

2020-2021

# MILESTONE GLOBAL LIMITED



ANNUAL  
REPORT

<b>Board of Directors</b>	
Mr. Alok Krishna Agarwal Mr. Fiyaz Ahmed Mr. Rajeev Kapoor Mr. Somendra Kumar Agarwal Mr. Tek Chand Bhardwaj Ms. Nikita Agarwal	Chairman Whole Time Director Independent Director Independent Director Independent Director Whole Time Director
<b>Company Secretary</b>	<b>Statutory Auditors</b>
Ms. Anita Rawat	M/s Gupta Vaish & Co. Kanpur
<b>Registered Office and Works</b>	<b>R&amp;T Agent</b>
54-B, Hoskote Industrial Area (KIADB) Chintamani Road Hoskote -562 114, Karnataka	Integrated Registry Management Services Pvt. Ltd #30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore 560003 Phone: 080 – 23460815 – 818 Fax: 080 23460819 E-Mail: <a href="mailto:irg@integratedindia.in">irg@integratedindia.in</a>
<b>Bankers</b>	
Indian Bank (Erstwhile Allahabad Bank)	
<b>Audit Committee</b>	
Mr. Rajeev Kapoor Mr. Somendra Kumar Agarwal Mr. Alok Krishna Agarwal	Chairman Member Member
<b>Nomination and Remuneration Committee</b>	
Mr. Somendra Kumar Agarwal Mr. Rajeev Kapoor Mr. Tek Chand Bhardwaj	Chairman Member Member
<b>Stakeholders Relationship Committee</b>	
Mr. Alok Krishna Agarwal Mr. Tek Chand Bhardwaj Mr. Fiyaz Ahmed	Chairman Member Member
<b>Board of Directors (Subsidiary Companies) - Milestone Global (UK) Limited, UK</b>	
Mr. Alok Krishna Agarwal	Director
Ms. Nikita Agarwal	Director

## DIRECTORS' REPORT

To the Members,

Your Directors are happy to present the 31st Annual Report together with the audited statements of Accounts for the period ended 31st March 2021.

### 1. THE FINANCIAL SUMMARY OR HIGHLIGHTS

(Rs. In Lakhs)

	Year Ended 31-03-2021	Year Ended 31-03-2020
Income from operations	1303.55	1200.97
Other income	15.23	13.98
Total	1318.78	1214.95
Total Expenditure	1285.89	1197.35
Profit/(Loss) before Tax	32.89	17.61
Provision for Taxation	32.56	5.49
Profit/(Loss) after Tax	0.33	12.12

### 2. THE STATE OF THE COMPANY'S AFFAIRS:

Financial Statement of the company has been prepared on standalone basis as prescribed in Rule 8(1) of the Companies Accounts Rules, 2014.

During the financial year 2020-2021, the Total Revenue of your Company has increased from Rs. 12,14,95,980/- to Rs. 13,18,78,974, an increase of 8.54%.

The Total Expenditure has also increased from Rs. 11,97,34,775/-, to Rs. 12,85,89,649/- an increase of 7.39%. The net profit after tax of the Company is Rs. 32,923/-

### 3. DIVIDEND AND TRANSFER TO RESERVES:

Your Directors are not recommending any Dividend on Equity Share Capital of the Company for the Current Financial year ending 31st March 2021. Hence, the amount to be transferred to any Reserve Account does not arise.

### 4. MATERIAL CHANGES AND COMMITMENTS, IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENT RELATE AND THE DATE OF THE REPORT:

No Material changes and commitments, affecting the financial position of the company has occurred between the end of the financial year of the company to which the financial statement relate and the date of the report.

**5. THE CHANGE IN THE NATURE OF BUSINESS:**

There is no change in the nature of the Business during the financial year.

**6. DIRECTORS OR KEY MANAGERIAL PERSONNEL:**

Mr. Somendra Kumar Agarwal and Mr. Tek Chand Bhardwaj were appointed as Additional Directors (Non-Executive Independent Directors) with effect from 13th March, 2021, in place of Mr. Naveen Chawla and Mr Mayank Bughani, who resigned and ceased to be Independent Directors with effect from 1st April, 2021.

Mr. Somendra Kumar Agarwal and Mr. Tek Chand Bhardwaj were appointed as aforesaid for a terms of 5 consecutive years subject to approval of shareholders in the ensuing Annual General Meeting.

Ms. Nikita Agarwal was appointed as Whole Time Director of the Company for a period of 5 years with effect from 13<sup>th</sup> August, 2021 till 12<sup>th</sup> August, 2026, subject to the approval of shareholders in ensuing Annual General Meeting

Mr. Alok Krishna Agarwal who retires by rotation being eligible offer himself for reappointment.

**7. MEETINGS OF THE BOARD OF DIRECTORS:**

The Board has met 5 times during the financial year under review on 27th June, 2020, 30th July, 2020, 12th November, 2020, 12th February, 2021 and 13th March, 2021.

**8. SUBSIDIARIES, JOINT VENTURES:**

As on March 31, 2021, your company has a Subsidiary whose details are as follows:

*Milestone Global (UK) Limited, United Kingdom*

Performance and Financial Position of the aforesaid subsidiary company as prescribed under the Rule 8(1) of the Companies Accounts Rules, 2014 have been furnished in Notes forming part of the Accounts.

**9. DEPOSITS**

The Company has not accepted any deposits; hence, the provisions with respect to the deposits, covered under Chapter V of the Act are not applicable.

**10. THE DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:**

No orders have been passed by the Regulators or Courts or Tribunals impacting the going concern status and company's operations in future.

**11. THE DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:**

Adequate internal controls, systems, and checks are in place, commensurate with the size of the Company and the nature of its business.

Your Company has appointed Mr. Varun Bansal, Chartered Accountants, to conduct the internal audit, and the findings and recommendations of the Internal Auditors are placed before the Audit Committee of your Board regularly.

**12. DIRECTORS' RESPONSIBILITY STATEMENT AS PER SECTION 134(5) OF THE COMPANIES ACT, 2013:**

As required U/s 134 (5) of the Companies Act, 2013, your Directors state that:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year 31st March 2021 and of the profit and loss of the company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts for the period ending 31st March 2021 on a going concern basis; and
- e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**13. A STATEMENT INDICATING THE MANNER IN WHICH FORMAL ANNUAL EVALUATION HAS BEEN MADE BY THE BOARD OF ITS OWN PERFORMANCE AND THAT OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS [section 134 (3) (p) and Rule 8(4) of the Companies (Accounts) Rules, 2014]:**

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance and that of individual Directors.

One of the Key functions of the Board is to monitor and review the Board evaluation framework. The Board works with the Nomination and Remuneration Committee to lay down the evaluation criteria for the performance of the Chairman, the Board, committees of the Board

**14. A STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SUB-SECTION (6) OF SECTION 149:**

The Board has received the declaration from all the Independent Directors as per the requirement of Section 149(7) and pursuant to Rule 6 sub rule 3 of Companies (Appointment and Qualifications of Directors) Rules, 2014 and the Board is satisfied that all the Independent Directors meets the criterion of independence as mentioned in Section 149(6).

**15. STATEMENT IS TO BE GIVEN ONLY IF THE COMPANY IS COVERED UNDER SECTION 177 & 178:**

1. Listed Co.,
2. Public Co. (Paid up Capital Rs.10 Cr/Turnover Rs.100 Cr/Borrowings Rs.50 Crs or more)

**a. Audit Committee**

Mr. Rajeev Kapoor	Chairman
Mr. Somendra Kumar Agarwal	Member
Mr. Alok Krishna Agarwal	Member

**b. Nomination and Remuneration Committee**

Mr. Somendra Kumar Agarwal	Chairman
Mr. Rajeev Kapoor	Member
Mr. Tek Chand Bhardwaj	Member

**c. Stakeholders Relationship Committee**

Mr. Alok Krishna Agarwal	Chairman
Mr. Tek Chand Bhardwaj	Member
Mr. Fiyaz Ahmed	Member

Every Co (Net worth Rs.500 Cr / Turnover Rs.1000 Cr / Net Profit Rs.5 Cr or more)

**d. Corporate Social Responsibility Committee**

This is not applicable to the Company

**16. AUDITORS:**

M/s Gupta Vaish & Company, Chartered Accountants, (Firm Reg. No. 005087C) Kanpur, were appointed as Statutory Auditors in the 27th Annual General Meeting (AGM) of the Company held on 29th September, 2017, to hold office from the conclusion of that AGM till the conclusion of the AGM to be held in the year 2022. The requirement for annual ratification of auditor's appointment at the AGM has been omitted pursuant to Companies (Amendment) Act 2017 notified on 7th May, 2018. During the year, the Statutory Auditors have confirmed that they satisfy the independence criteria required under Companies Act, 2013 and the Codes of Ethics issued by the Institute of Chartered Accountants of India.

**17. SECRETARIAL AUDIT REPORT :**

A copy of the Secretarial audit report as provided by M/s. Akhilesh Singh & Associates, Practicing Company Secretaries, as required under Section 204(1) of the Companies Act, 2013 is annexed to this Report as “**Annexure A**”

**18. EXPLANATIONS OR COMMENTS ON QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE BY THE AUDITORS:**

**a) Independent Auditors Report:**

The Notes to Accounts forming part of Annual accounts are Self-Explanatory and need no further explanation. There are no qualifications/remarks raised in the Auditors Report requiring clarification.

**b) Secretarial Audit Report:**

There are no qualifications/remarks raised in the Secretarial Auditors Report requiring clarification.

**19. STATEMENT OF DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY:**

Your Company has a well-defined Risk Management System in place, as a part of its good Corporate Governance practices.

**20. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO - Rule 8(3) of the Companies (Accounts) Rules,2014**

- a) Conservation of energy- The plant installed by the Company is of latest technology and is energy efficient. Power consumption of the Company is very low.
- b) Technology absorption- Company has not imported any technology. Effective pollution control system has already been installed in the factory. Total Quality Management System has already implemented. The company has achieved process development, cost reduction etc. There was no expenditure on Research and Development during the year under review.
- c) Foreign Exchange Earnings and Outgo- The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows are as follows:

*Foreign Exchange Earnings: Rs. 12,57,70,441.22/-*

*Foreign Exchange Outgo: Rs. 82,04,255.37/-*

**21. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

The Company has not given any loans or guarantees in terms of Section 186 of the Companies Act, 2013, during the financial year under review.

**22. THE PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF SECTION 188:**

There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the company at large and the transactions carried with related parties is in the ordinary course of business.

**23. DISCLOSURES ABOUT CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY:**

This is not applicable to the Company.

**24. ANNUAL RETURN AS PROVIDED UNDER SUB-SECTION (3) OF SECTION 92:**

In accordance with Companies Act, 2013, the Annual Return in the prescribed format is available at [http://www.milestonegloballimited.com/wp-content/uploads/2021/07/Annual\\_Return\\_FY2020-2021.pdf](http://www.milestonegloballimited.com/wp-content/uploads/2021/07/Annual_Return_FY2020-2021.pdf)

**25. DISCLOSURE IN RESPECT OF VOTING RIGHTS NOT EXERCISED DIRECTLY BY THE EMPLOYEES IN RESPECT OF SHARES TO WHICH THE SCHEME RELATES [Section 67(3)]:**

Not Applicable to the Company.

**26. THE DETAILED REASONS FOR REVISION OF SUCH FINANCIAL STATEMENT OR REPORT [Section 131(1)]:**

Not Applicable to the Company

**27. RE APPOINTMENT OF INDEPENDENT DIRECTORS:**

During the year under review, there was no re-appointment of Independent Directors. However, there has been an appointment of new Independent Directors, Mr. Somendra Kumar Agarwal and Mr. Tek Chand Bhardwaj (*as Additional Directors Non Executive Independent Directors*) with effect from 13th March, 2021, for a term of 5 consecutive years subject to approval of shareholders in the ensuing Annual General Meeting.

The appointment of aforesaid Independent Directors was made in place of Mr. Naveen Chawla and Mr. Mayank Bughani, both of whom resigned from the office of Independent Directors with effect from 1st April, 2021.

**28. THE REASONS FOR THE BOARD HAD NOT ACCEPTED ANY RECOMMENDATION OF THE AUDIT COMMITTEE [Section 177 (8)]:**

There are no such recommendations.

**29. THE VIGIL MECHANISM [Section 177 (10)]:**

The Management has sufficient vigil mechanism to handle the situation.

**30. THE RATIO OF THE REMUNERATION OF EACH DIRECTOR TO THE MEDIAN EMPLOYEE'S REMUNERATION [Section 197 (12) - Listed Company]:**

SL. No	Name	Remuneration	Ratio to Median Remuneration
1.	Mr. Fiyaz Ahmed	Rs. 5,75,000	1.51:1
2.	Ms. Nikita Agarwal (as Sales and Marketing Head)	Rs. 11,50,000	3.02:1

**31. DETAILS OF DIRECTORS WHO IS IN RECEIPT OF ANY COMMISSION FROM THE COMPANY AND WHO IS A MANAGING OR WHOLE-TIME DIRECTOR OF THE COMPANY [Section 197(14)]:**

None of the Director is getting commission from the Company so this is not applicable to the Company.

**32. UNDER THE HEADING "CORPORATE GOVERNANCE" [Schedule V Part II Section II-point IV]:**



As required by SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, a separate section on Report on corporate governance practices followed by the Company, together with certificate from the Company's Auditors confirming compliance is attached.

**33. THE ISSUE OF EQUITY SHARES WITH DIFFERENTIAL RIGHTS WAS COMPLETED [Rule 4 of the Companies (Share Capital and Debentures) Rules, 2014]:**

The Company has not issued any Equity shares with Differential Rights during the year so this clause is not applicable.

**34. THE VOTING RIGHTS ARE NOT EXERCISED DIRECTLY BY THE EMPLOYEES IN RESPECT OF SHARES TO WHICH THE SCHEME RELATES:**

This clause is not applicable to the Company.

**35. DETAILS OF ISSUE OF SWEAT EQUITY SHARES [Rule 8(13) of the Companies (Share Capital and Debentures) Rules, 2014]:**

The Company has not issued Sweat Equity shares during the year so this clause is not applicable.

**36. DETAILS OF EMPLOYEES STOCK OPTION SCHEME [Rule 12 (9) of the Companies (Share Capital and Debentures) Rules, 2014]:**

The Company does not have Employees Stock Option Scheme so this clause is not applicable.

**37. PARTICULARS OF EMPLOYEES:**

Details of employee drawing remuneration in excess of that drawn by the Whole Time Director, in terms of Rule 5(2)(iii) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Name of Employee	Designation	Educational Qualification	Age	Experience (in years)	Date of Joining	Gross Remuneration Paid	Previous Employment
Alka Agarwal	CEO	BA LLB	53	18 yrs.	28.06.2003	14,37,500	NA

**38. DISCLOSURE IN RELATION TO SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE:**

The Company has taken adequate measures to ensure safety of women at work place and no incidence of sexual harassment of women at workplace was reported to the Company during the financial year under review.

For and on behalf of the Board of Directors

Place: New Delhi  
Date: 13<sup>th</sup> August, 2021

Sd/-  
Alok Krishna Agarwal  
Chairman

**Annexure A**

Form No. MR-3 SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31st March 2021

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

To,  
The Members,

Milestone Global Limited.,  
CIN: L85110KA1990PLC011082  
54-B, Hoskote Industrial Area (KIADB),  
Chintamanin Road, Hoskote,  
Karnataka- 562114.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Milestone Global Limited. (hereinafter called the “Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March 2021, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2021 according to the provisions of:

- i. The Companies Act, 2013 ('the Act') and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - A. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - B. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - C. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009- Not applicable;
  - D. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999/ Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014- Not applicable;
  - E. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not applicable ;

- F. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - Not Applicable
- G. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not applicable;
- H. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - Not applicable.
- vi. Other Laws as may be Specifically Applicable to the Company: **Nil**

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

- (i) Secretarial Standards with regard to Meeting to the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India.
- (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreements entered into by the Company with Bombay Stock Exchange;

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. The Changes in the composition of the Board of Directors that took place during the Period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent adequately in advance, and a system exists for seeking and obtaining further information and clarifications on the Agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes. We further report that based on review of compliance mechanism established by the Company and taken on record by the Board of Directors at their meeting(s), we are of The opinion that the management has adequate systems and processes commensurate With its size and operations, to monitor and ensure compliance with all applicable laws, rules, regulations and guidelines; and
- as informed, the Company has responded to notices for demands, claims, Penalties etc levied by various statutory/regulatory authorities and initiated Actions for corrective measures, wherever necessary.

We further report that during the audit period, there are no specific events / actions having a major bearing on the Company's affairs in pursuance of the laws, rules, regulations, guidelines, standards, etc, referred to above.

For Akhilesh Singh & Associates  
Company Secretaries

Date: 30th June 2021  
Place: Kanpur

Sd/-  
Akhilesh Singh  
FCS: 9178  
CP:9322  
UDIN: F009178C000551093

## **MANAGEMENT DISCUSSION AND ANALYSIS**

The Management of Milestone Global Limited is pleased to present the following Management Discussion and Analysis Report which contains a brief write-up on the industry structure, opportunities and concerns, performance of the Company with respect to the operations other information.

This chapter on Management Discussion and Analysis forms a part of the compliance report on Corporate Governance

### **Indian Economy and Industry 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.

Indian Economy is expected to expand 8.3 percent in fiscal year 2021-22 as per a report by the World Bank.

India's gross domestic product (GDP) shrank 7.3% to ₹135.13 trillion in 2020-21 (in real terms adjusted for inflation). This is nevertheless a marginal improvement from the earlier estimate of 8 per cent contraction in the second advance estimates released in February, largely because of a sharp rise in government expenditure.. GDP growth in 2019-20, prior to the COVID-19 pandemic, was 4%.

Granite exports are finding their feet back after being in doldrums last year due to the coronavirus restrictions. Demand is up from most of the major markets. We expect demand to grow and exceed pre-covid levels in the next financial year.

The biggest challenge we are currently facing is the non-availability of shipping containers and the ongoing international shipping crisis. Container prices are 3-4x of normal rates. There are long delays at every port. We expect this to remain a challenge till mid 2022.

The company has entered a new industry last year, localization and translation services. The Indian translation industry is young and evolving as compared to the translation industry in developed nations which have organised workflows in place. Besides, India is a country of 22 official languages and many dialects.

Due to the strong economic growth and increasing business opportunities, companies seeking to operate in India need to understand its languages for translation and localization purposes. This is a promising space. As more Indians get access to internet and smartphones, the need for content in regional languages increases.

### **Granite Industry- Structure and Developments**

Granite is being preferred over other stones due to its resistance to wear and tear as well as weathering which makes granite ever-lasting stone. India has one of the best granite deposits in the world having vast varieties comprising over 200 shades. India accounts for over 20% of the world resources in granite.

Splendid black and multi-colour varieties of granite are available in the states of Karnataka, Andhra Pradesh, Tamil Nadu and Uttar Pradesh. Granite deposits are also widespread over provinces of Rajasthan, Bihar, West Bengal and Gujarat.

India continues to be one of the leading countries in the production and export of granite and other stones. India has vast resources of granite with about 125 varieties of different colors and textures such as

black, grey, pink, multi colored etc. These varieties are used to produce monuments, building slabs, tiles, surface plates etc. About 125 varieties of granites have been identified for processing as products for exports. The deposits are widely spread over the entire country. However, popular varieties are mainly found in South India.

By general consensus, India and Brazil have been blessed by nature with the widest variety of the most beautiful granites. Yet, when it comes to processing facilities, their development has been way below the potential. The volatile nature of the Brazilian economy with lot of uncertainty over the last decade, has discouraged investment. The market share of China in the international trade in granite has been steadily increasing in recent years. Only China remains a threat to other countries in the manufacture and export of granite.

## **Problems Related To Granite Mining Industry**

- **PRODUCTIVITY**

The main problem of Granite Mining Industry in India is the low productivity and high wastage. The granite mining industry in India is far behind in terms of productivity compared to countries like Italy, Brazil, Spain, Norway, South Africa etc .The low productivity is mainly due to conventional methods of mining adopted at present.

- **MODERNIZATION**

The main obstacle for modernizing the quarry is high capital investments in modern mining equipment. Quarries are always under threat of closure due to license and environment issues, making it difficult for them to have long term vision. Investment in mining equipment can take several years to recover, stability and guarantee of continuity of operations is required to make these investments

- **LABOUR MANAGEMENT**

The low productivity per worker and less man-hour utilization is another problem for the granite quarrying in India. The lack of exposure to modern quarrying and training for the Indian workers is a major reason for the low productivity of the workers. It is high time that Government and the industry should work together to establish a Training Institute to educate and train the work force, which will help the mining industry to a great extent.

- **LEASING POLICY**

The Government should announce a long-term mining policy and stop frequent changes of leasing policies as adopted by various state Governments. Granite mining is a high-risk area where there is no guarantee on return on investment. The mining of a natural product requires a long period of time to develop the land and infrastructure and high investment for economical operations. Hence the leases of quarry lands should be on long-term basis of minimum of 30 years as in other countries where it is normally ranging from 30 to 90 years. It is impossible for anyone to invest in machines and modernize the quarry in the absence of long time leasing.

- **EXPLORING NEW AREAS**

As per the geological survey, India has a vast area of abundant granite deposits of various colours that are still to be explored. The government should encourage entrepreneurs to explore the new areas on

recommendations as stated above. Every effort should be taken by both the government and the granite industry to improve the country's share in the world market by exploring new areas.

The government should also guarantee free trading without imposing any restrictions on exports of blocks.

- **SIMPLIFICATION OF PROCEDURES**

The procedures of lease agreements, permits for movement of blocks, payments of royalty etc, must be simplified. Most of the times the dispatches are held up due to delay in getting the permits and particularly during holidays, strike etc. Since highly valuable goods are presently allowed on self-removal scheme, the granite blocks can also be allowed under the same scheme in place of the present permit system.

### **Problems Related To Granite Processing Industries**

- **INFRASTRUCTURE DEVELOPMENT**

The existing infrastructure to meet the needs of the stone sector in India is extremely poor and inadequate for the growing demand. The infrastructure facilities like road, rails, electricity services, water sources need to be improved.

The movement of either the blocks from the quarries or the containers from the factories to the ports is always cumbersome. Quarry access roads are still not developed which restricts the sizes and the movements of the blocks. Even the highways are not sufficient for easy movement of trucks.

The infrastructure is the backbone for any industry to operate economically and compete in the world market. Unless proper facilities are created for smooth traffic and movement of materials, further development will not be possible

- **AVAILABILITY OF BLOCKS**

The major problem highlighted by the processing industries is the non-availability of best quality blocks for the processing. The first quality blocks, which are free from defects and larger in size, are always given preference for exports. Hence the local processing factories have to depend on smaller size blocks, which resulted in high processing wastage, higher production cost and thereby, high selling price. This is one of the reasons for the less competitiveness of finished products in the world market. It must be the aim for both government and the industry to expand the processing capacity of the country to get more value addition.

- **MODERNIZATION AND UPGRADATION OF PROCESSING TECHNOLOGY**

The consistent modernization of the factory and upgrading of the processing technology by installing new machines will improve the productivity and reduce production cost.

The major threat areas include:

1. Container shortage and global shipping crisis
2. Non-Availability of best quality blocks for processing.
3. Frequent power disruptions and high dependency on diesel affecting the production and the cost of raw materials and finished goods.
4. Lack of roper infrastructure.

## **Prospects For The Granite Industry**

In North America and Europe consistent quality control, and prompt deliveries to the buyers are very important to procure more orders and stay in business, new products with new design should be developed by constant up gradation of existing technology to sustain growth.

The following factors are motivating the growth of granite industry

1. Introduction of Stones for new applications and utilities etc.
2. Spurt in demand for Indian Granites Worldwide.
3. Increased domestic demand.

Technologies advances and market competition has changed the basis feature of the industry the margins it works with. While granite has an image of a luxury product, in the production side, the processing industry has changed from being a low volume high margin one to a low margin high volume business.

- The future for the granite industry for both blocks and finished products is encouraging. India can improve its export performance as the processing capacity is very low, with less than 8% of gangsaws installed in the world. The increase in export of blocks and finished products during the last year is an indication of the encouraging signs of market improvement. In spite of so many problems, the demand for granite products is increasing everywhere with consistent growth rate of consumption.
- India, which is blessed with various types of unique colours and large deposits of granite, is certain to get its due share in the ever-growing world market. Many countries are worried about the strong entrance of China in the market but the fact is that China landed up importing more rough blocks and finished products due to high domestic demand.
- The worldwide improvement of transportation system with more and more bulk vessels will also help many countries to import more thereby boosting our exports.

## **Localization Industry- Structure And Developments**

Translation and localization is a worldwide industry with an estimated industry size of USD 57 Billion. The CAGR of the industry is estimated at 6.2%, making the five year projection of the market USD 77 Billion in 2025. The language industry is scattered around the world and no single firm has a market share larger than 2%. The top 100 companies concentrate only 14.5% of industry revenue. This is due to low barriers of entry and relatively easy access to latest technology.

The localization industry provides language services such as translation, interpretation, subtitling and transcription. Due to globalization of trade and services, clients and suppliers can be found everywhere in the world. The largest number of localization companies are in Europe, followed by North America.

The main client industries for localization services include life science, media and entertainment, manufacturing, legal and IT. The major drivers for growth in this industry are OTT platforms, video game localization, pharma, eLearning and patents.

The Indian localization industry is still in its nascent stages, constituting less than 0.25% of the worldwide industry. Several of the top 10 localization companies have established development and back offices in India in the last decade.

The demand for regional language content has been growing in India as smartphone penetration in Tier 2 and Tier 3 cities rises. It is estimated, that by 2022, there will be more Hindi users than English on the Indian internet. Marathi, Bengali and Telugu are the fastest growing languages on the Indian internet.

In India, the largest demand for language services is coming from OTT platforms, eLearning companies, medical device manufacturers and microfinance and insurance companies.

The average salaries in India are much lower than salaries in the Western world, making it an attractive and competitive destination for production, sourcing and R&D. Bangalore and Pune are already growing hubs for the localization industry.

## **Challenges For The Localization Industry**

- **MACHINE TRANSLATION TECHNOLOGY**

The threat of machine translation becoming mainstream has been around for more than a decade. MT engines still have a long way to go and it still seems like it will take several years before their accuracy can be compared to human translation. However, a major breakthrough can happen at any time, speeding up the development of the technology. Machine translation, interpretation and transcription technology is a looming threat to the language industry.

- **LOW BARRIERS TO ENTRY**

There are low barriers to entry to set up a localization operation. There is no large upfront investment in technology, land or people required to start a language company. This makes the market extremely competitive and price sensitive.

- **EXCHANGE RATE FLUCTUATIONS**

The supply chains of the industry are spread out worldwide. Translators and clients in every country in the world. Changes in exchange rate of any major currency affects the revenue and costs of the company. Long payment cycles mean that there can be a big gap in projected costs and actual costs.

- **SLOWDOWN IN GLOBALIZATION**

The pandemic, trade wars and sanctions threaten to slowdown the demand for language services. The localization industry's growth is dependent on international movement of people, goods and services. The pandemic has almost put a halt to the global movement of people. There has also been a large contraction in global trade as consumer demand and supply chains are hit.

## **Opportunities For The Indian Localization Industry**

- **SMARTPHONE AND INTERNET PENETRATION IN INDIA**

As smartphone and internet penetration grows outside the major cities, the demand for services and content in regional languages grows. There will be majority Hindi speaking internet users in India by 2022. The other growing languages on the Indian internet are Marathi, Bengali, Telugu, Tamil and Kannada. Brands are increasingly translating their apps, websites, marketing material and legal documents in regional languages.



- **GROWTH IN ELEARNING, MOBILE GAMING AND OTT PLATFORMS**

These three industries have seen massive growth in the last decade. In 2020, these industries have seen more growth than in any quarter in the last 4 years. There is a huge demand for language services like transcription, subtitling and voiceover in regional and international languages from these sectors

- **GROWTH IN LIFE SCIENCES**

There is a growing demand for translation services for patents, medical devices, clinical trials and research papers. As medical tourism grows in India, there is demand for medical interpretation services

- **NEW TRANSLATION TECHNOLOGY**

Machine translation technology is both an opportunity and a threat for the industry. As the technology improves, language companies can offer new services such as machine translation post editing and machine transcription. New developments in marketplaces and project management tools lower production costs. Several new cloud based project management tools make it possible for remote teams to collaborate easily while maintaining data security.

### **Internal Control Systems And Their Adequacy**

The Company has adequate system of internal control relating to the purchase of raw materials, Stores, Consumables and Packing Materials, and for the sale of goods commensurate with the size of the Company and the nature of business.

The system of internal control of the Company is adequate keeping in mind the size and complexity of your Company's business. Systems are regularly reviewed to ensure effectiveness.

The Audit Committee of the Company meets periodically to review and recommend quarterly, half yearly and annual financial statements of the Company.

### **Discussion On Financial Performance With Respect To Operational Performance**

The Turnover achieved by the Company for the year ended 31.03.2021 is Rs 1303.56 Lakhs as compared to the Previous Year turnover of Rs 1200.97 Lakhs showing increase by Rs. 102.59 Lakhs. The Company has earned a net profit of Rs. 0.33 lakhs as against profit of Rs. 12.12 lakhs in the previous year showing a decrease by Rs. 11.79 lakhs.

### **Impact of COVID-19**

The World Health Organization declared a global pandemic of the Novel Coronavirus disease (COVID-19) in February, 2020. To prevent the rapid rise of infection, government of almost all countries severely restricted travel, mandated extreme social distancing measures and reduced demand supply chains to only those that are essential.

In responding to this crisis, our primary objective is to ensure the safety of our employees, to deliver our client commitments and put in place mechanism to protect the financial well-being of the Company and protect its long term prospects.

The second wave in 2021 has again heavily impacted operations at the factory. We were closed for a period of 5 weeks. No containers were produced or exported during this period. This will have a severe impact on our costs. However, the loss of production is expected to be covered by the end of this financial year if there are no lockdowns or restrictions in the future.

The biggest impact of the Covid crisis is the shortage of shipping containers and absurd rise in cost of international shipping. We are paying 3x-4x for our containers. Getting a container remains a challenge and delivery times are at least 1.5x longer and highly unpredictable.

We are only able to pass on a part of the shipping costs to our customers. We expect the shipping crisis to have an effect on profitability and cash flow.

### **Human Resources / Industrial Relations**

Save as situation explained at Board Report, the overall relation with employees has been cordial. The management has been striving to maintain the harmonious relations.

### **Cautionary Statement**

Statement in the Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be forward looking statements within the meaning of applicable securities laws and regulations.

As forward-looking statements are based on certain assumptions and expectations of future events over which the Company exercises no control, the Company cannot guarantee their accuracy nor can it warrant that the same will be realized by the Company. Actual results could differ materially from those expressed or implied, significant factors that could make a difference to, the Company's operations include domestic and international economic conditions affecting demand, supply and price conditions in the industry the Company into, changes in government regulations, tax regimes and other statutes.

### **Details of Significant Changes in Key Financial**

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the Company is required to give details of significant changes (change of 25% or more as compared to the immediately previous financial year) in key sector-specific financial ratios. The Company has identified the following ratios as key financial ratios:

#### **Inventory Turnover Ratio**

<b>Particulars</b>	<b>2020-2021</b>	<b>2019-2020</b>
Inventory	1,12,50,000	2,06,43,000
Turnover (Revenue from operation)	13,03,55,565.9	12,00,97,436
<b>Ratio</b>	<b>8.63</b>	<b>17.189</b>
<b>Difference in ratio from previous year is (49.79%)</b>		

**Net Profit Margin**

<b>Particulars</b>	<b>2020-2021</b>	<b>2019-2020</b>
Profit after tax	32,923	12,11,908
Turnover (Revenue from operation)	13,03,55,565.9	12,00,97,436
<b>Ratio</b>	<b>0.025</b>	<b>1.009</b>
<b>Difference in ratio from previous year is (97.50%)</b>		

**Debtor Turnover Ratio**

<b>Particulars</b>	<b>2020-2021</b>	<b>2019-2020</b>
Debtors	3,08,68,234	1,76,84,836
Turnover (Revenue from operation)	13,03,55,565.9	12,00,97,436
<b>Ratio</b>	<b>23.680</b>	<b>14.725</b>
<b>Difference in ratio from previous year is (60.81%)</b>		

## REPORT ON CORPORATE GOVERNANCE

### INTRODUCTION

For Milestone Global Limited, Corporate Governance is not a destination, but a journey, a journey wherein it seek to perpetually improve the conscience of the well balance interested of all the stakeholders. It is a blend of rules, regulations, laws and voluntary practices that enables the Company to attract the financial & human capital and perform more efficiently and effectively and thereby maximize the long-term values for the shareholders and stakeholders

### 1. COMPANY'S PHILOSOPHY

Milestone Global Limited's philosophy on Corporate Governance envisages complete transparency and adequate disclosure with an ultimate aim of value creation for all stakeholders i.e. shareholders, employees, customers and the suppliers.

The Company's goal is to find creative and productive ways of delighting its stakeholders i.e., Investors, Customers, Vendors, and other Associates, while fulfilling the role of a responsible corporate representative committed to the best practices.

### 2. BOARD OF DIRECTORS

#### a) Composition of Board

The current policy is to have optimum combination of Executive and Non-Executive directors to ensure the independent functioning of the Board. The Board consists of six (6) directors, two of them are Executive Directors and four of them are Non-Executive Directors. The Chairman of the Board is a Non-Executive Director who is related to promoter. Among non-Executive Directors, three are independent directors. During the financial year under review, two new Independent Directors (*Additional Directors Non-Executive Independent*) were appointed in place of two existing Independent Directors (who resigned with effect from 1<sup>st</sup> April, 2021). The Board consists of following Directors during financial year ended March 31, 2021.

Sl. No	Name of Director	Director Identification Number (DIN)	Age	Category	No. of other Directorships held in other Public Limited Companies as on 31-03-2021		Number of Committee Chairmanships/Membership held in other Public Limited Companies as on 31-03-2021	
					Chairman	Director	Chairman	Member
1.	Mr. Alok Krishna Agarwal	00127273	57	Non-Executive Chairman	0	0	0	0
2.	Mr. Fiyaz Ahmed	02021233	70	ED	0	0	0	0
3.	Mr. Rajeev Kapoor	01358390	54	NEID	0	0	0	0
4.	Mr. Naveen Chawla	01754938	47	NEID	0	0	0	0

5.	Mr. Mayank Bughani	02809728	38	NEID	0	0	0	0
6.	Ms. Nikita Agarwal	07106717	26	ED	0	0	0	0
7.	Mr. Somendra Kumar Agarwal	09068991	46	NEID	0	0	0	0
8.	Mr. Tek Chand Bhardwaj	09087201	78	NEID	0	0	0	0

MD-Managing Director, ED- Executive Director, NEID-Non-Executive Independent Director, NED-Non-Executive Director.

With effect from 1<sup>st</sup> April, 2021, Mr. Naveen Chawla and Mr. Mayank Bughani (both NEID's) resigned as Independent Directors and with effect from the said date, the Board had the initial optimum combination of Executive and Non-Executive Directors consisting of six total number of directors with two directors being executive directors and four non-executive directors. Out of the Non-executive Directors, three directors are Independent Directors.

No director holds directorship in other companies more than ceiling limits prescribed under section 165 of the Companies Act, 2013. No director holds Chairmanship or/and membership in the committees of Board of directors more than ceiling limits as required under SEBI (Listing obligations and Disclosure requirements) Regulation 2015. BI Listing Regulations 2015 (LODR)

Relationship between Directors inter-se

Name of the Director	Relationship
Mr. Alok Krishna Agarwal	Brother of Ms. Alka Agarwal, CEO of the Company
Ms. Nikita Agarwal	Daughter, of Ms. Alka Agarwal, CEO of the Company

b) **Board Membership Criteria:** The Company inducts individuals from diverse fields as Directors on its Board. Members are expected to possess the required qualifications, integrity, expertise and experience for the position.

Based on the disclosures received from all the independent directors and in the opinion of the Board, the Independent Directors fulfill the conditions as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Key Board qualifications, expertise and attributes:** The Company's Board comprises qualified members who bring in the required skills, competence and expertise that allow them to make effective contribution to the Board and its committees. The key qualifications, skills and attributes which are taken into consideration while nominating candidates to serve on the Board are:

- i. **Financial** – Management of Financial functions of the Company
- ii. **Sales and Marketing** – Development of Strategies to grow Sales and build brand awareness.
- iii. **Board Service and Governance** – Developing insights about maintaining board and management accountability, protecting shareholders interest, and observing appropriate governance practices.

- iv. **Leadership** – Leadership Skills for a significant enterprise, resulting in practical understanding of the organization, processes, strategic planning and risk management.
- v. **Experience in the Industry** – Vast experience in the concerned industry and in- depth knowledge of every trend in the relevant industry to foresee any roadblocks and finding ways, in advance, to overcome them.
- vi. **Legal** – Management of legal functions of the Company.

In the table below, the specific areas of focus or expertise of individual board members has been highlighted. However, the absence of a mark against a member’s name does not necessarily mean the member does not possess the corresponding qualification or skill.

Key Board Qualifications of the Board Members as on date of this Report						
Director	Area of Expertise					
	Financial	Sales and Marketing	Board Service and Governance	Leadership	Experience in Industry	Legal
Alok Krishna Agarwal						
Fiyaz Ahmed						
Nikita Agarwal						
Rajeev Kapoor						
Somendra Kumar Agarwal						
Tek Chand Bhardwaj						

**Independent Director Databank Registration:** Pursuant to notification dated 22nd October, 2019 issued by the Ministry of Corporate Affairs, all Independent Directors have completed the registration with the Independent Director databank. Requisite disclosures have been received from them in this regard.

### c) Training of Board Members

New Directors appointed by the Board are given formal induction and orientation with respect to the Company’s vision, strategic direction, and core values including ethics, corporate governance practices, financial matters and business operations. The new appointee is also facilitated with a tour of the Company’s manufacturing facility to get familiar with the Company’s operations.

The Board members are also provided with the necessary documents / brochures, reports and internal policies to enable them to familiarize with the Company’s procedures and practices.

Periodic presentations are made at the Board and Committee Meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved.

Quarterly updates on relevant statutory changes and landmark judicial pronouncements encompassing important laws are circulated to the Directors.

#### d) Board Meetings

Five Board Meetings were held during the financial year ended March 31, 2021. These meetings were held on 27th June, 2020, 30<sup>th</sup> July, 2020, 12th November, 2020, 12<sup>th</sup> February, 2021 and 13<sup>th</sup> March, 2021.

#### e) Directors' Attendance Record

The attendance of Directors at the Board Meetings held during the financial year ended March 31, 2021 and at the previous Annual General Meeting.

Sl. No	Name of Director	Board Meetings during the period April 01, 2020 to March 31, 2021		Whether present at the previous AGM held on 5th September 2020 (present via VC)
		Held	Attended	
1.	Mr. Alok Krishna Agarwal	5	5	Yes
2.	Mr. Fiyaz Ahmed	5	5	Yes
3.	Mr. Rajeev Kapoor	5	5	Yes
4.	Mr. Naveen Chawla	5	5	Yes
5.	Mr. Mayank Bughani	5	5	Yes
6.	Ms. Nikita Agarwal	5	5	Yes

#### f) Brief Profile of Directors seeking appointment / reappointment at the ensuing Annual General Meeting to be held on September 25<sup>th</sup> 2021

1)

Name	Alok Krishna Agarwal
Age	57
No. of shares held in the Company	NIL
Qualification	Chartered Accountant
Expertise in Specific functional Area	Finance Operations covering Finance Planning & Analysis, Corporate Restructuring, Mergers & Amalgamation and Taxation.
List of Public Limited Companies in which outside Directorship held	NIL
Chairman/Member of the Committee(s) of Board of Directors of the Company	Chairman of Stakeholder Relationship Committee Member of Audit Committee
Chairman/Member of the Committee(s) of Board of Directors of the other Companies in which he/she is a Director	NIL

2)

Name	Somendra Kumar Agarwal
Age	46
No. of shares held in the Company	NIL
Qualification	PGDBA
Expertise in Specific functional Area	Derivatives and technical analyst and Finance Operations
List of Public Limited Companies in which outside Directorship held	NIL
Chairman/Member of the Committee(s) of Board of Directors of the Company	Chairman of Nomination and Remuneration Committee Member of Audit Committee
Chairman/Member of the Committee(s) of Board of Directors of the other Companies in which he/she is a Director	NIL

3)

Name	Tek Chand Bhardwaj
Age	78
No. of shares held in the Company	NIL
Qualification	Graduate Retired Colonel of Indian Army
Expertise in Specific functional Area	Management and Problem solving skills, extensive experience in Senior Level strategic management, Human Resource Management and general management
List of Public Limited Companies in which outside Directorship held	NIL
Chairman/Member of the Committee(s) of Board of Directors of the Company	Member of Nomination and Remuneration Committee and Stakeholders' Relationship Committee
Chairman/Member of the Committee(s) of Board of Directors of the other Companies in which he/she is a Director	NIL

4)

Name	Nikita Agarwal
Age	26
No. of shares held in the Company	3400
Qualification	Bachelor of Business Administration (BBA)
Expertise in Specific functional Area	Sales and Business Growth, Strategy
List of Public Limited Companies in which outside Directorship held	NIL



Chairman/Member of the Committee(s) of Board of Directors of the Company	NIL
Chairman/Member of the Committee(s) of Board of Directors of the other Companies in which he/she is a Director	NIL

**g) Code of Conduct**

As required under SEBI (Listing obligations and Disclosure requirements) Regulation 2015, the Board has laid down a code of conduct for all Board members, senior management personal and designated employees of the company. The code of conduct is made available at the Registered Offices. The same is expected to be placed at website of the company. All Board members and senior management personnel affirm compliance with the code on an annual basis and the declaration to that effect by the Mrs. Alka Agarwal–CEO and Ms. Renu Sharma- CFO is attached to this report.

A code of business conduct and ethics applicable to all the employees of the group, has been communicated which are to be followed in day to day work life. This will enable the employees to maintain highest standards of values in their conduct to achieve organizational objectives.

**h) Whistleblower Policy**

To maintain the high level of legal, ethical and moral standards and to provide a gateway for employees to voice concern in a responsible and effective manner about the serious malpractice, impropriety , abuse or wrongdoing within the organization. This mechanism was kept informed to all concerned.

**i) Risk Management**

The risk is an inherent aspect of any business. The granite industry is not an exception to this rule. The risk can be classified as Business Risks, Financial Risks, Legal and Statutory Risks, Organizational and Management risks and Political risks. The risk management function is integral to the Company and its objectives include ensuring the critical risks are identified continuously, monitored and managed effectively in order to protect the Company’s businesses and ultimately the interest of all stakeholders.

**j) Subsidiary Companies**

The subsidiary company of the Company are Board managed with their Boards having the rights and obligations to manage such companies in the best interest of their stakeholders. The Company monitors performance of subsidiary company, inter alia, by the following means

- a) Financial statements, in particular the investments made by the unlisted subsidiary company, are reviewed quarterly by the Audit Committee of the Company
- b) A statement containing all significant transactions and arrangements entered into by the subsidiary company is placed before the Company’s Board.

**3. AUDIT COMMITTEE**

The audit committee was constituted to provide assistance to the Board of Directors in fulfilling the Board’s oversight responsibilities pertaining to the financial statements.

The Audit Committee consists of three Non-Executive Directors among them two are independent directors and it is headed by Mr. Rajeev Kapoor, Chartered Accountant. The constitution of audit committee meets the requirement of Section 177 of the Companies Act, 2013 and as required under SEBI (Listing obligations and Disclosure requirements) Regulation 2015. During the financial year ended on March 31, 2021, the

committee met 4 times on 27<sup>th</sup> June, 2020, 30<sup>th</sup> July, 2020, 12<sup>th</sup> November, 2020 and 12<sup>th</sup> February, 2021 and the details of attendance of the members at the said meetings of the committee are given below:

Name of the members	Status	No. of meetings	
		Held	Attended
Mr. Rajeev Kapoor	Chairman	4	4
Mr. Alok Krishna Agarwal	Member	4	4
Mr. Naveen Chawla	Member	4	4

With effect from 1<sup>st</sup> April, 2021, Mr. Somendra Kumar Agarwal became the member of the Audit Committee post resignation of Mr. Naveen Chawla.

The functions of the audit committee include:

- i. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- ii. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees and also payment for other services.
- iii. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - a. Matters required being included in the Director's Responsibility Statement to be included in the Board's report in terms of section 134 of the Companies Act, 2013.
  - b. Changes, if any, in accounting policies and practices and reasons for the same
  - c. Major accounting entries involving estimates based on the exercise of judgment by management
  - d. Significant adjustments made in the financial statements arising out of audit findings
  - e. Compliance with listing and other legal requirements relating to financial statements
  - f. Disclosure of any related party transactions
  - g. Qualifications in the draft audit report.
  - h. Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
- iv. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
- v. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- vi. Discussion with internal auditors any significant findings and follow up there on.
- vii. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- viii. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

- ix. To look into the reasons for substantial defaults in the payment to shareholders (in case of non-payment of declared dividends) and creditors.
- x. To review the functioning of the Whistle Blower mechanism

#### 4. NOMINATION AND REMUNERATION COMMITTEE:

The constitution of remuneration committee meets the requirement of Companies Act and as required under SEBI (Listing obligations and Disclosure requirements) Regulation 2015. The committee presently consists of the following three Non-Executive Independent Directors. The Committee met two times on 27<sup>th</sup> June, 2020 and 12<sup>th</sup> February, 2021.

Name of the members	Status	No. of meetings	
		Held	Attended
Mr. Naveen Chawla	Chairman	2	2
Mr. Mayank Bughani	Member	2	2
Mr. Rajeev Kapoor	Member	2	2

With effect from 1<sup>st</sup> April, 2021, Mr. Somendra Kumar Agarwal and Mr. Tek Chand Bhardwaj became the members of Nomination and Remuneration Committee post resignation of Mr. Naveen Chawla and Mr. Mayank Bughani. Mr. Somendra Kumar Agarwal is now the Chairman of Nomination and Remuneration Committee.

The terms of reference of the remuneration committee are as under:

- i. Meetings of the committee shall be held whenever matters pertaining to the remuneration payable, including any revisions in remuneration payable to Executive/ Non Executive Directors/ relative to directors
- ii. Payment of remuneration shall be approved by a resolution passed by the Remuneration Committee
- iii. All information about the Directors/Managing Director/whole time Directors. i.e. background details, past remuneration, recognition or awards, job profile shall be considered and disclosed to shareholders
- iv. The Committee shall take into consideration and ensure the compliance of provisions under the Companies Act, 2013 for appointing and fixing remuneration of Managing Director/ Whole time Directors.
- v. While approving the remuneration, the committee shall take into account financial position of the Company, Trend in the industry, qualification, experience and past performance of the appointee.
- vi. The Committee shall be in position to bring about objectivity in determining the remuneration package while striking the balance between the interest of the Company and the shareholders.
- vii. Following disclosure on the remuneration of Directors shall be made in the section on the Corporate Governance of the Annual Report.
  - All elements of remuneration package of all the Directors i.e. salary, benefits, bonus, stock options, pension etc
  - Details of fixed component and performance linked incentives, along with the performance criteria.
  - Service Contracts, notice period, severance fees.

## Remuneration Policy

Remuneration of the Managing Director or Executive Director is determined periodically by the Remuneration Committee within the permissible limits under the applicable provisions of law. Non-Executive Directors paid sitting fees, if any, will be within the limits prescribed under law.

## 5. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The composition of Shareholders' Grievance committee meets the requirements of SEBI (Listing obligations and Disclosure requirements) Regulations, 2015. The functions of committee include the matters relating to transfer and transmission of shares, issue of duplicate share certificates, review and redressal of investors complaints like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc.

The Committee presently comprises of three Directors, Two Non-executive directors and one executive director. One of the Non-executive director is an Independent Director. During the financial year ended on March 31, 2020, the committee met 4 times on 27<sup>th</sup> June, 2020, 30<sup>th</sup> July, 2020, 12<sup>th</sup> November, 2020 and 12<sup>th</sup> February, 2021 and the attendance of the members at the meetings of the committee is given below:

The Committee during the year and the attendance of member at the meeting of the committee was as follows:

Name of the members	Status	No. of meetings	
		Held	Attended
Mr. Mayank Bughani	Member	4	4
Mr. Fiyaz Ahmed	Member	4	4
Mr. Alok Krishna Agarwal	Chairman	4	4

With effect from 1<sup>st</sup> April, 2021, Mr. Tek Chand Bhardwaj became the member of the Stakeholder Relationship Committee post resignation of Mr. Mayank Bughani.

During the year under review, the Company had not received any request letters/ complaints from the investors.

## 6. DETAILS OF REMUNERATION PAID DURING THE FINANCIAL YEAR ENDED MARCH 31, 2021 TO THE DIRECTORS ARE FURNISHED UNDER.

### Directors

Name of the director	Salary (Rs.)	Perquisites (Rs.)	Sitting Fee (Rs.)	Total (Rs.)	No. of shares held
Mr. Fiyaz Ahmed	5,75,000	Nil	Nil	5,75,000	NIL
Ms. Nikita Agarwal (in her capacity as Sales and Marketing Head)	11,50,000	Nil	Nil	11,50,000	3400

The Company does not have any stock option plan or performance-linked incentive for the Directors.

## 7. CEO AND CFO CERTIFICATE

CEO and CFO Certificate as required under SEBI (Listing obligations and Disclosure requirements) Regulation 2015 for the year ended March 31, 2021 is attached separately in this Annual Report.

## 8. GENERAL BODY MEETINGS

Venue, date and time the General Meetings held during the preceding three years and the Special Resolutions passed at are as under.

Year	Venue	Date and Time	Special Resolution/s
2019-2020	Annual General Meeting Held via Video Conferencing	05.09.2020 11.00 A.M.	No Special Resolution passed
2019-2020	Extra Ordinary General Meeting held at Registered Office At Plot No 54-B, Hoskote Industrial Area (Kiadb) Chintamani Road, Hoskote-562114	08.02.2020 11.00 A.M.	Three Special Resolutions were passed for alteration of Memorandum of Association and Articles of Association.
2018-2019	Annual General Meeting held at the Registered Office At Plot No 54-B, Hoskote Industrial Area (Kiadb) Chintamani Road, Hoskote-562114	28.09.2019 11.00 A.M.	Three separate Special Resolutions for re-appointment of Mr. Rajeev Kapoor, Mr. Naveen Chawla and Mr. Mayank Bughani as Independent Directors of the Company for a second term of 5 consecutive years.
2017-18	Annual General Meeting held at the At The Registered Office At Plot No 54-B, Hoskote Industrial Area (Kiadb) Chintamani Road, Hoskote-562114	15.09.2018 11.00 A.M.	One Special Resolution was passed for re-appointment of Mr. Fiyaz Ahmed as Whole Time Director of the Company for a period of 5 years.

During the year 2020-2021, No Extra Ordinary General Meeting was held.

## 9. DISCLOSURES

- a. *Disclosure on Materially significant related party transactions i.e. transactions of the Company of material nature, with its Promoters, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company at large:*

None of the transactions with any of the related parties are in conflict with the interest of the Company. Attention of members is drawn to the disclosure of transactions with the related parties set out in Notes on Accounts.

Notes to Account, forming part of the Annual Report covers details of related parties transactions. The Company's major related party transactions are generally with its subsidiaries. The related party transactions are entered into based on considerations of various business exigencies such as synergy in operations, the Company's long term strategy for sectoral investments, optimization of market share, profitability, legal requirements, and liquidity and capital resources of subsidiaries.

All related party transactions were carried on by the Company in the ordinary course of business.

- 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: None*
- c. *During the last three years there were no strictures or penalties imposed by either SEBI or the Stock Exchanges or any statutory authority for non-compliance of any matter related to capital markets.*

## **10. MEANS OF COMMUNICATION**

*Annual Report 2020-2021:* Annual Report containing, inter-alia, Audited Annual Accounts, including subsidiary companies Annual Accounts, Consolidated Financial Statements, Directors' Report, Auditors' Report, Management Discussion and Analysis, Corporate Governance Report and other important information is circulated to members via email

*The Quarterly Results:* Quarterly results are generally published in leading newspapers the Financial Express (English Daily) and Sanjevani (A regional daily in Kannada language) within forty-eight hours of approval thereof. The same are sent to BSE for posting at BSE website.

## **11. MANAGEMENT DISCUSSION AND ANALYSIS REPORT (MDA)**

MDA forms part of the Director's Report and the same is attached separately in this Annual Report.

## **12. GENERAL SHAREHOLDERS INFORMATION:**

### **a) Holding of Ensuing Annual General Meeting via Video Conferencing**

Pursuant to the General Circular No. 20/2020, 14/2020 and 17/2020 issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by SEBI, the 31<sup>st</sup> Annual General Meeting (AGM) will be held on Saturday, 25th September, 2021 at 11:00 a.m.: via Video Conferencing and the detailed instructions for participation and voting at the AGM is available in the Notice of AGM.

### **b) Registered Office and works**

The registered office and works of the Company are as follow:

Plot No. 54B, Hoskote Industrial Area (KIADB), Chintamani Road, Hoskote-562114, Karnataka

Phone: 080- 27971334; Email: alkasgl@yahoo.com

### **c) E-Voting**

The provisions relating to E-Voting will be complied with in respect of matters wherever applicable.

### **d) Tentative Financial Calendar**

The Financial year is 1st April to 31st March and financial results are proposed to be declared as per the following tentative schedule.

Results for the quarter ended	Tentative Schedule
June 30, 2021	4th Week of July 2021 or 1 <sup>st</sup> Week of August 2021
September 30, 2021	2nd week of November 2021
December 31, 2021	2nd week of February 2022
March 31, 2022	3rd week of May 2022

**e) Listing on Stock Exchanges**

The names and address of the stock exchange at which the equity shares of the Company are listed and the respective stock code is as under

Sl. No.	Name of the Stock Exchange	Stock Code/ ISIN
1.	Bombay Stock Exchange Phiroze Jeejeebhoy Towers, Dalal Street Mumbai – 400 001	531338 / INE151H01018

**f) Date of Book Closure**

The Register of Members and Transfer books of the Company will remain closed from 19<sup>th</sup> September 2021 to 25<sup>th</sup> September, 2021 for the purpose of the 31<sup>st</sup> Annual General Meeting.

**g) Listing fee**

The Company has paid Annual Listing Fees for the year 2021-2022 to Bombay Stock Exchange Limited, Mumbai where the equity shares of the Company are listed.

**h) Stock Market Data**

Stock market data regarding Company's share is not available since there is no frequency of trading in the shares of the Company in the stock exchanges.

**i) Registrar and Transfer Agent & Share Transfer System**

M/s Integrated Registry Management Services Private Limited is our Registrar and Share Transfer Agent. Any communication regarding share certificates, dividends and change of address etc may be addressed to:

Integrated Registry Management Services Private Limited  
30, Ramana Residency,  
4th Cross, Sampige Road, Malleswaram,  
Bangalore 560003  
Phone: 080 – 23460815 – 818  
Fax: 080 23460819 E-Mail : [irg@integratedindia.in](mailto:irg@integratedindia.in)

**j) Distribution of Shareholdings as on 31.03.2021**

CATEGORY	No. of Shareholders	%	No. of Shares Held	%
		(Percentage)		(Percentage)
Up to 5000	714	96.88	443525	8.84
5001 10000	6	0.81	41450	0.83
10001 20000	4	0.54	51761	1.03
20001 30000	1	0.14	20285	0.40

30001	40000	5	0.68	193084	3.85
40001	50000	0	0.00	0	0.00
50001	100000	4	0.54	366600	7.31
100001 and Above		3	0.41	3900795	77.74
<b>TOTAL</b>		<b>729</b>	<b>100.00</b>	<b>5017500</b>	<b>100.00</b>

**k) Dematerialization of Shares**

The Company's shares are compulsorily traded in dematerialized form as per the Securities and Exchange Board of India (SEBI). The Company has obtained the electronic connectivity of its equity shares with both NSDL and CDSL. Members can demat their shares by opening an account with any of the depository participants of NSDL and CDSL across the country.

SEBI, effective 1st April, 2019 barred physical transfer of shares of listed companies and mandated transfers only through demat. However, investors are not barred from holding shares in physical form. We request shareholders who are holding shares in physical form, to dematerialize their shares and update their bank accounts and email id's with the respective depository participant to enable us to provide better service.

**l) Address for Correspondence:**

Ms. Anita Rawat  
Company Secretary  
Milestone Global Limited. 54B,  
Hoskote Industrial Area (KIADB),  
Chintamani Road, Hoskote-562114, Karnataka,  
Phone: 080- 27971334/ 1345.  
E-Mail: [anita.rawat85@yahoo.in](mailto:anita.rawat85@yahoo.in) or [alkasgl@yahoo.com](mailto:alkasgl@yahoo.com)

**m) Outstanding GDRs/ADGRs/Warrants or any Convertible instruments, conversion date and likely impact on equity.**

Not applicable

**n) Prevention of Insider Trading;**

In accordance with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 1992, the Company has instituted a comprehensive code of conduct for prohibition of insider trading in the Company's shares.

**o) Secretarial Audit for Reconciliation of Capital**

As stipulated by SEBI, a qualified practicing company secretary carries out the secretarial audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Service (India) Limited (CDSL) and the total issued and paid-up capital. This audit is carried out every quarter and the report there on is submitted to the stock exchanges.

The audit, inter alia confirms that the total listed and paid-up capital of the Company is in agreement with the aggregate of the total number of shares in dematerialized form held with NSDL and CDSL and total number of shares in physical form.

**p) Corporate Identity Number (CIN)**



The Company is registered in the State of Karnataka, India. Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA), the Government of India is L93000KA1990PLC011082.

**q) Compliance Certificate of the auditors**

Certificate from the auditors of the Company, M/s Gupta Vaish & Co., Chartered Accountants, Kanpur confirming compliance with the conditions of Corporate Governance as stipulated as required by schedule V of SEBI (Listing obligations and Disclosure requirements) Regulation 2015 is annexed herein after.

**r) Unclaimed Shares**

As required regulation of SEBI (Listing obligations and Disclosure requirements) Regulation 2015, the unclaimed shares lying in the escrow account shall be transferred to demat suspense account if there is not response even after sending three reminder notices to the persons concerned. As on March 31, 2021 there are no unclaimed equity shares of the Company.

**s) Corporate Social Responsibility Committee**

Not applicable to the Company

**t) Adoption of Mandatory and Non-Mandatory Requirements of SEBI( Listing obligations and Disclosure requirements) Regulation 2015**

The Company has complied with all mandatory requirements required under SEBI( Listing obligations and Disclosure requirements) Regulation 2015

**13. CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE**

M/s Akhilesh Singh & Associates, Company Secretaries has issued a certificate as required under the Listing Regulations, confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Directors of Company by the SEBI/Ministry of Corporate Affairs or any such statutory authority. The certificate is attached with this Report.

For and on behalf on the Board

Sd/-

Place: New Delhi

Alok Krishna Agarwal

Date: 13<sup>th</sup> August, 2021

Chairman

## CERTIFICATE BY CEO AND CFO

To

The Board of Directors  
Milestone Global Limited

Dear member of the Board,

We, Alka Agarwal, Chief Executive Officer and Renu Sharma, Chief Financial Officer of the company, to the best of our knowledge and belief, certify that:

- A. We have reviewed financial statements and the cash flow statement for the financial year ended 31st March, 2021 and that to the best of our knowledge and belief:
- 1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - 2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware of the steps they have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee
- 1) significant changes in internal control over financial reporting during the financial year under review;
  - 2) significant changes in accounting policies during the financial year under review and that the same have been disclosed in the notes to the financial statements; and
  - 3) instances of significant fraud, if any, 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: Bangalore  
Date: 13<sup>th</sup> August, 2021

Sd/-  
**Alka Agarwal**  
Chief Executive Officer

Sd/-  
**Renu Sharma**  
Chief Financial officer

## INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members of Milestone Global Limited

1. This certificate is issued in accordance with the terms of our engagement letter dated 24th June 2021.
2. We, Gupta Vaish & Co., Chartered Accountants, the Statutory Auditors of Milestone Global Limited ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31st March, 2021, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

### Management's Responsibility

3. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

### Auditor's Responsibility

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the "ICAI"), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

### Opinion

8. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V to the Listing Regulations during the year ended 31st March, 2021.
9. We state that such compliance is neither an assurance as to the future viability of the Company

nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Gupta Vaish & Co.  
Chartered Accountants

(Firm's Registration No. 0005087C)

Sd/-  
Rajendra Gupta

(Partner)

Membership No. 073250

UDIN: 21073250AAAACI3934

Date: 15.07.2021

Place: Kanpur

## **CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(pursuant to Regulation 34(3) and Schedule V of Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,  
The Board of Directors,  
Milestone Global Limited.,  
CIN: L85110KA1990PLC011082  
54-B, Hoskote Industrial Area (KIADB),  
Chintamanin Road, Hoskote,  
Karnataka- 562114

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Milestone Global Limited. having CIN L93000KA1990PLC011082 and having registered office at 54-B, Hoskote Industrial Area (KIADB), Chintamanin Road, Hoskote, Karnataka- 562114 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

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 Akhilesh Singh & Associates  
Company Secretaries

Date: 30th June 2021  
Place: Kanpur

Sd/-  
Akhilesh Singh  
FCS: 9178  
CP:9322  
UDIN:F009178C000551060

## **INDEPENDENT AUDITOR'S REPORT**

To,  
the Members of Milestone Global Limited

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

#### **Opinion**

We have audited the standalone financial statements of Milestone Global Limited (“the Company”), which comprise the balance sheet as at 31st March 2021, and the statement of Profit and Loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.( 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 Act in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act , read with the Companies ( Indian Accounting Standards) Rules, 2015, as amended, (‘Ind AS’) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, and profit, changes in equity and its cash flows for the year ended on that date.

#### **Basis for Opinion**

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

#### **Information Other than the Standalone financial statements and Auditor’s Report Thereon**

The Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in Management Discussion and Analysis, Board’s Report including Annexures to Board’s Report ,Corporate Governance and Shareholder’s Information, but does not include the standalone 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 standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

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

## **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report

to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

### **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 sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, statement of changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors as on 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st 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 A**”.

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

i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements -Refer No 32 to the financial statements.

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

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Gupta Vaish & Co.  
Chartered Accountants  
Firm’s Registration No.- 005087C

Sd/-  
Rajendra Gupta  
(Partner)  
(Membership No.- 073250)

Place: KANPUR  
UDIN NO. 21073250AAAABY7473  
Date: 26.06.2021

**ANNEXURE “A” TO THE INDEPENDENT AUDITORS’ REPORT  
Re: MILESTONE GLOBAL LIMITED**

**The Annexure referred to in our Independent Auditors’ Report to the members of the Company on the Standalone financial statements for the year ended 31<sup>st</sup> March, 2021, Wereport that:**

i. In respect of its Fixed Assets:

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets other than furniture and fixtures and office equipments.

(b) All the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) According to the information and explanation given to us and on the basis of our examination of the records of the company, the title deeds of freehold land is held in the erstwhile name of the company. Details given below:

Total No. of Cases:	1
Gross Block:	Rs. 12,13,103
Net Block:	Rs. 12,13,103

ii. In respect of its Inventories: As explained to us, inventories have been physically verified during the year by the management at reasonable intervals and discrepancies noticed on verification between physical stocks and the book records were not material.

iii. In respect of loans, secured or unsecured, granted by the Company to Companies, firms or other parties covered in the register maintained under section 189 of the Companies Act 2013, according to the information and explanations given to us :The Company has not granted any loan to Companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore the provisions of paragraph 3 (iii) the Companies (Auditor’s Report) order, 2016, are not applicable to the company.

iv. In our opinion and according to the information and explanation given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.

v. In our opinion and according to information and explanations given to us, the company has not accepted any deposits within the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act , 2013 , therefore , the provisions of paragraph 3 (v) of the Companies (Auditor’s Report ) order, 2016, are not applicable to the company.

vi. The Central Government has not prescribed the maintenance of cost records by the Company under sub section (1) of section 148 of the Companies Act, 2013 for any of its products.

vii. According to the information and explanations given to us, in respect of statutory and other dues:

(a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees’ state insurance, income tax, sales tax, goods and services tax, service tax, duty of custom , duty of excise, value added tax , cess and any other statutory dues applicable to it.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident fund, Employees State Insurance, Income Tax, Sales Tax, goods and services tax , Service Tax,

Duty of Custom, Duty of Excise, Value Add Tax, Cess and other material Statutory dues were in arrear as at 31st March, 2021 for a period more than six months from the date they became payable.

(b) According to the records of the company, there are no dues of income tax, sales tax, goods and services tax , service tax, duty of custom, duty of excise, value added tax and cess which have not been deposited on account of any dispute .

viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to banks.

ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loan during the year. Accordingly, provisions of paragraph 3 (ix) of the Companies (Auditor's Report) Order 2016 are not applicable to the company.

x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

xi. According to the information and explanations given to us and based on our examination of the records of the company, the company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Act.

xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, provisions of paragraph 3 (xii) of the Companies (Auditor's Report) Order 2016 are not applicable to the company.

xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transaction with the related parties are in compliance with section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv. According to the information and explanations given to us and on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

xv. According to the information and explanations given to us and on our examination of the records of the Company, the Company has not entered into non cash transactions with directors or person connected with them. Accordingly, provisions of paragraph 3 (xv) of the Companies (Auditor's Report) Order 2016 are not applicable to the company.

xvi. The Company is not required to be registered under Section 45 –IA of the Reserve Bank of India Act 1934.

For Gupta Vaish & Co.  
Chartered Accountants  
Registration Number: 005087C

Date: 26-06-2021  
Place: KANPUR

Sd/-  
Rajendra Gupta

(PARTNER)  
Membership Number: 073250

## **ANNEXURE “B” TO THE AUDITORS REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF MILESTONE GLOBAL LIMITED**

### **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 MILESTONE GLOBAL LIMITED (“the Company”) as of 31 March 2021 in conjunction with our audit of the Standalone financial statements of the Company for the year ended on that date.

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

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘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 Companies Act, 2013.

#### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

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

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance

regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

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

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 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 Gupta Vaish & Co.  
Chartered Accountants  
Registration Number: 005087C**

**Date: 26-06-2021  
Place: KANPUR**

**Sd/-  
Rajendra Gupta  
(PARTNER)  
Membership Number: 073250**

<b>MILESTONE GLOBAL LIMITED</b>			
<b>Balance Sheet as at 31-03-2021</b>			
			(Amount in Rs.)
	Note No.	As at 31-03-2021	As at 31-03-2020
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, Plant and Equipment	1	3,22,47,388	3,20,02,341
Capital Work-in-progress	1	4,29,037	
<b>Financial Assets</b>			
Investments	2	80,59,306	80,59,306
(ii) Trade Receivables(more than 1 year)			
(iv) Others (to be specified)			
Deferred tax assets (Net)	3		12,66,593
(j) Other non-current assets			
<b>Current Assets</b>			
Inventories	4	2,48,80,000	3,60,83,000
<b>Financial Assets</b>			
Trade Receivables	5	3,08,68,234	1,76,84,836
Cash and cash equivalents	6	41,80,657	16,73,403
Other Bank Balances	7	19,00,211	17,71,672
(iv) Loans			
(vi) Others (to be specified)			
Current Tax Assets (Net)	8	4,59,410	1,08,672
Other current assets	9	1,20,20,851	81,83,292
<b>Total Assets</b>		<b>11,50,45,094</b>	<b>10,68,33,115</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	10	5,01,75,000	5,01,75,000
Other Equity	11	2,52,66,833	2,52,33,910
<b>LIABILITIES</b>			
(ii) Trade payables			
(iii) Other financial liabilities (other than those specified in item (b), to be specified)			
(b) Provisions			
Deferred tax liabilities (Net)	3	19,89,811	
(d) Other non-current liabilities			
<b>Current Liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	12	2,84,12,312	2,16,47,386
Trade payables	13	59,05,858	76,30,134
(iii) Other financial liabilities (other than those specified in item c)			
Other Financial liabilities	14		
(c)Provisions			
(d) Current Tax Liabilities (Net)			
Other Current Liabilities	14	32,95,282	21,46,685
<b>Total Equity and Liabilities</b>		<b>11,50,45,094</b>	<b>10,68,33,115</b>

<b>Significant Accounting Policies And Notes On Financial Statement</b>		<b>1 -34</b>		
As per our report of even date attached		For and on Behalf of Board of Directors		
<b>For Gupta Vaish &amp; Co.</b>				
Chartered Accountants				
Sd/- ( Partner )	Sd/- Alok Krishna Agarwal Chairman	Sd/- Fiyaz Ahmed Whole Time Director	Sd/- Alka Agarwal CEO	Sd/- Renu Sharma CFO
				Sd/- Anita Rawat Company Secretary
Place: Kanpur Date: 26.06.2021	Place: New Delhi Date: 26.06.2021	Place: Banaglore Date : 26.06.2021		

<b>Milestone Global Limited</b>			
<b>Statement of Profit and Loss for the year ended 31st March, 2021</b>			
			(Amount in Rs.)
Particulars	Note No.	2020-21	2019-20
Revenue From Operations	15	13,03,55,566	12,00,97,436
Other Income	16	15,23,408	13,98,544
<b>Total Income</b>		<b>13,18,78,974</b>	<b>12,14,95,980</b>
<b>EXPENSES</b>			
Cost of materials consumed	17	6,31,64,646	6,58,75,078
Changes in inventories of finished goods, Stock-in-Trade and work-in-progress	18	78,22,000	(16,56,000)
Employee benefit expenses	19	1,29,16,776	1,07,91,604
Finance costs	20	22,75,866	26,57,322
Depreciation and amortization expense	21	26,11,761	26,31,992
Other expenses	22	3,97,98,600	3,94,34,779
<b>Total expenses</b>		<b>12,85,89,649</b>	<b>11,97,34,775</b>
Profit before tax		32,89,326	17,61,205
<b>Tax expense:</b>			
Current tax		-	(3,40,000)
TAX ADJUSTMENT OF EARLIER YEAR		(13,37,392)	-
Deffered tax(Including Mat Credit Entitlement)		(19,19,011)	(2,09,297)
Profit for the year		32,923	12,11,908
<b>Other Comprehensive Income</b>			
Total comprehensive income for the year		32,923	12,11,908
Earning per equity share :			
Basic		0.01	0.24
Diluted		0.01	0.24

<b>Significant Accounting Policies And Notes on Financial Statement</b>	<b>1 to 34</b>	
As per our report of even date attached		<b>For and on Behalf of Board of Directors</b>
<b>For Gupta Vaish &amp; Co.</b>		
<b>Chartered Accountants</b>		
Sd/-	Sd/-	Sd/-
( Partner )	Alok Krishna Agarwal	Fiyaz Ahmed Alka Agarwal
	<b>Chairman</b>	<b>Whole Time Director</b>
<b>Place: Kanpur</b>	<b>Place: New Delhi</b>	<b>Place: Bangalore</b>
<b>Date: 26.06.2021</b>	<b>Date:26.06.2021</b>	<b>Date : 26.06.2021</b>

## NOTE 1

**MILESTONE GLOBAL LIMITED**  
**PROPERTY, PLANT & EQUIPMENT**

Sl. No.	Fixed Assets	GROSS BLOCK				DEPRECIATION			Net Block	
		As at 01.04.20	Addition During the Year	Deduction During the Year	As at 31.03.21	As at 01.04.20	for the year	As at 31.03.21	WDV as at 31.03.21	WDV as at 31.03.20
1	FREEHOLD LAND	12,13,103			12,13,103	-	-	-	12,13,103	12,13,103
2	GODOWN BUILDING	14,30,910			14,30,910	5,82,895	16,880	5,99,775	8,31,135	8,48,015
3	FACTORY BUILDING	3,34,51,132			3,34,51,132	2,52,68,301	4,67,327	2,57,35,628	77,15,504	81,82,831
4	PLANT AND EQUIPMENTS	11,70,32,495			11,70,32,495	9,77,45,235	13,90,532	9,91,35,767	1,78,96,728	1,92,87,260
5	FURNITURE AND FIXTURE	66,36,307	3,64,974		70,01,281	58,13,944	1,50,447	59,64,391	10,36,890	8,22,363
6	VEHICLES (CARS)	31,75,839	20,98,304		52,74,143	20,03,256	3,69,703	23,72,959	29,01,184	11,72,583
7	COMPUTERS	26,65,475	3,93,530		30,59,005	24,30,509	1,47,031	25,77,540	4,81,465	2,34,967
8	OFFICE EQUIPMENTS	3,13,575			3,13,575	90,518	69,841	1,60,359	1,53,216	2,23,057
9	TEMPORARY CONSTRUCTION	3,63,252			3,63,252	3,45,089	-	3,45,089	18,163	18,163
	<b>TOTAL</b>	<b>16,62,82,088</b>	<b>28,56,808</b>		<b>16,91,38,896</b>	<b>13,42,79,746</b>	<b>26,11,761</b>	<b>13,68,91,508</b>	<b>3,22,47,388</b>	<b>3,20,02,341</b>

CAPITAL WORK IN PROGRESS										4,29,037.00
<b>TOTAL</b>										<b>4,29,037.00</b>

**Note:** 1.1 The title deed of immovable property included in property plant & equipment are held in the name of company except the following

Particulars of Immovable Property	Gross Block as at 31.03.2021	Net Block as at 31.03.2021	Gross Block as at 31.03.2021	Net Block as at 31.03.2021	Remarks
Freehold Land(1 Case)	12,13,103	12,13,103	12,13,103	12,13,103	The title deeds of land is held in the erstwhile name of the company

## NOTE 1

**PROPERTY, PLANT & EQUIPMENT**

Sl. No.	Fixed Assets	As at 01.04.19	Addition During the Year	Deduction During the Year	As at 31.03.20	Depreciation			Net Block	
						As at 01.04.19	for the year	As at 31.03.20	WDV as at 31.03.20	WDV as at 31.03.19
1	FREEHOLD LAND	12,13,103			12,13,103	-	-	-	12,13,103	12,13,103
2	GODOWN BUILDING	14,30,910			14,30,910	5,66,015	16,880	5,82,895	8,48,015	8,64,895
3	FACTORY BUILDING	3,34,51,132			3,34,51,132	2,48,00,977	4,67,324	2,52,68,301	81,82,831	86,50,155
4	PLANT AND EQUIPMENTS	11,50,57,495	19,75,000		11,70,32,495	9,61,99,267	15,45,968	9,77,45,235	1,92,87,260	1,88,58,228
5	FURNITURE AND FIXTURE	65,74,257	62,050		66,36,307	56,83,042	1,30,902	58,13,944	8,22,363	8,91,215
6	VEHICLES (CARS)	31,75,839			31,75,839	16,62,679	3,40,577	20,03,256	11,72,583	15,13,160
7	COMPUTERS	25,63,865	1,01,610		26,65,475	23,43,917	86,592	24,30,509	2,34,967	2,19,948
8	OFFICE EQUIPMENTS	1,76,724.93	1,36,850		3,13,575	46,768.00	43,750	90,518	2,23,057	1,29,957
9	TEMPORARY CONSTRUCTION	3,63,252			3,63,252	3,45,089		3,45,089	18,163	18,163
	<b>TOTAL</b>	<b>16,40,06,578</b>	<b>22,75,510</b>	-	<b>16,62,82,088</b>	<b>13,16,47,754</b>	<b>26,31,992</b>	<b>13,42,79,746</b>	<b>3,20,02,341</b>	<b>3,23,58,824</b>



**STATEMENT OF CHANGES IN EQUITY**

Statement of changes in equity for the year ended 31st March, 2021

**A EQUITY SHARE CAPITAL**

(Amount in Rs.)

Balance as on 1st April, 2020	Changes in equity share capital during the year 2020-21	Balance as At 31st March, 2021
5,01,75,000	-	5,01,75,000

**B OTHER EQUITY**

	Reserve and Surplus		Retained Earnings	Total
	Capital Reserve	Securities Premium Reserve		
<b>AS ON 31 MARCH 2020</b>				
Balance as at 1st April, 2019	13,46,000	1,50,82,070	75,93,932	2,40,22,002
Total comprehensive income for the year	-	-	12,11,908	12,11,908
Balance as at 31st, March, 2020	13,46,000	1,50,82,070	88,05,840	2,52,33,910
<b>AS ON 31 MARCH 2021</b>				
Balance as at 1st April, 2020	13,46,000	1,50,82,070	88,05,840	2,52,33,910
Total comprehensive income for the year	-	-	32,923	32,923
Balance as at 31st, March, 2021	13,46,000	1,50,82,070	88,38,763	2,52,66,833

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH,2021**

**NON CURRENT ASSET**

		As at 31-03-2021	As at 31-03-2020
<b>2</b>	<b>Non-Current Investment</b>		
<b>A.</b>	Investment measured at cost		
<b>(a)</b>	<b>Investment in equity instruments</b>		
<b>i</b>	In Subsidiary Company <b>Milestone Global(UK) Limited</b> (87,331 Equity shares of GBP 1/-)	80,59,306	80,59,306
		80,59,306	80,59,306
	Aggregate amount of unquoted investment	<b>80,59,306</b>	<b>80,59,306</b>

**Category-wise non current Investment**

Total of Investment measured at Cost 80,59,306 80,59,306

<b>3</b>	<b>Deferred Tax Assets (Net)</b>			
	Balance at the beginning of the year		12,66,593	14,75,890
	Charge/Credit to statement of Profit & Loss		(32,56,403)	(2,09,297)
	Balance at the end of the year		<b>(19,89,811)</b>	<b>12,66,593</b>
	<b>Component of Deferrd Tax Liability/Asset</b>			
	Deferrd Tax (Liability)/Asset in relation to			
		<b>As at 31st march 2020</b>	<b>Charges/(Credit) to profit or Loss</b>	<b>As at 31st march 2021</b>
	Property, Plant & Equipment	(22,33,800)	(1,23,873)	(23,57,673)
	Unabsorbed Business Losses & Depreciation	21,63,000	(17,95,138)	3,67,862
	Mat Credit Entitlement	13,37,393	(13,37,392)	-
		<b>12,66,593</b>	<b>(32,56,403)</b>	<b>(19,89,811)</b>

**CURRENT ASSETS**

<b>4</b>	<b>Inventories</b> (Stock as Valued and Certified by Management)			
	Raw Materials		1,36,30,000	1,54,40,000
	Work In Progress		92,71,000	1,64,78,000
	Finished Goods		3,45,000	9,60,000
	Store & Spares		16,34,000	32,05,000
			<b>2,48,80,000</b>	<b>3,60,83,000</b>

<b>5</b>	<b>Trade Receivables</b>			
	Unsecured, considered good		3,08,68,234	1,76,84,836
			<b>3,08,68,234</b>	<b>1,76,84,836</b>

6	<b>Cash and Cash Equivalent</b> Balance With Banks In Current Accounts Cash on Hand			
			40,42,308	14,33,465
			1,38,348	2,39,938
			<b>41,80,657</b>	<b>16,73,403</b>
7	<b>Other Bank Balances</b> In Fixed Deposits			
			19,00,211	17,71,672
			<b>19,00,211</b>	<b>17,71,672</b>
8	<b>CURRENT TAX ASSETS(NET)</b>		4,59,410	1,08,672
			<b>4,59,410</b>	<b>1,08,672</b>
9	<b>Other Current Assets</b> Security Deposits Service Tax Recoverable GST Recoverable Prepaid Expenses Advance- Others			
			18,78,413	18,23,413
			7,75,811	7,75,811
			65,63,060	34,53,565
			4,73,942	1,87,700
			23,29,625	19,42,803
		<b>1,20,20,851</b>	<b>81,83,292</b>	

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH,2021

### 10 EQUITY SHARE CAPITAL

		As at 31-03-2021	As at 31-03-2020
	<b>Authorised:</b>		
	52,50,000 Equity shares of Rs. 10/-	5,25,00,000	5,25,00,000
	<b>Issued, Subscribed &amp; Fully Paid Up</b>		
	50,17,500 Equity shares of Rs. 10/- each fully paid up	5,01,75,000	5,01,75,000
		<b>5,01,75,000</b>	<b>5,01,75,000</b>

### The reconciliation of number of shares outstanding at the beginning and end of the year:

Particulars	As At 31st March, 2021	As At 31st March, 2020
	No. of Shares	No. of Shares
Equity Shares at the Beginning of the year	50,17,500	50,17,500
Equity Shares at the end of the year	<b>50,17,500</b>	<b>50,17,500</b>

### Details of Shareholders Holding More Than 5 % Shares

Name of Shareholder (Equity Shares in Nos. of Rs. 10 Each)	As at 31st March 2021		As at 31st March 2020	
	No. of shares held	% of Shares Held	No. of shares held	% of Shares Held
Smt. Alka Agarwal	2990285	59.60	2990285	59.60
M/s. Ketki Investment & Consultancy Pvt Ltd.	682110	13.59	682110	13.59

### 11 OTHER EQUITY

a.	<b>Security Premium Reserve</b> Balance at the beginning of the year Balance at the end of the year		
		1,50,82,070	1,50,82,070
		<b>1,50,82,070</b>	<b>1,50,82,070</b>
b.	<b>Capital Subsidy Reserve</b> Balance at the beginning of the year Balance at the end of the year		
		13,46,000	13,46,000
		<b>13,46,000</b>	<b>13,46,000</b>
c.	<b>Retained Earnings</b> Balance at the beginning of the year Add:- Total Comprehensive Income for the year Balance at the end of the year		
		88,05,840	75,93,932
		32,923	12,11,908
		<b>88,38,763</b>	<b>88,05,840</b>
		<b>2,52,66,833</b>	<b>2,52,33,910</b>

**Notes to Other Equity**

- 11(a) Security Premium is the amount received in excess of face value of the equity shares issued and is recognised in Security Premium Account
- 11(b) Capital Reserve, represents the Subsidy received from State Government in respect of capital investment
- 11(c) Retained Earning represents the cumulative profits of the company . This reserve can be utilized in accordance with the provision of the Companies Act,2013

**CURRENT LIABILITIES**

**FINANCIAL LIABILITIES**

<b>12</b>	<b>BORROWINGS</b>		
	<b>SECURED LOAN FROM BANKS</b>		
	<b>Export Credit Loan</b>	2,84,12,312	2,16,47,386
	(Secured by hypothecation of Inventories and Export Receivable)		
		<b>2,84,12,312</b>	<b>2,16,47,386</b>

<b>13</b>	<b>TRADE PAYABLES</b>		
	To Micro Enterprises and Small Enterprises		-
	To Others	59,05,858	76,30,134
		<b>59,05,858</b>	<b>76,30,134</b>

<b>14</b>	<b>Other current Liabilities</b>		
	Other Payable	25,95,712	21,46,685
	GST Payable	6,99,570	
		<b>32,95,282</b>	<b>21,46,685</b>

**Note :- Other Payables includes Employees Liabilities, Statutory Liabilities etc.**

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH,2021**

**(Amount In Rs.)**

		<b>2020-2021</b>	<b>2019-2020</b>
15	<b>Revenue From Operations</b>		
	Sale of Product	12,27,13,959	11,87,06,124
	Other Operating Revenues		
	Exchange Gain	11,28,061	13,91,312
	Sales - Other	57,77,480	-
	Sales - Other - Export	7,36,066	-
		<b>13,03,55,566</b>	<b>12,00,97,436</b>

16	<b>OTHER INCOME:</b>		
	Interest received on Fixed Deposit	1,28,539	64,443
	Interest received others	64,283	75,914
	Discount received	1,40,116	1,28,108
	<b>Other Non-Operating Income:-</b>		
	Exchange Gain	11,90,471	11,30,079
		<b>15,23,408</b>	<b>13,98,544</b>

17	<b>COST OF MATERIALS CONSUMED</b>	<b>6,31,64,646</b>	<b>6,58,75,078</b>
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18	<b>CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE</b>		
	<b>Inventories(at close)</b>		
	Finished Goods	3,45,000	9,60,000
	Work-in-Progress	92,71,000	1,64,78,000
	<b>Total(A)</b>	<b>96,16,000</b>	<b>1,74,38,000</b>
	<b>Inventories(at commencement)</b>		
	Finished Goods	9,60,000	9,52,000
	Work-in-Progress	1,64,78,000	1,48,30,000
	<b>Total(B)</b>	<b>1,74,38,000</b>	<b>1,57,82,000</b>
	<b>Total(B-A)</b>	<b>78,22,000</b>	<b>(16,56,000)</b>

19	<b>EMPLOYEE BENEFITS EXPENSES</b> Salaries And Wages Contribution To Provident And Other Funds Staff Welfare Expenses			
			1,19,08,133	94,96,698
			28,500	28,500
			9,80,143	12,66,406
			<b>1,29,16,776</b>	<b>1,07,91,604</b>

20	<b>FINANCE COSTS</b> Interest Other borrowing cost			
			22,75,866	23,36,922
			-	3,20,400
			<b>22,75,866</b>	<b>26,57,322</b>

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH,2021			(Amount in Rs.)	
			2020-2021	2019-2020
21	<b>DEPRECIATION AND AMORTIZATION EXPENSES</b> Depreciation		26,11,761	26,31,992
			<b>26,11,761</b>	<b>26,31,992</b>

22	<b>OTHER EXPENSES</b> <b>Manufacturing Expense :</b> Power & Fuel Repair To Machinery Repair To Buildings Processing Charges Other Manufacturing Expense			
			41,27,832	48,05,995
			27,61,492	28,84,215
			9,02,394	11,51,754
			51,59,320	55,29,826
			59,02,719	66,95,155
			<b>1,88,53,757</b>	<b>2,10,66,945</b>
	<b>Administrative Expense</b> Audit Fess Quarterly Review fees Insurance Exchange loss Rates & Taxes Travelling Rent Professional & Consultancy Charges Security Service charges Miscellaneous Expenses			
			1,20,000	1,20,000
			30,000	25,000
			37,599	36,989
			49,998	1,85,002
			11,23,669	4,19,769
			7,01,534	29,76,025
			13,22,995	13,12,500
			13,74,355	13,92,305
			10,55,065	8,91,000
			69,32,159	49,46,203
			<b>1,27,47,375</b>	<b>1,23,04,793</b>
	<b>Selling &amp; Distribution Expense</b> Freight & Cartage(Outward) Other Selling Expenses One Time Discount			
			72,83,337	57,84,908
			8,87,641	2,78,133
			26,490	-
			<b>81,97,468</b>	<b>60,63,041</b>
	<b>Grand Total</b>		<b>3,97,98,600</b>	<b>3,94,34,779</b>

**23 Approval of Financial Statements**

The financial statements were approved for issue by the board of directors on 26.06.2021

**24.** Balances of Trade Receivable, Loans and Advances and Trade Payables, are subject to confirmation.

**25. Remuneration to Auditors:**

Particulars	2020-2021	2019-2020
	Rs.	Rs.
Audit Fees	70,000	70,000
Tax Audit	20,000	20,000
In other Capacity	60,000	55,000
	1,50,000	1,45,000

## 26. Earnings Per Share (EPS):

Particulars	2020-2021	2019-2020
	Rs.	Rs.
Net Profit available for Equity Shareholders (Numerator used for calculation)	32,923	12,11,908
Number of Equity Shares (Used as denominator for calculating EPS)	50,17,500	50,17,500
Basic and Diluted earnings per Share of Rs.10/- each	0.01	0.24

## 27. Related Party Disclosures:

a) Related Party disclosures as required under section 188 of Companies Act, 2013 has been made with whom transactions has been made during the year.

b)

➤ **Subsidiary Company**

- Milestone Global (U.K.) Limited - U.K.

➤ **Key Management Personnel and their relative:**

Name	Designation
Mr. Fiyaz Ahmed	- Whole Time Director
Ms. Alka Agarwal	- Chief Executive Officer
Miss Nikita Agarwal	- Employee/Director
Miss Ankita Agarwal	- Relative
Renu Sharma	- Chief Financial Officer
Ms. Anita Rawat	- Company Secretary

➤ **Enterprise over which key Management personal have significant influence**

- ANA Hospitality Pvt. Ltd.- India– CEO of the company is shareholder

c) The following transactions were carried with related parties in the ordinary course of business:

Particulars		Subsidiary Company	Key Management Personnel and their Relatives
		Rs.	Rs.
Sale of Finished Goods		2,36,21,261	-
		(2,59,86,662)	-
Remuneration		-	38,11,075
		-	(39,46,500)
Outstanding Receivables		44,79,232	-
Including Advances		(31,35,284)	-
Rent Paid			13,22,995
			(13,12,500)
Electricity Charges Paid			1,63,215
			(1,73,160)

Figures in bracket are in respect of previous year.

Note: Related Parties relationship is as identified by the Company and relied upon by the auditors.

28. The Government of India on September 20, 2019, vide the Taxation Law (Amendment) Ordinance 2019, inserted a new section 115BAA in the Income Tax Act,1961, which provides domestic companies a non-reversible option to pay Corporate tax at reduced rate effective, April 1 2019, subject to certain conditions. The company has opted to provide tax at new rate prescribed under Section 115BAA of Income Tax Act.
29. Company has an investment of Rs. 80,59,306/- in the share capital of Milestone Global (U.K.) Limited U.K a wholly owned subsidiary Company. Milestone Global (U.K.) Limited U.K. has accumulated losses Rs.52,00,876/-as on 31.03.2021 (Previous Year Rs. 26,88,855/-). The Management is, however, of the opinion that with strategic plan on hand and long term involvement in the subsidiary company, no provision is necessary in this account.
30. Disclosure in terms of Ind AS- 19 issued by the Institute of Chartered Accountants of India has not been given as required details have not been provided by Life Insurance Corporation of India.
31. Actuarial valuation of leave encashment has not been carried out as company has paid leave earned up to 31-03-2021.

**32. Contingent liabilities:**

Particulars	As at 31 <sup>st</sup> March, 2021	As at 31 <sup>st</sup> March, 2020
	Rs.	Rs.
In respect of Claims (Including Claims made by Employees) not acknowledged as Debts	Amount Indeterminate	Amount Indeterminate

**33. Segment Reporting:**

The Company has only one business segment “Stone” as primarily segment. The secondary segment is geographical which is given as under:

(Amount in Rupees)

	PARTICULARS	U.S.A.	EUROPE	NEW ZEALAND	CANADA	TOTAL
I	<b>SEGMENT REVENUE:</b>					
	External Sales	7,90,14,262	3,67,91,305	12,62,430	67,74,023	12,38,42,020
		(7,30,12,588)	(4,26,47,497)	(16,29,607)	(28,07,744)	(12,00,97,436)
	Inter-segment sales	-	-	-	-	-
	<b>TOTAL REVENUE</b>	<b>7,90,14,262</b>	<b>3,67,91,305</b>	<b>12,62,430</b>	<b>67,74,023</b>	<b>12,38,42,020</b>
		(7,30,12,588)	(4,26,47,497)	(16,29,607)	(28,07,744)	(12,00,97,436)
II	<b>SEGMENT EXPENSES</b>	-	31,12,010	2,82,211	-	33,94,221
		(22,51,797)	(15,06,341)	(64,508)	(-)	(38,22,646)
III	<b>SEGMENT RESULTS</b>	<b>7,90,14,262</b>	<b>3,36,79,295</b>	<b>9,80,219</b>	<b>67,74,023</b>	<b>12,04,47,799</b>
		(7,07,60,791)	(4,11,41,156)	(15,65,099)	(28,07,744)	(11,62,74,790)
	Common Expenses	-	-	-	-	12,51,95,428
		-	-	-	-	(11,59,12,129)
	Common Income	-	-	-	-	80,36,954
		-	-	-	-	(13,98,544)
IV	<b>NET PROFIT BEFORE TAX</b>	-	-	-	-	<b>32,89,326</b>
		-	-	-	-	(17,61,205)
	Provision for Taxation :					
	Current Tax	-	-	-	-	-
		-	-	-	-	(-3,40,000)
	Tax Adjustment for earlier year	-	-	-	-	-13,37,392

						(-)
	Deferred Tax	-	-	-	-	-19,19,011
		-	-	-	-	(-2,09,297)
	<b>PROFIT AFTER TAX</b>	-	-	-	-	<b>32,923</b>
		-	-	-	-	(12,11,908)
V	<b>SEGMENT ASSETS (Trade Receivables)</b>	<b>2,05,11,834</b>	<b>68,61,260</b>	<b>-</b>	<b>10,05,468</b>	<b>28,37,85,62</b>
		(94,82,218)	(76,85,669)	(5,16,949)	(-)	(1,76,84,836)
	Common Assets	-	-	-	-	8,66,66,532
		(-)	(-)	(-)	-	(8,91,48,279)
	Total Assets	-	-	-	-	11,50,45,094
		(-)	(-)	(-)	-	(10,68,33,115)
VI	<b>SEGMENT LIABILITIES</b>					
	Common Liabilities	-	-	-	-	3,96,03,262
		(-)	(-)	(-)	-	(3,14,24,205)
	Total Liabilities	-	-	-	-	3,96,03,262
		-	-	-	-	(3,14,24,205)
VII	<b>CAPITAL EXPENDITURE</b>	-	-	-	-	<b>32,85,848</b>
		-	-	-	-	(22,75,510)
VII	<b>DEPRECIATION</b>	-	-	-	-	<b>26,11,761</b>
		-	-	-	-	(26,31,992)
IX	<b>OTHER NON-CASH EXPENDITURE</b>	-	-	-	-	-

Note: Figures in Brackets are in respect of Previous Year

34. Previous year figures have been regrouped, recasted and restated wherever necessary to conform to the classification for the Year.

As per our Report Attached For Gupta Vaish & Co., Chartered Accountants		For and on Behalf of Board of Directors			
Sd/-	Sd/-	Sd/-	Sd/-	Sd/-	Sd/-
	Alok Krishna Agarwal	Fiyaz Ahmed	Anita Rawat	Renu Sharma	Alka Agarwal
Partner	Chairman	Whole Time Director	Company Secretary	Chief Financial Officer	Chief Executive Officer
Place: Kanpur Date : 26.06.2021	New Delhi		Bangalore		

## **NOTE 36: SIGNIFICANT ACCOUNTING POLICIES**

### **Reporting Entity**

Milestone Global Limited (the “Company “) is a company domiciled in India and limited by shares (CIN: L93000KA1990PLC011082.).The shares of the company are publicly traded on the BSE Limited. The address of the company’s registered office is 54-B Hoskote Industrial Area ,KIADB , Chintamani Road, Hoskote, Bangalore, KARNATAKA–562114. The company is primarily engaged in the manufacture and sale of Polished Granite Monuments.

### **36.1 Basis Of Preparation**

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules,2015.

### **36.2 Current And Non-Current Classification**

The Company presents assets and liabilities in the Balance Sheet based on current/ non-current classification. An asset is treated as current when:

- (a) it expects to realise the asset, or intends to sell or consume it, in its normal operating cycle;
- (b) it holds the asset primarily for the purpose of trading;
- (c) it expects to realise the asset within twelve months after the reporting period; or
- (d) the asset is cash or a cash equivalent (as defined in Ind AS 7) unless the asset is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.

An entity shall classify a liability as current when:

- (a) it expects to settle the liability in its normal operating cycle;
- (b) it holds the liability primarily for the purpose of trading;
- (c) the liability is due to be settled within twelve months after the reporting period; or
- (d) it does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.

### **36.3 Revenue Recognition**

#### **36.3.1 Sales Revenue**

Revenue from the sale of goods is recognised when all the following conditions have been satisfied:

- (a) the entity has transferred to the buyer the significant risks and rewards of ownership of the goods;
- (b)the entity retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- (c) the amount of revenue can be measured reliably;
- (d)it is probable that the economic benefits associated with the transaction will flow to the entity; and
- (e) the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes, levies or duties collected on behalf of the government/ other statutory bodies.

The taxes, levies or duties are not considered to be received by the Company on its own account and are excluded from net revenue.

#### **36.3.2 Interest**

Interest income is recognised using the Effective Interest Method.



### **36.3.3 Dividend**

Dividend income from investments is recognised when the rights to receive payment is established.

### **36.3.4 Other Claims**

Other claims (including interest on delayed realization from customers) are accounted for, when there is certainty of realisation.

### **36.4 Property, Plant and Equipment (PPE)**

Land is carried at historical cost. Historical cost includes expenditure which are directly attributable to the acquisition of the land like, rehabilitation expenses, resettlement cost etc.

After recognition, an item of all other Property, plant and equipment are carried at its cost less any accumulated depreciation and any accumulated impairment losses under Cost Model. The cost of an item of property, plant and equipment comprises:

(a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.

(b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

(c) the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which an entity incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period.

Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item depreciated separately. However, significant part(s) of an item of PPE having same useful life and depreciation method are grouped together in determining the depreciation charge.

Costs of the day to-day servicing described as for the 'repairs and maintenance' are recognised in the statement of profit and loss in the period in which the same are incurred.

### **Subsequent Measurement**

Subsequent cost of replacing parts of an item of property, plant and equipment are recognised in the carrying amount of the item, if it is probable that future economic benefits associated with the item will flow to the Company; and the cost of the item can be measured reliably. The carrying amount of those parts that are replaced is derecognised in accordance with the de recognition policy mentioned below.

When major inspection is performed, its cost is recognised in the carrying amount of the item of property, plant and equipment as a replacement if it is probable that future economic benefits associated with the item will flow to the Company; and the cost of the item can be measured reliably. Any remaining carrying amount of the cost of the previous inspection (as distinct from physical parts) is derecognised.

An item of Property, plant or equipment is derecognised upon disposal or when no future economic benefits are expected from the continued use of assets. Any gain or loss arising on such de recognition of an item of property plant and equipment is recognised in profit and Loss.

### **Depreciation**

Depreciation on property, plant and equipment, except freehold land, is provided on straight line method based on useful life specified in schedule II to the Companies Act, 2013. The residual value of Property, plant and equipment is considered as 5% of the original cost of the asset.

Depreciation on the assets added / disposed of during the year is provided on pro-rata basis with reference to the month of addition / disposal.

Capital Expenses incurred by the company on construction/development of certain assets which are essential for production, supply of goods or for the access to any existing Assets of the company are recognised as Enabling Assets under Property, Plant and Equipment.

### **Transition to Ind AS**

The company elected to continue with the carrying value as per cost model (for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS (01-04-2017) , measured as per the previous GAAP.

### **36.5 Impairment of Assets**

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

With regard to trade receivable, the Company applies the simplified approach as permitted by Ind AS 109, Financial Instruments, which requires expected lifetime losses to be recognised from the initial recognition of the trade receivables.

The Company assesses at the end of each reporting period whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

### **36.6 Financial Instruments**

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

#### **36.6.1 Financial Assets**

##### **36.6.1 Initial Recognition And Measurement**

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

##### **36.6.2 Subsequent Measurement**

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

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

##### **36.6.2.1 Equity Investments In Subsidiaries, Associates And Joint Ventures**

In accordance of Ind AS 101 (First time adoption of Ind AS), the carrying amount of these investments as per previous GAAP as on the date of transition is considered to be the deemed cost. Subsequently Investment in subsidiaries, associates and joint ventures are measured at cost.

### **36.6.2.2 Other Equity Investment**

#### **36.6.2.3 Impairment of financial assets**

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

With regard to trade receivable, the Company applies the simplified approach as permitted by Ind AS 109, Financial Instruments, which requires expected lifetime losses to be recognised from the initial recognition of the trade receivables.

The Company assesses at the end of each reporting period whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

### **36.6.3 Financial Liabilities**

#### **36.6.3.1 Initial Recognition And Measurement**

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

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

#### **36.6.3.2 Subsequent Measurement**

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

#### **36.6.3.3 Financial Liabilities At Fair Value Through Profit Or Loss**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

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

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

### **36.6.4 Offsetting Of Financial Instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

### **36.7 Borrowing Costs**

Borrowing costs are expensed as incurred except where they are directly attributable to the acquisition, construction or production of qualifying assets i.e. the assets that necessarily takes substantial period of

time to get ready for intended use, in which case they are capitalised as part of the cost of those asset up to the date when the qualifying asset is ready for its intended use.

### **36.8 Tax Expenses**

The tax expense for the period comprises current and deferred tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive Income or equity.

**Current Tax:** Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance Sheet date.

**Deferred Tax:** Deferred Tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

### **36.9 Employee Benefits**

#### **(i) Short term employee benefits**

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

#### **(ii) Defined contribution plans**

Obligations for contributions to defined contribution plans are expensed as the related service is provided. The company has following defined contribution plans:

- a) Provident fund
- b) Superannuation scheme

#### **(iii) Defined benefit plans**

The company net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in Other Comprehensive Income. Net interest expense (income) on the net defined liability (assets) is computed by applying the discount rate, used to measure the net defined liability (asset), to the net defined liability (asset) at the start of the financial year after taking into account any changes as a result of contribution and benefit payments during the year. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in profit or loss. The company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

The company has following defined benefit plans:

#### **a) Gratuity**

The company provides for its gratuity liability based on actuarial valuation of the gratuity liability as at the Balance Sheet date, based on Projected Unit Credit Method, carried out by an independent

actuary and contributes to the gratuity fund. The contributions made are recognized as plan assets. The defined benefit obligation as reduced by fair value of plan assets is recognized in the Balance Sheet. Re-measurements are recognized in the Other Comprehensive Income, net of tax in the year in which they arise.

**b) Leave Encashment**

Leave encashment is accounted for on payment basis.

**36.10 Foreign Currency Transactions**

The company's reported currency and the functional currency for majority of its operations is in Indian Rupees (INR) being the principal currency of the economic environment in which it operates.

Transactions in foreign currencies are converted into the reported currency of the company using the exchange rate prevailing at the transaction date. Monetary assets and liabilities denominated in foreign currencies outstanding at the end of the reporting period are translated at the exchange rates prevailing as at the end of reporting period. Exchange differences arising on the settlement of monetary assets and liabilities or on translating monetary assets and liabilities at rates different from those at which they were translated on initial recognition during the period or in previous financial statements are recognised in statement of profit and loss in the period in which they arise.

Non-monetary items denominated in foreign currency are valued at the exchange rates prevailing at the transaction date .

**36.11 Inventories**

i) Inventories are valued as follows:

Raw materials, packing materials, stores and spares	Lower of cost and net realisable value. Cost is determined by using First in First Out (FIFO) method. Materials and other items held for use in the production of inventories are not written down below costs, if finished goods in which they will be incorporated are expected to be sold at or above cost
Work-in-progress, finished goods and traded goods	Lower of cost and net realisable value. Cost includes direct materials, labour and a proportion of manufacturing overheads. Cost of finished goods includes excise duty, wherever applicable.
Waste	At net realisable value

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and to make the sale.

ii) Work-in-progress, finished goods and traded goods have been valued as per the principles and basis consistently followed.

iii) Provision for obsolete/ old inventories is made, wherever required.

**36.12 Provisions, Contingent Liabilities &Contingent Assets**

Provisions are recognized when the company has a present obligation (legal or constructive) as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation. All provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future uncertain events not wholly within the control of the

company, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

Contingent Assets are not recognised in the financial statements. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and its recognition is appropriate.

### **36.13 Earnings Per Share**

Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per shares is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per shares and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

### **36.14 Judgements, Estimates and Assumptions**

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgements 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 financial statements and the amount of revenue and expenses during the reported period. Application of accounting policies involving complex and subjective judgements and the use of assumptions in these financial statements have been disclosed. Accounting estimates could change from period to period. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimate are recognised in the period in which the estimates are revised and, if material, their effects are disclosed in the notes to the financial statements.

#### **36.14.1 Judgements**

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the consolidated financial statements:

##### **36.14.1.1 Formulation of Accounting Policies**

Accounting policies are formulated in a manner that result in financial statements containing relevant and reliable information about the transactions, other events and conditions to which they apply. Those policies need not be applied when the effect of applying them is immaterial.

##### **36.14.1.2 Materiality**

Ind AS applies to items which are material. Management uses judgment in deciding whether individual items or groups of item are material in the financial statements. Materiality is judged by reference to the size and nature of the item. The deciding factor is whether omission or misstatement could individually or collectively influence the economic decisions that users make on the basis of the financial statements. Management also uses judgement of materiality for determining the compliance requirement of the Ind AS. In particular circumstances either the nature or the amount of an item or aggregate of items could be the determining factor. Further an entity may also be required to present separately immaterial items when required by law.

##### **36.14.2 Estimates And Assumptions**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances

arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

### **36.14.2.1 Impairment Of Non-Financial Assets**

There is an indication of impairment if, the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. Company considers individual PPE as separate cash generating units for the purpose of test of impairment. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

### **36.14.2.2 Taxes**

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

### **36.14.2.3 Defined Benefit Plans**

The cost of the defined benefit gratuity plan and other post-employment medical benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates.

Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

### **36.14.2.4 Fair Value Measurement Of Financial Instruments**

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

### **36.15 Abbreviation Used:**

<b>a.</b>	<b>CGU</b>	<b>Cash generating unit</b>
<b>b.</b>	DCF	Discounted Cash Flow
<b>c.</b>	FVTOCI	Fair value through Other Comprehensive Income
<b>d.</b>	FVTPL	Fair value through Profit & Loss
<b>e.</b>	GAAP	Generally accepted accounting principal
<b>f.</b>	Ind AS	Indian Accounting Standards
<b>g.</b>	OCI	Other Comprehensive Income
<b>h.</b>	P&L	Profit and Loss

i.	PPE	Property, Plant and Equipment
j.	SPPI	Solely Payment of Principal and Interest

**MILESTONE GLOBAL LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2021**

		Amount in Rs.	
PARTICULARS		2020-21	2019-20
<b>A</b>	<b>CASH FLOW USED IN OPERATING ACTIVITIES</b>		
	Net Profit /(Loss) before Tax	32,89,326	17,61,205
	<b>ADJUSTMENT FOR</b>		
	Depreciation	26,11,761	26,31,992
	Interest Received	(1,92,822)	(1,40,357)
	Interest Paid	22,75,866	26,57,322
	Exchange (Gain)/Loss	(22,68,534)	(23,36,389)
	<b>Operating Profit before working capital changes</b>	<b>57,15,597</b>	<b>45,73,773</b>
	(Increase)/Decrease in Trade Receivables	(1,31,83,399)	(10,46,856)
	(Increase)/Decrease in Inventories	1,12,03,000	(49,00,000)
	(Increase)/Decrease in Loans and Advances	(37,08,558)	10,27,030
	Increase/(Decrease) in Current liabilities	(5,75,680)	31,83,264
	Cash Generated from Operations	(5,49,040)	28,37,211
	Income Tax Paid(Net)	(3,50,738)	(3,63,139)
	<b>Net cash used in operating activities [ A ]</b>	<b>(8,99,778)</b>	<b>24,74,072</b>
<b>B</b>	<b>CASH FLOW USED IN INVESTING ACTIVITIES(B)</b>		
	Purchase of fixed assets	(32,85,845)	(22,75,510)
	Sale of fixed assets	-	-
	Interest Received	1,92,822	1,40,357
	Advance to Related Party	(1,29,000)	6,125
	Movement in Fixed Deposits	(1,28,539)	(17,71,672)
	<b>Net cash used in Investing Activity [ B ]</b>	<b>(33,50,562)</b>	<b>(39,00,700)</b>
<b>C</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
	Exchange Gain/(Loss)	22,68,534	23,36,389
	Export Credit Borrowings	67,64,926	20,14,217
	Repayment of Vehicle Loan	-	-
	Interest Paid	(22,75,866)	(26,57,322)
	<b>Net Cash generated from Financing Activities [ C ]</b>	<b>67,57,594</b>	<b>16,93,284</b>
	<b>Net Increase in cash and cash equivalents (A+B+C)</b>	<b>25,07,254</b>	<b>2,66,656</b>
	Cash and Cash Equivalent at the beginning of the year	16,73,403	14,06,747
	<b>Cash and Cash Equivalent at the End of the year</b>	<b>41,80,657</b>	<b>16,73,403</b>

**Notes:**

1 Cash and Cash Equivalents consists of Cash in hand and balance in bank.

2 Reconciliation of cash and cash equivalent :

Cash and cash equivalent as per Note No.6	4180657	1673403
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**As per Our Report Attached.**

**For and On behalf of the Board of Directors.**

For Gupta Vaish & Co.,

Chartered Accountants

Sd/-

[ Partner]

Sd/-

Alok Krishna

Agarwal

**Chairman**

Sd/-

Fiyaz Ahmed

**Whole Time Director**

Sd/-

Alka Agarwal

**CEO**

Sd/-

Renu Sharma

**CFO**

Sd/-

Anita Rawat

**Company Secretary**

**Place: Kanpur**

**Date: 26.06.2021**

**Place: New Delhi**

**Date: 26.06.2021**

**Place : Bangalore**

**Date : 26.06.2021**



## INDEPENDENT AUDITOR'S REPORT

To,  
the Members of Milestone Global Limited

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

#### Opinion

We have audited the accompanying consolidated financial statements of Milestone Global Limited (hereinafter referred to as the 'Holding Company') and its subsidiary (Holding Company and its subsidiary together referred to as "the Group"), which comprise the consolidated Balance Sheet as at March 31, 2021, and the consolidated statement of Profit and Loss, the consolidated statement of changes in equity and the consolidated cash flows Statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (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, 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 their consolidated state of affairs of the Company as at March 31, 2021, of consolidated loss, consolidated changes in equity and its consolidated cash flows for the year then ended.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the *Code of Ethics issued by ICAI*, and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Companies Act, 2013. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Information Other than the Consolidated financial statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information, 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 during the course of our audit or otherwise appears to be materially misstated.

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

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

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies 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 the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

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

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

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates and jointly controlled entities 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 and its associates and jointly controlled entities to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates and jointly controlled entities to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

### **Other Matters**

The consolidated Financial Results include the unaudited Financial Results of one subsidiary whose interim Financial Statements/Financial Results/ financial information reflect of total assets of Rs. 88.03 lacs at 31-03-2021. total revenue of Rs. 17.99 lacs and total net profit after tax Rs. (8.87) lacs for the period from 01-04-2020 to 31-03-2021, as considered in the consolidated Financial Results. These unaudited interim Financial Statements/Financial Results/ financial information have been furnished to us by the Board of Directors and our opinion on the consolidated Financial Results, in so far as it relates to the amounts and disclosures included in respect of this subsidiary is based solely on such unaudited Financial Statements/financial information. In our opinion and according to the information and explanations given to us by the Board of Directors, these Financial Statements / financial information are not material to the Group.

Our opinion on the consolidated Financial Results is not modified in respect of the above matters with respect to our reliance on the work done and the financial information certified by the Board of Directors.

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

As required by Section 143(3) of the Act, 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 purposes 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 unaudited financial statements/financial information furnished to us by the Management.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement 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) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.

(e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2021 taken on record by the Board of Directors of the Holding Company and the unaudited financial statements/financial information of the subsidiary company furnished to us by the Management, none of the directors of the Group companies incorporated in India is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in “**Annexure-C**”

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

i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group– Refer Note 26 to the consolidated financial statements.

ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary company.

**For Gupta Vaish & Co.  
Chartered Accountants  
Firm’s Registration No.- 005087C**

**Sd/-  
Rajendra Gupta  
(Partner)  
(Membership No.- 073250)  
UDIN: 21073250AAAABZ1826**

**Place of Signature: KANPUR**

**Date: 26.06.2021**

## **ANNEXURE “C” TO THE INDEPENDENT AUDITORS REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF MILESTONE GLOBAL LIMITED**

### **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 the company as of and for the year ended 31<sup>st</sup> March, 2021, we have audited the internal financial controls over financial reporting of MILESTONE GLOBAL LIMITED (“the Holding Company”) as of that date.

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

The Respective Board of Directors of the Holding Company and its subsidiary 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 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 Companies Act, 2013.

#### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

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

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with

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 Holding Company, have , 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 31 March 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 Gupta Vaish & Co.  
Chartered Accountants  
Firm's Registration No.- 005087C**

**Sd/-  
Rajendra Gupta  
(Partner)  
(Membership No.- 073250)  
UDIN: 21073250AAAABZ1826**

**Place of Signature: KANPUR  
Date: 26.06.2021**

**MILESTONE GLOBAL LIMITED**  
Consolidated Balance Sheet as at 31-03-2021

(Amount in Rs.)

	Note No.	As at 31-03-2021	As at 31-03-2020
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, Plant and Equipment	1	3,20,18,857	3,22,30,872
Capital Work-in-progress	1	4,29,037	-
<b>Financial Assets</b>			
Investments	2	-	-
(ii) Trade Receivables(more than 1 year)		-	-
(iv) Others (to be specified)		-	-
Deferred tax assets (Net)	2	-	12,66,593
(j) Other non-current assets		-	-
<b>Current assets</b>			
Inventories	3	3,08,08,076	4,14,80,539
<b>Financial Assets</b>			
Trade Receivables	4	2,70,54,782	1,50,30,252
Cash and cash equivalents	5	56,58,472	35,89,107
Other Bank Balances	6	19,00,211	17,71,672
(iv) Loans		-	-
(vi) Others (to be specified)		-	-
Current Tax Assets (Net)	7	4,59,410	1,08,672
Other current assets	8	1,20,50,143	94,11,703
<b>Total Assets</b>		<b>11,03,78,988</b>	<b>10,48,89,410</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	9	5,01,75,000	5,01,75,000
Other Equity	10	2,00,31,834	2,28,42,699
<b>LIABILITIES</b>			
(ii) Trade payables		-	-
(iii) Other financial liabilities (other than those specified in item (b), to be specified)		-	-
(b) Provisions		-	-
Deferred tax liabilities (Net)	2	19,89,811	-
(d) Other non-current liabilities		-	-
<b>Current Liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	11	2,84,12,312	2,16,47,386
Trade payables	12	64,23,217	76,53,877
(iii) Other financial liabilities (other than those specified in item ©)		-	-
Other Financial liabilities	13	-	-
© Provisions		-	-
(d) Current Tax Liabilities (Net)		-	-
Other Current Liabilities	13	33,46,815	25,70,448
<b>Total Equity and Liabilities</b>		<b>11,03,78,988</b>	<b>10,48,89,410</b>

<b>Significant Accounting Policies And Notes On Financial Statement</b>	<b>1 -30</b>
As per our report of even date attached	For and on Behalf of Board of Directors
<b>For Gupta Vaish &amp; Co.</b> Chartered Accountants	
Sd/- ( Partner )	Sd/- Alok Krishna Agarwal Chairman
Place: Kanpur Date: 26.06.2021	Sd/- Fiyaz Ahmed Whole Time Director Place: New Delhi Date: 26.06.2021
	Sd/- Alka Agarwal CEO Place: Bangalore Date : 26.06.2021
	Sd/- Renu Sharma CFO
	Sd/- Anita Rawat Company Secretary

**Milestone Global Limited**  
**Consolidated Statement of Profit and Loss for the year ended 31st March, 2021**

(Amount in Rs.)

Particulars	Note No.	2020-21	2019-20
Revenue From Operations	14	13,18,05,300	12,43,67,195
Other Income	15	18,72,340	13,98,544
<b>Total Income</b>		<b>13,36,77,640</b>	<b>12,57,65,739</b>
<b>EXPENSES</b>			
Cost of materials consumed	16	6,31,64,646	6,72,06,079
Changes in inventories of finished goods, Stock-in-Trade and work-in-progress	17	72,91,463	(29,87,001)
Employee benefit expenses	18	1,29,16,776	1,07,91,604
Finance costs	19	22,75,866	26,57,322
Depreciation and amortization expense	20	26,11,761	26,31,992
Other expenses	21	4,34,61,108	4,23,03,466
<b>Total expenses</b>		<b>13,17,21,620</b>	<b>12,26,03,462</b>
Profit before tax		19,56,020	31,62,277
<b>Tax expense:</b>			
Current tax		-	(3,40,000)
TAX ADJUSTMENT OF EARLIER YEAR		(13,37,392)	-
Deffered tax(Including Mat Credit Entitlement)		(19,19,011)	(2,09,297)
Tax Adjustment of Earlier Years			
Profit for the year		(13,00,382)	26,12,980
<b>Other Comprehensive Income</b>			
Total comprehensive income for the year		(13,00,382)	26,12,980
Earning per equity share :			
Basic		(0.26)	0.52
Diluted		(0.26)	0.52

<b>Significant Accounting Policies And Notes on Financial Statement</b>	<b>1 to 30</b>				
As per our report of even date attached	<b>For and on Behalf of Board of Directors</b>				
<b>For Gupta Vaish &amp; Co.</b>					
<b>Chartered Accountants</b>					
Sd/-	Sd/-	Sd/-	Sd/-	Sd/-	Sd/-
( Partner )	Alok Krishna Agarwal	Fiyaz Ahmed	Alka Agarwal	Renu Sharma	Anita Rawat
	<b>Chairman</b>	<b>Whole Time Director</b>	<b>CEO</b>	<b>CFO</b>	<b>Company Secretary</b>
<b>Place: Kanpur</b>	<b>Place: New Delhi</b>		<b>Place : Bangalore</b>		
<b>Date: 26.06.2021</b>	<b>Date: 26.06.2021</b>		<b>Date: 26.06.2021</b>		



**MILESTONE GLOBAL LIMITED**  
**PROPERTY, PLANT & EQUIPMENT**

Sl. No.	Fixed Assets	GROSS BLOCK				DEPRECIATION		Net Block	
		As at 01.04.20	Addition During the Year	As at 31.03.21	As at 01.04.20	Adjustment	As at 31.03.21	WDV as at 31.03.21	WDV as at 31.03.20
1	FREEHOLD LAND	12,13,103	-	12,13,103	-	-	-	12,13,103	12,13,103
2	GODOWN BUILDING	14,30,910	-	14,30,910	5,82,895	-	5,99,775	8,31,135	8,48,015
3	FACTORY BUILDING	3,34,51,132	-	3,34,51,132	2,52,68,301	-	2,57,35,628	77,15,504	81,82,831
4	PLANT AND EQUIPMENTS	11,70,57,527	-	11,70,32,495	9,77,45,235	-	91,35,767	1,78,71,696	1,93,12,292
5	FURNITURE AND FIXTURE	66,36,307	3,64,974	70,01,281	58,13,944	-	59,64,391	10,36,890	8,22,363
6	VEHICLES (CARS)	31,75,839	20,98,304	52,74,143	20,03,256	-	23,72,959	29,01,184	11,72,583
7	COMPUTERS	28,68,974	3,93,530	30,59,005	24,30,509	-	25,77,540	2,77,966	4,38,465
8	OFFICE EQUIPMENTS	3,13,575	-	3,13,575	90,518	-	1,60,359	1,53,216	2,23,057
9	TEMPORARY CONSTRUCTION	3,63,252	-	3,63,252	3,45,089	-	3,45,089	18,163	18,163
	<b>TOTAL</b>	<b>16,65,10,619</b>	<b>28,56,808</b>	<b>16,91,38,896</b>	<b>13,42,79,746</b>	<b>-</b>	<b>13,68,91,508</b>	<b>3,20,18,857</b>	<b>3,22,30,872</b>

<b>CAPITAL WORK IN PROGRESS</b>									4,29,037.00
<b>TOTAL</b>									<b>4,29,037.00</b>

**Not 1.1** The title deed of immovable property included in property plant & equipment are held in the name of company except the following

Particulars of Immovable Property	Gross Block as at 31.03.2021	Net Block as at 31.03.2021	Gross Block as at 31.03.2021	Net Block as at 31.03.2021	Remarks
Freehold Land(1 Case)	12,13,103	12,13,103	12,13,103	12,13,103	The title deeds of land is held in the erstwhile name of the company

## STATEMENT OF CHANGES IN EQUITY

Statement of changes in equity for the year ended 31st March, 2021

### A EQUITY SHARE CAPITAL

(Amount in Rs.)

Balance as on 1st April, 2020	Changes in equity share capital during the year 2020-21	Balance as At 31st March, 2021
5,01,75,000	-	5,01,75,000

### B OTHER EQUITY

	Reserve and Surplus				Total
	Capital Reserve	Securities Premium Reserve	Retained Earnings	Other Comprehensive Income	
<b>As ON 31 MARCH 2020</b>					
Balance as at 1st April, 2019	13,46,000	1,50,82,070	3,80,655	34,19,568	2,02,28,293
<b>Total comprehensive income for the year</b>	-	-	26,12,980		26,12,980
Exchange Difference on Foreign Operations				1,426	1,426
Balance as at 31st, March, 2020	13,46,000	1,50,82,070	29,93,635	34,20,994	2,28,42,699
<b>As ON 31 MARCH 2021</b>					
Balance as at 1st April, 2020	13,46,000	1,50,82,070	29,93,635	34,20,994	2,28,42,699
<b>Total comprehensive income for the year</b>	-	-	(13,00,382)		(13,00,382)
Exchange Difference on Foreign Operations				(15,10,483)	(15,10,483)
Balance as at 31st, March, 2021	13,46,000	1,50,82,070	16,93,253	19,10,511	2,00,31,834

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

### NON CURRENT ASSET

#### 2 Deferred Tax Assets(Net)

		As at 31-03-2021	As at 31-03-2020
Balance at the beginning of the year		12,66,593	14,75,890
Charge/Credit to statement of Profit & Loss		(32,56,403)	(2,09,297)
Balance at the end of the year		(19,89,811)	12,66,593

**Component of Deferred Tax Liability/Asset**  
Deferred Tax (Liability)/Asset in relation to

	As at 31st march 2020	Charges/(Credit) to profit or Loss	As at 31st march 2021
Property, Plant & Equipment	(22,33,800)	(1,23,873)	(23,57,673)
Unabsorbed Business Losses & Depreciation	21,63,000	(17,95,138)	3,67,862
Mat Credit Entitlement	13,37,393	(13,37,392)	-
	<b>12,66,593</b>	<b>(32,56,403)</b>	<b>(19,89,811)</b>

### CURRENT ASSETS

3	Inventories (Stock as Valued and Certified by Management)			
	Raw Materials		1,36,30,000	1,54,40,000
	Work In Progress		92,71,000	1,64,78,000
	Finished Goods		62,73,076	63,57,539
	Store & Spares		16,34,000	32,05,000
			<b>3,08,08,076</b>	<b>4,14,80,539</b>

4	Trade Receivables Unsecured, considered good				
				2,70,54,782	1,50,30,252
				<b>2,70,54,782</b>	<b>1,50,30,252</b>

5	Cash and Cash Equivalent Balance With Banks In Current Accounts Cash on Hand				
				55,20,123	33,49,169
				1,38,348	2,39,938
				<b>56,58,472</b>	<b>35,89,107</b>

6	Other Bank Balances  In Fixed Deposits				
				19,00,211	17,71,672
				<b>19,00,211</b>	<b>17,71,672</b>

7	CURRENT TAX ASSETS(NET)			4,59,410	1,08,672
				<b>4,59,410</b>	<b>1,08,672</b>

8	Other current Asset Security Deposits Service Tax Recoverable GST Recoverable Prepaid Expenses Input Tax/Vat Receivable Advance- Others				
				18,78,413	18,23,413
				7,75,811	7,75,811
				65,63,060	34,53,565
				4,73,942	1,87,700
				-	12,28,411
				23,58,917	19,42,803
		<b>1,20,50,143</b>	<b>94,11,703</b>		

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH,2021

### 9 EQUITY SHARE CAPITAL

		As at 31-03-2021	As at 31-03-2020
<b>Authorised:</b>			
52,50,000 Equity shares of Rs. 10/-	-	5,25,00,000	5,25,00,000
<b>Issued, Subscribed &amp; Fully Paid Up</b>			
50,17,500 Equity shares of Rs. 10/- each fully paid up	-	5,01,75,000	5,01,75,000
		<b>5,01,75,000</b>	<b>5,01,75,000</b>

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

Particulars	As AT 31st March,2021		As AT 31st March,2020	
	No. of Shares	% of Shares	No. of Shares	% of Shares
Equity Shares at the Beginning of the year	50,17,500		50,17,500	
Equity Shares at the end of the year	<b>50,17,500</b>		<b>50,17,500</b>	

### Details of Shareholders Holding More Than 5 % Shares

Name of Shareholder	As AT 31st March,2021		As AT 31st March,2020	
	No. of Shares Held	% of Shares Held	No. of Shares Held	% of Shares Held
( Equity Shares in Nos. of Rs. 10 Each)				
Smt. Alka Agarwal	29,90,285	59.60	29,90,285	59.60
M/s. Ketki Investment & Consultancy Pvt Ltd.	6,82,110	13.59	6,82,110	13.59

### 10 OTHER EQUITY

a.	Security Premium Reserve Balance at the beginning of the year Balance at the end of the year				
				1,50,82,070	1,50,82,070
b.	Capital Subsidy Reserve Balance at the beginning of the year Balance at the end of the year				
				13,46,000	13,46,000
				<b>13,46,000</b>	<b>13,46,000</b>

c.	<b>Retained Earnings</b>			
	Balance at the beginning of the year		29,93,635	3,80,655
	Add:- Total Comprehensive Income for the year		(13,00,382)	26,12,980
	Balance at the end of the year		<b>16,93,253</b>	<b>29,93,635</b>
d.	<b>Other Comprehensive Income</b>			
	Balance at the beginning of the year		<b>34,20,994</b>	<b>34,19,568</b>
	Exchange Difference On Foreign Operations		<b>(15,10,483)</b>	<b>1,426</b>
	Balance at the end of the year		<b>19,10,511</b>	<b>34,20,994</b>
			<b>2,00,31,834</b>	<b>2,28,42,699</b>

### Notes to Other Equity

- 10(a) Security Premium is the amount received in excess of face value of the equity shares issued and is recognised in Security Premium Account
- 10(b) Capital Reserve, represents the Subsidy received from State Government in respect of capital investment
- 10(c) Retained Earning represents the cumulative profits of the company . This reserve can be utilized in accordance with the provision of the Companies Act,2013

### CURRENT LIABILITIES

FINANCIAL LIABILITIES				
11	<b>BORROWINGS</b>			
	<b>SECURED LOAN FROM BANKS</b>			
	<b>Export Credit Loan</b>		2,84,12,312	2,16,47,386
	(Secured by hypothecation of Inventories and Export Receivable)			
			<b>2,84,12,312</b>	<b>2,16,47,386</b>
12	<b>TRADE PAYABLES</b>			
	To Micro Enterprises and Small Enterprises		-	-
	To Others		64,23,217	76,53,877
			<b>64,23,217</b>	<b>76,53,877</b>
13	<b>Other current Liabilities</b>			
	Other Payable		26,47,245	25,70,448
	GST Payable		6,99,570	-
			<b>33,46,815</b>	<b>25,70,448</b>

**Note :- Other Payables includes Employees Liabilities, Statutory Liabilities etc.**

### NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH,2021

(Amount in Rs.)

			2020-2021	2019-2020
14	<b>Revenue From Operations</b>			
	Sale of Product		12,41,63,693	12,29,72,770
	Other Operating Revenues			
	Exchange Gain		11,28,061	13,94,425
	Sales - Other		57,77,480	-
	Sales - Other - Export		7,36,066	-
			<b>13,18,05,300</b>	<b>12,43,67,195</b>
15	<b>OTHER INCOME:</b>			
	Interest received on Fixed Deposit		1,28,539	64,443
	Interest received others		64,283	75,914
	Discount received		1,40,116	1,28,108
	<b>Other Non-Operating Income:-</b>			
	Exchange Gain		11,90,471	11,30,079
	Other Revenue		3,36,422	-
Unrealised Currency Gain		12,510	-	
			<b>18,72,340</b>	<b>13,98,544</b>

16	<b>COST OF MATERIALS CONSUMED</b>	<b>6,31,64,646</b>	<b>6,72,06,079</b>
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17	<b>CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE</b>		
	<b>Inventories(at close)</b>		
	Finished Goods	62,73,076	63,57,539
	Work-in-Progress	92,71,000	1,64,78,000
	<b>Total(A)</b>	<b>1,55,44,076</b>	<b>2,28,35,539</b>
	<b>Inventories(at commencement)</b>		
	Finished Goods	63,57,539	50,18,538
	Work-in-Progress	1,64,78,000	1,48,30,000
	<b>Total(B)</b>	<b>2,28,35,539</b>	<b>1,98,48,538</b>
	<b>Total(B-A)</b>	<b>72,91,463</b>	<b>(29,87,001)</b>

18	<b>EMPLOYEE BENEFITS EXPENSES</b>		
	Salaries And Wages	1,19,08,133	94,96,698
	Contribution To Provident And Other Funds	28,500	28,500
	Staff Welfare Expenses	9,80,143	12,66,406
		<b>1,29,16,776</b>	<b>1,07,91,604</b>

19	<b>FINANCE COSTS</b>		
	Interest	22,75,866	23,36,922
	Other borrowing cost	-	3,20,400
		<b>22,75,866</b>	<b>26,57,322</b>

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH,2021**

(Amount In Rs.)

20	<b>DEPRECIATION AND AMORTIZATION EXPENSES</b>	<b>2020-2021</b>	<b>2019-2020</b>
	Depreciation	26,11,761	26,31,992
		<b>26,11,761</b>	<b>26,31,992</b>

21	<b>OTHER EXPENSES</b>		
	<b>Manufacturing Expense :</b>		
	Power & Fuel	41,27,832	48,05,995
	Repair To Machinery	27,61,492	28,84,215
	Repair To Buildings	9,02,394	11,51,754
	Processing Charges	51,59,320	55,29,826
	Other Manufacturing Expense	59,02,719	66,95,155
		<b>1,88,53,757</b>	<b>2,10,66,945</b>
	<b>Administrative Expense</b>		
	Audit Fess	1,20,000	1,20,000
	Quarterly Review fees	30,000	25,000
	Insurance	37,599	36,989
	Exchange loss	49,998	2,15,764
	Other Expenses	-	1,17,556
	Rates & Taxes	11,23,669	4,19,769
	Travelling	7,01,534	31,06,629
	Rent	13,22,995	13,12,500
	Vodafone-Telephone Charges	-	1,11,942
	Professional & Consultancy Charges	16,79,780	15,50,246
	Security Service charges	10,55,065	8,91,000
	Miscellaneous Expenses	73,63,940	50,47,918
		<b>1,34,84,581</b>	<b>1,29,55,313</b>
	<b>Selling &amp; Distribution Expense</b>		
	Freight & Cartage(Outward)	1,02,08,639	79,83,988
	Other Selling Expenses	8,87,641	2,97,220
	One Time Discount	26,490	-
		<b>1,11,22,771</b>	<b>82,81,208</b>
	<b>Grand Total</b>	<b>4,34,61,108</b>	<b>4,23,03,466</b>

**22 Approval of Financial Statements**

The financial statements were approved for issue by the board of directors on 26.06.2021

**23. Earnings Per Share (EPS):**

<b>Particulars</b>	<b>2020-2021</b>	<b>2019-2020</b>
	<b>Rs.</b>	<b>Rs.</b>
Net Profit available for Equity Shareholders (Numerator used for calculation)	-13,00,382	26,12,980
Number of Equity Shares (Used as denominator for calculating EPS)	50,17,500	50,17,500
Basic and Diluted earnings per Share of Rs.10/- each	(0.26)	0.52

#### **24. Related Party Disclosures:**

a. Related Party disclosures as required under Ind AS 24 – “Related Party Disclosures” issued by the Institute of Chartered Accountants of India are given below:

<b>Name</b>	<b>Designation</b>
Mr. Fiyaz Ahmed	- Whole Time Director
Ms. Alka Agarwal	- Chief Executive Officer
Miss Nikita Agarwal	- Employee/Director
Miss Ankita Agarwal	- Relative
Ms. Anita Rawat	- Company Secretary
Ms. Renu Sharma	- Chief Financial Officer

b. The following transactions were carried with related parties in the ordinary course of business:

<b>Particulars</b>	<b>Key Management Personnel and their Relatives</b>
	<b>Rs.</b>
Remuneration	38,11,075
	(39,46,500)
Rent	13,22,995
	(13,12,500)
Electricity Charges	1,63,215
	(1,73,160)

Figures in bracket are in respect of Previous year.

Note: Related Parties relationship is as identified by the Company and relied upon by the auditor

#### **25. Segment Reporting:**

The Company has only one business segment “Stone” as primarily segment. The secondary segment is geographical which is given as under :

	<b>PARTICULARS</b>	<b>U.S.A.</b>	<b>EUROPE</b>	<b>NEW ZEALAND</b>	<b>CANADA</b>	<b>INDIA</b>	<b>TOTAL</b>
I	<b>SEGMENT REVENUE :</b>						
	External Sales	7,90,14,262	3,82,41,039	12,62,430	67,74,023	-	12,52,91,754
		(7,30,12,588)	(4,69,17,256)	(16,29,607)	(28,07,744)	(-)	(12,43,67,195)
	Inter-segment sales	-	-	-	-	-	-
	<b>TOTAL REVENUE</b>	7,90,14,262	3,82,41,039	12,62,430	67,74,023	-	12,52,91,754
		(7,30,12,588)	(4,69,17,256)	(16,29,607)	(28,07,744)	(-)	(12,43,67,195)
II	<b>SEGMENT EXPENSES</b>	-	31,12,010	2,82,211	-	-	33,94,221
		(22,51,797)	(15,06,341)	(64,508)	(-)	(-)	(38,22,646)
III	<b>SEGMENT RESULTS</b>	7,90,14,262	3,51,29,029	9,80,219	67,74,023	-	12,18,97,533
		(7,07,60,791)	(4,54,10,915)	(15,65,099)	(28,07,744)	(-)	(12,05,44,549)
	Common Expenses	-	-	-	-	-	12,83,27,399
		-	-	-	-	-	(11,87,80,817)
	Common Income	-	-	-	-	-	83,85,886
		-	-	-	-	-	(13,98,544)
IV	<b>NET PROFIT/(LOSS) BEFORE TAX</b>	-	-	-	-	-	19,56,020
		-	-	-	-	-	(31,62,277)
	Provision for Taxation	-	-	-	-	-	-
	Current Tax	-	-	-	-	-	-
		-	-	-	-	-	(-3,40,000)
	Tax Adjustment for earlier year	-	-	-	-	-	-13,37,392
		-	-	-	-	-	(-)
	Deferred Tax	-	-	-	-	-	-19,19,011
		-	-	-	-	-	(-2,09,297)
	<b>PROFIT/(LOSS) AFTER TAX</b>	-	-	-	-	-	-13,00,382
		-	-	-	-	-	(26,12,980)
V	<b>SEGMENT ASSETS (Trade Receivables)</b>	2,05,11,834	75,27,041	-	10,05,468	-	2,90,44,343
		(94,82,218)	(50,31,084)	(5,16,950)	-	(-)	(1,50,30,252)
	Common Assets	-	-	-	-	-	8,13,34,645
		(-)	(-)	(-)	-	(-)	(8,98,59,158)
	Total Assets	2,05,11,834	75,27,041	-	10,05,468	-	11,03,78,988
		(94,82,219)	(90,22,354)	(5,16,950)	-	(8,58,67,887)	(10,48,89,410)
VI	<b>SEGMENT LIABILITIES</b>	-	-	-	-	-	4,01,72,154
		(-)	(-)	(-)	-	-	(3,18,71,711)
	Total Liabilities	-	-	-	-	-	4,01,72,154
		(-)	(-)	(-)	-	-	(3,18,71,711)
VI I	<b>CAPITAL EXPENDITURE</b>	-	-	-	-	-	32,85,848
		-	-	-	-	-	(22,75,510)
VI II	<b>DEPRECIATION</b>	-	-	-	-	-	26,11,761
		-	-	-	-	-	(26,31,992)
IX	<b>OTHER NON-CASH EXPENDITURE</b>	-	-	-	-	-	-

Note: Figures in Brackets are in respect of Previous Year

## 26. CONTINGENT LIABILITIES:

Particulars	As at 31 <sup>st</sup> March, 2021	As at 31 <sup>st</sup> March, 2020
	Rs.	Rs.
In respect of Claims (Including Claims made by Employees) not acknowledged as Debts	Amount Indeterminate	Amount Indeterminate

27. Previous year figures have been regrouped, recasted and restated wherever necessary to conform to the classification for the Year.

As per our Report Attached For Gupta Vaish & Co., Chartered Accountants Sd/-						For and on Behalf of Board of Directors					
Sd/- Alok Krishna Agarwal		Sd/- Fiyaz Ahmed		Sd/- Anita Rawat		Sd/- Renu Sharma		Sd/- Alka Agarwal			
Partner		Chairman		Whole Time Director		Company Secretary		Chief Financial Officer		Chief Executive Officer	
Place: Kanpur		New Delhi				Bangalore					
Date : 26.06.2021											

## Note 28 :-Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary

Name of Enterprise	Net Assets i.e. total assets minus total liabilities		Share in Profit or Loss	
	As % of consolidated Net Assets	Amount in Rs	As % of consolidated Profit or Loss	Amount in Rs
<b>Parent</b>				
Milestone Global Limited (India)	107.46%	7,54,41,833	-2.53%	32,923
<b>Subsidiaries</b>				
<b>Foreign</b>				
Milestone Global (UK) Limited (United Kingdom)	-7.46%	(52,34,999)	102.53%	(13,33,305)
<b>TOTAL</b>	<b>100%</b>	<b>7,02,06,834</b>	<b>100%</b>	<b>(13,00,382)</b>

Note 29 :-Salient Features of Financial Statements of Subsidiary as per Companies Act, 2013												Amount in Rs.	
Sr. No .	Name of Subsidiary Company	Reportin g Currenc y	Share Capita l	Reserve s & Surplus	Total Assets	Total Liabilit ies	Inv est me nts	Turnove r	Profit Before taxatio n	Provisi on for Taxati on	Profit After Taxati on	Propos ed Divide nd	% of Sharehol ding
1	Milestone Global (UK) Limited	GBP	86,99,914	(52,00,877)	87,52,495	52,53,458	-	2,50,70,995	(8,87,106)	-	(8,87,106)	-	100%



### **30 SIGNIFICANT ACCOUNTING POLICIES ON CONSOLIDATED CCOUNTS**

#### **A. CORPORATE INFORMATION**

Milestone Global Limited (the "Company") is as company domiciled in India and limited by shares (CIN: L93000KA1990PLC011082). The address of the company's registered office is 54-B, Hoskote Industrial Area, KIADB, Chintamani Road, Hoskote, Bangalore, KARNATAKA – 562114.

#### **SIGNIFICANT ACCOUNTING POLICIES**

##### **B.1 BASIS OF PREPARATION AND PRESENTATION**

The consolidated financial statements have been prepared on the historical cost basis. The consolidated financial statements of the Group have been prepared to comply with the Indian Accounting standards ('Ind AS'), including the rules notified under the relevant provisions of the Companies Act, 2013.

The Company's consolidated financial statements are presented in Indian Rupees (₹).

##### **B.2 PRINCIPLES OF CONSOLIDATION**

The consolidated financial statements relate to Milestone Global Limited ('the Company') and its subsidiary company. The consolidated financial statements have been prepared on the following basis:

- a. The financial statements of the Company and its subsidiary are combined on a line by line basis by adding together like items of assets, liabilities, equity, incomes, expenses and cash -flows, after fully eliminating intra-group balances and intra-group transactions.
- b. Profits or losses resulting from intra-group transactions that are recognised in assets, such as inventory and property, plant & equipment, are eliminated in full.
- c. In case of foreign subsidiary, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognised in the Other Comprehensive Income (OCI).
- d. Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of subsidiary.

##### **B.2 OTHER SIGNIFICANT ACCOUNTING POLICIES**

These are set out under "Significant Accounting Policies" as given in the Company's standalone financial statements.

#### **C. THE SUBSIDIARY COMPANY CONSIDERED IN THE CONSOLIDATED STATEMENTS IS:**

Name of the company	Country of incorporation	Holding as on 31 <sup>st</sup> March, 2021
Milestone Global (U.K.) Limited	United Kingdom	100%

**MILESTONE GLOBAL LIMITED**  
**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2021**

PARTICULARS	2020-2021	2019-2020
<b>A CASH FLOW USED IN OPERATING ACTIVITIES</b>		
Net Profit/(Loss) before tax	19,56,020	31,62,276
<b>ADJUSTMENT FOR</b>		
Depreciation	26,11,761	26,31,992
Interest Income	(1,92,822)	(1,40,357)
Interest Expense	22,75,866	26,57,322
Other Comprehensive Income	(10,53,421)	1,426
Exchange loss	(22,68,534)	(23,08,740)
	<u>13,72,850</u>	<u>28,41,643</u>
<b>Operating Profit before working capital changes</b>	<b>33,28,871</b>	<b>60,03,919</b>
(Increase)/Decrease in Sundry Debtors	(1,20,24,531)	8,02,621
(Increase)/Decrease in Inventories	1,06,72,463	(62,31,001)
(Increase)/Decrease in Loans and advances	(25,09,440)	(1,00,954)
Increase/(Decrease) in Trade payables & Other Current liabilities	(4,54,292)	33,59,829
	<u>(9,86,929)</u>	<u>38,34,414</u>
<b>Cash used in Operations</b>	<b>(9,86,929)</b>	<b>38,34,414</b>
Income Tax Paid	(3,50,738)	(3,63,138)
	<u>(13,37,667)</u>	<u>34,71,276</u>
<b>Net cash used in operating activities [A]</b>	<b>(13,37,667)</b>	<b>34,71,276</b>
<b>B CASH USED IN INVESTING ACTIVITIES(B)</b>		
Purchase of fixed assets	(32,85,845)	(22,75,510)
Sale of Fixed Assets	-	-
Interest Received	1,92,822	1,40,357
Loan to Related Parties	(1,29,000)	-
Movement in Fixed Deposits	(1,28,539)	(17,71,672)
	<u>(33,50,562)</u>	<u>(39,06,825)</u>
<b>Net cash used in Investing Activity [B]</b>	<b>(33,50,562)</b>	<b>(39,06,825)</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Repayment of Vehicle Loan	-	-
Exchange Gain	22,68,534	23,08,740
Movement in Export Credit Loan	67,64,926	20,14,217
Interest Paid	(22,75,866)	(26,57,322)
	<u>67,57,594</u>	<u>16,65,635</u>
<b>Net Cash flow generated from Financing Activities [C]</b>	<b>67,57,594</b>	<b>16,65,635</b>
Net Increase in cash and cash equivalents (A+B+C)	<b>20,69,365</b>	<b>12,30,086</b>
Cash and Cash Equivalent at the beginning of the year	35,89,107	23,59,021
	<u>56,58,472</u>	<u>35,89,107</u>
<b>Cash and Cash Equivalent at the End of the year</b>	<b>56,58,472</b>	<b>35,89,107</b>

Notes:

- Cash and Cash Equivalents consists of Cash in hand and balance in bank.
- Reconciliation of Cash and Cash Equivalents:  
Cash and Cash Equivalents as per Note No. 5

**As per Our Report Attached.**

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

For Gupta Vaish & Co.,

Chartered Accountants

Sd/-

[ Partner]

Sd/-

Alok Krishna  
Agarwal

**Chairman**

Sd/-

Fiyaz  
Ahmed

**Whole  
Time  
Director**

Sd/-

Alka  
Agarwal

**CEO**

Sd/-

Renu  
Sharma

**CFO**

Sd/-

Anita  
Rawat

**Company  
Secretary**

**Place:- Kanpur**

**Date:-26.06.2021**

**Place: New**

**Delhi**

**Date:  
26.06.2021**

**Place: Bangalore**

**Date: 26.06.2021**



**Milestone Global Limited**

**Reg. Off.: No 54-B, Hoskote Industrial Area (KIADB), Chintamani Road, Hoskote – 562114,  
Karnataka**

**Telephone: 080 27971334 Fax: 080 2797 1537 Website: [www.milestonegloballimited.com](http://www.milestonegloballimited.com)**

**CIN – L93000KA1990PLC011082**

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**Notice**

**NOTICE** is hereby given that the 31<sup>st</sup> Annual General Meeting (“AGM”) of the Members of Milestone Global Limited for the financial year 2020-2021 will be held on Saturday, 25<sup>th</sup> day of September 2021 at 11:00 a.m. through Video Conferencing / Other Audio Visual Means (VC) to transact the following business

**ORDINARY BUSINESS:**

1. To receive, consider, approve and adopt the Audited Financial Statements (including the consolidated financial statements) of the Company as at 31<sup>st</sup> March 2021 together with the Report of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Alok Krishna Agarwal, Director who retires by rotation and being eligible, offers himself for re-appointment.

Members are requested to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Alok Krishna Agarwal (DIN- 00127273) who retires by rotation, be and is hereby re-appointed as a director liable to retire by rotation.”

**SPECIAL BUSINESS:**

3. **Approval for Appointment of Mr. Somendra Kumar Agarwal as Independent Director of the Company**

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

**RESOLVED THAT** Mr. Somendra Kumar Agarwal (09068991) who was appointed as Additional Director with effect from 13<sup>th</sup> March, 2021, in the capacity of Non-Executive Independent Director, pursuant to the provisions of Section 149, 150 and 152 of the Companies Act, 2013 read with Schedule V and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and recommendation of Nomination and Remuneration Committee and

approval of the Board, be and is hereby appointed as Independent Director not liable to retire by rotation to hold office for a term of 5 consecutive years commencing from 13<sup>th</sup> March, 2021.

**RESOLVED FURTHER THAT** Directors and/or the Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds and things and take all such steps as may be necessary, proper and expedient in order to giving effect to this resolution.”

#### **4. Approval for Appointment of Mr. Tek Chand Bhardwaj as Independent Director of the Company**

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

**RESOLVED THAT** Mr. Tek Chand Bhardwaj (09087201) who was appointed as Additional Director with effect from 13<sup>th</sup> March, 2021, in the capacity of Non-Executive Independent Director, pursuant to the provisions of Section 149, 150 and 152 of the Companies Act, 2013 read with Schedule V and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and recommendation of Nomination and Remuneration Committee and approval of the Board, be and is hereby appointed as Independent Director not liable to retire by rotation to hold office for a term of 5 consecutive years commencing from 13<sup>th</sup> March, 2021.

**RESOLVED FURTHER THAT** Directors and/or the Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds and things and take all such steps as may be necessary, proper and expedient in order to giving effect to this resolution.”

#### **5. Appointment of Ms. Nikita Agarwal as Whole Time Director for a period of 5 years**

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

“**RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee and the Board of directors of the company and the provisions of Section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification of re-enactment thereof) read with Schedule V thereof, consent of the members of the Company be and is hereby accorded to the appointment of Ms. Nikita Agarwal as the Whole Time Director of the Company for a period of 5 years with effect from 13<sup>th</sup> August, 2021 to 12<sup>th</sup> August, 2026.

**RESOLVED FURTHER THAT** Ms. Nikita Agarwal shall be paid a monthly remuneration starting from Rs. 1,50,000/- per month, which may be increased to Rs. 5,00,000/- per month during a period of 3 years from the date of her appointment, and that the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, are hereby authorized to further increase the remuneration (beyond Rs. 5,00,000/- per month) of the said Whole Time Director (within the aforesaid period of 3 years) upto the maximum limit of Rs. 84 lacs per annum permissible as per Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company and /or the Company Secretary, be and are hereby severally authorized to

do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard and to do all such acts, deeds and things as are necessary and incidental thereto.”

**6. Fixing remuneration of Mr. Fiyaz Ahmed, Whole Time Director for his remaining tenure as a Whole Time Director**

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

**“RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee and the Board of directors of the company and pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V thereof, Mr. Fiyaz Ahmed who was re-appointed as a Whole Time Director w.e.f. 3<sup>rd</sup> March, 2018 for a period of 5 years i.e. till 2<sup>nd</sup> March 2023 and who was getting a remuneration of Rs. 50,000/- which was valid for a period of 3 years from the date of his reappointment (i.e. till 2<sup>nd</sup> March 2021) and for whom fresh approval is needed for payment of remuneration for his remaining term as Whole Time Director, be paid a remuneration starting from Rs. 50,000/- per month which may be increased to Rs. 1,00,000/- per month till his remaining tenure as Whole Time Director and that the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, are hereby authorized to further increase the remuneration (beyond Rs. 1,00,000/- per month) of the said Whole Time Director subject to the maximum limit of Rs. 84 lacs per annum permissible under Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the payment of remuneration of Rs. 50,000/- per month to Mr. Fiyaz Ahmed as Whole Time Director with effect from 3<sup>rd</sup> March, 2021 be and is hereby ratified.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

By order of the Board of Directors of  
**Milestone Global Limited**

Date: 13<sup>th</sup> August, 2021  
Place: New Delhi

Sd/-  
Alok Krishna Agarwal  
Chairman

## NOTES:

1. Pursuant to the General Circular numbers 20/2020, 14/2020, 17/2020, 02/2021 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through Video Conferencing (VC), without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the forthcoming AGM of the Company is being held through VC. Hence, Members can attend and participate in the ensuing AGM through VC.
2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for appointment of proxies by the members will not be available.
3. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 (“the Act”).
4. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company.
5. The requisite registers will be available electronically for inspection by the members during the AGM and will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM.
6. Members holding shares in electronic form are requested to intimate any changes in their address, e-mail id and signature to their respective Depository Participants, with whom they are maintaining their demat accounts. Members holding shares in Physical form are requested to intimate such changes to **Integrated Registry Management Services Private Limited (“RTA”)**, the Company’s Registrar and Share transfer Agent
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December 2020, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting facility provided by the Central Depository Services (India) Limited {CDSL}. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice. The Board has appointed Mr. M. Jagadeesh, Lawyer as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
8. The e-voting period commences on Wednesday, 22nd September, 2021 (9:00 a.m. IST) and ends on Friday, 24th September, 2021 (5:00 p.m. IST). During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on 18th September, 2021 may cast their votes electronically. The e-voting module will be disabled by CDSL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting

rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date.

9. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who 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 the e-voting system during the AGM.
10. In compliance with the Circulars, the Annual Report 2020-21, the Notice of the AGM, and instructions for e-voting are being sent only through electronic mode to those members whose email addresses are registered with the Company / depository participant(s).
11. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA Integrated Registry Management Services Private Limited at "irg@integratedindia.in, to receive copies of the Annual Report 2020-21 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the Annual Report, user ID / password for e-voting

Type of holder	Process to be followed
Physical	Send a request to the RTA of the Company, Integrated Registry Management Services Private Limited at irg@integratedindia.in providing Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar card) for registering email address.
Demat	Please contact your DP and register your email address in your demat account, as per the process advised by your DP

12. Members may note that the Notice calling the AGM has been uploaded on the website of the Company at [www.milestonegloballimited.com](http://www.milestonegloballimited.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
13. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.
14. The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 2 working days from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchange, CDSL and will also be displayed on the Company's website.

15. Since the AGM will be held through VC, the proxy form, attendance slip and poll paper are not attached to this Notice.
16. The Register of Members and Transfer books of the company will remain closed from 19<sup>th</sup> September 2021 to 25<sup>th</sup> September 2021 (both date inclusive) as annual closure.
17. The Ministry of Corporate Affairs (vide Circular Nos. 17/2011 and 18/2011 dated 21 April and 29 April 2011, respectively), has undertaken a 'Green Initiative' and allowed companies to share documents with its shareholders through electronic mode. Therefore, Members are requested to support this green initiative by registering/updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the RTA.
18. Under the provisions of Sections 72 of the Companies Act, 2013, a shareholder is entitled to nominate, in the prescribed manner, a person to whom his shares in the company, shall vest after his lifetime. Members who are holding shares in physical form and are interested in availing this nomination facility are requested to write to the Company/RTA.
19. The Company will be disclosing to the Stock Exchanges, as per Regulation 44, under SEBI Listing Regulation 2015 (LODR), the details of results of voting on each of the resolutions proposed in this Notice.

Date: 13<sup>th</sup> August, 2021  
Place: New Delhi

For **Milestone Global Limited**  
Sd/-  
Alok Krishna Agarwal  
Chairman



## **Explanatory Statement Pursuant To Section 102 (1) Of The Companies Act, 2013**

As required by Section 102 of the Companies Act, 2013 (“Act”), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 3 and 4 of the accompanying Notice:

### **Item No. 3 and 4:**

Mr. Naveen Chawla and Mr. Mayank Bughani had notified their intention to continue as Independent Directors of the Company until 31st March 2021. Therefore, it was necessary to appoint two new Independent Directors in place of Mr. Naveen Chawla and Mr. Mayank Bughani.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Mr. Somendra Kumar Agarwal and Mr. Tek Chand Bhardwaj as Additional Directors in the capacity of Non-Executive Independent Directors of the Company with effect from 13<sup>th</sup> March, 2021 for a term of 5 consecutive years subject to approval of shareholders in the ensuing Annual General Meeting.

As Additional Directors, both Mr. Somendra Kumar Agarwal and Mr. Tek Chand Bhardwaj holds office till the date of AGM and are eligible for being appointed as Independent Directors. The Company has received all statutory disclosures and including consent in Form DIR-2, intimation in Form DIR-8 and declarations from both of them confirming that they meet the criteria as prescribed under the Companies Act, 2013 and SEBI LODR Regulations, 2015. The Company has also received a notice under Section 160 of the Companies Act, 2013 from a member, intending to nominate the Mr Somendra Kumar Agarwal and Mr. Tek Chand Bhardwaj to the office of Independent Director.

Mr. Somendra Agarwal has done post-graduation in Business Administration from Icfai Business School, Hyderabad. He is presently associated as a Consultant with Vaishno Securities, Mumbai since April 2012. He has worked as AVP Investments in Barclays Wealth & with Religare Securities as AVP Derivatives & Technicals and was also associated with BRICS Securites, Mumbai, India Infoline, Mumbai as Derivatives & Technical Analyst. He has an excellent academic and professional record.

On the other hand, Mr. Tek Chand Bhardwaj is retired Colonel of the Indian Army. He has served the Indian Army from 1965 till 1995. He has graduated in the year 1964 from the University of Punjab. He is a man of great principles and has well developed management and problem solving skills. During his distinguished service in the Indian Army spanning over 30 years, he has gained extensive experience in Senior Level strategic management, HR Management and general management.

Your Board believes that induction of the aforesaid Independent Directors on the Board will support in broadening overall expertise of the Board and will bring wide experience.

Except for Mr. Somendra Kumar Agarwal and Mr. Tek Chand Bhardwaj, none of the directors are in any way concerned or interested in the resolutions set out in item no. 3 and 4.

The Board of Directors accordingly recommends the Ordinary Resolutions set out in Item No. 3 and 4 above for the approval of the members.

## **Item No. 5**

Ms. Nikita Agarwal is a Director in the Company as well as an employee working as a “Sales and Marketing Head”. The Nomination and Remuneration Committee, in its meeting held on 13<sup>th</sup> August, 2021, had proposed that Ms. Nikita Agarwal, being a Director as well as an employee of the Company, is technically a Whole Time Director and should be designated as such. The Committee further recommended that remuneration payable to her shall also be governed in terms of the provisions as are applicable to a Whole Time Director. Accordingly, the Board of Directors, in their meeting held on 13<sup>th</sup> August, 2021, had appointed Ms. Nikita Agarwal as a Whole Time Director for a period of 5 years with effect from 13<sup>th</sup> August, 2021 to 12<sup>th</sup> August, 2026, subject to approval of shareholders in the ensuing Annual General Meeting.

In the said Board Meeting, it had been proposed, subject to the approval of shareholders in the ensuing Annual General Meeting, to pay her a remuneration starting from Rs. 1,50,000/- per month, which may be increased to Rs. 5,00,000/- per month during the period of 3 years from the date of her appointment, and which further may be increased beyond Rs. 5,00,000/- by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, upto the maximum limit of Rs. 84 lacs per annum as permissible under Schedule V of the Companies Act, 2013.

Ms. Nikita Agarwal is associated as an employee of the Company since the year 2014 and her performance, dedication towards the company is exceptionally commendable, and your directors feel that she will be an asset to the Company.

Additional information in respect of Ms. Nikita Agarwal pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure-A to this notice.

Additional information as required by Schedule V of the Companies Act, 2013 is given at Annexure B to this notice.

Except Ms. Nikita Agarwal and Ms. Alka Agarwal, none of the directors, key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out in item no. 5

The Board of Directors recommends the resolution in relation to designating and appointing Ms. Nikita Agarwal as Whole Time Director of the Company, as set out in Item No. 5 for approval of the Members by way of an Ordinary Resolution.

### **ANNEXURE-A:**

Details of director seeking appointment as WTD

[pursuant to Reg 36(3) of SEBI(LODR) Regulations, 2015 and Secretarial Standards 2]

Name of the director	Nikita Agarwal
Date of Birth	27 <sup>th</sup> April, 1995
Age	26 years
Date of appointment	13 <sup>th</sup> August, 2021

Relationship with Directors and KMP	Daughter of Ms. Alka Agarwal (CEO)
Qualification	Bachelor of Business Administration (BBA)
Experience	8 years
Name of listed entities in which she holds directorship and membership of committees of the Board	NIL
Membership of committees of other Boards	NIL
Terms and conditions of re-appointment along with details of remuneration sought to be paid	Appointed as Whole Time Director for a period of 5 years with effect from 13 <sup>th</sup> August, 2021 to 12 <sup>th</sup> August, 2026 at a monthly remuneration starting from Rs. 1,50,000/- per month , which may be increased to Rs. 5,00,000/- per month during a period of 3 years from the date of her appointment and which further may be increased beyond Rs. 5,00,000/- per month on the recommendation of NRC committee subject to the maximum limit of Rs. 84 lacs per annum permissible as per Schedule V of the Companies Act, 2013
Shareholding details	3400 Shares
Last drawn remuneration	Rs. 1,25,000/- per month

## **ANNEXURE-B**

Additional information required under Schedule V of the Companies Act, 2013

### **I. General Information**

1.	Nature of Industry	a) Granite Industry b) Service- Translation and Localization																											
2.	Date or expected date of commencement of commercial production	NA																											
3.	In case of new company expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA. The Company was incorporated on 23.07.1990																											
4.	Financial Performance based on given indicators-	The information is being provided from the audited accounts for the financial year ended on 31st March 2018, 2019 and 2020																											
	<table border="1"> <thead> <tr> <th rowspan="2">Particulars</th> <th colspan="3">Amount in Rs.</th> </tr> <tr> <th>31<sup>st</sup> March 2020</th> <th>31<sup>st</sup> March 2019</th> <th>31<sup>st</sup> March, 2018</th> </tr> </thead> <tbody> <tr> <td><b>Total Income</b></td> <td>12,14,95,980</td> <td>11,50,83,575</td> <td>9,48,26,202</td> </tr> <tr> <td><b>Total Expenses</b></td> <td>11,97,34,775</td> <td>11,36,62,795</td> <td>9,41,93,487</td> </tr> <tr> <td><b>Net Profit</b></td> <td>12,11,908</td> <td>11,20,277</td> <td>11,33,562</td> </tr> <tr> <td><b>Paid Up Capital</b></td> <td>5,01,75,000</td> <td>5,01,75,000</td> <td>5,01,75,000</td> </tr> <tr> <td><b>Reserves &amp; Surplus</b></td> <td>2,38,87,910</td> <td>2,26,76,002</td> <td>2,04,22,163</td> </tr> </tbody> </table>		Particulars	Amount in Rs.			31 <sup>st</sup> March 2020	31 <sup>st</sup> March 2019	31 <sup>st</sup> March, 2018	<b>Total Income</b>	12,14,95,980	11,50,83,575	9,48,26,202	<b>Total Expenses</b>	11,97,34,775	11,36,62,795	9,41,93,487	<b>Net Profit</b>	12,11,908	11,20,277	11,33,562	<b>Paid Up Capital</b>	5,01,75,000	5,01,75,000	5,01,75,000	<b>Reserves &amp; Surplus</b>	2,38,87,910	2,26,76,002	2,04,22,163
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<b>Paid Up Capital</b>	5,01,75,000	5,01,75,000	5,01,75,000																										
<b>Reserves &amp; Surplus</b>	2,38,87,910	2,26,76,002	2,04,22,163																										
5.	Foreign Investment or Collaborations, if any	NA																											

## II. Information about the Appointee

- 1. Background Details: Ms Nikita Agarwal, aged 26 years, has done Bachelor of Business Administration from St. Josephs College of Commerce.** She has been associated with the Company since August 2013. She is the daughter of Ms. Alka Agarwal, the CEO of the Company. She was initially appointed as Marketing Head of the Company. With her exceptionally good performance, she was made the Sales and Marketing Head and later on inducted as Director of the Company in March 2017. She is hardworking and the Board is confident that she will take the Company to great heights.
- 2. Past Remuneration Paid as Sales and Marketing Head:**

2019-2020	:	Rs. 12,00,000/-
2018-2019	:	Rs. 9,00,000/-
2017-2018	:	Rs. 7,20,000/-
- 3. Recognition or Awards:** Nil
- 4. Job Profile and her suitability:** Ms. Nikita Agarwal has been associated with the Company since August 2013. She has played a pivotal role in all strategic business policies / decisions of the company since the time of her association with the Company as Director. Ms. Nikita has developed business in new markets in Canada and Eastern Europe. She has been instrumental in developing new customers in the UK and Ireland. Ms. Nikita is also leading new initiatives at the Company and she is working on expanding our new Localization vertical.
- 5. Remuneration proposed:** Rs. 2,50,000/- per month which may be increased upto 5,00,000/- per month.
- 6. Comparative remuneration with respect to industry, size of company, profile of the position and person:** The proposed remuneration is in tune with the current remuneration packages of managerial personnel of companies belonging to the similar industry, size and with effective capital comparative to the company. Further, it is incommensurate with the qualification and experience of the appointee and in accordance with the highly competitive business scenario requiring recognition and reward of performance and achievement for retention of best talent and motivation towards meeting the objectives of the company.
- 7. Pecuniary relationship directly or indirectly with the company's managerial personnel, if any:** Yes, She is the daughter of CEO of the Company.

## III. Other information

- 1. Reason of Loss or inadequate profits:** Non-availability of good quality rough granite blocks, sharp increasing in the prices of rough granite blocks i.e the primary raw materials, high input costs the turnover was affected and consequently the profitability was also reducing substantially.

2. **Steps taken or proposed to be taken-** Steps are being taken to improve the performance of the Company. Better inventory and Working Capital Management and Cost optimization are some of the measures being taken to improve the performance of the Company.
3. **Expected increase in productivity and profits in measurable term-** Granite exports are finding their feet back after being in doldrums last year due to the coronavirus restrictions. Demand is up from most of the major markets. We expect demand to grow and exceed pre-covid levels in the next financial year. The company has entered a new industry, localization and translation services. The Indian translation industry is young and evolving as compared to the translation industry in developed nations which have organised workflows in place.

#### IV. **Disclosures**

Requisite information has been given under the section on Corporate Governance in the Annual Report-2021

#### **Item No. 6**

Mr. Fiyaz Ahmed was reappointed as a Whole Time Director for a period of 5 years from 3<sup>rd</sup> March 2018 till 2<sup>nd</sup> March 2023. The Shareholders' approval for the same was taken in AGM held on 15<sup>th</sup> September, 2018. Further Shareholders' approval was also taken for payment of remuneration of Rs. 50,000 per month for a period of 3 years from the date of appointment in terms of Schedule V of Companies Act, 2013 and which was valid till 2<sup>nd</sup> March, 2021.

Therefore, the approval from the shareholders for payment of remuneration to Mr. Fiyaz Ahmed for the remaining tenure as Whole Time Director till 2<sup>nd</sup> March, 2023 is required

Accordingly, the Board of Directors, in their meeting held on 13<sup>th</sup> August, 2021, had proposed to pay a remuneration starting from Rs. 50,000/- per month, which may be increased to Rs. 1,00,000/- per month till his remaining tenure as Whole Time Director and which further may be increased beyond Rs. 1,00,000/- by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee upto the maximum limit of Rs. 84 lacs per annum as permissible under Schedule V of the Companies Act, 2013.

Except Mr. Fiyaz Ahmed, none of the directors are concerned or interested in the resolution.

Additional information as required by Schedule V of the Companies Act, 2013 is given at Annexure A to this notice.

The Board of Directors recommends the resolution in relation payment of remuneration to Mr. Fiyaz Ahmed as Whole Time Director of the Company, as set out in Item No. 6 for approval of the Members by way of an Ordinary Resolution.

#### **ANNEXURE A**

Additional information as required by Schedule V of the Companies Act, 2013 is given below:

##### **I. General Information**

1.	Nature of Industry	a) Granite Industry b) Service- Translation and Localization																											
2.	Date or expected date of commencement of commercial production	NA																											
3.	In case of new company expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA. The Company was incorporated on 23.07.1990																											
4.	Financial Performance based on given indicators	The information is being provided from the audited accounts for the financial year ended on 31st March 2018, 2019 and 2020																											
	<table border="1"> <thead> <tr> <th rowspan="2">Particulars</th> <th colspan="3">Amount in Rs.</th> </tr> <tr> <th>31st March 2020</th> <th>31st March 2019</th> <th>31st March, 2018</th> </tr> </thead> <tbody> <tr> <td>Total Income</td> <td>12,14,95,980</td> <td>11,50,83,575</td> <td>9,48,26,202</td> </tr> <tr> <td>Total Expenses</td> <td>11,97,34,775</td> <td>11,36,62,795</td> <td>9,41,93,487</td> </tr> <tr> <td>Net Profit</td> <td>12,11,908</td> <td>11,20,277</td> <td>11,33,562</td> </tr> <tr> <td>Paid Up Capital</td> <td>5,01,75,000</td> <td>5,01,75,000</td> <td>5,01,75,000</td> </tr> <tr> <td>Reserves &amp; Surplus</td> <td>2,38,87,910</td> <td>2,26,76,002</td> <td>2,04,22,163</td> </tr> </tbody> </table>	Particulars	Amount in Rs.			31st March 2020	31st March 2019	31st March, 2018	Total Income	12,14,95,980	11,50,83,575	9,48,26,202	Total Expenses	11,97,34,775	11,36,62,795	9,41,93,487	Net Profit	12,11,908	11,20,277	11,33,562	Paid Up Capital	5,01,75,000	5,01,75,000	5,01,75,000	Reserves & Surplus	2,38,87,910	2,26,76,002	2,04,22,163	
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5.	Foreign Investment or Collaborations, if any	NA																											

## II. Information about the Appointee

- Background Details:** Mr. Fiyaz Ahmed aged 70 years has been associated with the Company since its inception and has an experience of more than 33 years in the granite industry. His association as a Whole Time Director of the Company is in the interest of the Company
- Past Remuneration Paid:**

2019-2020 : Rs. 6,00,000/-

2018-2019 : Rs. 6,00,000/-

2017-2018 : Rs.3,61,200/-
- Recognition or Awards:** Nil
- Job Profile and his suitability:** Mr. Fiyaz Ahmed has been actively associated in its business operation right from the day he joined the company. He has played a pivotal role in all strategic business policies / decisions of the company.
- Remuneration proposed:** Rs. 50,000/- per month which may be increased upto 1,00,000/- per month.
- Comparative remuneration with respect to industry, size of company, profile of the position and person:** The proposed remuneration is in tune with the current remuneration

packages of managerial personnel of companies belonging to the similar industry, size and with effective capital comparative to the company. Further, it is incommensurate with the qualification and experience of the appointee and in accordance with the highly competitive business scenario requiring recognition and reward of performance and achievement for retention of best talent and motivation towards meeting the objectives of the company.

7. **Pecuniary relationship directly or indirectly with the company's managerial personnel, if any:** No

### **III. Other information**

1. **Reason of Loss or inadequate profits:** Due to Non-availability of good quality rough granite blocks, sharp increasing in the prices of rough granite blocks i.e the primary raw materials, high input costs the turnover was affected and consequently the profitability was also reducing substantially.
2. **Steps taken or proposed to be taken:** Steps are being taken to improve the performance of the Company. Better inventory and Working Capital Management and Cost optimization are some of the measures being taken to improve the performance of the Company.
3. **Expected increase in productivity and profits in measurable term:** Granite exports are finding their feet back after being in doldrums last year due to the coronavirus restrictions. Demand is up from most of the major markets. We expect demand to grow and exceed pre-covid levels in the next financial year. The company has entered a new industry, localization and translation services. The Indian translation industry is young and evolving as compared to the translation industry in developed nations which have organised workflows in place.
4. **Disclosures:** Requisite information has been given under the section on Corporate Governance in the Annual Report-2021

For **Milestone Global Limited**

Sd/-

Alok Krishna Agarwal  
Chairman

Date: 13<sup>th</sup> August, 2021  
Place: New Delhi



**Reg. Off.: No 54-B, Hoskote Industrial Area (KIADB), Chintamani Road, Hoskote – 562114,  
Karnataka**

**Telephone: 080 27971334 Fax: 080 2797 1537 Website: [www.milestonegloballimited.com](http://www.milestonegloballimited.com)  
CIN - L93000KA1990PLC011082**

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### **CDSL e-Voting System for Remote e-voting and e-voting during AGM**

In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Members may note that the 31<sup>st</sup> Annual General Meeting (AGM) will be convened through VC in compliance with the applicable provisions of the Companies Act, 2013, read with the Circulars. The facility to attend the meeting through VC will be provided by CDSL.

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
2. The attendance of the Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC and participate thereat and cast their votes through e-voting.
4. The Members can join the AGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.milestonegloballimited.com](http://www.milestonegloballimited.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

### **Instructions for Shareholders for remote E-Voting are as under**



The details of the process and manner for remote e-voting are explained below:

1. The voting period begins on Wednesday, 22<sup>nd</sup> September, 2021 (09:00 a.m. IST) and ends on Friday, 24<sup>th</sup> September, 2021 (05:00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. as on 18<sup>th</sup> September, 2021 may cast their vote electronically. The e voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
3. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.  
In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
4. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting</p>

	<p>during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be 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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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</p>

<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

- I. Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

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

	<ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth(DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- 7) After entering these details appropriately, click on “SUBMIT” tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- 11) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- 12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 13) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- 14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 17) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [alkasgl@yahoo.com](mailto:alkasgl@yahoo.com) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

#### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
3. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
4. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. 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 atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
9. 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.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

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

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

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