.31	666.92	760.55	1,427.48
As at 31-03-2021	136.78	67.49	9,908.97	1,151.68	19,839.31	32.67	112.43	229.89	582.58	12.90	562.03	32,636.74	101.17	32,737.90	476.37	554.40	1,030.78

i) Refer to Note 19 and Note 25 for information on property, plant and equipment pledged as security by the Company.  
ii) Right-of-use assets Refer Note No 41

## Notes on Financial Statements for the year ended 31st March 2021.

(₹ In Lakhs)

Note No.	Particulars	As at 31st- March-2021	As at 31st- March-2020
<b>6</b>	<b>Non Current Investment</b>		
	<b>Unquoted investments</b>		
	<b>Investment carried at cost</b>		
	<b>Investment in equity instrument of subsidiaries</b>		
	<b>Man Overseas Metal DMCC *</b>	2,985.75	3,090.00
	15,000 (31 March 2020: 15,000) Equity Shares of AED 1,000/- each		
	<b>Merino Shelters Private Limited ^</b>	10,229.83	10,229.83
	18,789 (31 March 2020: 18,789) Equity Shares of Rs. 10/- each		
	<b>Man USA Inc. *</b>	0.73	0.76
	1,000 (31 March 2020: 1,000) Equity Shares of USD 1/- each		
	<b>Total</b>	<b>13,216.31</b>	<b>13,320.59</b>
*	These investments has been considered as monetary items as per IND AS 21, hence cost has been revalued at year end rate.		
^	Refer note no.55		
<b>7</b>	<b>Non Current Trade Receivables</b>		
	Unsecured, Considered goods unless otherwise stated		
	Non current *	2,732.33	5,113.31
	Less :Allowance for expected credit loss	(213.81)	-
	<b>Total</b>	<b>2,518.52</b>	<b>5,113.31</b>
*	of above Rs.1,882.95 Lakhs (31 March 2020: Rs. 4,287.16 Lakhs) outstanding on account of matters in litigation.		
<b>8</b>	<b>Non-Current Financial Assets-Others</b>		
	Security deposit	78.01	78.55
	Lease deposit *	247.72	272.60
	Bank deposit maturing over one year ^	130.97	1,205.60
	<b>Total</b>	<b>456.70</b>	<b>1,556.75</b>
*	includes payment to related parties (Refer Note 44)		
^	held as lien by bank against bank guarantee and letter of credit amounting to Rs.124.11 Lakhs (31 March 2020: Rs. 1,205.60 Lakhs)		
<b>9</b>	<b>Non-Current Assets-Others</b>		
	Unsecured, considered good, unless otherwise stated		
	Advance to suppliers	51.18	29.09
	Capital advance *	3,100.00	3,100.00
	Advance for property^	7,026.18	7,026.18
	Others	223.98	223.98
	<b>Total</b>	<b>10,401.34</b>	<b>10,379.25</b>
*	Under litigation		
^	Advance given for purchase of under-construction property and considering the current situation of real estate industry, management believes to get the possession of the property soon.		
<b>10</b>	<b>Inventories</b>		
	Raw material	16,110.51	28,589.04
	Raw material in transit	1,639.60	77.80
	Work-in-progress	4,208.11	881.78
	Finished goods	7,311.41	4,643.34
	Stores and spares	3,886.45	3,768.20
	<b>Total</b>	<b>33,156.08</b>	<b>37,960.16</b>
<b>11</b>	<b>Investment</b>		
	Investments in equity instruments Quoted	62.16	2.06
	Investments in equity instruments Unquoted	0.01	0.01
	Investments in mutual Fund	0.39	-
	<b>Total</b>	<b>62.56</b>	<b>2.07</b>

**Notes on Financial Statements for the year ended 31st March 2021.**

(₹ In Lakhs)

Note No.	Particulars	As at 31st- March-2021	As at 31st- March-2020
	<b>Quoted Investments</b>		
	<b>Investments in equity instruments Carried at fair value through profit and loss</b>		
	<b>Everest Kant Cylinder Limited</b>		
	18763 (31 March 2020: 18763) Equity shares of Rs. 2/- each	14.69	2.06
	<b>Sirpur Paper Mills Limited</b>		
	18519 (31 March 2020: 18519) equity shares of Rs. 10/- each	-	-
	<b>GlaxoSmithKline Pharmaceuticals Limited</b>		
	850 (31 March 2020: NIL) equity shares of Rs. 10/- each	12.24	-
	<b>Heidelbergcement India Limited</b>		
	5000 (31 March 2020: NIL) equity shares of Rs. 10/- each	10.89	-
	<b>Indraprastha Gas Limited</b>		
	2850 (31 March 2020: NIL) equity shares of Rs. 2/- each	14.56	-
	<b>Minda Corporation Limited</b>		
	9700 (31 March 2020: NIL) equity shares of Rs. 2/- each	9.78	-
	<b>Total Current Investments</b>		
	Aggregate amount of quoted investments and market value thereof	62.16	2.06
	<b>Total</b>	<b>62.16</b>	<b>2.06</b>
	<b>Unquoted Investments</b>		
	Dombivali Nagari Sahakari Bank Limited	0.01	0.01
	30 (31 March 2020: 30) equity shares of Rs. 50/- each		
	<b>Total</b>	<b>0.01</b>	<b>0.01</b>
	<b>Investment in Mutual Fund</b>		
	Nippon India money market fund - Growth plan growth option (LQGPG) 12.294 units (31 March 2020: NIL) units of Rs. 1,000/- each	0.39	-
	<b>Total</b>	<b>0.39</b>	<b>-</b>
<b>12</b>	<b>Trade Receivables</b>		
	<b>Considered good, unless otherwise stated</b>		
	Unsecured	25,803.56	36,452.60
	Secured	37,724.87	6,254.71
	<b>Total</b>	<b>63,528.43</b>	<b>42,707.31</b>
<b>13</b>	<b>Cash And Cash Equivalents</b>		
	<b>Balances with banks:</b>		
	- in current accounts	1,694.15	12,402.13
	- in deposit accounts	-	33.00
	- cheques on hand	-	1,150.49
	Cash on hand	6.06	6.81
	<b>Total</b>	<b>1,700.21</b>	<b>13,592.43</b>
<b>14</b>	<b>Bank Balances Other Than Cash And Cash Equivalents</b>		
	Margin money deposits <sup>^</sup>	7,965.80	8,042.16
	Unpaid dividends - earmarked balances with banks*	521.42	515.16
	<b>Total</b>	<b>8,487.22</b>	<b>8,557.32</b>

<sup>^</sup> held as lien by bank against bank guarantee, letter of credit and term loan.

\* There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund as at 31st March, 2021.

## Notes on Financial Statements for the year ended 31st March 2021.

(₹ In Lakhs)

Note No.	Particulars	As at 31st- March-2021	As at 31st- March-2020
<b>15</b>	<b>Current Financial Asstes - Loans</b>		
	<b>Unsecured, considered good, unless otherwise stated</b>		
	Advances recoverable in cash or in kind or for value to be received:		
	Loans to employees	26.47	43.96
	Loans to related parties (Refer Note 44)	846.59	856.11
	Interest receivable	87.90	239.37
	<b>Total</b>	<b>960.96</b>	<b>1,139.44</b>
<b>16</b>	<b>Current Financial Assets - Others</b>		
	Advance tax less provision for tax of earlier years	505.36	832.89
	<b>Total</b>	<b>505.36</b>	<b>832.89</b>
<b>17</b>	<b>Other Current Assets</b>		
	Capital advance	49.36	224.64
	Advance to suppliers	257.69	3,629.82
	Prepaid expenses	1,028.90	1,075.58
	Deposits	200.00	-
	Statutory and other receivables	8,781.89	5,814.75
	<b>Total</b>	<b>10,317.84</b>	<b>10,744.79</b>
<b>18A</b>	<b>Share Capital</b>		
	<b>Authorised:</b>		
	80,000,000 (31 March 2020: 80,000,000) equity shares of Rs. 5/- each	4,000.00	4,000.00
	<b>Issued, Subscribed &amp; Paid-Up</b>		
	57,103,055 (31 March 2020: 57,103,055) equity shares of Rs. 5/- each	2,855.15	2,855.15

Notes:

**a Reconciliation of the number of the shares outstanding at the beginning and at the end of the year:**

Issued, Subscribed and Paid up Share Capital	As at 31st March 2021 No. of Shares	As at 31st March 2020 No. of Shares
Balance at the beginning of the year	5,71,03,055	5,71,03,055
Balance at the end of the year	5,71,03,055	5,71,03,055

**b Terms / rights attached to equity shares:**

The Company has one class of share capital, i.e., equity shares having face value of Rs. 5/- per share. Each holder of equity share is entitled to one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

**c Details of shareholders holding more than 5% shares in the Company:**

Particulars	%	As at 31st-March-2021 No. of Shares	%	As at 31st-March-2020 No. of Shares
Mr. Rameshchandra Mansukhani	24.09	1,37,54,992	24.09	1,37,54,992
Mr. Nikhil Mansukhani	6.28	35,86,285	6.11	34,91,285
Man Finance Private Limited	5.68	32,43,476	5.49	31,32,834

## Notes on Financial Statements for the year ended 31st March 2021.

(₹ In Lakhs)

Note No.	Particulars	As at 31st-March-2021	As at 31st-March-2020
<b>d</b>	<b>Money received against share warrants</b>		
	25% upfront payment	487.50	-
	<b>Total</b>	<b>487.50</b>	<b>-</b>

Money received against Share Warrants represents amounts received towards warrants which entitles the warrant holders the option to apply for and be allotted equivalent number of equity shares of the face value of Rs.5/ each.

During the current financial year, the Company has issued to its Promoters Group 3,000,000 warrants at a price of Rs. 65/- each entitling them for subscription of equivalent number of Equity Shares of Rs. 5/- each (including premium of Rs. 60/- each Share) under Regulation 28(1) of the SEBI (LODR) Regulations, 2015. The holder of the warrants would need to exercise the option to subscribe to equity shares before the expiry of 18 months from the date of allotment made on 9th November, 2020 upon payment of the balance 75% of the consideration of warrants.

- e The Company, in the previous five years, has not allotted any Bonus Shares, fully paid up Shares pursuant to contract(s) without payment being received in cash and has not bought back any Shares.

## 18B. Other Equity

(₹ In Lakhs)

Particulars	Reserves and Surplus			Foreign currency translation reserves	Money received against share warrants *	Total
	Securities Premium Reserve	General Reserve	Retained Earnings			
<b>Balance as at 1st April, 2019</b>	<b>9,433.32</b>	<b>9,733.52</b>	<b>47,803.96</b>	<b>357.61</b>	<b>-</b>	<b>67,328.41</b>
Profit / (Loss) for the year	-	-	5,398.02	-	-	5,398.02
Other comprehensive gains / (loss) for the year	-	-	-	-	-	-
- Remeasurements gains / (loss) on defined benefit plans	-	-	93.49	-	-	93.49
- Foreign currency translation differences	-	-	-	551.63	-	551.63
- Deferred Tax	-	-	(19.57)	43.10	-	23.53
Dividend	-	-	-	-	-	-
Dividend on Equity Shares	-	-	(1,427.57)	-	-	(1,427.57)
Corporate Dividend Distribution Tax	-	-	(293.44)	-	-	(293.44)
Transfer to General Reserve	-	539.80	(539.80)	-	-	-
Transition impact of Ind-AS 116	-	-	(69.90)	-	-	(69.90)
<b>Balance as at 31st March, 2020</b>	<b>9,433.32</b>	<b>10,273.32</b>	<b>50,945.19</b>	<b>952.34</b>	<b>-</b>	<b>71,604.18</b>
Profit / (Loss) for the year	-	-	10,062.56	-	-	10,062.56
Other comprehensive income / (loss) for the year	-	-	-	-	-	-
- Remeasurements gains / (loss) on defined benefit plans	-	-	6.10	-	-	6.10
- Foreign currency translation differences	-	-	-	(257.45)	-	(257.45)
- Deferred Tax	-	-	(1.53)	-	-	(1.53)
Dividend on Equity Shares	-	-	(1,142.06)	-	-	(1,142.06)
Transfer to General Reserve	-	1,006.26	(1,006.26)	-	-	-
Adjustment of Income Tax (earlier year)	-	-	(320.79)	-	-	(320.79)
Issue of share warrants	-	-	-	-	487.50	487.50
<b>Balance as at 31st March, 2021</b>	<b>9,433.32</b>	<b>11,279.58</b>	<b>58,543.21</b>	<b>694.89</b>	<b>487.50</b>	<b>80,438.50</b>

**Notes on Financial Statements for the year ended 31st March 2021.**

(₹ In Lakhs)

Note No.	Particulars	As at 31st- March-2021	As at 31st- March-2020
<b>19</b>	<b>Non-Current Financial Liabilities-Borrowings</b>		
	<b>Secured loans</b>		
	Term loans from banks		
	Foreign currency loan	375.25	5,301.13
	Rupee loan	284.63	69.17
	<b>Total</b>	<b>659.88</b>	<b>5,370.30</b>
	<b>Non Current Borrowings</b>		
	Foreign currency loan	-	1,522.08
	Rupee loan	203.13	11.25
	<b>Total</b>	<b>203.13</b>	<b>1,533.33</b>
	<b>Current Borrowings</b>		
	Current maturities of long term borrowing (refer note 28)		
	Foreign currency loan	375.25	3,779.05
	Rupee loan	81.50	57.92
	<b>Total</b>	<b>456.75</b>	<b>3,836.97</b>

**(a) Secured term loans from banks:**

FCNR(B) Loan from State Bank of India amounting to Rs.375.25 lakhs is secured primarily against 1st pari-passu charge on Company's entire Property, Plant & Equipment and 2nd charge on current assets.

Repayment Schedule

**Rate of interest**

**Repayment Schedule**

	2021-22	Total
6 Months libor + 5.00%	375.25	375.25

Car Loan from Kotak Mahindra Prime Limited balance amounting to Rs. 125.00 Lakhs (Previous year March 31, 2020 Rs. 47.82 Lakhs) is secured against the motor car.

Repayment Schedule of Car Loan

**Rate of interest**

**Repayment Schedule**

	2021-22	2022-23	2023-24	Total
9.5 % per annum	38.01	41.38	45.61	125.00

Car Loan from Axis Bank balance amounting to Rs. 12.32 lakhs (Previous year March 31, 2020 Rs.21.35 Lakhs) is secured against the motor car.

Repayment Schedule of Car Loan

**Rate of interest**

**Repayment Schedule**

	2021-22	2022-23	Total
8.52 % per annum	9.82	2.50	12.32

Car Loan from HDFC Bank balance amounting to Rs. 147.31 lakhs (Previous year March 31, 2020 Rs. NIL) is secured against the motor car.

Repayment Schedule of Car Loan

**Rate of interest**

**Repayment Schedule**

	2021-22	2022-23	2023-24	2024-25	Total
7.40 % per annum	33.66	36.24	39.01	38.40	147.31

**Notes on Financial Statements for the year ended 31st March 2021.**

(₹ In Lakhs)

Note No.	Particulars	As at	
		31st- March-2021	31st- March-2020
<b>20</b>	<b>Non Current Financial Liabilities - Trade Payables</b>		
	Others	84.44	11.00
	<b>Total</b>	<b>84.44</b>	<b>11.00</b>
<b>21</b>	<b>Non Current Financial Liabilities - Lease Liabilities</b>		
	Lease liabilities	1,169.50	1,534.41
	Less : Current portion (refer note 27)	(409.42)	(360.58)
	<b>Total</b>	<b>760.08</b>	<b>1,173.83</b>
<b>22</b>	<b>Non-Current Provisions</b>		
	Employee benefits	128.25	117.09
	<b>Total</b>	<b>128.25</b>	<b>117.09</b>
<b>23</b>	<b>Taxation</b>		
	The major components of income tax items charged or credited directly to the profit or loss during the year:		
	Current income tax:	<b>2020-21</b>	<b>2019-20</b>
	Current Income tax charge	3,701.54	2,259.43
	Deferred tax expense / (benefit):		
	Relating to origination and reversal of temporary differences (continuing operations)	(117.06)	(1,284.09)
	<b>Total tax expense</b>	<b>3,584.48</b>	<b>975.34</b>
	<b>Income Tax expense</b>		
	<b>Reconciliation</b>		
	Profit before income tax	13,647.04	6,373.36
	Taxable Income tax rate in India applicable to Company	25.168%	25.168%
	Tax Amount	3,434.68	1,604.05
	Tax effect of amounts which are not deductible (Taxable) in calculating taxable income	262.37	655.38
	Income not considered for tax purpose	(563.53)	(12.83)
	Expense not allowed for tax purpose	4,981.02	6,360.07
	Additional allowances for tax purpose	(3,375.01)	(3,743.22)
	Additional allowances for capital gain	26.16	-
	Tax paid at lower rate	4.49	-
	<b>Income tax expense charged to the statement of profit and loss</b>	<b>3,701.54</b>	<b>2,259.43</b>

**Deferred tax relates to the following:**

Particulars	Balance Sheet		Recognised in statement of profit or loss		Recognised in statement of OCI	
	As at	As at	2020-21	2019-20	2020-21	2019-20
	31/03/21	31/03/20				
Depreciation (Other than Right-of-Use Assets)	2,626.97	2,729.17	(102.19)	(1,287.75)	-	-
Gratuity Provision	(41.61)	(39.82)	(3.32)	17.84	1.53	19.57
Ind AS Effect	(40.06)	(28.51)	(11.55)	(14.19)	-	-
Foreign Currency translation Reserve		-		-		(43.10)
	<b>2,545.30</b>	<b>2,660.84</b>	<b>(117.06)</b>	<b>(1,284.09)</b>	<b>1.53</b>	<b>(23.53)</b>

**Notes on Financial Statements for the year ended 31st March 2021.**

(₹ In Lakhs)

Note No.	Particulars	As at 31st- March-2021	As at 31st- March-2020
	<b>Reconciliation of deferred tax assets / (liabilities) net:</b>		
	Opening balance as of 1st April	2,660.84	3,968.46
	Tax income / (expense) during the period recognised in profit or loss	(117.06)	(1,284.09)
	Tax income / (expense) during the period recognised in OCI	1.53	(23.53)
	<b>Closing balance</b>	<b>2,545.30</b>	<b>2,660.84</b>
<b>24</b>	<b>Other Non-Current Liabilities</b>		
	Others	364.53	364.53
	<b>Total</b>	<b>364.53</b>	<b>364.53</b>
<b>25</b>	<b>Current Financial Liabilities - Borrowings</b>		
	<b>Secured loans</b>		
	<b>Working capital demand loan from banks</b>		
	Foreign currency loan	12,623.17	-
	Rupee loan	15,102.71	22,478.32
		27,725.88	22,478.32
	<b>Unsecured loans</b>		
	Foreign currency loan (From related party Refer Note 44)	731.27	758.33
		731.27	758.33
	<b>Total</b>	<b>28,457.15</b>	<b>23,236.65</b>
	Working Capital facilities by banker's are secured by first pari passu charge on entire current assets and second pari passu charges on the immovable properties of the Company.		
<b>26</b>	<b>Current Financial Liabilities - Trade Payables</b>		
a	Dues of micro and small enterprises	821.58	468.53
b	Dues of creditors other than micro and small enterprises		
	Unsecured	5,781.46	4,626.16
	Secured	45,149.41	50,858.39
		50,930.87	55,484.55
	<b>Total</b>	<b>51,752.45</b>	<b>55,953.08</b>
	Refer Note 51 for due to supplier registered under MSME Act.		
<b>27</b>	<b>Current Financial Liabilities - Lease Liabilities</b>		
	Lease liabilities	409.42	360.58
	<b>Total</b>	<b>409.42</b>	<b>360.58</b>
<b>28</b>	<b>Current-Other Financial Liabilities</b>		
	<b>Financial Liabilities at amortised cost:</b>		
	Current maturities of long-term debt from bank (refer note 19)		
	Foreign currency Loan	375.25	3,779.05
	Rupee loan	81.50	57.92
		456.75	3,836.97
	Interest accrued but not due	210.62	688.28
	Interest accrued and due	49.17	131.30
	Outstanding expenses	1,945.02	1,381.24
	Unpaid dividend	521.42	515.15
	<b>Total</b>	<b>3,182.98</b>	<b>6,552.94</b>



**Notes on Financial Statements for the year ended 31st March 2021.**

(₹ In Lakhs)

Note No.	Particulars	As at 31st- March-2021	As at 31st- March-2020
<b>29</b>	<b>Other Current Liabilities</b>		
	Advances from customers	6,274.40	14,605.22
	Other payables:		
	Statutory dues	169.69	97.77
	Others	-	650.61
	<b>Total</b>	<b>6,444.09</b>	<b>15,353.61</b>
<b>30</b>	<b>Short-Term Provisions</b>		
	Employee benefits	489.35	378.86
	<b>Total</b>	<b>489.35</b>	<b>378.86</b>
<b>31</b>	<b>Tax Assets / Liabilities (Net)</b>		
	Current tax liabilities	965.40	934.43
	<b>Total</b>	<b>965.40</b>	<b>934.43</b>
Note No.	Particulars	Year Ended 31st- March-2021	Year Ended 31st- March-2020
<b>32</b>	<b>Revenue From Operations</b>		
	Sale of products	2,04,504.37	1,71,222.53
	Sale of services	298.84	359.80
	Other operating income	2,714.96	4,326.80
	<b>Total</b>	<b>2,07,518.17</b>	<b>1,75,909.13</b>
<b>33</b>	<b>Other Income</b>		
	Interest income *	428.23	730.59
	Dividend income	0.12	-
	Gain on sale of investments	118.36	-
	Foreign exchange gain/(loss)	1,635.57	(41.02)
	Others	893.52	961.85
	<b>Total</b>	<b>3,075.80</b>	<b>1,651.42</b>
	* includes income from related parties (Refer note 44)		
<b>34</b>	<b>Cost Of Materials Consumed</b>		
	Opening stock	28,666.84	13,594.60
	Add: Purchases	1,17,352.24	1,31,713.65
	Less: Closing stock	17,750.11	28,666.84
	<b>Total</b>	<b>1,28,268.97</b>	<b>1,16,641.41</b>
<b>35</b>	<b>Purchases Of Stock-In-Trade</b>		
	Purchases of stock-in-trade	17,691.17	10,033.03
	<b>Total</b>	<b>17,691.17</b>	<b>10,033.03</b>
<b>36</b>	<b>Changes In Inventories Of Finished Goods, Work-In-Progress And Stock-In-Trade</b>		
	Closing stock:		
	Finished goods	7,311.41	4,643.35
	Work-in-progress	4,208.11	881.78
	<b>Total</b>	<b>11,519.52</b>	<b>5,525.13</b>

## Notes on Financial Statements for the year ended 31st March 2021.

(₹ In Lakhs)

Note No.	Particulars	Year Ended 31st- March-2021	Year Ended 31st- March-2020
	Opening stock:		
	Finished goods	4,643.35	1,157.11
	Work-in-progress	881.78	4,007.17
	<b>Total</b>	<b>5,525.13</b>	<b>5,164.28</b>
	<b>Total Changes in Inventories of Finished Goods, Work in Progress</b>	<b>(5,994.39)</b>	<b>(360.84)</b>
<b>37</b>	<b>Employee Benefits Expense</b>		
	Salaries, wages and bonus	4,827.62	4,799.11
	Contribution to provident fund and other funds	232.96	299.82
	Staff welfare expenses	351.75	297.24
	<b>Total</b>	<b>5,412.33</b>	<b>5,396.17</b>
<b>38</b>	<b>Finance Costs</b>		
	Interest on loans	3,362.66	4,425.07
	Interest on lease liabilities	160.07	128.93
	Interest on others	49.17	70.01
	Bank charges / loan processing fees	1,702.17	1,817.49
	<b>Total</b>	<b>5,274.07</b>	<b>6,441.50</b>
<b>39</b>	<b>Depreciation Expenses</b>		
	Depreciation:		
	Property, plant and equipments	4,240.41	4,976.28
	Right-of-use assets	396.70	254.89
	<b>Total</b>	<b>4,637.11</b>	<b>5,231.17</b>
<b>40</b>	<b>Other Expenses</b>		
	Manufacturing Expenses		
	Consumption of stores and packing materials	4,279.86	3,576.20
	Repairs to plant and machinery	194.36	166.95
	Power expense	3,136.44	2,621.23
	Jobwork charges	166.84	1,145.23
	Labour charges	2,409.01	2,104.00
	Others	529.39	431.86
		<b>10,715.90</b>	<b>10,045.47</b>
	Selling and Distribution Expenses		
	Commission on sales	4,051.65	1,313.72
	Freight and forwarding charges	16,295.13	10,754.93
	Bad debts	6,979.34	893.28
	Allowance for expected credit loss	213.81	-
	Others*	1,705.39	2,436.56
		<b>29,245.32</b>	<b>15,398.49</b>
	Administrative expenses		
	Insurance	162.82	219.98
	Professional fees *	822.63	910.18
	Rentals including lease rentals *	12.83	12.58
	Repairs to other	85.26	80.27
	Repairs to building	31.94	27.10
	Rates and taxes	22.25	34.26
	Expenditure incurred for CSR (note No 52)	176.73	103.63
	Payment to auditor:		

## Notes on Financial Statements for the year ended 31st March 2021.

(₹ In Lakhs)

Note No.	Particulars	Year Ended 31st-March-2021	Year Ended 31st-March-2020
	- Statutory audit Fees	15.00	15.00
	- Other services	3.63	2.92
	Others	363.36	704.46
		<u>1,696.45</u>	<u>2,110.38</u>
	<b>Total</b>	<b><u>41,657.67</u></b>	<b><u>27,554.34</u></b>

\* includes payment to related parties (Refer note 44)

### 41 Leases

#### Accounting policy Company as a lessee

The Company's lease asset classes primarily consist of leases for Office Building and Plant & Machinery. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether : (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short-term and low-value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. The Company measures the lease liability at the present value of the lease payments that are not paid at the Commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole.

The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The company recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in statement of profit and loss.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or

## Notes on Financial Statements for the year ended 31st March 2021.

(₹ In Lakhs)

Note No.	Particulars	As at 31st- March-2021	As at 31st- March-2020
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changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Company changes its assessment of whether it will exercise an extension or a termination option.

Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

The weighted average incremental borrowing rate applied to lease liabilities as at April 1, 2020 is 11.68%  
The aggregate depreciation expense on ROU assets is included under depreciation and amortization expense in the Statement of Profit and Loss.

The break-up of current and non-current lease liabilities is as follows

Current lease liabilities	409.42	360.58
Non-current lease liabilities	760.08	1,173.83
<b>Total</b>	<b>1,169.49</b>	<b>1,534.42</b>

The details of the contractual maturities of lease liabilities as at March 31, 2021 on an undiscounted basis are as follows :

Less than one year	525.06	526.99
One to five years	842.29	1,369.03
<b>Total</b>	<b>1,367.35</b>	<b>1,896.02</b>

### 42 Contingent Liabilities & Legal Cases

#### a Contingent Liabilities: (to the extent not provided for)

(a) Claims against the company not acknowledged as debts:

Guarantees / Letter of Credit outstanding	38,373.85	92,698.40
(b) Entry Tax / Sales Tax/VAT liability matters ^	366.77	366.77
(c) Excise duty/Customs duty/ Service tax liability / Goods & Service Tax matters ^	2,267.11	2,262.15
(d) Income tax matters*^	2,438.07	2,438.07

Legal Cases

- Midcontinent express pipeline LLC, USA	778.64	778.64
-Sebi	25.00	25.00

\* includes matters amounting to Rs. 2014.37 lakhs, the outcome of the first level of appeal proceedings is in favour of the company, which has been challenged by the Income Tax Department at the Hon'ble Tribunal level.

^The management including its tax advisors expect that its position will likely be upheld on ultimate resolution and will not have material adverse effect on the Company's financial position and result of operation.

## Notes on Financial Statements for the year ended 31st March 2021.

(₹ In Lakhs)

Note No.	Particulars	As at 31st-March-2021	As at 31st-March-2020
<b>b</b>	<b>Arbitration &amp; Legal Cases</b>		
	Arbitration & legal cases pending before the various forum for settlement/recovery of outstanding dues	13,324.46	13,580.33

The management, based on the legal opinion received and considering various force majeure issues involved, is of the view that the chances of recovery of these amounts are very high and further viewed that pending outcome these would not be any material impact on cash flows and profitability of the company. In view of the same, Company has not made any provisions.

### 43 Remuneration to Directors

Note No.	Particulars	Year Ended 31st-March-2021	Year Ended 31st-March-2020
	Salaries and perquisite	1,049.43	946.77
	Sitting fees	7.80	9.50
	<b>Total</b>	<b>1,057.23</b>	<b>956.27</b>

### 44 Disclosures As Required By Indian Accounting Standard (Ind As) 24 Related Party Disclosures

SR. NO.	Name of the Related Party / Country of Incorporation	As at 31st-March-2021	As at 31st-March-2020
	<b>Subsidiaries:</b>		
1	Man Overseas Metal DMCC - UAE	100%	100%
2	Man USA Inc - USA	100%	100%
3	Merino Shelters Private Limited - India	100%	100%

#### Key Management Personnel:

- 1 Mr. Rameshchandra Mansukhani (Chairman)
- 2 Mr. Nikhil Mansukhani (Executive Director)
- 3 Mrs. Heena Kalantri (Director)

#### Relative of Key Managerial Personnel

- 1 Mrs. Deepa Mansukhani

#### Enterprises controlled or significantly influenced by key management personnel or their relatives with whom transaction have occurred

- 1 M Concepts Retail LLP
- 2 Limitless Contracting Private Limited
- 3 TMW Fintech Pvt Ltd (formerly known as "The Mobile Wallet Private Limited")
- 4 Man Finance Private Limited

#### The following transactions were carried out with the related parties in the ordinary course of business:

##### 1 Subsidiary Company

Note No.	Particulars	Year Ended 31st-March-2021	Year Ended 31st-March-2020
	Man Overseas Metal, DMCC		
	Loan taken (Net)	(27.06)	(20.66)
	Service charges paid	129.35	553.17
	Merino Shelters Private Limited		
	Loan given (Net)	(9.51)	(2.04)
	Interest income	-	85.75

## Notes on Financial Statements for the year ended 31st March 2021.

(₹ In Lakhs)

Note No.	Particulars	Year Ended 31st- March-2021	Year Ended 31st- March-2020
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### 2 Enterprises over which Key Managerial Personnel are able to Exercise Significant Influence

#### M Concepts Retail LLP

Professional fees

36.00

49.75

#### Man Finance Private Limited

Money received towards share warrants

487.50

-

#### Limitless Contracting Private Limited

Loan given (Net)

-

(1,080.38)

Interest income

-

49.85

#### TMW Fintech Pvt Ltd (formerly known as "The Mobile Wallet Private Limited")

Sundry purchases

-

2.80

### 3 Key Managerial Personnel and Relative of Key Managerial Personnel

Salary and bonus

1,049.43

946.77

Sitting Fees

2.40

2.45

Rental charges

265.94

265.94

Interest income on rental deposit<sup>^</sup>

12.11

12.67

#### Details of Outstanding Balance to Related Parties

Note No.	Particulars	As at 31st- March-2021	As at 31st- March-2020
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### 1 Subsidiary Company

#### Man Overseas Metal, DMCC\*

Investment in equity shares

2,985.75

3,090.00

Loan (Taken) / Given

(731.27)

(758.33)

#### Man USA Inc.\*

Investment in equity shares

0.73

0.76

#### Merino Shelters Private Limited

Investment in equity shares

10,229.83

10,229.83

Loan given

846.59

856.11

### 2 Key Managerial Personnel and Relative of Key Managerial Personnel

Lease deposit<sup>^</sup>

101.09

125.14

<sup>^</sup> The movement is due to IND AS Effect

\* These balance have been considered as monetary item as per IND AS 21, hence the same have been revalued at year end rate.

## Notes on Financial Statements for the year ended 31st March 2021.

(₹ In Lakhs)

Note No.	Particulars	Year Ended 31st-March-2021	Year Ended 31st-March-2020
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### 45 Earnings Per Share

Earnings Per Share has been computed as under:

Profit/(Loss) for the year	10,062.56	5,398.02
Weighted average number of equity shares outstanding	5,71,03,055	5,71,03,055
Basic earning per share (Face value of Rs 5/ per share)	17.62	9.45
Diluted earning per share (Face value of Rs 5/ per share) *	16.74	9.45

\* Assuming full conversion of 30,00,000 convertible warrants issued on preferential basis as per SEBI (LODR) Regulation, 2015

### 46 Capital Management

#### Risk Management

The primary objective of the Company's capital management is to maximise shareholder value. The Company monitors capital using debt-equity ratio, which is total debt divided by total capital.

For the purposes of the Company's capital management, the Company considers the following components of its balance sheet to be managed capital.

Total equity as shown in the balance sheet includes general reserve, retained earnings, share capital, security premium. Total debt includes current debt plus non-current debt.

(₹ In Lakhs)

Note No.	Particulars	As at 31st-March-2021	As at 31st-March-2020
	Total debt	29,117.02	28,606.94
	Total equity	83,293.65	74,459.33
	Debt-equity ratio	0.35	0.38

Our historical experience of collecting receivables is supported by low level of past default and hence the credit risk is perceived to be low.

### 47 Fair Value Measurement

Particulars	31st-March-2021		31st-March-2020	
	FVTPL	Amortised cost	FVTPL	Amortised cost
<b>Financial assets</b>				
Investments:				
Equity instruments	62.57	-	2.06	-
Trade receivables	-	66,046.95	-	47,820.62
Loans	-	960.96	-	1,139.44
Security Deposit	-	78.01	-	78.55
Lease Deposit	-	247.72	-	272.60
Bank Deposit maturing over one Year	-	130.97	-	1,205.60
Cash and bank balances	-	10,187.43	-	22,149.75
Other financial assets	-	505.36	-	832.89
<b>Total Financial assets</b>	<b>62.57</b>	<b>78,157.40</b>	<b>2.06</b>	<b>73,499.45</b>

## Notes on Financial Statements for the year ended 31st March 2021.

### 47 Fair Value Measurement

Particulars	31st-March-2021		31st-March-2020	
	FVTPL	Amortised cost	FVTPL	Amortised cost
<b>Financial liabilities</b>				
Borrowings	-	28,660.27	-	24,769.98
Trade payables	-	51,836.90	-	55,964.09
Other liabilities	-	3,182.98	-	6,552.94
Lease Liabilities		1,169.49		1,534.42
<b>Total financial liabilities</b>	<b>-</b>	<b>84,849.64</b>	<b>-</b>	<b>88,821.43</b>

#### a) Fair value hierarchy

This section explains the judgement and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the Financial Statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

#### i) Financial assets and liabilities measured at fair value - recurring fair value measurements at March 31 2021

Particulars	Note	Level 1	Level 2	Level 3	Total
Financial assets					
Financial investments at FVTPL:					
Quoted Equity shares & Mutual Fund	11	62.55	-	-	62.55
Unquoted Equity Shares	11	-	0.01	-	0.01
<b>Total financial assets</b>		<b>62.55</b>	<b>0.01</b>	<b>-</b>	<b>62.56</b>

#### ii) Financial assets and liabilities which are measured at amortised cost for which fair values are disclosed at March 31, 2021

Particulars	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Trade receivables	7 & 12	-	-	66,046.95	66,046.95
Loans	15	-	-	960.96	960.96
Security Deposit	8	-	-	78.01	78.01
Lease Deposit	8	-	-	247.72	247.72
Bank Deposit maturing over one Year	8	-	-	130.97	130.97
Cash and bank balances	13 & 14	-	-	10,187.43	10,187.43
Other financial assets	16			505.36	505.36
<b>Total financial assets</b>		<b>-</b>	<b>-</b>	<b>78,157.40</b>	<b>78,157.40</b>

Particular	Notes	Level 1	Level 2	Level 3	Total
<b>Financial liabilities</b>					
Borrowings					
Non Current	19	-	-	203.13	203.13
Current	25	-	-	28,457.15	28,457.15
Trade payables					
Non Current	20	-	-	84.44	84.44
Current	26	-	-	51,752.45	51,752.45
Other liabilities	28	-	-	3,182.98	3,182.98
Lease Liabilities	21 & 27			1,169.49	1,169.49
<b>Total financial liabilities</b>		<b>-</b>	<b>-</b>	<b>84,849.64</b>	<b>84,849.64</b>



## Notes on Financial Statements for the year ended 31st March 2021.

### iii) Financial assets and liabilities measured at fair value - recurring fair value measurements at March 31 2020

Particulars	Notes	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>					
Financial investments at FVTPL:					
Quoted Equity shares & Mutual Fund	11	2.06	-	-	2.06
Unquoted Equity Shares	11	-	0.01	-	0.01
<b>Total financial assets</b>		<b>2.06</b>	<b>0.01</b>	<b>-</b>	<b>2.07</b>

### iv) Financial assets and liabilities which are measured at amortised cost for which fair values are disclosed at March 31 2020

Particulars	Note	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>					
Trade receivables	7 & 12	-	-	47,820.62	47,820.62
Loans	15	-	-	1,139.44	1,139.44
Security Deposit	8	-	-	78.55	78.55
Lease Deposit	8	-	-	272.60	272.60
Bank Deposit maturing over one Year	8	-	-	1,205.60	1,205.60
Cash and bank balances	13 & 14	-	-	22,149.75	22,149.75
Other financial assets	16	-	-	832.89	832.89
<b>Total financial assets</b>		<b>-</b>	<b>-</b>	<b>73,499.45</b>	<b>73,499.45</b>
<b>Financial liabilities</b>					
Borrowings					
Non Current	19	-	-	1,533.33	1,533.33
Current	25	-	-	23,236.65	23,236.65
Trade payables				-	-
Non Current	20	-	-	11.00	11.00
Current	26	-	-	55,953.08	55,953.08
Other liabilities	28	-	-	6,552.94	6,552.94
Lease Liabilities	21 & 27	-	-	1,534.42	1,534.42
<b>Total financial liabilities</b>		<b>-</b>	<b>-</b>	<b>88,821.42</b>	<b>88,821.42</b>

There were no transfers between any levels during the year.

#### Level 1:

Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments and mutual funds that have a 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 net assets value (NAV)

#### Level 2:

The fair value of financial instruments that are not traded in an active market (for example over-the-counter derivatives) 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 is not based on observable market data, the instrument is included in level 3.

### b) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves.

## Notes on Financial Statements for the year ended 31st March 2021.

- iii) the fair value of forward foreign exchange contracts are determined using forward exchange rates at the Balance Sheet date
  - iv) the fair value of foreign currency option contracts is determined using the Black Scholes valuation model.
  - v) the fair value of the remaining financial instruments is determined using discounted cash flow analysis.
- All of the resulting fair value estimates are included in level 1 and 2.

### c) Valuation processes

The finance department of the Company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. This team reports directly to the Chief Financial Officer (CFO).

### d) Fair value of financial assets and liabilities measured at amortised cost

Particulars	As at March 31, 2021		As at March 31, 2020	
	Carrying amount	Fair value	Carrying amount	Fair value
<b>Financial assets:</b>				
Trade receivables	66,046.95	66,046.95	47,820.62	47,820.62
Loans	960.96	960.96	1,139.44	1,139.44
Security Deposit	78.01	78.01	78.55	78.55
Lease Deposit	247.72	247.72	272.60	272.60
Bank Deposit maturing over one Year	130.97	130.97	1,205.60	1,205.60
Cash and bank balances	10,187.43	10,187.43	22,149.75	22,149.75
Other financial assets	505.36	505.36	832.89	832.89
<b>Total financial assets</b>	<b>78,157.40</b>	<b>78,157.40</b>	<b>73,499.45</b>	<b>73,499.45</b>
<b>Financial liabilities</b>				
Borrowings	28,660.27	28,660.27	24,769.98	24,769.98
Trade payables	51,836.90	51,836.90	55,964.09	55,964.09
Other liabilities	3,182.98	3,182.98	6,552.94	6,552.94
Lease Liabilities	1,169.49	1,169.49	1,534.42	1,534.42
<b>Total financial liabilities</b>	<b>84,849.64</b>	<b>84,849.64</b>	<b>88,821.42</b>	<b>88,821.42</b>

The carrying amounts of trade receivables, trade payables, other receivables, short-term security deposits, bank deposits with more than 12 months maturity, capital creditors and cash and cash equivalents including bank balances other than cash and cash equivalents are considered to be the same as their fair values due to the current and short-term nature of such balances.

The fair values of non-current borrowings are based on discounted cash flows using a current borrowing rate.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

## 48 Financial Risk Management

Risk Management is an integral part of the business practices of the Company. The framework of Risk Management concentrates on formalising a system to deal with the most relevant risks, building on existing Management practices, knowledge and structures. The Company has developed and implemented a comprehensive Risk Management System to ensure that risks to the continued existence of the Company as a going concern and to its growth are identified and remedied on a timely basis. While defining and developing the formalised Risk Management System, leading standards and practices have been considered. The Risk Management System is relevant to business reality, pragmatic and simple and involves the following:

- i. Risk identification and definition – Focused on identifying relevant risks, creating, updating clear definitions to ensure undisputed understanding along with details of the underlying root causes contributing factors.
- ii. Risk classification – Focused on understanding the various impacts of risks and the level of influence on its root causes. This involves identifying various processes generating the root causes and clear understanding of risk interrelationships.

## Notes on Financial Statements for the year ended 31st March 2021.

- iii. Risk assessment and prioritisation – Focused on determining risk priority and risk ownership for critical risks. This involves assessment of the various impacts taking into consideration risk appetite and existing mitigation controls.
- iv. Risk mitigation – Focused on addressing critical risks to restrict their impact(s) to an acceptable level (within the defined risk appetite). This involves a clear definition of actions, responsibilities and milestones.
- v. Risk reporting and monitoring – Focused on providing to the Board and the Audit Committee periodic information on risk profile evolution and mitigation plans.

### a) Management of liquidity risk

The Company's principal sources of liquidity are cash and cash equivalents, borrowings and the cash flow that is generated from operations. The Company believes that current cash and cash equivalents, tied up borrowing lines and cash flow that is generated from operations is sufficient to meet requirements. Accordingly, liquidity risk is perceived to be low.

The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows as at the Balance sheet date:

Particulars	Note	Carrying amount	Less than 12 months	More than 12 months	Total
<b>As at March 31, 2021</b>					
Borrowings					
Non-current	19	203.13	-	203.13	203.13
Current	25	28,457.15	28,457.15	-	28,457.15
Trade payables					
Non-current	20	84.44	-	84.44	84.44
Current	26	51,752.45	51,752.45	-	51,752.45
Other liabilities	28	3,182.98	3,182.98	-	3,182.98
Lease Liabilities					
Non-current	21	760.08	-	760.08	760.08
Current	27	409.42	409.42	-	409.42
<b>As at March 31, 2020</b>					
Borrowings					
Non-current	19	1,533.33	-	1,533.33	1,533.33
Current	25	23,236.65	23,236.65	-	23,236.65
Trade payables					
Non-current	20	11.00	-	11.00	11.00
Current	26	55,953.08	55,953.08	-	55,953.08
Other liabilities	28	6,552.94	6,552.94	-	6,552.94
Lease Liabilities					
Non-current	21	1,173.83	-	1,173.83	1,173.83
Current	27	360.58	360.58	-	360.58

### 49 Management of market risk

The Company's size and operations result in it being exposed to the following market risks that arise from its use of financial instruments:

- i. Price risk,
- ii. Interest rate risk; and
- iii. Foreign exchange risk

The above risks may affect the Company's income and expenses, or the value of its financial instruments. The objective of the Company's Management of market risk is to maintain this risk within acceptable parameters, while optimising returns. The Company's exposure to, and Management of, these risks is explained below:

## Notes on Financial Statements for the year ended 31st March 2021.

Potential impact of risk	Management policy	Sensitivity to risk
<b>1. Price Risk</b>		
<p>The Company is mainly exposed to the price risk due to its investments in equity instruments. The price risk arises due to uncertainties about the future market values of these investments.</p> <p>Equity price risk is related to the change in market reference price of the investments in equity securities.</p> <p>In general, these securities are not held for trading purposes. These investments are subject to changes in the market price of securities. The fair value of quoted equity, mutual fund and bond instruments classified as fair value through Profit and Loss account as at March 31, 2021 is Rs. 62.56 lakhs (March 31, 2020: Rs. 2.06 lakhs).</p>	<p>In order to manage its price risk arising from investments in equity instruments, the Company maintains its portfolio in accordance with the framework set by the Risk Management policies.</p> <p>Any new investment or divestment must be approved by the Board of Directors, Chief Financial Officer and Risk Management Committee.</p>	<p>As an estimation of the approximate impact of price risk, with respect to investments in equity instruments, the Company has calculated the impact as follows:</p> <p>For equity instruments, a 5% increase in prices would have led to approximately an additional Rs. 3.13 lakhs gain in profit and loss account (2019-20 Rs. 0.10 lakhs). A 5% decrease in prices would have led to an equal but opposite effect.</p>
<b>2. Interest rate risk</b>		
<p><b>Financial Liabilities:</b> The Company is mainly exposed to interest rate risk due to its variable interest rate borrowings. The interest rate risk arises due to uncertainties about the future market interest rate of these borrowings.</p> <p>As at March 31, 2021, the exposure to interest rate risk due to variable interest rate borrowings amounted to Rs. 29,116.72 lakhs (March 31, 2020: Rs. 28,606.96 lakhs)</p>	<p><b>Financial Liabilities:</b> In order to manage its interest rate risk arising from variable interest rate borrowings, the Company uses Interest rate swaps to hedge its exposure to future market interest rates whenever appropriate.</p> <p>The hedging activity is undertaken in accordance with the framework set by the Risk Management Committee and supported by the Treasury department.</p>	<p><b>Financial Liabilities:</b> As an estimation of the approximate impact of the interest rate risk, with respect to financial instruments, the Company has calculated the impact of a 50 bps change in interest rates. A 50 bps decrease in interest rates would have led to approximately an additional Rs. 145.38 lakhs (2019-20: Rs. 143.03 lakhs) gain in profit and loss account. A 50 bps increase in interest rates would have led to an equal but opposite effect.</p>
<b>3. Foreign Exchange risk</b>		
<p>The Company has international operations and is exposed to foreign exchange risk arising from foreign currency transactions. Foreign exchange risk arises from future commercial transactions and recognised Financial assets and liabilities denominated in a currency that is not the Company's functional currency (INR). The risk also includes highly probable foreign currency cash flows. The objective of the cash flow hedges is to minimise the volatility of the INR cash flows of highly probable forecast transactions.</p>	<p>The Company has exposure arising out of export, import, loans and other transactions other than Company's functional currency. The Company hedges its foreign exchange risk using foreign exchange forward contracts and currency options after considering the natural hedge. The same is within the guidelines laid down by Company's risk Management policy.</p>	<p>As an estimation of the approximate impact of the foreign exchange rate risk, with respect to Financial Statements, the Company has calculated the impact of a 2% increase in the spot price as on the reporting date would have led to an increase in additional Rs. 311.61 lakhs (2019-20: Rs. 811.84 lakhs) as loss in Profit and Loss account. A 2% decrease would have led to an increase an equal but opposite effect</p>

## Notes on Financial Statements for the year ended 31st March 2021.

### Foreign currency risk exposure:

The Company's exposure to foreign currency risk at the end of the reporting period expressed in Rs. Lakhs, are as follows:

Particulars	31-Mar-21					31-Mar-20				
	USD	KWD	EURO	AED	OMR	USD	KWD	EURO	AED	OMR
<b>Financial assets</b>										
Trade receivables	12,684.11	563.46	282.78	-	31,203.90	14,789.33	575.17	-	-	-
Others	0.73	-	-	2,986.95	-	641.25	-	-	3,091.24	-
Less:										
Foreign exchange forward contracts	2,287.85	-	-	-	-	13,946.70	-	-	-	-
<b>Net exposure to foreign currency risk (assets)</b>	<b>10,396.99</b>	<b>563.46</b>	<b>282.78</b>	<b>2,986.95</b>	<b>31,203.90</b>	<b>1,483.88</b>	<b>575.17</b>	<b>-</b>	<b>3,091.24</b>	<b>-</b>
<b>Financial liabilities</b>										
Advances received from customer	803.86	-	5,019.22	-	-	-	-	8,276.92	-	-
Borrowings	13,042.58	-	-	-	-	5,301.13	-	-	758.35	-
Trade payables	36,739.92	-	729.69	-	1,012.15	26,605.26	-	41.45	-	-
Others	128.65	-	-	-	-	-	-	-	-	-
Less:										
Hedged through derivatives (includes hedges for highly probable transactions upto next 12 months)										
Foreign exchange forward contracts	2,199.41	-	-	-	-	-	-	-	-	-
<b>Net exposure to foreign currency risk (liabilities)</b>	<b>48,515.60</b>	<b>-</b>	<b>5,748.91</b>	<b>-</b>	<b>1,012.15</b>	<b>31,906.38</b>	<b>-</b>	<b>8,318.37</b>	<b>758.35</b>	<b>-</b>

### I) Management of credit risk

Credit risk is the risk of financial loss to the Company if a customer or counter-party fails to meet its contractual obligations.

#### Trade receivables

Concentrations of credit risk with respect to trade receivables are limited, due to the Company's customer base being large, diverse and across sectors and countries. All trade receivables are reviewed and assessed for default on a quarterly basis.

Our historical experience & collecting receivables is supported by low level of past default and hence the credit risk is perceived to be low.

#### Other financial assets

The Company maintains exposure in cash and cash equivalents, term deposits with banks, and loans to subsidiary companies. Individual risk limits are set for each counter-party based on financial position, credit rating and past experience. Credit limits and concentration of exposures are actively monitored by the Treasury department of the Company.

#### Impact of hedging activities

The Company does not follow the hedge accounting in view of natural hedge.

## Notes on Financial Statements for the year ended 31st March 2021.

(₹ In Lakhs)

Note No.	Particulars	Year Ended 31st-March-2021	Year Ended 31st-March-2020
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### 50 Disclosures As Required By Indian Accounting Standard (Ind As) 19 Employee Benefits

- a Defined contribution plans: Amount of Rs.186.77 Lakhs (Previous year Rs. 237.85 Lakhs) is recognised as an expense and included in Employee benefits expense as under the following defined contribution plans:

#### Benefits (Contribution to):

Provident fund	185.69	236.73
Employee state insurance scheme	0.85	0.89
Labour welfare scheme	0.22	0.23

#### Total

<b>186.76</b>	<b>237.85</b>
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### b Defined benefit plans:

#### Gratuity:

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

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

(₹ In Lakhs)

Note No.	Particulars	As at 31st-03-2021	As at 31st-03-2020
<b>I</b>	<b>Change in present value of defined benefit obligation during the year</b>		
1	Present Value of defined benefit obligation at the beginning of the year	269.08	335.11
2	Interest cost	16.10	25.80
3	Current service cost	37.39	44.96
4	Past service cost	-	-
5	Liability transfer from other Group	-	-
6	Liability transferred out/divestment	-	-
7	Benefits paid directly by employer	-	-
8	Benefits paid	(36.55)	(42.73)
9	Actuarial changes arising from changes in demographic assumptions	-	(0.06)
10	Actuarial changes arising from changes in financial assumptions	(3.34)	(79.92)
11	Actuarial changes arising from changes in experience adjustments	(2.27)	(14.08)
12	Present value of defined benefit obligation at the end of the year	280.41	269.08
<b>II</b>	<b>Change in fair value of plan assets during the year</b>		
1	Fair value of plan assets at the beginning of the year	110.88	114.09
2	Interest income	7.29	8.78
3	Contributions paid by the employer	-	-
4	Benefits paid from the fund	(3.57)	(11.42)
5	Assets transferred out / divestments	-	-
6	Return on plan assets excluding interest	0.49	(0.57)
7	Fair value of plan assets at the end of the year	115.09	110.88
<b>III</b>	<b>Net asset / (liability) recognised in the balance sheet</b>		
1	Present value of defined benefit obligation at the end of the year	(280.41)	(269.08)
2	Fair value of plan assets at the end of the year	115.09	110.88
3	Amount recognised in the balance sheet	(165.32)	(158.20)
4	Net (liability) / asset- current	(37.08)	(41.11)
5	Net (liability) / asset- non-current	(128.25)	(117.09)

## Notes on Financial Statements for the year ended 31st March 2021.

(₹ In Lakhs)

Note No.	Particulars	As at 31st- March-2021	As at 31st- March-2020
<b>IV</b>	<b>Expenses recognised in the statement of profit and loss for the year</b>		
1	Current service cost	37.39	44.96
2	Interest cost on benefit obligation (net)	8.81	17.02
3	Total expenses included in employee benefits expense	46.20	61.98
<b>V</b>	<b>Recognised in other comprehensive income for the year</b>		
1	Actuarial changes arising from changes in demographic assumptions	-	(0.06)
2	Actuarial changes arising from changes in financial assumptions	(3.34)	(79.92)
3	Actuarial changes arising from changes in experience adjustments	(2.27)	(14.08)
4	Return on plan assets excluding interest income	(0.49)	0.57
5	Recognised in other comprehensive income	(6.10)	(93.49)
<b>VI</b>	<b>Maturity profile of defined benefit obligation</b>		
1	Within the next 12 months (next annual reporting period)	32.32	35.15
2	Between 2 and 5 years	74.39	64.86
3	Between 6 and 10 years	132.94	92.34

### VII Quantitative sensitivity analysis for significant assumption is as below:

#### 1 Increase / (decrease) on present value of defined benefits obligation at the end of the year:

(i)	One percentage point increase in discount rate	(20.38)	(21.46)
(ii)	One percentage point decrease in discount rate	28.14	24.87
(i)	One percentage point increase in rate of salary Increase	29.19	25.93
(ii)	One percentage point decrease in rate of salary Increase	(21.63)	(22.69)
(i)	Ten percentage point increase in employee turnover rate	1.68	(0.51)
(ii)	Ten percentage point decrease in employee turnover rate	2.60	0.53

#### 2 Sensitivity Analysis Method:

Sensitivity analysis is performed by varying a single parameter while keeping all the other parameters unchanged.

Sensitivity analysis fails to focus on the interrelationship between underlying parameters. Hence, the results may vary if two or more variables are changed simultaneously.

The method used does not indicate anything about the likelihood of change in any parameter and the extent of the change if any.

### VIII Actuarial assumptions

1	Discount rate	6.45%	6.40%
2	Salary escalation	0% for next 2 years and 3% thereafter	0% for next 3 years and 3% thereafter
3	Mortality rate during employment	Indian assured lives (2012-14) Ultimate	Indian assured lives (2012-14) Ultimate
4	Rate of employee turnover	20% at lower service reducing to 1% at higher service	20% at lower service reducing to 1% at higher service

**Notes on Financial Statements for the year ended 31st March 2021.**

(₹ In Lakhs)

Note No.	Particulars	As at 31st- March-2021	As at 31st- March-2020
<b>51 a Disclosure requirement under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006).</b>			
i	The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year <b>Principal</b> Interest on principal outstanding	821.58 21.11	468.53 9.69
ii	The amount of interest paid by the buyer in terms of section 16, along with the amount of the payment made to a supplier beyond the appointed day during each accounting year.	-	-
iii	The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed date during the year) but without adding interest under the act.	28.07	60.31
iv	The amount of interest accrued and remaining unpaid at the end of each accounting year.	49.17	70.01
v	The amount of further interest remaining due and payable even in succeeding years, until such date when the interest dues as above are actually paid to the small companies, for the purpose of disallowance as deductible expenditure under section 23.	49.17	131.31

Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company.

**b Trade payables / receivables are subject to confirmation and reconciliation.**

**52 Details Of Corporate Social Responsibility (CSR) Expenditure:**

(₹ In Lakhs)

Note No.	Particulars	Year Ended 31st- March-2021	Year Ended 31st- March-2020
	Amount required to be spent as per Section 135 of the Act	116.15	101.93
	Amount spent during the year on:		
	(i) Construction / acquisition of an asset	-	-
	On purpose other than (i) above	176.73	103.63
	<b>Total</b>	<b>176.73</b>	<b>103.63</b>

53 The Company is having single segment i.e. "Steel Pipes".

54 The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables, inventories, property, plant and equipment and investments. In developing the assumptions relating to the possible future uncertainties in the global economic conditions, the Company has, as at the date of approval of these standalone financials, used internal and external sources of information, including economic forecasts and estimates from market sources, on the expected future performance of the Company. On the basis of evaluation and current indicators of future economic conditions, the Company expects to recover the carrying amounts of these assets and does not anticipate any impairment to these financial and non-financial assets. However, the impact assessment of COVID-19 is a continuing process, given the uncertainties associated with its nature and duration. The Company will continue to monitor any material changes to future economic conditions.



## Notes on Financial Statements for the year ended 31st March 2021.

- 55 The Company is proposing to divest upto 100 % equity investment held in wholly owned subsidiary, Merino Shelters Private Limited.
- 56 Expected credit loss represents an allowance for life time expected loss on the carrying value of trade receivables, which has been recognised in accordance with simplified approach as permitted by IND-As 109 - "Financial instruments"
- 57 The Company, on approval of the Bombay High Court in March 2015, has given effect to the scheme of arrangement for the merger / demerger between Man Industries (India) Limited (Company) and Man Infraprojects Private Limited (MIPL), in the financial statement of Financial Year 2014-15. MIPL has made frivolous claims on the company and also challenged the valuation of assets which had been already approved by the H'ble Bombay High Court. In view of this, the Company has filed an Application for withdrawal of bogus claims and for modification of scheme to provide for swapping of shares between two promoter groups, which is pending hearing and disposal in the H'ble Bombay High Court. Pending adjudication of the same and pending full implementation of the Scheme, Company continues to be 100% shareholder of MIPL. As the above matter stands sub-judice, liability if any, thereon cannot be quantified.
- 58 Previous year's figures have been regrouped or reclassified to confirm to current year's presentation , wherever considered necessary.

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### As per our report of the even date

#### For MH Dalal & Associates

Chartered Accountants  
Firm registration number : 112449W

#### Devang Dalal

Partner  
Membership No.: 109049

Place: Mumbai  
Date: May 31, 2021

#### For and behalf of Board of Directors

**RC Mansukhani**  
Chairman  
DIN - 00012033

**Heena Kalantri**  
Director  
DIN - 00149407

**Nikhil Mansukhani**  
Executive Director  
DIN - 02257522

**Narendra S. Mairpady**  
Director  
DIN - 00536905

**PK Tandon**  
Director  
DIN - 00364652

**Ashok Gupta**  
Chief Financial  
Officer

**Renu P Jalan**  
Director  
DIN - 08076758

**Jatin Shah**  
Company Secretary

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## INDEPENDENT AUDITOR'S REPORT

To,  
The Members of

**MAN INDUSTRIES (INDIA) LIMITED**

**Report on the Audit of the Consolidated Financial Statement**

### Qualified Opinion

We have audited the accompanying consolidated financial statements of **MAN INDUSTRIES (INDIA) LIMITED** ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), which comprise the consolidated balance sheet as at 31 March 2021, the consolidated statement of profit and loss (including Other Comprehensive Income), the consolidated statement of cash flows and the consolidated statement of changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, *except for the effect of matter described in the basis of qualified opinion paragraph below*, the aforesaid consolidated 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 Group as at March 31, 2021, and its consolidated profit (including other comprehensive income), its consolidated cash flows and the consolidated changes in equity for the year ended on that date.

### Basis for Qualified Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. 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 ('ICAI') together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

*In our opinion, the consolidated financial statement does not include the financial statement of Merino Shelters Private Limited, wholly owned subsidiary of the holding company, which is in contravention to Indian Accounting Standard (IND AS) 110 issued by the institute of Chartered Accountants of India.*

### Key Audit Matters

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

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

Description of Key Audit Matter	How our audit addressed the key audit matter
<b>Assessment of the carrying value of investment in and loans granted to its subsidiary Merino Shelters Private Limited</b> (Refer to note 6 and note 15 to the financial statements)	
As at 31 March 2021, the carrying amount of (a) investment is ₹ 10,229.83 lakhs and (b) loan given is ₹ 846.59 lakhs to its wholly owned subsidiary Merino Shelters Private Limited (MSPL). The aggregate exposure of the Company in respect of (a) and (b) above is ₹ 11,076.42 lakhs which is significant to the consolidated financial statements of the Company.	Our Audit procedures include the following substantive procedures: <ul style="list-style-type: none"> <li>i. Obtained an understanding of the matter with the management.</li> <li>ii. Considered the business forecasts with the current market position relating to the demand and supply of the product.</li> <li>iii. Considered the work of the external independent</li> </ul>

<p>Merino Shelters Private Limited is developing residential/IT/Commercial real estate project at Nerul, Navi Mumbai. Considering the current situation of the Real Estate industry there are indicators of the potential impairment of the Investments in subsidiary and loans given as set out on (a) and (b) above.</p> <p>The Management has assessed the impairment by reviewing the business forecasts using the "DCF" valuation method which involves the use of management estimates that are dependent on future economic circumstances and noted that no provision for impairment is required to be made in respect of the investment in subsidiary and loans given and the same are considered good.</p> <p>Considering the materiality of the amounts and due to the management judgment required in estimating the value of investment and such estimates being subjective, this matter has been identified as a key audit matter.</p>	<p>valuation expert engagement by the Company and assessed their methods and objectivity.</p> <p>iv. Examined terminal value of the subsidiary used in the valuation report and tested mathematical accuracy of the underlying calculations.</p> <p>Based on the above procedures, the Management's assessment of impairment in the carrying value of investments in the subsidiary and loan given is reasonable.</p>
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**Other Matters**

We did not audit the financial statements/ information of Dubai Branch included in the consolidated financial statements of the Group whose financial statements/ financial information reflect total assets of ₹ 9,454.13 lakhs (previous year: ₹9,929.34 lakhs) and the total operating revenues of ₹ 1549.95 lakhs (previous year: ₹21,789.12 lakhs) for the year ended on that date, as considered in the consolidated financial statements. The financial statements/ information of this branch has been audited by the branch auditor whose reports have been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of this branch, is solely on report of such branch auditor.

We did not audit the financial statements of Man Overseas Metal DMCC, U.A.E., subsidiary of the Company, whose financial statement reflects total assets of ₹ 3,226.83 lakhs (previous year ₹ 3,473.92 lakhs) and total operating revenue of ₹ 501.49 lakhs (previous year NIL) for the year ended on that date. This financial statement has been audited by the other auditor whose report has been furnished to us and our opinion, in so far it relates to amount included in respect of the subsidiary is based solely on the report of other auditor.

The consolidated financial statement includes unaudited financial statement of M/s. Man USA Inc, subsidiary of the Company, whose financial statement reflects total assets of ₹ 1.37 lakhs (previous year ₹ 1.42 lakhs) and total operating revenue of NIL (previous year NIL) for the year ended on the date.

Our opinion is not qualified in respect of these matters.

**Other Information**

The Holding Company's management and Board of Directors are responsible for the preparation of other information. The other information comprises the information included in the Holding Company's Annual Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Responsibilities of Management and Those Charged with Governance for the Consolidated financial statements**

The Holding Company's management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated state of affairs (consolidated financial position), consolidated profit or loss (consolidated financial performance including other comprehensive income), consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Ind AS specified under Section 133 of the Act. The respective management and Board of Directors of the entities included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each entity and for preventing and detecting frauds and other irregularities;

the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the management and Board of Directors of the Holding Company, as aforesaid.

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

The respective Board of Directors of the entities included in the Group are also responsible for overseeing the financial reporting process of each entity.

#### **Auditor's Responsibilities for the Audit of the Consolidated financial statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the holding 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 and Board of Directors of the Holding Company.
- 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 Group'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 consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

As required by Section 143 (3) of the Act, based on our audit and on the consideration of the reports of the other auditors on separate financial statements / consolidated financial statements and other financial information of the subsidiaries, we report, to the extent

applicable, 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 purpose of our audit of the aforesaid consolidated financial statements;
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;
- c) The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d) *Except for the matters described in the Basis for Qualified Opinion paragraph above, in our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014;*
- e) The matter described in the Basis of Qualified Opinion paragraph above, in our opinion, does not have any adverse effect on the functioning of the Company.
- f) On the basis of the written representations received from the directors of the Holding Company and taken on record by the Board of Directors of the Holding Company and the reports of the other statutory auditors of its subsidiary companies covered under the Act, none of the directors of the Group companies, covered under the Act, are disqualified as on 31 March 2021 from being appointed as a director in terms of Section 164(2) of the Act;
- g) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company, and its subsidiary companies covered under the Act, and the operating effectiveness of such controls, refer to our separate report in 'Annexure A';
- h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197 (16) of the Act; as amended:  
In our opinion and to the best of our information and according to the explanation given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act.
- i) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements / consolidated financial statements as also the other financial information of the subsidiaries:
  - i. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2021 on the consolidated financial position of the Group. Refer Note 42 to the consolidated financial statements.
  - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2021.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies, during the year ended 31 March 2021;
  - iv. The disclosures in the consolidated financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in these consolidated financial statements since they do not pertain to the financial year ended 31 March 2021.

**For MH Dalal & Associates**  
**Chartered Accountants**  
**Firm Registration Number: - 112449W**

**Devang Dalal**  
**Partner**  
**Membership Number:- 109049**  
**UDIN: 21109049AAAARN5026**  
**Place: Mumbai**  
**Date: May 31, 2021**

## ANNEXURE A TO INDEPENDENT AUDITOR'S REPORT

### Independent Auditor's Report on the Internal Financial Controls under Clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 (the 'Act')

In conjunction with our audit of the consolidated financial statements of **MAN INDUSTRIES (INDIA) LIMITED** (the 'Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as the 'Group'), as at and for the year ended 31 March 2021, we have audited the internal financial controls over financial reporting ('IFCoFR') of the Holding Company, its two subsidiary companies, which are companies covered under the Act, as at that date.

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

The respective Board of Directors of the Holding Company, its two subsidiary companies, which are companies covered under the Act, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (the 'ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the company's business, including adherence to the company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### Auditor's Responsibility

Our responsibility is to express an opinion on the IFCoFR of the Holding Company, its two subsidiary companies, as aforesaid, based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of IFCoFR, and the Guidance Note issued by the ICAI. 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 IFCoFR were 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 IFCoFR and their operating effectiveness. Our audit of IFCoFR includes obtaining an understanding of IFCoFR, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the IFCoFR of the Holding Company, its two subsidiary companies, as aforesaid.

#### Meaning of Internal Financial Controls over financial Reporting

A company's IFCoFR 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 IFCoFR include 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 IFCoFR, 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 IFCoFR to future periods are subject to the risk that the IFCoFR 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 Group has, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2021, based on the internal control over financial reporting criteria established by the Group considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

**For MH Dalal & Associates**

**Chartered Accountants**

**Firm Registration Number: - 112449W**

**Devang Dalal**

**Partner**

**Membership Number: - 109049**

**UDIN: 21109049AAAARN5026**

**Place: Mumbai**

**Date: May 31, 2021**



## CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2021

(₹ in lakhs)

Particulars	Note No.	As at 31st-March-2021	As at 31st-March-2020
<b>ASSETS</b>			
<b>1 Non-current assets</b>			
a) Property, plant and equipment	5	32,639.21	35,403.87
b) Right-of-use assets	5	1,030.78	1,427.48
c) Capital work in progress	5	101.17	356.04
d) Financial assets			
i) Investments	6	10,229.83	10,229.83
ii) Trade receivables	7	2,518.52	5,113.31
iii) Other financial assets	8	458.82	1,558.93
e) Other non current assets	9	10,797.44	10,787.56
<b>Total non current assets</b>		<b>57,775.77</b>	<b>64,877.02</b>
<b>2 Current assets</b>			
a) Inventories	10	33,156.08	37,960.17
b) Financial assets			
i) Investments	11	62.56	2.07
ii) Trade receivables	12	65,595.29	44,999.15
iii) Cash and cash equivalent	13	1,729.16	13,602.79
iv) Bank balance other than (iii) above	14	8,487.22	8,557.32
v) Loans	15	961.38	1,140.16
vi) Other financial assets	16	505.36	832.89
c) Other current assets	17	10,317.84	10,744.78
<b>Total Current Assets</b>		<b>1,20,814.89</b>	<b>1,17,839.33</b>
<b>TOTAL ASSETS</b>		<b>1,78,590.66</b>	<b>1,82,716.35</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
a) Equity share capital	18A	2,855.15	2,855.15
b) Other equity	18B	80,632.57	71,781.02
<b>Total equity</b>		<b>83,487.72</b>	<b>74,636.17</b>
<b>Liabilities</b>			
<b>1 Non-current liabilities</b>			
a) Financial liabilities			
i) Borrowings	19	203.13	1,533.33
ii) Trade payable	20	84.44	11.00
iii) Lease liabilities	21	760.08	1,173.82
b) Provisions	22	128.25	117.09
c) Deferred tax liabilities (net)	23	2,545.30	2,660.83
d) Other non-current liabilities	24	364.53	364.53
<b>Total Non current liabilities</b>		<b>4,085.73</b>	<b>5,860.60</b>
<b>2 Current liabilities</b>			
a) Financial liabilities			
i) Borrowings	25	27,725.88	22,478.32
ii) Trade payable	26		
-Dues of micro and small enterprises		821.58	468.53
-Dues of creditors other than micro and small enterprises		50,935.28	55,659.42
iii) Lease liabilities	27	409.42	360.58
iv) Other financial liabilities	28	3,206.91	6,572.24
b) Other current liabilities	29	6,444.09	15,353.60
c) Provisions	30	508.65	392.46
d) Current tax liability (net)	31	965.40	934.43
<b>Total Current Liabilities</b>		<b>91,017.21</b>	<b>1,02,219.58</b>
<b>TOTAL LIABILITIES</b>		<b>95,102.94</b>	<b>1,08,080.18</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>1,78,590.66</b>	<b>1,82,716.35</b>

The accompanying notes are an integral part of these consolidated financial statement.

This is the Balance Sheet referred to in our report of even date.

For MH Dalal & Associates

Chartered Accountants  
Firm registration number : 112449W

**Devang Dalal**  
Partner  
Membership No.: 109049

Place: Mumbai  
Date: May 31, 2021

For and behalf of Board of Directors

**R C Mansukhani**  
Chairman  
DIN - 00012033

**Heena Kalantri**  
Director  
DIN - 00149407

**Nikhil Mansukhani**  
Executive Director  
DIN - 02257522

**Narendra S. Mairpady**  
Director  
DIN - 00536905

**PK Tandon**  
Director  
DIN - 00364652

**Ashok Gupta**  
Chief Financial  
Officer

**Renu P Jalan**  
Director  
DIN - 08076758

**Jatin Shah**  
Company Secretary

## CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2021

(₹ in Lakhs)

Particulars	Note No	Year ended 2020-2021	Year ended 2019-2020
<b>1 Income</b>			
Revenue from operations	32	2,08,019.67	1,75,927.86
Other income	33	3,075.79	1,655.37
<b>Total Income</b>		<b>2,11,095.46</b>	<b>1,77,583.23</b>
<b>2 Expenses</b>			
Cost of materials consumed	34	1,28,268.97	1,16,641.40
Purchases of stock-in-trade	35	18,142.52	10,033.03
Changes in inventories of finished goods, stock-in-trade and work-in-progress	36	(5,994.41)	(360.83)
Employee benefits expense	37	5,488.85	5,592.03
Finance costs	38	5,274.28	6,442.01
Depreciation expenses	39	4,638.12	5,232.12
Other expenses	40	41,607.94	27,227.45
<b>Total expenses</b>		<b>1,97,426.27</b>	<b>1,70,807.21</b>
<b>3 Profit/(loss) before exceptional item and tax</b>		<b>13,669.19</b>	<b>6,776.02</b>
<b>4 Exceptional item (loss by fire)</b>		-	250.41
<b>5 Profit / (loss) before tax</b>		<b>13,669.19</b>	<b>6,525.61</b>
<b>6 Tax expenses</b>			
(1) Current tax	23	3,701.54	2,259.43
(2) Deferred tax (Credit) / charge.	23	(117.06)	(1,284.09)
<b>7 Profit/(loss) for the period</b>		<b>10,084.71</b>	<b>5,550.27</b>
<b>8 Other Comprehensive Income</b>			
A (i) Items that will not be reclassified to profit or loss		(260.28)	650.29
(ii) Income tax relating to items that will not be reclassified to profit or loss		(1.53)	23.53
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
<b>Total Other Comprehensive Income (net of tax)</b>		<b>(261.81)</b>	<b>673.82</b>
<b>9 Total Comprehensive Income for the period (Comprising Profit/(Loss) and Other Comprehensive Income for the period)</b>		<b>9,822.90</b>	<b>6,224.09</b>
<b>10 Earnings per equity share of face value of Rs.5/- each</b>	45		
Basic earning per share		17.66	9.72
Dilluted earning per share		16.78	9.72

**The accompanying notes are an integral part of these consolidated financial statement.**

**This is the Statement of Profit & Loss referred to in our report of even date.**

**For MH Dalal & Associates**

Chartered Accountants

Firm registration number: 112449W

**Devang Dalal**

Partner

Membership No.: 109049

**For and behalf of Board of Directors**

**RC Mansukhani**

Chairman

DIN - 00012033

**Nikhil Mansukhani**

Executive Director

DIN - 02257522

**PKTandon**

Director

DIN - 00364652

**Renu P Jalan**

Director

DIN - 08076758

**Heena Kalantri**

Director

DIN - 00149407

**Narendra S. Mairpady**

Director

DIN - 00536905

**Ashok Gupta**

Chief Financial Officer

Officer

**Jatin Shah**

Company Secretary

Place: Mumbai

Date: May 31, 2021

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2021

### A. Equity Share Capital

Particulars	Note	(₹ In Lakhs)
<b>As at 1st April, 2019</b>	18A	2,855.15
Changes in equity share capital during the year		-
<b>As at 31st March, 2020</b>	18A	2,855.15
Changes in equity share capital during the year		-
<b>As at 31st March, 2021</b>	<b>18A</b>	<b>2,855.15</b>

### B. Other Equity (18 B)

Particulars	Reserves and Surplus			Foreign currency translation reserves	Money received against share warrants*	Total
	Securities Premium Reserve	General Reserve	Retained Earnings			
<b>Balance as at 1st April, 2019</b>	<b>9,433.32</b>	<b>9,733.52</b>	<b>47,867.01</b>	<b>314.01</b>	-	<b>67,347.86</b>
Profit / (Loss) for the year	-	-	5,550.26	-	-	5,550.26
Other comprehensive gains / (loss) for the year	-	-	-	-	-	-
- Remeasurements gains / (loss) on defined benefit plans	-	-	93.49	-	-	93.49
- Foreign currency translation differences	-	-	-	556.80	-	556.80
- Deferred Tax	-	-	(19.57)	43.10	-	23.53
Dividend	-	-	-	-	-	-
Dividend on Equity Shares	-	-	(1,427.57)	-	-	(1,427.57)
Corporate Dividend Distribution Tax	-	-	(293.44)	-	-	(293.44)
Transfer to General Reserve	-	539.80	(539.80)	-	-	-
Transition impact of Ind-AS 116	-	-	(69.90)	-	-	(69.90)
<b>Balance as at 31st March, 2020</b>	<b>9,433.32</b>	<b>10,273.32</b>	<b>51,160.47</b>	<b>913.91</b>	-	<b>71,781.02</b>
Profit / (Loss) for the year	-	-	10,084.71	-	-	10,084.71
Other comprehensive income / (loss) for the year	-	-	-	-	-	-
- Remeasurements gains / (loss) on defined benefit plans	-	-	6.10	-	-	6.10
- Foreign currency translation differences	-	-	-	(262.38)	-	(262.38)
- Deferred Tax	-	-	(1.53)	-	-	(1.53)
Dividend on Equity Shares	-	-	(1,142.06)	-	-	(1,142.06)
Transfer to General Reserve	-	1,008.47	(1,008.47)	-	-	-
Adjustment of Income Tax (earlier year)	-	-	(320.79)	-	-	(320.79)
Issue of share warrants	-	-	-	-	487.50	487.50
<b>Balance as at 31st March, 2021</b>	<b>9,433.32</b>	<b>11,281.79</b>	<b>58,778.43</b>	<b>651.53</b>	<b>487.50</b>	<b>80,632.57</b>

\* Refer note 18A (d)

The accompanying notes are an integral part of these consolidated financial statement.

This is the Statement of Changes in Equity referred to in our report of even date.

#### For MH Dalal & Associates

Chartered Accountants  
Firm registration number: 112449W

#### Devang Dalal

Partner  
Membership No.: 109049

#### For and behalf of Board of Directors

**RC Mansukhani**  
Chairman  
DIN - 00012033

**Nikhil Mansukhani**  
Executive Director  
DIN - 02257522

**Heena Kalantri**  
Director  
DIN - 00149407

**Narendra S. Mairpady**  
Director  
DIN - 00536905

**PK Tandon**  
Director  
DIN - 00364652

**Ashok Gupta**  
Chief Financial Officer

**Renu P Jalan**  
Director  
DIN - 08076758

**Jatin Shah**  
Company Secretary

Place: Mumbai  
Date: May 31, 2021

## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2021

(₹ in Lakhs)

Particulars	Year 2020-21	Year 2019-20
<b>[A] CASH FLOWS FROM OPERATING ACTIVITIES</b>		
<b>Profit before tax from continuing operations</b>	<b>13,669.19</b>	<b>6,525.60</b>
Adjustments for:		
Depreciation and amortisation expense	4,638.12	5,232.12
Finance costs	5,274.28	6,442.01
Interest income	(428.23)	(730.59)
Bad debts	6,979.34	893.28
Provision for doubtful debts	213.81	-
Profit on sale of investments (net)	(118.36)	-
Fair valuation of investments through profit and loss	(8.10)	3.04
Dividend income	(0.12)	-
Loss by fire	-	250.41
Foreign exchange (gain) / loss (net)	(1,635.57)	41.02
Other compressive income (Net)	(261.19)	673.82
<b>Operating profit before working capital changes</b>	<b>28,323.16</b>	<b>19,330.70</b>
Adjustments for:		
(Increase)/ Decrease in trade and other receivables	(24,185.03)	6,767.52
(Increase)/ Decrease in inventories	4,804.09	(16,297.25)
Increase/ (Decrease) in trade and other payables	(11,395.16)	14,723.55
Increase/ (Decrease) in provisions	127.35	(414.64)
	(30,648.75)	4,779.18
Cash (used in)/from operations	(2,325.59)	24,109.88
Direct taxes paid (net of refunds)	(3,663.83)	(2,679.35)
<b>Net cash (used in) / from continuing operations [A]</b>	<b>(5,989.42)</b>	<b>21,430.53</b>
<b>[B] CASH FLOWS FROM INVESTING ACTIVITIES</b>		
<b>Add: Inflows from investing activities</b>		
Interest received	428.23	730.59
Dividend received	0.12	-
Maturity of Fixed Deposits	1,150.98	-
Proceeds from sale of Investments	65.98	-
	<b>1,645.31</b>	<b>730.59</b>
<b>Less: Outflows from investing activities</b>		
Purchase of property, plant and equipment	1,219.41	1,069.76
Investment in Fixed Deposits	-	4,294.90
	<b>1,219.41</b>	<b>5,364.66</b>
<b>Net Cash (used in) / from investing activities [B]</b>	<b>425.90</b>	<b>(4,634.07)</b>
<b>[C] CASH FLOWS FROM FINANCING ACTIVITIES</b>		
<b>Add: Inflows from financing activities</b>		
Proceeds from short-term borrowings (net)	5,247.57	8,049.12
Proceeds from issue of share warrants	487.50	-
	<b>5,735.07</b>	<b>8,049.12</b>
<b>Less: Outflows from financing activities</b>		
Repayments of long-term borrowings (net)	4,710.43	3,383.14
Repayment of lease liabilities	524.97	346.78
Dividend paid	1,135.80	1,398.40
Dividend Distribution Tax	-	293.44
Interest paid	5,674.00	6,313.08
	<b>12,045.19</b>	<b>11,734.85</b>
<b>Cash (used in) / from financing activities [C]</b>	<b>(6,310.13)</b>	<b>(3,685.73)</b>
<b>NET INCREASE / (DECREASE) IN CASH AND BANK BALANCES (A+B+C)</b>	<b>(11,873.65)</b>	<b>13,110.73</b>
<b>Cash and cash equivalents at beginning of the year</b>	<b>13,602.79</b>	<b>492.07</b>
<b>Cash and cash equivalents at end of the year</b>	<b>1,729.15</b>	<b>13,602.79</b>

**Note:**

**The Consolidated Cash Flow Statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS) 7 - Statement of Cash Flows**

**This is the Cash Flow Statement referred to in our report of even date.**

**For MH Dalal & Associates**  
Chartered Accountants  
Firm registration number : 112449W

**Devang Dalal**  
Partner  
Membership No.: 109049

**For and behalf of Board of Directors**  
**R C Mansukhani**  
Chairman  
DIN - 00012033

**Heena Kalantri**  
Director  
DIN - 00149407

**Nikhil Mansukhani**  
Executive Director  
DIN - 02257522

**Narendra S. Mairpady**  
Director  
DIN - 00536905

**PK Tandon**  
Director  
DIN - 00364652

**Ashok Gupta**  
Chief Financial Officer

**Renu P Jalan**  
Director  
DIN - 08076758

**Jatin Shah**  
Company Secretary

Place: Mumbai  
Date: May 31, 2021

## Notes on Consolidated Financial Statements for the year ended 31st March 2021.

### 1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

These consolidated financial statements are prepared in accordance with Indian Accounting Standards ('Ind AS') under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ("the Act") (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued there after.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

### 2 PRINCIPLES OF CONSOLIDATION

Subsidiaries are all entities over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the group

The group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

### 3 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the consolidated financial statements in conformity with Ind AS requires the Management to make estimates, judgments and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed in note no 46, 48 and 49. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

#### Estimation of uncertainties relating to the global health pandemic from COVID-19

The Group has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables, execution of orders and investment in subsidiaries. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Group, as at the date of approval of these consolidated financial statements has used internal and external sources of information including credit reports and related information, economic forecasts. The Group has performed sensitivity analysis on the assumptions used and based on current estimates expects the carrying amount of these assets will be recovered. The impact of COVID-19 on the Group's financial statements may differ from that estimated as at the date of approval of these consolidated financial statements.

### 4 SIGNIFICANT ACCOUNTING POLICIES

#### a Income Recognition

- i) Revenue in respect of sale of goods is recognised on dispatch of goods from the factory on the basis of tax invoice. The sales are net of Goods and Service Tax. Further the materials returned/rejected are accounted for in the year of return/rejections.
- ii) For the service rendered by the Group recognised revenue on the basis of Stage of Completion Method.
- iii) Other income is comprised primarily of interest income, export incentives, exchange gain/loss on forward contracts and on translation of other assets and liabilities. Other income is recognized on accrual basis except dividend income which is recognized when the right to receive payment is established.

## Notes on Consolidated Financial Statements for the year ended 31st March 2021.

### b Property, Plant and Equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment losses, if any. The cost directly attributable to acquisition are capitalised until the property, plant & equipment are ready for use, as intended by the Management.

Advances paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date is classified as capital advances under other non-current assets and the cost of assets not ready to use before such date are disclosed under "Capital work-in-progress". Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in the Statement of Profit and Loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the Statement of Profit and Loss.

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

### c Leases:

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Group makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Group considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to the Group's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. After considering current and future economic conditions, the Group has concluded that no changes are required to lease period relating to the existing lease contracts (Refer to Note 41).

### d Intangible Assets

Intangible assets acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Cost of a non-monetary asset acquired in exchange of another non-monetary asset is measured at fair value. Intangible assets are amortised on a straight-line basis over their estimated useful lives.

#### Goodwill

Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Consolidated Statement of Profit and Loss.

### e Depreciation

#### Property, Plant & Equipment

The Group depreciates property, plant and equipment over their estimated useful lives using the straight-line method. The estimated useful lives of assets are as follows:

Office Building	60 years	Factory Building	30 years
Plant & Machinery	15 years	Wind Mill	22 years
Office Equipment's	05 years	Furniture & Fixtures	10 years
Vehicles	10 years	Computer Hardware	03 years

Depreciation methods, useful lives and residual values are review periodically, including at each financial year end.

#### Intangible Assets

Intangible assets are amortized by straight line method over the estimated useful life of such assets. The useful life is estimated based on the evaluation of future economic benefits expected of such assets. The amortisation period and amortisation method are reviewed at least at each financial year. If the expected useful life of assets is significantly different from previous estimates, the amortisation period is changed accordingly.

## Notes on Consolidated Financial Statements for the year ended 31st March 2021.

### f Valuation of Inventories

- i) Raw materials are valued at cost or net realizable value whichever is lower. Cost is computed using First in First Out (FIFO) method.
- ii) Work -in -Progress include the cost of purchase, appropriate share of cost of conversion and other overhead incurred in bringing the inventory to its present location and condition.
- iii) Finished goods are valued at cost or net realisable value whichever is less. Cost includes cost of purchase, cost of conversion and other overhead incurred in bringing the inventory to its present location and condition. Obsolete/slow moving inventories are adequately provided for.
- iv) Other stores and spares/consumable are valued at cost after providing for cost of obsolescence, if any.

### g Foreign Exchange Fluctuation

- i) Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.
- ii) Monetary items denominated in foreign currencies at the year end are restated at year end rates.
- iii) In respect of forward exchange contract entered for speculation purpose and expired during the year, the difference in forward exchange booking rate and spot rate on the date of expiry of contract is dealt in the consolidated Profit and Loss Account. In respect of forward exchange contract entered for speculative purpose and carried forward in next accounting period, the difference between the forward exchange booking rate and closing interbank rate including premium upto maturity prevailing at the close of the year are dealt in the consolidated Profit and Loss Account.
- iv) In respect of branches, which are non-integral foreign operations, all transactions are translated at rates prevailing on the date of transaction or that approximates the actual rate at the date of transaction. Branch monetary assets and liabilities are restated at the year-end rates. The exchange difference arising on translation are recognised in Other Comprehensive Income (OCI).
- v) Any income or expense on account of exchange difference either on settlement or on translation is recognised in the consolidated Statement of Profit and Loss.

### h Employee Benefits

#### i) Short Term Employee Benefits

All Employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and they are recognized in the period in which employee renders the related service except leave encashment.

#### ii) Long Term Employee Benefits

##### - Defined Contribution Plans

Defined contribution fund are government administered provident fund scheme, employee state insurance scheme for all employees. The Group's contribution to defined contribution plans are recognized in the consolidated Profit & Loss Account in the financial year to which they relate.

##### - Defined Benefit Gratuity Plan

The Group's gratuity benefit scheme is a defined benefit plan. The Group's net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value and the fair value of any plan assets is deducted.

The present value of the obligation under such defined benefit plan is determined based on actuarial valuation using the Projected Unit Credit Method.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government Securities as at the consolidated Balance Sheet date.

Actuarial gains and losses are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. Past service cost is recognised in the consolidated statement of profit and loss in the period of plan amendment.

## Notes on Consolidated Financial Statements for the year ended 31st March 2021.

### iii) Other Long-Term Employee Benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability at the present value of the defined benefit obligation at the consolidated Balance Sheet date, determined based on actuarial valuation using Projected Unit Credit Method. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government Securities as at the consolidated Balance Sheet date.

### i Taxation

Income tax expense comprises current and deferred income tax. Income tax expense is recognized in net profit in the consolidated statement of profit and loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

The group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. The income tax provision for the interim period is made based on the best estimate of the annual average tax rate expected to be applicable for the full financial year.

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized. Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the consolidated balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized.

### j Provisions, Contingent Liabilities and Contingent Assets

Provision is recognised in the accounts when there is a present obligation as a result of past event(s) and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed unless the possibility of outflow of resources is remote.

Contingent assets are neither recognised nor disclosed in the financial statements.

### k Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to Profit and Loss account.

### l Earning Per Share

In determining Earning per Share, the Group considers the net profit after tax and includes the post-tax effect of any extraordinary / exceptional item. The number of shares used in computing Basic Earning per Share is the weighted average number of shares outstanding during the period. The number of shares used in computing Diluted Earnings per Share comprises the weighted average shares considered for deriving Basic Earnings per Share and also the weighted average number of shares that could have been issued on the conversion of all dilutive potential equity shares unless the results would be anti - dilutive. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date.



## Notes on Consolidated Financial Statements for the year ended 31st March 2021.

### m Exceptional Items

Certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the group is such that its disclosure improves the understanding of the performance of the group, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the consolidated financial statements.

### n Impairment of Non-Financial Assets

Property, plant and equipment and Intangible assets and are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the consolidated Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

### o Government Grants

Government grants are recognised where there is reasonable assurance that the grant will be received, and all attached conditions will be complied with.

Where the grant relates to an asset the cost of the asset is shown at gross value and grant thereon is treated as capital grant which is recognised as income in the statement of profit and loss over the period and in proportion in which depreciation is charged.

Revenue grants are recognised in the statement of consolidated profit and loss in the same period as the related cost which they are intended to compensate are accounted for.

Where the company receives non-monetary grants, the asset and the grant are recorded gross at nominal amounts and released to the statement of consolidated profit and loss over the expected useful life and pattern of consumption of the benefit of the underlying asset by equal annual instalments.

### p Financial Instruments

#### Initial recognition

The Group recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not at fair value through profit or loss, are added to the fair value on initial recognition.

#### Subsequent measurement

##### a. Non-derivative financial instruments

###### i) Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

###### ii) Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Group has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other

## Notes on Consolidated Financial Statements for the year ended 31st March 2021.

comprehensive income based on its business model. Further, in cases where the Group has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

- iii) Financial assets at fair value through profit or loss  
A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

### **-Impairment**

The Group recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in profit or loss.

- iv) Financial liabilities  
Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.
- v) Investment in subsidiaries  
Investment in subsidiaries is carried at cost in the separate financial statements.

### **b. Derivative financial instruments**

The Group holds derivative financial instruments such as foreign exchange forward and option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank.

### **c. Share capital**

#### **Ordinary Shares**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares and share options are recognized as a deduction from equity, net of any tax effects.

#### **Derecognition of financial instruments**

The group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Group's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

### **q Fair Value Measurement:**

In determining the fair value of its financial instruments, the Group uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

Notes on Consolidated Financial Statements for the year ended 31st March 2021  
NOTE 5 - CONSOLIDATED PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS

(₹ in Lakhs)

Particulars	CONSOLIDATED PROPERTY, PLANT AND EQUIPMENT											RIGHT-OF-USE-ASSETS					
	Freehold Land	Land - Leasehold Improvement	Factory Buildings	Office Premises	Plant and Machinery	Office Equipments and fittings	Furniture and fittings	Electrical Equipments	Vehicles	Computers	Windmill	Total	"Capital work-in-progress"	Total	Office Premises	Machinery	Total
Cost:																	
As at 31-03-2019	136.78	108.50	12,395.86	1,227.64	39,143.38	122.68	373.89	539.42	539.80	122.46	854.09	55,564.52	275.81	55,840.33	857.47	-	857.47
Additions	-	-	24.69	-	861.34	5.03	73.01	-	-	1.22	-	965.29	929.12	1,894.41	-	824.90	824.90
Disposals/transfers	-	-	-	-	13.91	-	-	-	-	-	-	-	13.91	848.88	-	-	-
Impairment (Loss by fire)	-	-	-	-	362.78	-	-	-	-	-	-	362.78	-	362.78	-	-	-
Less: translation adjustments	-	-	-	-	-	-0.32	-3.57	-	-	-0.08	-	-7.68	-	-7.68	-	-	-
Transferred to discontinued operations	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
As at 01-04-2020	136.78	108.50	12,420.55	1,227.64	39,628.04	128.04	450.47	539.42	543.51	123.76	854.09	56,160.81	356.04	56,516.86	857.47	824.90	1,682.37
Additions	-	-	331.04	-	777.02	2.84	1.83	15.59	345.37	3.31	-	1,477.00	831.37	2,308.36	-	-	-
Disposals/transfers	-	-	-	-	-	-	-	-	-	-	-	-	1,086.25	1,086.25	-	-	-
Impairment (Loss by fire)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Less: translation adjustments	-	-	-	-	-	0.13	1.40	-	1.46	0.03	-	3.01	-	3.01	-	-	-
Transferred to discontinued operations	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
As at 31-03-2021	136.78	108.50	12,751.59	1,227.64	40,405.06	130.75	450.90	555.01	887.43	127.04	854.09	57,634.80	101.17	57,735.97	857.47	824.90	1,682.37
Accumulated Depreciation:																	
As at 31-03-2019	-	29.76	1,839.10	35.94	12,956.61	62.33	273.07	289.81	169.15	72.11	194.66	15,922.55	-	15,922.55	-	-	-
Depreciation charge for the year	-	9.26	501.66	20.04	4,225.60	18.39	44.78	18.08	67.28	23.38	48.77	4,977.23	-	4,977.23	190.55	64.34	254.89
Disposals/transfers	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Impairment (Loss by fire)	-	-	-	-	7.37	-	-	-	-	-	-	7.37	-	7.37	-	-	-
Less: translation adjustments	-	-	-	-	142.06	-	-	-	-	-	-	142.06	-	142.06	-	-	-
Transferred to discontinued operations	-	-	-	-	-	-0.16	-3.39	-	-2.97	-0.08	-	-6.60	-	-6.60	-	-	-
As at 31-03-2020	-	39.01	2,340.76	55.98	17,032.78	80.88	321.24	307.90	239.41	95.56	243.43	20,756.95	-	20,756.95	190.55	64.34	254.89
Depreciation charge for the year	-	2.00	501.85	19.98	3,532.98	16.05	17.32	17.22	66.78	18.61	48.63	4,241.42	-	4,241.42	190.55	206.15	396.70
Disposals/transfers	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Impairment (Loss by fire)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Less: translation adjustments	-	-	-	-	-	0.07	1.34	-	1.33	0.03	-	2.78	-	2.78	-	-	-
Transferred to discontinued operations	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
As at 31-03-2021	-	41.01	2,842.61	75.96	20,565.75	96.86	337.23	325.12	304.85	114.14	292.06	24,995.59	-	24,995.59	381.10	270.49	651.59
Net book value																	
At 31-03-2020	136.78	69.49	10,079.78	1,171.66	22,595.27	47.16	129.23	231.52	304.11	28.20	610.66	35,403.87	356.04	35,759.91	666.92	760.55	1,427.48
At 31-12-2021	136.78	67.49	9,908.97	1,151.68	19,839.31	33.89	113.68	229.89	582.58	12.90	562.03	32,639.21	101.17	32,740.37	476.37	554.40	1,030.78

i) Refer to Note 19 and Note 25 for information on property, plant and equipment pledged as security by the Company.  
ii) Right-of-use assets Refer Note No 41

## Notes on Consolidated Financial Statements for the year ended 31st March 2021.

(₹ In Lakhs)

Note No.	Particulars	As at 31st- March-2021	As at 31st- March-2020
<b>6</b>	<b>Non Current Investment</b>		
	Unquoted investments		
	Investment carried at cost		
	Investment in equity instrument of subsidiaries		
	Merino Shelters Private Limited ^	10,229.83	10,229.83
	18,789 (31 March 2020: 18,789) Equity Shares of Rs. 10/- each		
		<u>10,229.83</u>	<u>10,229.83</u>
	^ Refer note no.55		
<b>7</b>	<b>Non Current Trade Receivables</b>		
	Unsecured, Considered goods unless otherwise stated		
	Non current *	2,732.33	5,113.31
	Less :Allowance for expected credit loss	(213.81)	-
	<b>Total</b>	<u>2,518.52</u>	<u>5,113.31</u>
	* of above Rs.1,882.95 Lakhs (31 March 2020: Rs. 4,287.16 Lakhs) outstanding on account of matters in litigation.		
<b>8</b>	<b>Non-Current Financial Assets-Others</b>		
	Security deposit	79.44	80.02
	Lease deposit *	248.41	273.31
	Bank deposit maturing over one year ^	130.97	1,205.60
	<b>Total</b>	<u>458.82</u>	<u>1,558.93</u>
	* includes payment to related parties (Refer Note 44)		
	^ held as lien by bank against bank guarantee and letter of credit amounting to Rs.124.11 Lakhs (31 March 2020: Rs. 1,205.38 Lakhs)		
<b>9</b>	<b>Non-Current Assets-Others</b>		
	Unsecured, considered good, unless otherwise stated		
	Advance to suppliers	51.18	29.09
	Capital advance *	3,496.10	3,508.30
	Advance for property ^	7,026.18	7,026.18
	Others	223.98	223.98
	<b>Total</b>	<u>10,797.44</u>	<u>10,787.56</u>
	* Under litigation		
	^ Advance given for purchase of under-construction property and considering the current situation of real estate industry, management believes to get the possession of the property soon.		

**Notes on Consolidated Financial Statements for the year ended 31st March 2021.**

(₹ In Lakhs)

Note No.	Particulars	As at 31st-March-2021	As at 31st-March-2020
<b>10</b>	<b>Inventories</b>		
	Raw material	16,110.51	28,589.04
	Raw material in transit	1,639.60	77.80
	Work-in-progress	4,208.11	881.78
	Finished goods	7,311.41	4,643.34
	Stores and spares	3,886.45	3,768.20
	<b>Total</b>	<b>33,156.08</b>	<b>37,960.17</b>
<b>11</b>	<b>Investment</b>		
	Investments in equity instruments Quoted	62.16	2.06
	Investments in equity instruments Unquoted	0.01	0.01
	Investments in mutual Fund	0.39	-
	<b>Total</b>	<b>62.56</b>	<b>2.07</b>
	<b>Quoted Investments</b>		
	<b>Investments in equity instruments Carried at fair value through profit and loss</b>		
	<b>Everest Kant Cylinder Limited</b>		
	18763 (31 March 2020: 18763) Equity shares of Rs. 2/- each	14.69	2.06
	<b>Sirpur Paper Mills Limited</b>		
	18519 (31 March 2020: 18519) equity shares of Rs. 10/- each	-	-
	<b>GlaxoSmithKline Pharmaceuticals Limited</b>		
	850 (31 March 2020: NIL) equity shares of Rs. 10/- each	12.24	-
	<b>Heidelbergcement India Limited</b>		
	5000 (31 March 2020: NIL) equity shares of Rs. 10/- each	10.89	-
	<b>Indraprastha Gas Limited</b>		
	2850 (31 March 2020: NIL) equity shares of Rs. 2/- each	14.56	-
	<b>Minda Corporation Limited</b>		
	9700 (31 March 2020: NIL) equity shares of Rs. 2/- each	9.78	-
	<b>Total Current Investments</b>		
	Aggregate amount of quoted investments and market value thereof	62.16	2.06
	<b>Total</b>	<b>62.16</b>	<b>2.06</b>
	<b>Unquoted Investments</b>		
	<b>Dombivali Nagari Sahakari Bank Limited</b>		
	30 (31 March 2020: 30) equity shares of Rs. 50/- each	0.01	0.01
	<b>Total</b>	<b>0.01</b>	<b>0.01</b>
	<b>Investment in Mutual Fund</b>		
	Nippon India money market fund - Growth plan growth option (LQGP)		
	12.294 units (31 March 2020: NIL ) units of Rs. 1,000/- each	0.39	-
	<b>Total</b>	<b>0.39</b>	<b>-</b>
<b>12</b>	<b>Trade Receivables</b>		
	Considered good, unless otherwise stated		
	Unsecured	27,870.42	38,744.45
	Secured	37,724.87	6,254.71
	<b>Total</b>	<b>65,595.29</b>	<b>44,999.15</b>

### Notes on Consolidated Financial Statements for the year ended 31st March 2021.

(₹ In Lakhs)

Note No.	Particulars	As at 31st- March-2021	As at 31st- March-2020
<b>13</b>	<b>Cash And Cash Equivalents</b>		
	Balances with banks:		
	- in current accounts	1,722.55	12,411.92
	- in deposit accounts	-	33.00
	- cheques on hand	-	1,150.49
	Cash on hand	6.61	7.38
	<b>Total</b>	<b><u>1,729.16</u></b>	<b><u>13,602.79</u></b>
<b>14</b>	<b>Bank Balances Other Than Cash And Cash Equivalents</b>		
	Margin money deposits <sup>^</sup>	7,965.80	8,042.16
	Unpaid dividends - earmarked balances with banks*	521.42	515.16
	<b>Total</b>	<b><u>8,487.22</u></b>	<b><u>8,557.32</u></b>
<p><sup>^</sup> held as lien by bank against bank guarantee, letter of credit and term loan.                      * There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund as at 31st March, 2021.</p>			
<b>15</b>	<b>Current Financial Asstes - Loans</b>		
	Unsecured, considered good, unless otherwise stated		
	Advances recoverable in cash or in kind or for value to be received:		
	Loans to employees	27.15	44.67
	Loans to related parties (Refer Note 44)	846.33	856.12
	Interest receivable	87.90	239.37
	<b>Total</b>	<b><u>961.38</u></b>	<b><u>1,140.16</u></b>
<b>16</b>	<b>Current Financial Assets - Others</b>		
	Advance tax less provision for tax of earlier years	505.36	832.89
	<b>Total</b>	<b><u>505.36</u></b>	<b><u>832.89</u></b>
<b>17</b>	<b>Other Current Assets</b>		
	Capital advance	49.36	224.64
	Advance to suppliers	257.69	3,629.82
	Prepaid expenses	1,028.90	1,075.58
	Deposits	200.00	-
	Statutory and other receivables	8,781.89	5,814.75
	<b>Total</b>	<b><u>10,317.84</u></b>	<b><u>10,744.78</u></b>

## Notes on Consolidated Financial Statements for the year ended 31st March 2021.

(₹ In Lakhs)

Note No.	Particulars	As at 31st-March-2021	As at 31st-March-2020
<b>18A Share Capital</b>			
	Authorised: 80,000,000 (31 March 2020: 80,000,000) equity shares of Rs. 5/- each	4,000.00	4,000.00
	Issued, Subscribed & Paid-Up 57,103,055 (31 March 2020: 57,103,055) equity shares of Rs. 5/- each	2,855.15	2,855.15

### Notes:

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

Note No.	Issued, Subscribed and Paidup Share Capital	As at 31st-03-2021 No. of Shares	As at 31st-03-2020 No. of Shares
	Balance at the beginning of the year	5,71,03,055	5,71,03,055
	Balance at the end of the year	5,71,03,055	5,71,03,055

#### b Terms / rights attached to equity shares:

The Company has one class of share capital, i.e., equity shares having face value of Rs. 5/- per share. Each holder of equity share is entitled to one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

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

Particulars	%	As at 31st-March-2021 No. of Shares	%	As at 31st-March-2020 No. of Shares
Mr. Rameshchandra Mansukhani	24.09	1,37,54,992	24.09	1,37,54,992
Mr. Nikhil Mansukhani	6.28	35,86,285	6.11	34,91,285
Man Finance Private Limited	5.68	32,43,476	5.49	31,32,834

#### d Money received against share warrants

Note No.	Particulars	As at 31st-March-2021	As at 31st-March-2020
	25% upfront payment	487.50	-
	<b>Total</b>	<b>487.50</b>	<b>-</b>

Money received against Share Warrants represents amounts received towards warrants which entitles the warrant holders the option to apply for and be allotted equivalent number of equity shares of the face value of Rs.5/each.

During the current financial year, the Company has issued to its Promoters Group 3,000,000 warrants at a price of Rs. 65/- each entitling them for subscription of equivalent number of Equity Shares of Rs. 5/- each (including premium of Rs. 60/- each Share) under Regulation 28(1) of the SEBI (LODR) Regulations, 2015. The holder of the warrants would need to exercise the option to subscribe to equity shares before the expiry of 18 months from the date of allotment made on 9th November, 2020 upon payment of the balance 75% of the consideration of warrants.

- e The Company, in the previous five years, has not allotted any Bonus Shares, fully paid up Shares pursuant to contract(s) without payment being received in cash and has not bought back any Shares.

## Notes on Consolidated Financial Statements for the year ended 31st March 2021.

### 18B. Other Equity

(₹ In Lakhs)

Particulars	Reserves and Surplus			Foreign currency translation reserves	Money received against share warrants *	Total
	Securities Premium Reserve	General Reserve	Retained Earnings			
<b>Balance as at 1st April, 2019</b>	<b>9,433.32</b>	<b>9,733.52</b>	<b>47,867.01</b>	<b>314.01</b>	-	<b>67,347.86</b>
Profit / (Loss) for the year	-	-	5,550.26	-	-	5,550.26
Other comprehensive gains / (loss) for the year	-	-	-	-	-	-
- Remeasurements gains / (loss) on defined benefit plans	-	-	93.49	-	-	93.49
- Foreign currency translation differences	-	-	-	556.80	-	556.80
- Deferred Tax	-	-	(19.57)	43.10	-	23.53
Dividend	-	-	-	-	-	-
Dividend on Equity Shares	-	-	(1,427.57)	-	-	(1,427.57)
Corporate Dividend Distribution Tax	-	-	(293.44)	-	-	(293.44)
Transfer to General Reserve	-	539.80	(539.80)	-	-	-
Transition impact of Ind-AS 116	-	-	(69.90)	-	-	(69.90)
<b>Balance as at 31st March, 2020</b>	<b>9,433.32</b>	<b>10,273.32</b>	<b>51,160.47</b>	<b>913.91</b>	-	<b>71,781.02</b>
Profit / (Loss) for the year	-	-	10,084.71	-	-	10,084.71
Other comprehensive income / (loss) for the year	-	-	-	-	-	-
- Remeasurements gains / (loss) on defined benefit plans	-	-	6.10	-	-	6.10
- Foreign currency translation differences	-	-	-	(262.38)	-	(262.38)
- Deferred Tax	-	-	(1.53)	-	-	(1.53)
Dividend on Equity Shares	-	-	(1,142.06)	-	-	(1,142.06)
Transfer to General Reserve	-	1,008.47	(1,008.47)	-	-	-
Adjustment of Income Tax (earlier year)	-	-	(320.79)	-	-	(320.79)
Issue of share warrants	-	-	-	-	487.50	487.50
<b>Balance as at 31st March, 2021</b>	<b>9,433.32</b>	<b>11,281.79</b>	<b>58,778.43</b>	<b>651.53</b>	<b>487.50</b>	<b>80,632.57</b>

(₹ In Lakhs)

Note No.	Particulars	As at 31st-March-2021	As at 31st-March-2020
<b>19</b>	<b>Non-Current Financial Liabilities-Borrowings</b>		
	<b>Secured loans</b>		
	<b>Term loans from banks</b>		
	Foreign currency loan	375.25	5,301.13
	Rupee loan	284.63	69.17
	<b>Total</b>	<b>659.88</b>	<b>5,370.30</b>
	<b>Non Current Borrowings</b>		
	Foreign currency loan	-	1,522.08
	Rupee loan	203.13	11.25
	<b>Total</b>	<b>203.13</b>	<b>1,533.33</b>
	<b>Current Borrowings</b>		
	Current maturities of long term borrowing (refer note 28)		
	Foreign currency loan	375.25	3,779.05
	Rupee loan	81.50	57.92
	<b>Total</b>	<b>456.75</b>	<b>3,836.99</b>



**Notes on Consolidated Financial Statements for the year ended 31st March 2021.**

(₹ In Lakhs)

Note No.	Particulars	As at				As at
		31st-March-2021				31st-March-2020
<b>(a) Secured term loans from banks:</b>						
	FCNR(B) Loan from State Bank of India amounting to Rs.375.25 lakhs is secured primarily against 1st pari-passu charge on Company's entire Property, Plant & Equipment and 2nd charge on current assets. Repayment Schedule					
	Rate of interest	Repayment Schedule			Total	
		2021-22				
	6 Months libor + 5.00%	375.25				375.25
	Car Loan from Kotak Mahindra Prime Limited balance amounting to Rs. 125.00 Lakhs (Previous year March 31, 2020 Rs. 47.82 Lakhs) is secured against the motor car. Repayment Schedule of Car Loan					
	Rate of interest	Repayment Schedule			Total	
		2021-22	2022-23	2023-24		
	9.5 % per annum	38.01	41.38	45.61		125.00
	Car Loan from Axis Bank balance amounting to Rs. 12.32 lakhs (Previous year March 31, 2020 Rs.21.35 Lakhs) is secured against the motor car. Repayment Schedule of Car Loan					
	Rate of interest	Repayment Schedule			Total	
		2021-22	2022-23			
	8.52 % per annum	9.82	2.50			12.32
	Car Loan from HDFC Bank balance amounting to Rs. 147.31 lakhs (Previous year March 31, 2020 Rs. NIL) is secured against the motor car. Repayment Schedule of Car Loan					
	Rate of interest	Repayment Schedule			Total	
		2021-22	2022-23	2023-24	2024-25	
	7.40 % per annum	33.66	36.24	39.01	38.40	147.31

**20 Non Current Financial Liabilities - Trade Payables**

Others

84.44

11.00

**Total**

**84.44**

**11.00**

**21 Non Current Financial Liabilities - Lease Liabilities**

Lease liabilities

1,169.50

1,534.41

Less: Current portion (refer note 27)

(409.42)

(360.58)

**Total**

**760.08**

**1,173.82**

**22 Non-Current Provisions**

Employee benefits

128.25

117.09

**Total**

**128.25**

**117.09**

### Notes on Consolidated Financial Statements for the year ended 31st March 2021.

(₹ In Lakhs)

Note No.	Particulars	2020-21	2019-20
<b>23 Taxation</b>			
The major components of income tax items charged or credited directly to the profit or loss during the year:			
Current income tax:			
	Current Income tax charge	3,701.55	2,259.43
Deferred tax expense / (benefit):			
	Relating to origination and reversal of temporary differences (continuing operations)	(117.06)	(1,284.09)
	<b>Total tax expense</b>	<b>3,584.48</b>	<b>975.34</b>
<b>Income Tax expense</b>			
Reconciliation			
	Profit before income tax	13,647.04	6,525.60
	Taxable Income tax rate in India applicable to Company	25.168%	25.168%
	Tax Amount	3,434.69	1,642.36
	Tax effect of amounts which are not deductible (Taxable) in calculating taxable income	262.37	617.07
	Income not considered for tax purpose	(563.53)	(165.05)
	Expense not allowed for tax purpose	4,981.02	2,616.85
	Additional allowances for tax purpose	(3,375.01)	-
	Additional allowances for capital gain	26.16	-
	Tax paid at lower rate	4.49	-
	<b>Income tax expense charged to the statement of profit and loss</b>	<b>3,701.55</b>	<b>2,259.43</b>

#### Deferred tax relates to the following:

Particulars	Balance Sheet		Recognised in statement of profit or loss		Recognised in statement of OCI	
	As at 31/03/21	As at 31/03/20	2020-21	2019-20	2020-21	2019-20
Depreciation (Other than Right-of-Use Assets)	2,626.97	2,729.17	(102.19)	(1,287.75)		-
Gratuity Provision	(41.61)	(39.82)	(3.32)	17.84	1.53	19.57
Ind AS Effect	(40.06)	(28.51)	(11.55)	(14.19)		-
Foreign Currency translation Reserve		-		-		(43.10)
	<b>2,545.30</b>	<b>2,660.83</b>	<b>(117.06)</b>	<b>(1,284.09)</b>	<b>1.53</b>	<b>(23.53)</b>

(₹ In Lakhs)

Note No.	Particulars	As at 31st-March-2021	As at 31st-March-2020
<b>Reconciliation of deferred tax assets / (liabilities) net:</b>			
	Opening balance as of 1st April	2,660.83	3,968.46
	Tax income / (expense) during the period recognised in profit or loss	(117.06)	(1,284.09)
	Tax income / (expense) during the period recognised in OCI	1.53	(23.53)
	<b>Closing balance</b>	<b>2,545.30</b>	<b>2,660.83</b>

**Notes on Consolidated Financial Statements for the year ended 31st March 2021.**

(₹ In Lakhs)

Note No.	Particulars	As at 31st- March-2021	As at 31st- March-2020
<b>24</b>	<b>Other Non-Current Liabilities</b>		
	Others	364.53	364.53
	<b>Total</b>	<b>364.53</b>	<b>364.53</b>
<b>25</b>	<b>Current Financial Liabilities - Borrowings</b>		
	<b>Secured loans</b>		
	Working capital demand loan from banks		
	Foreign currency loan	12,623.17	-
	Rupee loan	15,102.71	22,478.32
	<b>Total</b>	<b>27,725.88</b>	<b>22,478.32</b>
	Working Capital facilities by banker's are secured by first pari passu charge on entire current assets and second pari passu charges on the immovable properties of the Company.		
<b>26</b>	<b>Current Financial Liabilities - Trade Payables</b>		
a	Dues of micro and small enterprises	821.58	468.53
b	Dues of creditors other than micro and small enterprises		
	Unsecured	5,785.87	4,801.03
	Secured	45,149.41	50,858.39
	<b>Total</b>	<b>51,756.86</b>	<b>56,127.94</b>
	Refer Note 51 for due to supplier registered under MSME Act.		
<b>27</b>	<b>Current Financial Liabilities - Lease Liabilities</b>		
	Lease liabilities	409.42	360.58
	<b>Total</b>	<b>409.42</b>	<b>360.58</b>
<b>28</b>	<b>Current-Other Financial Liabilities</b>		
	Financial Liabilities at amortised cost:		
	Current maturities of long-term debt from bank (refer note 19)		
	Foreign currency Loan	375.25	3,779.05
	Rupee loan	81.50	57.92
		456.75	3,836.99
	Interest accrued but not due	210.62	688.28
	Interest accrued and due	49.17	131.30
	Outstanding expenses	1,968.95	1,400.53
	Unpaid dividend	521.42	515.15
	<b>Total</b>	<b>3,206.91</b>	<b>6,572.24</b>

### Notes on Consolidated Financial Statements for the year ended 31st March 2021.

(₹ In Lakhs)

Note No.	Particulars	As at 31st-March-2021	As at 31st-March-2020
<b>29</b>	<b>Other Current Liabilities</b>		
	Advances from customers	6,274.40	14,605.22
	Other payables:		
	Statutory dues	169.69	97.77
	Others	-	650.61
	<b>Total</b>	<b>6,444.09</b>	<b>15,353.60</b>
<b>30</b>	<b>Short-Term Provisions</b>		
	Employee benefits	508.65	392.46
	<b>Total</b>	<b>508.65</b>	<b>392.46</b>
<b>31</b>	<b>Tax Assets / Liabilities (Net)</b>		
	Current tax liabilities	965.40	934.43
	<b>Total</b>	<b>965.40</b>	<b>934.43</b>
Note No.	Particulars	Year Ended 31st-March-2021	Year Ended 31st-March-2020
<b>32</b>	<b>Revenue From Operations</b>		
	Sale of products	2,05,005.87	1,71,222.53
	Sale of services	298.84	378.54
	Other operating income	2,714.96	4,326.80
	<b>Total</b>	<b>2,08,019.67</b>	<b>1,75,927.86</b>
<b>33</b>	<b>Other Income</b>		
	Interest income *	428.23	730.59
	Dividend income	0.12	-
	Gain on sale of investments	118.36	-
	Foreign exchange gain/(loss)	1,635.57	(41.02)
	Others	893.52	965.79
	<b>Total</b>	<b>3,075.79</b>	<b>1,655.37</b>
	<b>* includes income from related parties (Refer note 44)</b>		
<b>34</b>	<b>Cost Of Materials Consumed</b>		
	Opening stock	28,666.84	13,594.60
	Add: Purchases	1,17,352.24	1,31,713.65
	Less: Closing stock	17,750.11	28,666.84
	<b>Total</b>	<b>1,28,268.97</b>	<b>1,16,641.40</b>

Notes on Consolidated Financial Statements for the year ended 31st March 2021.

(₹ In Lakhs)

Note No.	Particulars	Year Ended 31st- March-2021	Year Ended 31st- March-2020
<b>35</b>	<b>Purchases Of Stock-In-Trade</b>		
	Purchases of stock-in-trade	18,142.52	10,033.03
	<b>Total</b>	<b><u>18,142.52</u></b>	<b><u>10,033.03</u></b>
<b>36</b>	<b>Changes In Inventories Of Finished Goods, Work-In-Progress And Stock-In-Trade</b>		
	Closing stock:		
	Finished goods	7,311.41	4,643.34
	Work-in-progress	4,208.11	881.78
	<b>Total</b>	<b><u>11,519.53</u></b>	<b><u>5,525.12</u></b>
	Opening stock:		
	Finished goods	4,643.34	1,157.11
	Work-in-progress	881.78	4,007.17
	<b>Total</b>	<b><u>5,525.12</u></b>	<b><u>5,164.28</u></b>
	<b>Total Changes in Inventories of Finished Goods, Work in Progress</b>	<b><u>(5,994.41)</u></b>	<b><u>(360.83)</u></b>
<b>37</b>	<b>Employee Benefits Expense</b>		
	Salaries, wages and bonus	4,904.14	4,994.97
	Contribution to provident fund and other funds	232.96	299.82
	Staff welfare expenses	351.75	297.24
	<b>Total</b>	<b><u>5,488.85</u></b>	<b><u>5,592.03</u></b>
<b>38</b>	<b>Finance Costs</b>		
	Interest on loans	3,362.66	4,425.07
	Interest on lease liabilities	160.07	128.93
	Interest on others	49.17	70.01
	Bank charges / loan processing fees	1,702.38	1,818.01
	<b>Total</b>	<b><u>5,274.28</u></b>	<b><u>6,442.01</u></b>
<b>39</b>	<b>Depreciation Expenses</b>		
	Depreciation:		
	Property, plant and equipments	4,241.42	4,977.23
	Right-of-use assets	396.70	254.89
	<b>Total</b>	<b><u>4,638.12</u></b>	<b><u>5,232.12</u></b>

## Notes on Consolidated Financial Statements for the year ended 31st March 2021.

(₹ In Lakhs)

Note No.	Particulars	Year Ended 31st- March-2021	Year Ended 31st- March-2020
<b>40</b>	<b>Other Expenses</b>		
	<b>Manufacturing Expenses</b>		
	Consumption of stores and packing materials	4,279.86	3,576.19
	Repairs to plant and machinery	194.36	166.95
	Power expense	3,136.44	2,621.24
	Jobwork charges	166.84	1,145.23
	Labour charges	2,409.01	2,104.00
	Others	529.39	431.86
		<b>10,715.90</b>	<b>10,045.46</b>
	<b>Selling and Distribution Expenses</b>		
	Commission on sales	4,051.65	1,313.72
	Freight and forwarding charges	16,295.13	10,754.93
	Bad debts	6,979.34	893.28
	Allowance for expected credit loss	213.81	-
	Others*	1,620.17	1,950.04
		<b>29,160.11</b>	<b>14,911.96</b>
	<b>Administrative expenses</b>		
	Insurance	166.37	220.64
	Professional fees *	830.63	958.03
	Rentals including lease rentals *	12.83	12.58
	Repairs to other	85.26	80.27
	Repairs to building	31.94	27.10
	Rates and taxes	22.25	34.26
	Expenditure incurred for CSR (note No 52)	176.73	103.63
	Payment to auditor:		
	- Statutory audit Fees	18.41	21.25
	- Other services	3.63	2.92
	Others	383.88	809.35
		<b>1,731.93</b>	<b>2,270.03</b>
	<b>Total</b>	<b>41,607.94</b>	<b>27,227.45</b>

\* includes payment to related parties (Refer note 44)

## 41 Leases

### Accounting policy Company as a lessee

The Company's lease asset classes primarily consist of leases for Office Building and Plant & Machinery. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether : (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short-term and low-value leases, the Company

## Notes on Consolidated Financial Statements for the year ended 31st March 2021.

recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. The Company measures the lease liability at the present value of the lease payments that are not paid at the Commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole.

The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The company recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in statement of profit and loss.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Company changes its assessment of whether it will exercise an extension or a termination option.

Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

The weighted average incremental borrowing rate applied to lease liabilities as at April 1, 2020 is 11.68%

The aggregate depreciation expense on ROU assets is included under depreciation and amortization expense in the Statement of Profit and Loss.

The break-up of current and non-current lease liabilities is as follows

Note No.	Particulars	(₹ In Lakhs)	
		As at 31st- March-2021	As at 31st- March-2020
	Current lease liabilities	409.42	360.58
	Non-current lease liabilities	760.08	1,173.82
	<b>Total</b>	<b><u>1,169.49</u></b>	<b><u>1,534.41</u></b>

### The details of the contractual maturities of lease liabilities as at March 31, 2021 on an undiscounted basis are as follows:

Less than one year	525.06	526.99
One to five years	842.29	1,369.03
<b>Total</b>	<b><u>1,367.35</u></b>	<b><u>1,896.02</u></b>

## Notes on Consolidated Financial Statements for the year ended 31st March 2021.

(₹ In Lakhs)

Note No.	Particulars	As at 31st- March-2021	As at 31st- March-2020
<b>42</b>	<b>Contingent Liabilities &amp; Legal Cases</b>		
<b>a</b>	<b>Contingent Liabilities: (to the extent not provided for)</b>		
	(a) Claims against the company not acknowledged as debts:		
	Guarantees / Letter of Credit outstanding	38,373.85	92,698.40
	(b) Entry Tax / Sales Tax/VAT liability matters ^	366.77	366.77
	(c) Excise duty/Customs duty/ Service tax liability / Goods & Service Tax matters ^	2,267.11	2,262.15
	(d) Income tax matters*^	2,438.07	2,438.07
	Legal Cases		
	- Midcontinent express pipeline LLC, USA	778.64	778.64
	-Sebi	25.00	25.00

\* includes matters amounting to Rs. 2014.37 lakhs, the outcome of the first level of appeal proceedings is in favour of the company, which has been challenged by the Income Tax Department at the Hon'ble Tribunal level.

^The management including its tax advisors expect that its position will likely be upheld on ultimate resolution and will not have material adverse effect on the Company's financial position and result of operation.

### b Arbitration & Legal Cases

Arbitration & legal cases pending before the various forum for settlement/recovery of outstanding dues

	13,324.46	13,580.33
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The management, based on the legal opinion received and considering various force majeure issues involved, is of the view that the chances of recovery of these amounts are very high and further viewed that pending outcome these would not be any material impact on cash flows and profitability of the company. In view of the same, Company has not made any provisions.

### 43 Remuneration to Directors

Note No.	Particulars	Year Ended 31st- March-2021	Year Ended 31st- March-2020
	Salaries and perquisite	1,049.43	946.77
	Sitting fees	7.80	9.50
	<b>Total</b>	<b>1,057.23</b>	<b>956.27</b>

### 44 Disclosures As Required By Indian Accounting Standard (Ind As) 24 Related Party Disclosures

SR.	"Name of the Related Party / Country of Incorporation"	As at 31st- March-2021	As at 31st- March-2020
	<b>Subsidiaries:</b>		
1	Merino Shelters Private Limited - India	100%	100%
	<b>Key Management Personnel:</b>		
1	Mr. Rameshchandra Mansukhani (Chairman)		
2	Mr. Nikhil Mansukhani (Executive Director)		
3	Mrs. Heena Kalantri (Director)		
	<b>Relative of Key Managerial Personnel</b>		
1	Mrs. Deepa Mansukhani		



**Notes on Consolidated Financial Statements for the year ended 31st March 2021.**

(₹ In Lakhs)

Note No.	Particulars	Year Ended 31st- March-2021	Year Ended 31st- March-2020
	Enterprises controlled or significantly influenced by key management personnel or their relatives with whom transaction have occurred		
1	M Concepts Retail LLP		
2	Limitless Contracting Private Limited		
3	TMW Fintech Pvt Ltd (formerly known as "The Mobile Wallet Private Limited")		
4	Man Finance Private Limited		

**The following transactions were carried out with the related parties in the ordinary course of business:**

**1 Subsidiary Company**

Merino Shelters Private Limited		
Loan given (Net)	(9.51)	(2.04)
Interest income	-	85.75

**2 Enterprises over which Key Managerial Personnel are able to Exercise Significant Influence**

M Concepts Retail LLP		
Professional fees	36.00	49.75
Man Finance Private Limited		
Money received towards share warrants	487.50	-
Limitless Contracting Private Limited		
Loan given (Net)	-	(1,080.38)
Interest income	-	49.85
TMW Fintech Pvt Ltd (formerly known as "The Mobile Wallet Private Limited")		
Sundry purchases	-	2.80

**3 Key Managerial Personnel and Relative of Key Managerial Personnel**

Salary and bonus	1,049.43	946.77
Sitting Fees	2.40	2.45
Rental charges	265.94	265.94
Interest income on rental deposit <sup>^</sup>	12.11	12.67

Details of Outstanding Balance to Related Parties

(₹ In Lakhs)

Note No.	Particulars	As at 31st- March-2021	As at 31st- March-2020
<b>1 Subsidiary Company</b>			
Merino Shelters Private Limited			
Investment in equity shares	10,229.83	10,229.83	
Loan given	846.59	856.11	
<b>2 Key Managerial Personnel and Relative of Key Managerial Personnel Lease deposit<sup>^</sup></b>			
	101.09	125.14	
<sup>^</sup> <b>The movement is due to INDAS Effect</b>			

## Notes on Consolidated Financial Statements for the year ended 31st March 2021.

(₹ In Lakhs)

Note No.	Particulars	Year Ended 31st- March-2021	Year Ended 31st- March-2020
<b>45</b>	<b>Earnings Per Share</b>		
	Earnings Per Share has been computed as under:		
	Profit/(Loss) for the year	10,084.71	5,550.27
	Weighted average number of equity shares outstanding	5,71,03,055	5,71,03,055
	Basic earning per share (Face value of Rs 5/ per share)	17.66	9.72
	Diluted earning per share (Face value of Rs 5/ per share) *	16.78	9.72
	* Assuming full conversion of 30,00,000 convertible warrants issued on preferential basis as per SEBI (LODR) Regulation, 2015		

## 46 Capital Management

### Risk Management

The primary objective of the Company's capital management is to maximise shareholder value. The Company monitors capital using debt-equity ratio, which is total debt divided by total capital.

For the purposes of the Company's capital management, the Company considers the following components of its balance sheet to be managed capital.

Total equity as shown in the balance sheet includes general reserve, retained earnings, share capital, security premium. Total debt includes current debt plus non-current debt.

(₹ In Lakhs)

Note No.	Particulars	As at 31st- March-2021	As at 31st- March-2020
	Total debt	28,385.76	27,848.63
	Total equity	83,487.72	74,636.17
	Debt-equity ratio	0.34	0.37

## 47 Fair Value Measurement

Particulars	31st-March-2021		31st-March-2020	
	FVTPL	Amortised cost	FVTPL	Amortised cost
<b>Financial assets</b>				
<b>Investments:</b>				
Equity instruments	62.57	-	2.06	-
Trade receivables	-	68,113.82	-	50,112.46
Loans	-	961.38	-	1,140.16
Security Deposit	-	79.44	-	80.02
Lease Deposit	-	248.41	-	273.31
Bank Deposit maturing over one Year	-	130.97	-	1,205.60
Cash and bank balances	-	10,216.38	-	22,160.11
Other financial assets	-	505.36	-	832.89
<b>Total Financial assets</b>	<b>62.57</b>	<b>80,255.76</b>	<b>2.06</b>	<b>75,804.56</b>
<b>Financial liabilities</b>				
Borrowings	-	27,929.01	-	24,011.64
Trade payables	-	51,841.30	-	56,138.94
Other liabilities	-	3,206.91	-	6,572.24
Lease Liabilities	-	1,169.49	-	1,534.41
<b>Total financial liabilities</b>	<b>-</b>	<b>84,146.72</b>	<b>-</b>	<b>88,257.24</b>

## Notes on Consolidated Financial Statements for the year ended 31st March 2021.

### a) Fair value hierarchy

This section explains the judgement and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the Financial Statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

### i) Financial assets and liabilities measured at fair value - recurring fair value measurements at March 31, 2021

Particulars	Note	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>					
Financial investments at FVTPL:					
Quoted Equity shares & Mutual Fund	11	62.55	-	-	62.55
Unquoted Equity Shares	11	-	0.01	-	0.01
<b>Total financial assets</b>		<b>62.55</b>	<b>0.01</b>	<b>-</b>	<b>62.57</b>

### ii) Financial assets and liabilities which are measured at amortised cost for which fair values are disclosed at March 31, 2021

Particulars	Notes	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>					
Trade receivables	7 & 12	-	-	68,113.82	68,113.82
Loans	15	-	-	961.38	961.38
Security Deposit	8	-	-	79.44	79.44
Lease Deposit	8	-	-	248.41	248.41
Bank Deposit maturing over one Year	8	-	-	130.97	130.97
Cash and bank balances	13 & 14	-	-	10,216.38	10,216.38
Other financial assets	16	-	-	505.36	505.36
<b>Total financial assets</b>		<b>-</b>	<b>-</b>	<b>80,255.75</b>	<b>80,255.75</b>
<b>Financial liabilities</b>					
<b>Borrowings</b>					
Non Current	19	-	-	203.13	203.13
Current	25	-	-	27,725.88	27,725.88
Trade payables					
Non Current	20	-	-	84.44	84.44
Current	26	-	-	51,756.86	51,756.86
Other liabilities	28	-	-	3,206.91	3,206.91
Lease Liabilities	21 & 27	-	-	1,169.49	1,169.49
<b>Total financial liabilities</b>		<b>-</b>	<b>-</b>	<b>84,146.72</b>	<b>84,146.72</b>

### iii) Financial assets and liabilities measured at fair value - recurring fair value measurements at March 31, 2020

Particulars	Notes	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>					
Financial investments at FVTPL:					
Quoted Equity shares & Mutual Fund	11	2.06	-	-	2.06
Unquoted Equity Shares	11	-	0.01	-	0.01
<b>Total financial assets</b>		<b>2.06</b>	<b>0.01</b>	<b>-</b>	<b>2.07</b>

## Notes on Consolidated Financial Statements for the year ended 31st March 2021.

### iv) Financial assets and liabilities which are measured at amortised cost for which fair values are disclosed at March 31, 2020

Particulars	Note	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>					
Trade receivables	7 & 12	-	-	50,112.46	50,112.46
Loans	15	-	-	1,140.16	1,140.16
Security Deposit	8	-	-	80.02	80.02
Lease Deposit	8	-	-	273.31	273.31
Bank Deposit maturing over one Year	8	-	-	1,205.60	1,205.60
Cash and bank balances	13 & 14	-	-	22,160.11	22,160.11
Other financial assets	16	-	-	832.89	832.89
<b>Total financial assets</b>		<b>-</b>	<b>-</b>	<b>75,804.56</b>	<b>75,804.56</b>
<b>Financial liabilities</b>					
<b>Borrowings</b>					
Non Current	19	-	-	1,533.33	1,533.33
Current	25	-	-	22,478.32	22,478.32
Trade payables				-	-
Non Current	20	-	-	11.00	11.00
Current	26	-	-	56,127.94	56,127.94
Other liabilities	28	-	-	6,572.24	6,572.24
Lease Liabilities	21 & 27	-	-	1,534.41	1,534.41
<b>Total financial liabilities</b>		<b>-</b>	<b>-</b>	<b>88,257.24</b>	<b>88,257.24</b>

There were no transfers between any levels during the year.

#### Level 1:

Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments and mutual funds that have a 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 net assets value (NAV)

#### Level 2:

The fair value of financial instruments that are not traded in an active market (for example over-the-counter derivatives) 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 is not based on observable market data, the instrument is included in level 3

### b) Valuation technique used to determine fair value

#### Specific valuation techniques used to value financial instruments include:

- i) the use of quoted market prices or dealer quotes for similar instruments
  - ii) the fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves.
  - iii) the fair value of forward foreign exchange contracts are determined using forward exchange rates at the Balance Sheet date
  - iv) the fair value of foreign currency option contracts is determined using the Black Scholes valuation model.
  - v) the fair value of the remaining financial instruments is determined using discounted cash flow analysis.
- All of the resulting fair value estimates are included in level 1 and 2.

### c) Valuation processes

The finance department of the Company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. This team reports directly to the Chief Financial Officer (CFO).

## Notes on Consolidated Financial Statements for the year ended 31st March 2021.

### d) Fair value of financial assets and liabilities measured at amortised cost

Particulars	As at March 31, 2021		As at March 31, 2020	
	Carrying amount	Fair value	Carrying amount	Fair value
<b>Financial assets:</b>				
Trade receivables	68,113.82	68,113.82	50,112.46	50,112.46
Loans	961.38	961.38	1,140.16	1,140.16
Security Deposit	79.44	79.44	80.02	80.02
Lease Deposit	248.41	248.41	273.31	273.31
Bank Deposit maturing over one Year	130.97	130.97	1,205.60	1,205.60
Cash and bank balances	10,216.38	10,216.38	22,160.11	22,160.11
Other financial assets	505.36	505.36	832.89	832.89
<b>Total financial assets</b>	<b>80,255.76</b>	<b>80,255.76</b>	<b>75,804.56</b>	<b>75,804.56</b>
<b>Financial liabilities</b>				
Borrowings	27,929.01	27,929.01	24,011.64	24,011.64
Trade payables	51,841.30	51,841.30	56,138.94	56,138.94
Other liabilities	3,206.91	3,206.91	6,572.24	6,572.24
Lease Liabilities	1,169.49	1,169.49	1,534.41	1,534.41
<b>Total financial liabilities</b>	<b>84,146.72</b>	<b>84,146.72</b>	<b>88,257.24</b>	<b>88,257.24</b>

The carrying amounts of trade receivables, trade payables, other receivables, short-term security deposits, bank deposits with more than 12 months maturity, capital creditors and cash and cash equivalents including bank balances other than cash and cash equivalents are considered to be the same as their fair values due to the current and short-term nature of such balances.

The fair values of non-current borrowings are based on discounted cash flows using a current borrowing rate.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

## 48 Financial Risk Management

Risk Management is an integral part of the business practices of the Group. The framework of Risk Management concentrates on formalising a system to deal with the most relevant risks, building on existing Management practices, knowledge and structures. The Group has developed and implemented a comprehensive Risk Management System to ensure that risks to the continued existence of the Group as a going concern and to its growth are identified and remedied on a timely basis. While defining and developing the formalised Risk Management System, leading standards and practices have been considered. The Risk Management System is relevant to business reality, pragmatic and simple and involves the following:

- i. Risk identification and definition – Focused on identifying relevant risks, creating, updating clear definitions to ensure undisputed understanding along with details of the underlying root causes contributing factors.
- ii. Risk classification – Focused on understanding the various impacts of risks and the level of influence on its root causes. This involves identifying various processes generating the root causes and clear understanding of risk interrelationships.
- iii. Risk assessment and prioritisation – Focused on determining risk priority and risk ownership for critical risks. This involves assessment of the various impacts taking into consideration risk appetite and existing mitigation controls.
- iv. Risk mitigation – Focused on addressing critical risks to restrict their impact(s) to an acceptable level (within the defined risk appetite). This involves a clear definition of actions, responsibilities and milestones.
- v. Risk reporting and monitoring – Focused on providing to the Board and the Audit Committee periodic information on risk profile evolution and mitigation plans.

## Notes on Consolidated Financial Statements for the year ended 31st March 2021.

### a) Management of liquidity risk

The Group's principal sources of liquidity are cash and cash equivalents, borrowings and the cash flow that is generated from operations. The Company believes that current cash and cash equivalents, tied up borrowing lines and cash flow that is generated from operations is sufficient to meet requirements. Accordingly, liquidity risk is perceived to be low.

The following table shows the maturity analysis of the Group's financial liabilities based on contractually agreed undiscounted cash flows as at the Balance sheet date:

Particulars	Note	Carrying amount	Less than 12 months	More than 12 months	Total
<b>As at March 31, 2021</b>					
Borrowings					
Non-current	19	203.13	-	203.13	203.13
Current	25	27,725.88	27,725.88	-	27,725.88
Trade payables					
Non-current	20	84.44	-	84.44	84.44
Current	26	51,756.86	51,756.86	-	51,756.86
Other liabilities	28	3,206.91	3,206.91	-	3,206.91
Lease Liabilities					
Non-current	21	760.08	-	760.08	760.08
Current	27	409.42	409.42	-	409.42
<b>As at March 31, 2020</b>					
Borrowings					
Non-current	19	1,533.33	-	1,533.33	1,533.33
Current	25	22,478.32	22,478.32	-	22,478.32
Trade payables					
Non-current	20	11.00	-	11.00	11.00
Current	26	56,127.94	56,127.94	-	56,127.94
Other liabilities	28	6,572.24	6,572.24	-	6,572.24
Lease Liabilities					
Non-current	21	1,173.82	-	1,173.82	1,173.82
Current	27	360.58	360.58	-	360.58

### 49 Management of market risk

The Group's size and operations result in it being exposed to the following market risks that arise from its use of financial instruments:

Price risk,  
Interest rate risk; and  
Foreign exchange risk

The above risks may affect the Group's income and expenses, or the value of its financial instruments. The objective of the Group's Management of market risk is to maintain this risk within acceptable parameters, while optimising returns. The Group's exposure to, and Management of, these risks is explained below:

## Notes on Consolidated Financial Statements for the year ended 31st March 2021.

Potential impact of risk	Management policy	Sensitivity to risk
<b>1. Price Risk</b>		
<p>The Group is mainly exposed to the price risk due to its investments in equity instruments. The price risk arises due to uncertainties about the future market values of these investments.</p> <p>Equity price risk is related to the change in market reference price of the investments in equity securities.</p> <p>In general, these securities are not held for trading purposes. These investments are subject to changes in the market price of securities. The fair value of quoted equity, mutual fund and bond instruments classified as fair value through Profit and Loss account as at March 31, 2021 is Rs. 62.56 lakhs (March 31, 2020: Rs. 2.06 lakhs).</p>	<p>In order to manage its price risk arising from investments in equity instruments, the Group maintains its portfolio in accordance with the framework set by the Risk Management policies.</p> <p>Any new investment or divestment must be approved by the Board of Directors, Chief Financial Officer and Risk Management Committee.</p>	<p>As an estimation of the approximate impact of price risk, with respect to investments in equity instruments, the Group has calculated the impact as follows:</p> <p>For equity instruments, a 5% increase in prices would have led to approximately an additional Rs. 3.13 lakhs gain in profit and loss account (2019-20 Rs. 0.10 lakhs). A 5% decrease in prices would have led to an equal but opposite effect.</p>
<b>2. Interest rate risk</b>		
<p><b>Financial Liabilities:</b> The Group is mainly exposed to interest rate risk due to its variable interest rate borrowings. The interest rate risk arises due to uncertainties about the future market interest rate of these borrowings.</p> <p>As at March 31, 2021, the exposure to interest rate risk due to variable interest rate borrowings amounted to Rs. 28,385.76 lakhs (March 31, 2020: Rs. 28,606.96 lakhs)</p>	<p><b>Financial Liabilities:</b> In order to manage its interest rate risk arising from variable interest rate borrowings, the Group uses Interest rate swaps to hedge its exposure to future market interest rates whenever appropriate.</p> <p>The hedging activity is undertaken in accordance with the framework set by the Risk Management Committee and supported by the Treasury department.</p>	<p><b>Financial Liabilities:</b> As an estimation of the approximate impact of the interest rate risk, with respect to financial instruments, the Group has calculated the impact of a 50 bps change in interest rates. A 50 bps decrease in interest rates would have led to approximately an additional Rs. 141.93 lakhs (2019-20: Rs. 143.03 lakhs) gain in profit and loss account. A 50 bps increase in interest rates would have led to an equal but opposite effect.</p>
<b>3. Foreign Exchange risk</b>		
<p>The Group has international operations and is exposed to foreign exchange risk arising from foreign currency transactions. Foreign exchange risk arises from future commercial transactions and recognised Financial assets and liabilities denominated in a currency that is not the Group's functional currency (INR). The risk also includes highly probable foreign currency cash flows. The objective of the cash flow hedges is to minimise the volatility of the INR cash flows of highly probable forecast transactions.</p>	<p>The Group has exposure arising out of export, import, loans and other transactions other than Group's functional currency. The Group hedges its foreign exchange risk using foreign exchange forward contracts and currency options after considering the natural hedge. The same is within the guidelines laid down by Group's risk Management policy.</p>	<p>As an estimation of the approximate impact of the foreign exchange rate risk, with respect to Financial Statements, the Group has calculated the impact of a 2% increase in the spot price as on the reporting date would have led to an increase in additional Rs. 311.61 lakhs (2019-20: Rs. 811.84 lakhs) as loss in Profit and Loss account. A 2% decrease would have led to an increase an equal but opposite effect</p>

## Notes on Consolidated Financial Statements for the year ended 31st March 2021.

### Foreign currency risk exposure:

The Company's exposure to foreign currency risk at the end of the reporting period expressed in Rs. Lakhs, are as follows:

Particulars	31-Mar-21					31-Mar-20				
	USD	KWD	EURO	AED	OMR	USD	KWD	EURO	AED	OMR
<b>Financial assets</b>										
Trade receivables	12,684.11	563.46	282.78		31,203.90	14,789.33	575.17	-	-	-
Others	0.73			2,986.95		641.25	-	-	3,091.24	-
Less:										
Foreign exchange forward contracts	2,287.85					13,946.70	-	-	-	-
<b>Net exposure to foreign currency risk (assets)</b>	<b>10,396.99</b>	<b>563.46</b>	<b>282.78</b>	<b>2,986.95</b>	<b>31,203.90</b>	<b>1,483.88</b>	<b>575.17</b>	<b>-</b>	<b>3,091.24</b>	<b>-</b>
<b>Financial liabilities</b>										
Advances received from customer	803.86		5,019.22			-	-	8,276.92	-	-
Borrowings	13,042.58					5,301.13	-	-	758.35	-
Trade payables	36,739.92		729.69		1,012.15	26,605.26	-	41.45	-	-
Others	128.65						-	-	-	-
Less:										
Hedged through derivatives (includes hedges for highly probable transactions upto next 12 months)						-	-	-	-	-
Foreign exchange forward contracts	2,199.41					-	-	-	-	-
<b>Net exposure to foreign currency risk (liabilities)</b>	<b>48,515.60</b>	<b>-</b>	<b>5,748.91</b>	<b>-</b>	<b>1,012.15</b>	<b>31,906.38</b>	<b>-</b>	<b>8,318.37</b>	<b>758.35</b>	<b>-</b>

### I) Management of credit risk

Credit risk is the risk of financial loss to the Company if a customer or counter-party fails to meet its contractual obligations.

#### Trade receivables

Concentrations of credit risk with respect to trade receivables are limited, due to the Company's customer base being large, diverse and across sectors and countries. All trade receivables are reviewed and assessed for default on a quarterly basis.

Our historical experience of collecting receivables is supported by low level of past default and hence the credit risk is perceived to be low.

#### Other financial assets

The Group maintains exposure in cash and cash equivalents, term deposits with banks, and loans to subsidiary companies. Individual risk limits are set for each counter-party based on financial position, credit rating and past experience. Credit limits and concentration of exposures are actively monitored by the Treasury department of the Group.

#### Impact of hedging activities

The Group does not follow the hedge accounting in view of natural hedge.



## Notes on Consolidated Financial Statements for the year ended 31st March 2021.

(₹ In Lakhs)

Note No.	Particulars	Year Ended 31st-March-2021	Year Ended 31st-March-2020
<b>50</b>	<b>Disclosures As Required By Indian Accounting Standard (Ind As) 19 Employee Benefits</b>		
a	Defined contribution plans: Amount of Rs.186.77 Lakhs (Previous year Rs. 237.84 Lakhs) is recognised as an expense and included in Employee benefits expense as under the following defined contribution plans:		
	<b>Benefits (Contribution to):</b>		
	Provident fund	185.69	236.73
	Employee state insurance scheme	0.85	0.89
	Labour welfare scheme	0.22	0.23
	<b>Total</b>	<b>186.77</b>	<b>237.84</b>

### b Defined benefit plans:

#### Gratuity:

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

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

(₹ In Lakhs)

Note No.	Particulars	As at 31st-March-2021	As at 31st-March-2020
<b>I</b>	<b>Change in present value of defined benefit obligation during the year</b>		
1	Present Value of defined benefit obligation at the beginning of the year	269.08	335.11
2	Interest cost	16.10	25.80
3	Current service cost	37.39	44.96
4	Past service cost	-	-
5	Liability transfer from other Group	-	-
6	Liability transferred out/divestment	-	-
7	Benefits paid directly by employer	-	-
8	Benefits paid	(36.55)	(42.73)
9	Actuarial changes arising from changes in demographic assumptions	-	(0.06)
10	Actuarial changes arising from changes in financial assumptions	(3.34)	(79.92)
11	Actuarial changes arising from changes in experience adjustments	(2.27)	(14.08)
12	Present value of defined benefit obligation at the end of the year	280.41	269.08
<b>II</b>	<b>Change in fair value of plan assets during the year</b>		
1	Fair value of plan assets at the beginning of the year	110.88	114.09
2	Interest income	7.29	8.78
3	Contributions paid by the employer	-	-
4	Benefits paid from the fund	(3.57)	(11.42)
5	Assets transferred out / divestments	-	-
6	Return on plan assets excluding interest income	0.49	(0.57)
7	Fair value of plan assets at the end of the year	115.09	110.88
<b>III</b>	<b>Net asset / (liability) recognised in the balance sheet</b>		
1	Present value of defined benefit obligation at the end of the year	(280.41)	(269.08)
2	Fair value of plan assets at the end of the year	115.09	110.88
3	Amount recognised in the balance sheet	(165.32)	(158.20)
4	Net (liability) / asset-current	(37.08)	(41.11)
5	Net (liability) / asset-non-current	(128.25)	(117.09)

## Notes on Consolidated Financial Statements for the year ended 31st March 2021.

(₹ In Lakhs)

Note No.	Particulars	As at 31st- March-2021	As at 31st- March-2020
<b>IV</b>	<b>Expenses recognised in the statement of profit and loss for the year</b>		
1	Current service cost	37.39	44.96
2	Interest cost on benefit obligation (net)	8.81	17.02
3	Total expenses included in employee benefits expense	46.20	61.98
<b>V</b>	<b>Recognised in other comprehensive income for the year</b>		
1	Actuarial changes arising from changes in demographic assumptions	-	(0.06)
2	Actuarial changes arising from changes in financial assumptions	(3.34)	(79.92)
3	Actuarial changes arising from changes in experience adjustments	(2.27)	(14.08)
4	Return on plan assets excluding interest income	(0.49)	0.57
5	Recognised in other comprehensive income	(6.10)	(93.49)
<b>VI</b>	<b>Maturity profile of defined benefit obligation</b>		
1	Within the next 12 months (next annual reporting period)	32.32	35.15
2	Between 2 and 5 years	74.39	64.86
3	Between 6 and 10 years	132.94	92.34

### VII Quantitative sensitivity analysis for significant assumption is as below:

#### 1 Increase / (decrease) on present value of defined benefits obligation at the end of the year:

(i)	One percentage point increase in discount rate	(20.38)	(21.46)
(ii)	One percentage point decrease in discount rate	28.14	24.87
(i)	One percentage point increase in rate of salary Increase	29.19	25.93
(ii)	One percentage point decrease in rate of salary Increase	(21.63)	(22.69)
(i)	Ten percentage point increase in employee turnover rate	1.68	(0.51)
(ii)	Ten percentage point decrease in employee turnover rate	2.60	0.53

#### 2 Sensitivity Analysis Method:

"Sensitivity analysis is performed by varying a single parameter while keeping all the other parameters unchanged.

Sensitivity analysis fails to focus on the interrelationship between underlying parameters. Hence, the results may vary if two or more variables are changed simultaneously.

The method used does not indicate anything about the likelihood of change in any parameter and the extent of the change if any.

### VIII Actuarial assumptions

1	Discount rate	6.45%	6.40%
2	Salary escalation	0% for next 2 years and 3% thereafter	0% for next 3 years and 3% thereafter
3	Mortality rate during employment	Indian assured lives (2012-14) Ultimate	Indian assured lives (2012-14) Ultimate
4	Rate of employee turnover	20% at lower service reducing to 1% at higher service	20% at lower service reducing to 1% at higher service

## Notes on Consolidated Financial Statements for the year ended 31st March 2021.

(₹ In Lakhs)

Note No.	Particulars	As at 31st-March-2021	As at 31st-March-2020
<b>51 a Disclosure requirement under the Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act, 2006").</b>			
i	The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year		
	Principal	821.58	468.53
	Interest on principal outstanding	21.11	9.69
ii	The amount of interest paid by the buyer in terms of section 16, along with the amount of the payment made to a supplier beyond the appointed day during each accounting year.	-	-
iii	The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed date during the year) but without adding interest under the act.	28.07	60.31
iv	The amount of interest accrued and remaining unpaid at the end of each accounting year.	49.17	70.01
v	The amount of further interest remaining due and payable even in succeeding years, until such date when the interest dues as above are actually paid to the small companies, for the purpose of disallowance as deductible expenditure under section 23.	49.17	131.31

Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company.

### b Trade payables / receivables are subject to confirmation and reconciliation.

## 52 Details Of Corporate Social Responsibility (CSR) Expenditure:

(₹ In Lakhs)

Note No.	Particulars	Year Ended 31st-March-2021	Year Ended 31st-March-2020
	Amount required to be spent as per Section 135 of the Act	116.15	101.93
		<b>116.15</b>	<b>101.93</b>
	Amount spent during the year on:		
	(i) Construction / acquisition of an asset	-	-
	On purpose other than (i) above	176.73	103.63
	<b>Total</b>	<b>176.73</b>	<b>103.63</b>

53 The Company is having single segment i.e. "Steel Pipes".

54 The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables, inventories, property, plant and equipment and investments. In developing the assumptions relating to the possible future uncertainties in the global economic conditions, the Company has, as at the date of approval of these standalone financials, used internal and external sources of information, including economic forecasts and estimates from market sources, on the expected future performance of the Company. On the basis of evaluation and current indicators of future economic conditions, the Company expects to recover the carrying amounts of these assets and does not anticipate any impairment to these financial and non-financial assets. However, the impact assessment of COVID-19 is a continuing process, given the uncertainties associated with its nature and duration. The Company will continue to monitor any material changes to future economic conditions.

## Notes on Consolidated Financial Statements for the year ended 31st March 2021.

- 55 The Company is proposing to divest upto 100 % equity investment held in wholly owned subsidiary, Merino Shelters Private Limited.
- 56 Expected credit loss represents an allowance for life time expected loss on the carrying value of trade receivables, which has been recognised in accordance with simplified approach as permitted by IND-As 109 - "Financial instruments"
- 57 The Financial Statements of Merino Shelters Private Limited, wholly owned Subsidiary of the company have not been consolidated as required by Indian Accounting Standard (IND AS) 110 issued by Institute of Chartered Accountants of India.
- 58 The Company, on approval of the Bombay High Court in March 2015, has given effect to the scheme of arrangement for the merger / demerger between Man Industries (India) Limited (Company) and Man Infraprojects Private Limited (MIPL), in the financial statement of Financial Year 2014-15. MIPL has made frivolous claims on the company and also challenged the valuation of assets which had been already approved by the H'ble Bombay High Court. In view of this, the Company has filed an Application for withdrawal of bogus claims and for modification of scheme to provide for swapping of shares between two promoter groups, which is pending hearing and disposal in the H'ble Bombay High Court. Pending adjudication of the same and pending full implementation of the Scheme, Company continues to be 100% shareholder of MIPL. As the above matter stands sub-judice, liability if any, thereon cannot be quantified.
- 59 Previous year's figures have been regrouped or reclassified to confirm to current year's presentation , wherever considered necessary.

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### As per the report of the even date

#### For MHDalal & Associates

Chartered Accountants  
Firm registration number : 112449W

#### Devang Dalal

Partner  
Membership No.: 109049

#### For and behalf of Board of Directors

**RC Mansukhani**  
Chairman  
DIN - 00012033

**Nikhil Mansukhani**  
Executive Director  
DIN - 02257522

**Heena Kalantri**  
Director  
DIN - 00149407

**Narendra S. Mairpady**  
Director  
DIN - 00536905

**PK Tandon**  
Director  
DIN - 00364652

**Ashok Gupta**  
Chief Financial  
Officer

**Renu P Jalan**  
Director  
DIN - 08076758

**Jatin Shah**  
Company Secretary

Place: Mumbai  
Date: May 31, 2021

### 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 statements of Subsidiaries

(₹ in Lakhs)

Name of the Subsidiary Companies	Man Overseas Metals DMCC	Man USA Inc ^
Financial Year ended on	31-March-2021	31-March-2021
Share Capital	2,985.75	0.73
Reserve & Surplus	197.83	(3.76)
Total Liabilities	3,226.83	1.37
Total Assets	3,226.83	1.37
Investments	-	-
Turnover	630.22	-
Profit before taxation	22.14	-
Provision for taxation	-	-
Profit after taxation	22.14	-
Proposed dividend	-	-
% of shareholding	100%	100%
Reporting Currency	AED	USD
Rupee Equivalent of 1 unit of foreign currency as at 31.03.2021	19.9050	73.1100

#### Note:

Financial Information in respect of Merino Shelters Private Limited (Merino) has not been given as Financial Statement of Merino Shelters Private Limited as on 31st March 2021 has not been consolidated due to pending implementation of the Scheme of Demerger.

^ Financial Information is based on Unaudited Results.

#### For and behalf of Board of Directors

**RC Mansukhani**  
Chairman  
(DIN:00012033)

**PK Tandon**  
Director  
(DIN:00364652)

**Renu P Jalan**  
Director  
(DIN:08076758)

**Narendra Mairpady**  
Director  
(DIN:00536905)

**Nikhil Mansukhani**  
Executive Director  
(DIN:02257522)

**Heena Kalantri**  
Director  
(DIN:00149407)

**Ashok Gupta**  
Chief Financial Officer

**Jatin Shah**  
Company Secretary

Place: Mumbai  
Date: May 31, 2021

**KYC FORM**

To  
**Link Intime India Pvt. Ltd**  
 C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083  
 Unit : MAN INDUSTRIES (INDIA) LTD

Date: \_\_/\_\_/\_\_\_\_

Folio No: \_\_\_\_\_

No. of Shares: \_\_\_\_\_

Dear Sir Madam,

Name of the shareholder(s)	PAN (A)	Bank details (B)	Specimen Signature (C)	Email ID (D)	Mobile No. (E)	Nominee Details (F)
Registered Holder	Required	Required	Required	Required	Required	Required
1st Joint Holder	Required	N.A.	Required	N.A.	N.A.	N.A.
2nd Joint Holder	Required	N.A.	Required	N.A.	N.A.	N.A.
3rd Joint Holder	Required	N.A.	Required	N.A.	N.A.	N.A.

N.A. – Not Applicable

We are forwarding herewith the required supporting documents by ticking in the appropriate checkbox below for all the fields where the status is shown as 'Required' in the above table.

**A. For registering PAN of the registered and/or joint shareholders (as applicable)**

Registered shareholder       Joint holder 1       Joint holder 2       Joint holder 3  
 (self-attested copy for all Shareholders attached)

**B. For registering Bank details of the registered shareholder**

Aadhar/Passport/utility bill       Original cancelled cheque leaf       Bank Passbook/Bank Statement

**C. For registering the Specimen Signature of registered and/or joint shareholders (as applicable)**

Affidavit       Bank Verification       Original cancelled cheque leaf       Bank Passbook/Bank Statement  
 (for all Shareholders attached)

**D. For Updating the email id :** \_\_\_\_\_

**E. Mobile No.**

**F. For registering the nominee details by the registered shareholder**

Form SH-13 (Nomination registration form attached)

**Note:- For residents of Sikkim, instead of PAN provide Aadhar Card/Voter ID /Driving License/Passport or any other identity proof issued by Govt.**

I/We hereby state that the above-mentioned details are true and correct and we consent towards updating the particulars based on the self-attested copies of the documents enclosed with this letter by affixing my/our signature(s) to it.

Sign: \_\_\_\_\_  
 Registered holder

Sign: \_\_\_\_\_  
 Joint holder 1

Sign: \_\_\_\_\_  
 Joint holder 2

Sign: \_\_\_\_\_  
 Joint holder 3

<p><b>Name &amp; Address of the Registered Shareholder</b></p> <p>Name : Mr/Ms/Mrs _____</p> <p>Address: _____</p> <p>_____</p> <p>City _____ PIN _____</p>
---

### **Instruction for updating the necessary KYC details of the shareholders holding shares in physical form**

SEBI, vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20<sup>th</sup> April 2018 & BSE, vide its Circular No. LIST/COMP/15/2018-19 dated 5<sup>th</sup> July 2018 have directed all the listed companies to record the PAN and Bank account details of all their shareholders and advise them to dematerialise their physical securities.

Accordingly, your Company has initiated steps for registering the **PAN details** (including joint holders, if any) and the **BANK ACCOUNT** details of all the registered shareholders.

We would also like to register other KYC details such as specimen signature, email id, mobile number, and nomination. We request you to kindly fill in the details in the KYC form and forward the same along with all the supporting documents based on requirements considering the below mentioned points. Single copy of supporting document is sufficient for updating multiple subjects.

**A. For updating PAN of the registered and/or joint shareholders :**

- Self- attested legible copy of PAN card (exempted for Shareholders from Sikkim)

**B. For updating Bank Account details of the registered shareholder:**

**1. In cases wherein the original cancelled cheque leaf has the shareholder's name printed**

- For address proof : Self- attested legible copy of Aadhaar/passport/utility bill (not older than 3 months)
- Original cancelled cheque leaf containing the Bank A/c No., Bank Name, type of account, IFSC Code, MICR Code and the name of the shareholder printed on the cheque leaf.

**OR**

**2. In cases wherein the cancelled cheque leaf does NOT contain the shareholder's name printed on it**

- For address proof : Self- attested legible copy of Aadhaar/passport/utility bill (not older than 3 months).
- Original cancelled cheque leaf containing the details, Bank A/c No., Bank Name, type of account, IFSC Code, MICR Code.
- Legible copy of the bank passbook / bank statement specifying the KYC details of the registered shareholder such as the name, address, bank account number etc. duly attested by the officer of the same bank with his signature, name, employee code, designation, bank seal & address stamp, phone no. and date of attestation.

**C. For updating the Specimen signatures of the registered and/or joint shareholders:**

- Affidavit duly notarised on non-judicial stamp paper of Rs. 100/- (format available on RTA's website [www.linkintime.co.in](http://www.linkintime.co.in) under Resources-Download-General-Change of Signature- Affidavit for change of signature).
- Banker's verification (format available on RTA's website [www.linkintime.co.in](http://www.linkintime.co.in) under Resources-Download-General-Change of Signature format for signature verification)
- Original cancelled cheque containing the details, Bank A/c No., Bank Name, type of account, IFSC Code, MICR Code and the name of the shareholder printed on the cheque leaf.
- If the cancelled cheque leaf does not contain shareholder's name - legible copy of the bank passbook / bank statement specifying the KYC details of the registered shareholder such as the name, address, bank account number etc. duly attested by the officer of the same Bank with his signature, name, employee code, designation, bank seal & address stamp, phone no. and date of attestation.

**D. For registering Email id of registered shareholder:**

Email-id of the registered shareholder to be mentioned in the KYC form attached for all future communication in electronic mode (Go Green Initiative).

**E. For registering Mobile No. of registered shareholder:**

Mobile no. of registered shareholder for future direct communication.

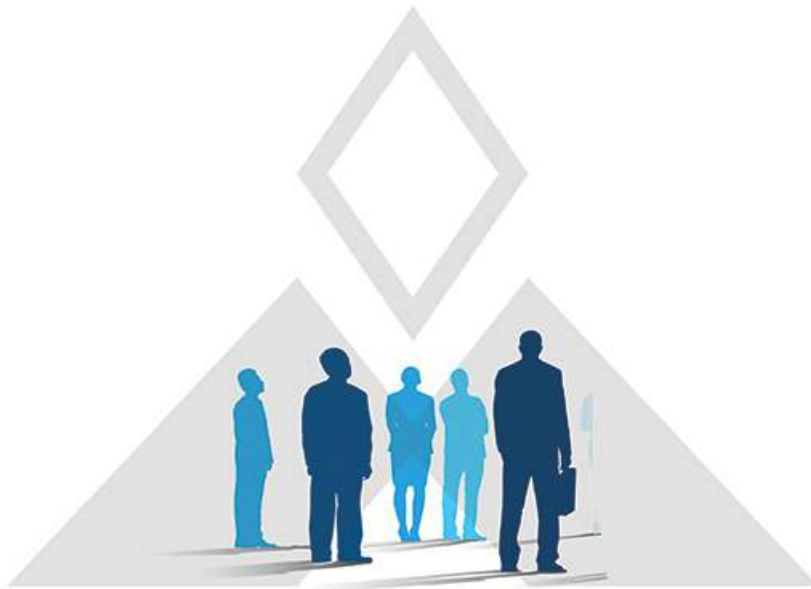
**F. For registering Nominee by the registered shareholder (if any):**

Nomination (Form SH-13) is available on the website of the RTA's website [www.linkintime.co.in](http://www.linkintime.co.in) under Resources-Downloads-General- Nomination.

You are requested to kindly forward the KYC form duly filled in, along with copies of supporting documents for all the "Required" remarks to the Registrar and Transfer Agents of the Company, 'Link Intime India Pvt. Ltd' at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083, Tel. +91 22 49186270; Fax: +91 22 49186000. As per SEBI directive, enhanced due diligence procedure will be applicable if KYC requirements mentioned above are not fulfilled.







CIN: L99999MH1988PLC047408

**Registered Office:**

MAN House, 101, S.V. Road, Opp. Pawas Hans,  
Vile Parle (West), Mumbai 400056, India

**Website:** [www.mangroup.com](http://www.mangroup.com)

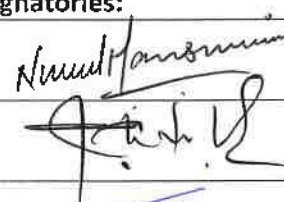

**Email:** [investor.relations@maninds.org](mailto:investor.relations@maninds.org)

**Tel:** 022 6647 7500

**Fax:** 022 6647 7600

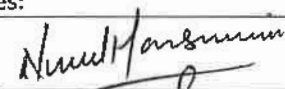
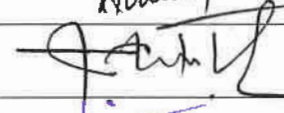

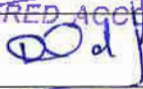
## Annexure I

**Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Annual Audited Financial Results - (Standalone)**

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2021 [See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]				
I.	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications) (Rs. In lakhs)	Adjusted Figures (audited figures after adjusting for qualifications) (Rs. In lakhs)
	1.	Turnover / Total income	2,10,593.97	2,10,678.93
	2.	Total Expenditure	1,96,946.93	1,96,946.93
	3.	Net Profit/(Loss)	10,062.56	10,126.14
	4.	Earnings Per Share (INR)	17.62	17.62
	5.	Total Assets	1,79,080.22	1,79,080.22
	6.	Total Liabilities	95,786.57	95,786.57
	7.	Net Worth	83,293.65	83,357.23
	8.	Any other financial item(s) (as felt appropriate by the management)		
<b>II. Audit Qualification (each audit qualification separately):</b>				
<b>a. Details of Audit Qualification:</b> During the year, the company has not provided for interest of Rs.84.96 lacs on the loan of Rs. 846.59 lakhs given to its wholly owned subsidiary i.e Merino Shelters Private Limited.				
<b>b. Type of Audit Qualification :</b> Qualified Opinion / Disclaimer of Opinion / Adverse Opinion QUALIFIED				
<b>c. Frequency of qualification:</b> Whether appeared first time / repetitive / since how long continuing – First time				
<b>d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:</b> The Company has not provided for interest on loans given to its wholly owned subsidiary i.e Merino Shelters Private Limited in view of slow business activity due to COVID 19.				
<b>e. For Audit Qualification(s) where the impact is not quantified by the auditor:</b>				
(i) Management's estimation on the impact of audit qualification:				
(ii) If management is unable to estimate the impact, reasons for the same:				
(iii) Auditors' Comments –				
<b>III.</b>			<b>Signatories:</b>	
☉ Chairman / Executive Director			  <b>M. H. DALAL &amp; ASSOCIATES</b> <b>CHARTERED ACCOUNTANTS</b>	
☉ CFO				
☉ Audit Committee Chairman				
☉ Statutory Auditor				
Place: Mumbai			Partner	
Date: May 31, 2021				

## Annexure I

### Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Annual Audited Financial Results - (Consolidated)

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2021 [See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]				
I.	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications) (Rs. In lakhs)	Adjusted Figures (audited figures after adjusting for qualifications) (Rs. In lakhs)
	1.	Turnover / Total income	2,11,095.46	2,11,180.42
	2.	Total Expenditure	1,97,426.27	1,97,426.27
	3.	Net Profit/(Loss)	10,084.71	10,148.29
	4.	Earnings Per Share (INR)	17.66	17.66
	5.	Total Assets	1,78,590.66	1,78,590.66
	6.	Total Liabilities	95,102.94	95,102.94
	7.	Net Worth	83,487.72	83,551.30
	8.	Any other financial item(s) (as felt appropriate by the management)	-	-
<b>II. Audit Qualification (each audit qualification separately):</b>				
<b>a. Details of Audit Qualification:</b>				
i. Contravention to Indian Accounting Standard Ind AS 110: Consolidated Financial Statement. Financial Statements of Merino Shelters Private. Limited., wholly owned Subsidiary have not been consolidated.				
ii. During the year, the company has not provided for interest of Rs.84.96 lakh on the loan of Rs. 846.59 lakhs given to its wholly owned subsidiary i.e Merino Shelters Private Limited.				
<b>b. Type of Audit Qualification :</b> Qualified Opinion / Disclaimer of Opinion / Adverse Opinion QUALIFIED				
<b>c. Frequency of qualification:</b> Whether appeared first time / repetitive / since how long continuing				
i. Qualification in serial no i is repetitive since last 6 years.				
ii. Qualification in serial no ii is appeared for the first time.				
<b>d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:</b> In respect of serial No.ii - The Company has not provided for interest on loans given to its wholly owned subsidiary i.e Merino Shelters Private Limited in view of slow business activity due to COVID 19.				
<b>e. For Audit Qualification(s) where the impact is not quantified by the auditor:</b>				
(i) Management's estimation on the impact of audit qualification:				
(ii) If management is unable to estimate the impact, reasons for the same:				
a. As represented by the Board of Directors of Man Industries (India) Limited, the implementation of the Scheme of Demerger is still pending and as such, the consolidation of Financial Statements of Merino Shelters Private Limited has not been given effect of.				
<b>(iii) Auditors' Comments on (i) or (ii) above:</b> The Company has prepared consolidated Financial Statements without including the financial of Merino Shelters Private Limited. In absence of the financials of Merino Shelters Private Limited impact of non-consolidation of financials cannot be quantified.				
<b>III.</b>			<b>Signatories:</b>	
☉ Chairman / Executive Director			   <b>M. H. DATAR &amp; ASSOCIATES</b> CHARTERED ACCOUNTANTS  <b>Partner</b>	
☉ CFO				
☉ Audit Committee Chairman				
☉ Statutory Auditor				
Place: Mumbai				
Date: May 31, 2021				