



Ref: MIFL/BSE/ANNUAL REPORT FY 21-22/AUGUST-2022

Date: - 29<sup>th</sup> August, 2022

To,  
Department of Corporate Services,  
BSE Ltd.,  
Ground Floor, P.J Towers,  
Dalal Street, Fort,  
Mumbai – 400 001

**Sub: Submission of Notice of 39<sup>th</sup> Annual General Meeting (AGM) and Annual Report for the Financial Year 2021-22.**

**Ref: - Mangalam Industrial Finance Ltd (Scrip Code: BSE 537800)**

Dear Sir/ Madam,

We wish to inform you that the 39<sup>th</sup> Annual General Meeting of the Members of the Company will be held on Monday, 26<sup>th</sup> September, 2022 at 01.00 p.m. through Video-Conferencing (VC)/ Other Audio Visual Means (OAVM).

The schedule of remote e-voting is as under:

Event	Day, Date, Time
Commencement of Remote e-voting	Friday, 23 <sup>rd</sup> September, 2022 at 09.00 a.m.
End of Remote e-voting	Sunday, 25 <sup>th</sup> September, 2022 at 05.00 p.m.

Pursuant to Regulation 34(1) of The SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015; as amended from time to time, we are submitting herewith Annual Report of the Company for the financial year ended on 31<sup>st</sup> March, 2022 comprising of inter-alia Notice of the 39<sup>th</sup> Annual General Meeting of the company, Director's Report along with its Annexures, Management Discussion and Analysis Report, Report on Corporate Governance, Independent

MANGALAM INDUSTRIAL FINANCE LTD.

Reg. Office: MMS Chambers, 4A, Council  
House Street 1st Floor, room. No. D1  
Kolkata West Bengal 700001 India  
Corporate Office: HALL NO-1, M R ICON,  
NEXT TO MILESTONE VASNA BHAYLI  
ROAD, VADODARA 391410 Gujarat India

Tel. No. : +91 03340445753  
Mobile No: +91 7203948909  
Website : [www.miflindia.com](http://www.miflindia.com)  
E-mail : [mifl@miflindia.com](mailto:mifl@miflindia.com);  
: [mifl\\_1983@yahoo.co.in](mailto:mifl_1983@yahoo.co.in)  
[mangalamindustrialfinanceltd@gmail.com](mailto:mangalamindustrialfinanceltd@gmail.com)  
CIN : L65993WB1983PLC035815





Auditor's Report, Audited Financial statements (Standalone) and all relevant Notes attached thereto, which are also being sent through electronic mode, only to those Members whose e-mail addresses are registered with the company/Depository Participant(s).

It may be noted that same has been uploaded on the Company's website [www.miflindia.com](http://www.miflindia.com).

Kindly take the same on record.

Thanking you,

For Mangalam Industrial Finance Ltd

**Sakina Lokhandwala**  
**Company Secretary & Compliance Officer**



**MANGALAM INDUSTRIAL FINANCE LTD.**

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CIN : L65993WB1983PLC035815

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# **MANGALAM INDUSTRIAL FINANCE LIMITED**

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**CIN: L65993WB1983PLC035815**

**39<sup>th</sup> ANNUAL REPORT 2021-22**

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## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Name of the Director	Designation
Mr. Pradeep Kumar Daga (Resigned on 03 <sup>rd</sup> June, 2021)	Managing Director
Mr. Utpal Dey (Resigned on 03 <sup>rd</sup> June, 2021)	Non-Executive Non-Independent Director
Mrs. Santosh Choradia (Resigned on 03 <sup>rd</sup> June, 2021)	Non-Executive Non-Independent Director
Mr. Rathindra Nath Gosh (Resigned on 03 <sup>rd</sup> June, 2021)	Non-Executive Independent Director
Mr. Nitesh Singh (Resigned on 03 <sup>rd</sup> June, 2021)	Non-Executive Independent Director
Mrs. Pritika Choraria (Resigned on 03 <sup>rd</sup> June, 2021)	Non-Executive - Woman Independent Director
Mr. Venkata Ramana Revuru (Appointed on 03 <sup>rd</sup> June, 2021)	Managing Director
Mr. Yatin Sanjay Gupte (Appointed on 03 <sup>rd</sup> June, 2021)	Non-Executive Non-Independent Director
Mr. Vettukallel Avirachan Sojan (Appointed on 03 <sup>rd</sup> June, 2021)	Non-Executive Non-Independent Director
Mrs. Neelambari Harshal Bhujbal (Appointed on 03 <sup>rd</sup> June, 2021)	Non-Executive - Woman Independent Director
Mr. Bhargav Govindprasad Pandya (Appointed on 03 <sup>rd</sup> June, 2021)	Non-Executive Independent Director
Mr. Nikhil Bhagwanshanker Dwivedi (Appointed on 03 <sup>rd</sup> June, 2021)	Non-Executive Independent Director

### DETAILS OF KEY MANAGERIAL PERSONNEL

Name of the Key Managerial Personnel	Designation
Mrs. Tamanya Dey (Resigned on 03 <sup>rd</sup> June, 2021)	Chief Financial Officer (CFO)
Mr. Deepakkumar Mineshkumar Doshi (Appointed on 03 <sup>rd</sup> June, 2021)	Chief Financial Officer (CFO)
Mr. Manish Bhoot (Resigned on 30 <sup>th</sup> November, 2021)	Company Secretary and Compliance Officer
Ms. Manisha Sharma (Appointed on 01 <sup>st</sup> December, 2021 and resigned on 01 <sup>st</sup> July, 2022)	Company Secretary and Compliance Officer
Ms. Sakina Lokhandwala (Appointed on 06 <sup>th</sup> July, 2022)	Company Secretary and Compliance Officer

<b><u>REGISTERED OFFICE ADDRESS</u></b>	<b><u>CORPORATE OFFICE ADDRESS</u></b>
<p>MMS Chambers, 4A, Council House Street, 1<sup>st</sup> Floor, Room No. D1, Kolkata, West Bengal – 700 001</p> <p>CIN: L65993WB1983PLC035815 Email: mifl@miflindia.com; mifl_1983@yahoo.co.in; mangalamindustrialfinanceltd@gmail.com</p>	<p>Hall No-1, M R Icon, Next to Milestone, Vasna Bhayli Road, Vadodara, Gujarat – 391 410</p>

<b><u>STATUTORY AUDITORS</u></b>	<b><u>INTERNAL AUDITORS</u></b>	<b><u>SECRETARIAL AUDITORS</u></b>
<p>M/s. R. K. Kankaria &amp; Co (Chartered Accountants) (Resigned on 22<sup>nd</sup> August, 2021)</p> <p>M/s. Mahesh Udhvani &amp; Associates (Chartered Accountants) (Appointed on 23<sup>rd</sup> August, 2021)</p>	<p>M/s. Upadhyay &amp; Company LLP (Appointed on 10<sup>th</sup> August, 2021)</p>	<p>Mr. Santoshkumar K Pandey (Practicing Company Secretary) (Resigned on 09<sup>th</sup> March, 2022)</p> <p>Mrs. Aparna Santoshkumar Tripathi (Appointed on 09<sup>th</sup> March, 2022) (Resigned on 12<sup>th</sup> August, 2022)</p> <p>Mrs. Pooja Amit Gala (Appointed on 12<sup>th</sup> August, 2022)</p>

<b><u>REGISTRAR AND SHARE TRANSFER AGENT</u></b>
<p>Niche Technologies Private Limited</p> <p>*Purva Sharegistry (India) Pvt. Ltd. Unit No. 9, Ground Floor, Shiv Shakti Ind. Estt, J. R. Boricha Marg, Lower Parel East, Mumbai, Maharashtra 400011 Phone: 022- 23016761 / 23012518 Email id: support@purvashare.com Website: www.purvashare.com</p> <p>*The Company has changed its RTA vide the approval letter from NSDL and CDSL dated 23<sup>rd</sup> March, 2022 and 22<sup>nd</sup> March, 2022 respectively.</p>

<b><u>PRINCIPAL BANKERS</u></b>
<p>HDFC Bank Limited Union Bank of India</p>

**LISTED ON**

BSE Limited (Scrip code: 537800)

**COMPOSITION OF COMMITTEES****1. AUDIT COMMITTEE**

DIN	NAME	DESIGNATION	POSITION IN COMMITTEE
08693675	Mr. Bhargav Govindprasad Pandya	Non-Executive Independent Director	Chairperson
08865234	Mr. Nikhil Bhagwanshanker Dwivedi	Non-Executive Independent Director	Member
09195568	Mrs. Neelambari Harshal Bhujbal	Non-Executive - Woman Independent Director	Member
07261150	Mr. Yatin Sanjay Gupte	Non-Executive - Non Independent Director	Member

**2. NOMINATION AND REMUNERATION COMMITTEE**

DIN	NAME	DESIGNATION	POSITION IN COMMITTEE
08693675	Mr. Bhargav Govindprasad Pandya	Non-Executive Independent Director	Chairperson
08865234	Mr. Nikhil Bhagwanshanker Dwivedi	Non-Executive Independent Director	Member
09195568	Mrs. Neelambari Harshal Bhujbal	Non-Executive - Woman Independent Director	Member
07261150	Mr. Yatin Sanjay Gupte	Non-Executive - Non Independent Director	Member

### 3. STAKEHOLDERS RELATIONSHIP COMMITTEE

DIN	NAME	DESIGNATION	POSITION IN COMMITTEE
09195568	Mrs. Neelambari Harshal Bhujbal	Non-Executive - Woman Independent Director	Chairperson
08865234	Mr. Nikhil Bhagwanshanker Dwivedi	Non-Executive Independent Director	Member
08693675	Mr. Bhargav Govindprasad Pandya	Non-Executive Independent Director	Member
07261150	Mr. Yatin Sanjay Gupte	Non-Executive - Non Independent Director	Member



# MANGALAM INDUSTRIAL FINANCE LIMITED

Corporate Identification Number (CIN): L65993WB1983PLC035815;

Registered Office: MMS Chambers, 4A, Council House Street, 1<sup>st</sup> Floor, Room No. D1, Kolkata, West Bengal – 700 001, India

Corporate office: Hall No-1, M R Icon, Next to Milestone Vasna Bhayli Road, Vadodara 391 410, Gujarat, India

Corporate office contact Details: +91 7203948909 Contact Details: +033 - 22315680/5682

Fax Number: 033-22315683; Website: [www.miflindia.com](http://www.miflindia.com)

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## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 39<sup>TH</sup> ANNUAL GENERAL MEETING OF MANGALAM INDUSTRIAL FINANCE LIMITED WILL BE HELD ON MONDAY, 26<sup>TH</sup> DAY OF SEPTEMBER, 2022 AT 01:00 P.M. THROUGH VIDEO CONFERENCING ('VC')/OTHER AUDIO-VISUAL MEANS ('OAVM') FACILITY TO TRANSACT THE FOLLOWING BUSINESSES:**

### **ORDINARY BUSINESS:**

#### **ITEM NO. 1: ADOPTION OF THE AUDITED FINANCIAL STATEMENTS AS AT 31<sup>ST</sup> MARCH, 2022:**

##### **❖ To receive, consider and adopt:**

The Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2022, together with reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolution**:

**“RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2022 together with the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

#### **ITEM NO. 2: APPOINTMENT OF MR. VENKATA RAMANA REVURU (DIN: 02809108) AS A DIRECTOR LIABLE TO RETIRE BY ROTATION:**

To appoint Mr. Venkata Ramana Revuru (DIN: 02809108), who retires by rotation and, being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of The Companies Act, 2013; Mr. Venkata Ramana Revuru (DIN 02809108), who retires by rotation at this meeting, be and is hereby re-appointed as a Non-Executive Non-Independent Director of the Company.”

#### **ITEM NO. 3: RATIFICATION OF APPOINTMENT OF M/S. MAHESH UDHWANI & ASSOCIATES, CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO. – 129738W) AS STATUTORY AUDITORS OF THE COMPANY:**

To ratify the Appointment of Statutory Auditors and, in this regard, 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 provisions of Section 139 (1) and applicable provisions, if any, of The Companies Act, 2013 and rules, circulars, notifications made/issued thereunder, including any amendments, modification, variation or re-enactment thereof, the appointment of **M/s. Mahesh Udhvani & Associates, Chartered Accountants (Firm Registration No. – 129738W)** as the Statutory Auditors of the Company, which has been approved at the Annual General Meeting held on 27<sup>th</sup> September, 2021 for a term of 2 years, i.e., till the conclusion of Annual General Meeting of the Company to be held in the year 2023, be and is hereby ratified and to fix their remuneration.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them to be in the best interest of the Company including fixation of their remuneration and reimbursement of out-of-pocket expenses incurred in connection hereto, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors based on the recommendation of the Audit Committee.”

#### **SPECIAL BUSINESS:**

#### **ITEM NO. 4: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION (S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LODR) REGULATIONS, 2015:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 of The Companies Act, 2013 (“The Act”) and other applicable provisions, if any, read with Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23(4) of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and IND AS 24 and the rules framed thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, the Company’s Policy on Related Party Transaction(s) and as per recommendation of Audit Committee and such other approvals as may be required, subject to the consent of the shareholders of the Company be and is hereby accorded for approval of material related party transaction(s), which term shall include any Committee thereof constituted/ to be constituted by the Board, to enter into such contract(s)/ arrangement(s)/ transaction(s) with “Related Parties” within the meaning of Section 2 (76) of The Act and Regulation 2 (1)(zb) of the Listing Regulations, to the extent of the maximum amounts as provided below, on such term(s) and condition(s) as the Board of Directors may deem fit, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at ARM’S LENGTH BASIS and in the ORDINARY COURSE OF BUSINESS of the Company for the Financial Year (“FY”) 2022-23 with respect to sale, purchase or supply of any good(s) or material(s), selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any service(s), appointment of agent for purchase or sale of good(s), material(s), service(s) or property or otherwise disposing of any good(s), material(s) or property or availing or rendering of any service(s), borrowings, advances or loans on such term(s) and condition(s) as the Board of Directors may deem fit or appointment of such related party(ies) to any office or place of profit in the Company for an amount which may exceed the threshold for material related party transaction(s), for the

FY 2022-2023 on such term(s) and condition(s) as may be decided by the Board and recommended and reviewed by audit committee.

Sr. No.	Name of Related Party	Relationship	Nature of transaction	Transaction amount in ₹	Financial Year
1	Wardwizard Innovations & Mobility Limited	Wardwizard Innovations & Mobility Limited is promoted by Mr. Yatin Sanjay Gupte. Mr. Yatin Sanjay Gupte is the Managing Director and Promoter of Wardwizard Innovations & Mobility Limited and Non-Executive Non-Independent Director and Promoter of Mangalam Industrial Finance Limited.  Mr. Yatin Sanjay Gupte AND Mr. Venkata Ramana Revuru and are Business Partners.	As per Section 188 and RPT Policy of the company	10 Crores	2022-23
2	Wardwizard Foods and Beverages Limited (Formerly known as Vegetable Products Limited)	Wardwizard Foods and Beverages Limited (Formerly known as Vegetable Products Limited) is	As per Section 188 and RPT Policy of the company	20 Crores	2022-23

		<p>promoted by Mr. Yatin Sanjay Gupte. Mr. Yatin Sanjay Gupte is Non-Executive Non-Independent Director and Promoter of Wardwizard Foods and Beverages Limited (Formerly known as Vegetable Products Limited). Mr. Yatin Sanjay Gupte is Non-Executive Non-Independent Director and promoter of Mangalam Industrial Finance Limited.</p> <p>Mr. Yatin Sanjay Gupte and Mr. Venkata Ramana Revuru are Business Partners.</p>			
3	Yeppy Foods	<p>Mr. Sanjay Mahadev Gupte is the partner of Yeppy Foods. Mr. Sanjay Mahadev Gupte is father of Mr. Yatin Sanjay</p>	As per Section 188 and RPT Policy of the Company	20 Crores	2022-23

		Gupte. Mr. Yatin Sanjay Gupte is Non- Executive Non- Independent Director and promoter of Mangalam Industrial Finance Limited.			
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**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and is hereby severally authorized to negotiate, finalize, vary, amend, renew and revise the terms and conditions of the transactions and enter into, sign, execute, renew, modify and amend all agreements, documents and letters thereof, from time to time and to do all acts, deeds, things and matters and give all such directions as it may in its absolute discretion deem necessary, expedient or desirable, in order to give effect to this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution is hereby approved ratified and confirmed in all respects.”

**ITEM NO. 5: INCREASING BORROWING LIMITS OF THE BOARD OF DIRECTORS OF THE COMPANY UNDER SECTION 180 OF THE COMPANIES ACT, 2013:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of The Companies Act, 2013; including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force, the consent of the shareholders of the Company be and is hereby accorded to borrow such monies from banks, financial institution(s), foreign lender, body corporate entity(ies), authority(ies) from time to time, with or without security, on such terms and conditions as it may consider fit notwithstanding that the amount to be borrowed together with amount already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceeds the aggregate of paid-up capital and free reserves and securities premium provided that the total amount that may be borrowed by the Board and outstanding at any point of time shall not exceed ₹ 100,00,00,000/- (Rupees One Hundred Crores Only).

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and are hereby authorized to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf.”

**ITEM NO. 6: AUTHORIZATION TO MAKE LOAN(S) AND GIVE GUARANTEE(S), PROVIDE SECURITY (IES) OR MAKE INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 186 read with The Companies (Meetings of Board and its Powers) Rules, 2014, Section 179 and other applicable provisions of The Companies Act, 2013; read with rules made thereunder (including any statutory modification (s) or re-enactment thereof for the time being in force) and upon recommendation of the Board of Directors, the consent of shareholders of the Company be and is hereby accorded to authorize the Board of Directors for making Investments in other bodies corporate / giving or granting Loans to any other person (s) or body corporate (s)/ providing Guarantees / Securities on behalf of loan availed by any other person (s) or body corporate (s), from time to time, on such terms and conditions and with or without security as the Board of Directors may think fit which, together with the investments made / loans given or granted / guarantees / securities already made by the Company, which may exceed 60% of paid up capital and free reserves and securities premium OR 100% of free reserves and securities premium, that is to say, reserves not set apart for any specific purpose, whichever is more, provided that the total amount of investments made / loans given / guarantees / securities already made by the Company, shall not at any time exceed the limit of ₹ 100,00,00,000/- (Rupees One Hundred Crores Only).

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to negotiate and settle the terms and conditions of the investments / loans / guarantees / securities which may be made by the Company from time to time, by the Company, finalize the agreements/ contracts and documents in this regard and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.

**RESOLVED FURTHER THAT** all Directors of the Company or Chief Financial Officer or Company Secretary be and are hereby severally authorized to sign such forms/returns and various documents as may be required to be submitted to the Registrar of Companies or such other authorities and to do all the acts, deeds and things which may be necessary to give effect to the above said resolution.”

**ITEM NO. 7: AUTHORIZATION TO ADVANCE ANY LOAN OR GIVE ANY GUARANTEE OR PROVIDE ANY SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013:**

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

**“RESOLVED THAT** pursuant to Section 185 and all other applicable provisions of The Companies Act, 2013; read with The Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of the shareholders of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorized by the Board to exercise the powers conferred on the Board under this



resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by Company or any entity which is a subsidiary or associate or joint venture of the Company or any other person in whom any of the Directors of the Company is interested/deemed to be interested up to an aggregate sum of ₹ 100,00,00,000/- (Rupees One Hundred Crores Only), in their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

**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 approve, decide, vary or modify the terms and conditions applicable for the aforesaid loan, Investment , Corporate Guarantee and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary, desirable or expedient and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**For Mangalam Industrial Finance Limited**

**SD/-**  
**Venkata Ramana Revuru**  
**Managing Director**  
**DIN: 02809108**

**SD/-**  
**Yatin Sanjay Gupte**  
**Non-Executive Non- Independent Director**  
**DIN: 07261150**

**Place: Vadodara**  
**Date: 24<sup>th</sup> August, 2022**

**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING**  
**[PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015]**

<b>Particulars</b>	
<b>Name</b>	Mr. Venkata Ramana Revuru
<b>Fathers' Name</b>	Late Mr. Panchalaiah Revuru
<b>DIN</b>	02809108
<b>Date of Birth/ Age</b>	01 <sup>st</sup> July, 1975
<b>Qualification</b>	Masters of Business Administration – 2002 P.G Diploma –Information Technology–2000. Bachelor of Commerce-1999 AMFI (The Association of Mutual Funds in India) -Advisory Module Certification.
<b>Expertise in specific functional areas/ Experience</b>	Mr. Venkata Ramana Revuru has 22 years of experience in the field of Sales, Business Development, Product Training, Client Servicing, Marketing, Portfolio Management, Market Research, General Administration and Strategic Planning and Financial Product (Including Mutual Fund, Insurance, Multiple Bonds, Infrastructure, Term Deposits (Government or Non- Government), Share/Demat Account and Loans (includes Personal, Business, Vehicle, Mortgage and Home).
<b>Date of First Appointment on the Board of the Company</b>	03 <sup>rd</sup> June, 2021
<b>No. of shares held in own name or in the name of relatives</b>	13,46,30,090 as on 31 <sup>st</sup> March, 2022
<b>Terms and conditions of his appointment</b>	At the Board Meeting held on 03 <sup>rd</sup> June, 2021; he was appointed as Additional Executive Director of the Company. At the Board Meeting held on 10 <sup>th</sup> August, 2021; he was appointed as Executive Non- Independent Director, Managing Director liable to retire by rotation. Being eligible, he has now offered himself for re-appointment.
<b>Details of Remuneration</b>	NA
<b>Directorships held in other public companies (excluding this Company, foreign companies and Section 8 companies)</b>	I Secure Credit & Capital Services Limited (Formerly known as Orchid Securities Limited)
<b>Number of Meetings of the Board attended during the year</b>	07 Board Meetings
<b>Memberships / Chairmanships of committees of other public companies</b>	01 – Stakeholders Relationship Committee {I Secure Credit & Capital Services Limited (Formerly known as Orchid Securities Limited)}

## NOTES:

- 1) In view of the ongoing COVID-19 pandemic, social distancing norms to be followed and pursuant to General Circular No. 14/2020 dated 08<sup>th</sup> April, 2020 read with General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020 read with General Circular No. 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021 and 20/2021 dated 08<sup>th</sup> December, 2021 and 3 /2022 dated 05<sup>th</sup> May, 2022 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as “MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022 issued by the Securities and Exchange Board of India (collectively referred to as “SEBI Circulars”) and in compliance with the provisions of The Companies Act, 2013 and The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM) without the physical presence of the members at a common venue. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- 2) The Members can join the AGM through VC/OAVM 15 minutes before the scheduled time of the commencement of the Meeting and during the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 3) Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
- 4) Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of The Companies Act, 2013.
- 5) Members are informed that in case of joint holders attending the Meeting, only such joint holder whose name stands first in the Register of Members of the Company/ list of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) /Central Depository Services (India) Limited (“CDSL”) (collectively referred to as “Depositories”) in respect of such joint holding will be entitled to vote.
- 6) Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the company. **Since this AGM is being held through VC / OAVM** pursuant to the MCA circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the proxy form and attendance slip are not annexed hereto.
- 7) **Mrs. Pooja Amit Gala**, a Practicing Company Secretary (Membership No. 69393), has been appointed as “Scrutinizer” to scrutinize the e-voting process and voting at the AGM in a fair and transparent manner and she has communicated her willingness to be appointed.
- 8) In pursuance of Section 112 and Section 113 of The Companies Act, 2013; representatives of the members such as the President of India or the Governor of a State or body corporate can

attend the AGM through VC/ OAVM and cast their votes through e-voting. Institutional / Corporate Members intending to appoint Authorized Representative to attend and vote on their behalf at the AGM are required to send a scanned copy (PDF/JPG format) of its Board or Governing body resolution /authorization letter etc. authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting at least 48 hours before the AGM. The said resolution / authorization shall be sent to the scrutinizer by e-mail through its registered e-mail address to [cspoojagala@gmail.com](mailto:cspoojagala@gmail.com) or upload on the VC portal / e-voting portal i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- 9) The Explanatory Statement pursuant to Section 102(1) of The Companies Act, 2013 relating to the business to be transacted at the AGM is annexed hereto. The brief details of the persons seeking appointment/re-appointment as Directors as required under Regulation 36(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the ICSI, is also annexed to this Notice.
- 10) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of **19<sup>th</sup> September, 2022**. Members shall have one vote for every one fully paid share of the Company held by them as on the cut-off date. Members can vote for their entire voting rights as per their discretion.
- 11) Pursuant to the MCA Circulars, the Notice of the AGM is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company /Depositories. Copy of the Notice of the AGM is also available for download on the website of the Company at <https://www.miflindia.com>, the e-voting portal i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and on the websites of the Stock Exchanges, i.e. BSE at <https://www.bseindia.com>
- 12) Members who have not registered their email addresses with the Company/ RTA or their Depositories for receiving all communication (including Notice and Annual Report) from the Company electronically can get the same registered as follows:
  - i. Members holding shares in physical mode and who have not registered/ updated their email addresses with the Company/ RTA are requested to register by visiting <https://purvashare.com/email-and-phone-updation/>
  - ii. Members holding shares in dematerialized mode are requested to register/ update their email addresses with the relevant Depositories.
- 13) Members will be able to attend AGM through VC/ OAVM by logging on to the e-voting website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) by using their e-voting login credentials. On this webpage, click on the tab Shareholders / Members, the Video Conferencing/ webcast link would be available.
- 14) Members who would like to express their views/ ask questions during the AGM may register themselves as a speaker by sending their request in advance at least seven days before the AGM. Members who do not wish to speak during the AGM but have queries may send their queries, mentioning the name, securities demat account number/folio number, email id, mobile number to [mangalamindustrialfinanceltd@gmail.com](mailto:mangalamindustrialfinanceltd@gmail.com) can send their queries in advance 7 days prior to meeting.
- 15) Only those Members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the AGM for a maximum time of 2 (Two) minutes each, once

the floor is open for shareholder queries. The Company reserves the right to restrict the number of speakers and number of questions depending on the availability of time for the AGM.

- 16) SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are required to submit their PAN to their Depository Participants and Members holding shares in physical form shall submit their PAN to Purva Shareregistry (India) Pvt. Ltd., Mumbai (Company's Registrar & Share Transfer Agents) or to the Company Secretary at the registered office of the Company.
- 17) Members seeking any information or clarification with regard to the accounts are requested to write to the Company at least TEN days in advance of meeting so that the required information can be readily available in the Meeting.
- 18) Members who are present in the meeting through VC / OAVM and have not cast their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting.
- 19) The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- 20) The Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday, 20<sup>th</sup> September, 2022 to Monday, 26<sup>th</sup> September, 2022 (both days inclusive)** for the purpose of Annual General Meeting (AGM).
- 21) As per Regulation 40 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; as amended, securities of listed companies can be transferred/transmitted/ transposed only in dematerialized form with effect from 01<sup>st</sup> April, 2019. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
- 22) Members holding shares in physical form and wishing to avail of the nomination facility, are requested to send the duly filled in nomination form (Form SH-13) to the Company's Registrar & Share Transfer Agent.
- 23) Members are requested to notify any changes to their respective Depository Participants.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

The remote e-voting period begins on **Friday, 23<sup>rd</sup> September, 2022 at 09:00 A.M. and ends on Sunday, 25<sup>th</sup> September, 2022 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Monday, 19<sup>th</sup> September, 2022**, may cast their vote

electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Monday, 19<sup>th</sup> September, 2022**.

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

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

#### **Step 1: Access to NSDL e-Voting system**


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

In terms of SEBI circular dated 09<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

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



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

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

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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.
4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
    - c) How to retrieve your 'initial password'?
      - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
  6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, home page of e-Voting will open.

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

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

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

### General Guidelines for shareholders

1. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cspoojagala@gmail.com](mailto:cspoojagala@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e., **Monday, 19<sup>th</sup> September, 2022** may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. **1800 1020 990** and **1800 22 44 30**. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e., **Monday, 19<sup>th</sup> September, 2022** may follow steps mentioned in the Notice of the AGM under Step 1: “Access to NSDL e-Voting system” (Above).
3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will

need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [mangalamindustrialfinancelt@gmail.com](mailto:mangalamindustrialfinancelt@gmail.com) (Company email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [mangalamindustrialfinancelt@gmail.com](mailto:mangalamindustrialfinancelt@gmail.com) (Company email id). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e., Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 09<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “Join Meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [mangalamindustrialfinanceltd@gmail.com](mailto:mangalamindustrialfinanceltd@gmail.com) (company email id) latest by 05:00 p.m. (IST) on **Monday, 19<sup>th</sup> September, 2022**. The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
8. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call 1800 1020 990 / 1800 22 44 30.



**ANNEXURE TO NOTICE**  
**EXPLANATORY STATEMENT U/S 102 OF THE COMPANIES ACT, 2013**

As required by Section 102 of The Companies Act, 2013; the following explanatory statements sets out all material facts relating to the business mentioned under Item Nos. 4 to 7 of the accompanying notice:

**ITEM NO.4: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LODR) REGULATIONS, 2015.**

Mr. Yatin Sanjay Gupte, Mr. Vettukallel Avirachan Sojan, Mr. Venkata Ramana Revuru, Wardwizard Solutions India Private Limited and Garuda Mart Private Limited are being the promoters of the Company and Mr. Yatin Sanjay Gupte, is a common director, promoter and member of the Wardwizard Innovations & Mobility Limited and Wardwizard Foods and Beverages Limited (Formerly known as Vegetable Products Limited). Mr. Yatin Sanjay Gupte is the Managing Director of Wardwizard Innovations & Mobility Limited. Mr. Sanjay Mahadev Gupta who is the partner of Yeppy Foods; is the immediate relative of Mr. Yatin Sanjay Gupte. Mr. Yatin Sanjay Gupte and Mr. Venkata Ramana Revuru are Business Partners. As a result, these companies are related parties as per Section 2(76) of The Companies Act, 2013.

The list of related parties is as follows, with whom Company may enter into business transaction (s) during the financial year 2022-23:

Sr. No.	Name of the Related Party	Transaction (s) Amount in ₹
1.	Wardwizard Innovations & Mobility Limited	10 Crores
2.	Wardwizard Foods and Beverages Limited (Formerly known as Vegetable Products Limited)	20 Crores
3.	Yeppy Foods	20 Crores

Moreover, the estimated value of the transaction(s) relating to ongoing sale, purchase or supply of any good(s) or material(s), selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any service(s), appointment of agent for purchase or sale of good(s), material(s), service(s) or property or otherwise disposing of any goods, materials or property or availing or rendering of any services, borrowings and advances or loans on such term(s) and condition(s) as the Board of Directors may deem fit or appointment of such related party to any office or place of profit in the Company for an amount during the financial year 2022-23 as mentioned in the below list are likely to exceed the threshold prescribed under section 188 of the Companies Act, 2013, read with the rules made there and under Regulations 23 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and will be considered material and therefore would require the approval of shareholders of the Company by a Special Resolution.

The particulars of the Contract (s) /Arrangement (s) /transaction (s) Pursuant to sub-rule (3) of Rule 15 of The Companies (Meetings of the Board and its Powers) Rules, 2014 read along with recommended by Audit Committee grant the omnibus approval as per Regulation 23 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as follows:

Sr. No.	Particulars	Details		
1	Name of the Related Party	Wardwizard Innovations & Mobility Limited	Wardwizard Foods and Beverages Limited (Formerly known as Vegetable Products Limited)	Yeppy Foods
2	Name of the Director of KMP who is related	<p>Wardwizard Innovations &amp; Mobility Limited is promoted by Mr. Yatin Sanjay Gupte. Mr. Yatin Sanjay Gupte is the Managing Director and Promoter of Wardwizard Innovations &amp; Mobility Limited and Non-Executive Non-Independent Director and Promoter of Mangalam Industrial Finance Limited.</p> <p>Mr. Yatin Sanjay Gupte AND Mr. Venkata Ramana Revuru and are Business Partners.</p>	<p>Wardwizard Foods and Beverages Limited (Formerly known as Vegetable Products Limited) is promoted by Mr. Yatin Sanjay Gupte. Mr. Yatin Sanjay Gupte is Non-Executive Non-Independent Director and Promoter of Wardwizard Foods and Beverages Limited (Formerly known as Vegetable Products Limited). Mr. Yatin Sanjay Gupte is Non-Executive Non-Independent Director and promoter of Mangalam Industrial Finance Limited.</p> <p>Mr. Yatin Sanjay Gupte and Mr. Venkata Ramana Revuru are Business Partners.</p>	<p>Mr. Sanjay Mahadev Gupte is the partner of Yeppy Foods. Mr. Sanjay Mahadev Gupte is father of Mr. Yatin Sanjay Gupte. Mr. Yatin Sanjay Gupte is Non-Executive Non-Independent Director and promoter of Mangalam Industrial Finance Limited.</p>
3	Nature of Relationship (including nature of interest, financial or otherwise)	-	-	-
4	Nature of Transaction	As per Section 188 and RPT Policy of the company	As per Section 188 and RPT Policy of the company	As per Section 188 and RPT Policy of the company
5	Tenure of Transaction	FY 2022-23	FY 2022-23	FY 2022-23

6	Maximum value of Transactions	10 Crores	20 Crores	20 Crores
7	Type, Material terms and particulars of the proposed transaction	Lending (Loans and Advances) during the financial year 2022-23 on such term(s) and condition(s) as the Board of Directors may deem fit.		
8	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	855%	1710%	1710%
9	Percentage of the listed entity's Subsidiary - annual standalone turnover, for the immediately preceding financial year, that is represented by the value of the proposed Transaction (In case of RPT involving a Subsidiary)	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE
10	Details of the source of funds if the transaction related to any loans, inter corporate deposits, advances or investments made or given by listed entity or its subsidiary.	The financial assistance is provided/ would be provided from the internal accruals/own funds/funds raised through issue of equity shares/debt Instruments or inter corporate loans of the Company.		
11	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments (nature of indebtedness / Cost of Funds and Tenure to be specified)	NO	NO	NO
12	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;	Unsecured working capital loan/Term Loan for the tenure as mutually agreed between the parties. Interest rate will be in line with prevailing bank lending rates.		
13	the purpose for which the funds will be	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ requirements/exigencies of the Related Party		

	utilized by the ultimate beneficiary pursuant to the RPT			
14	Justification as to why the RPT is in the interest of the listed entity;	The Board considers that the proposed related party transactions are in the ordinary course of business and at arm's length basis and play a vital role in the growth of business operations of the listed entity		
15	A copy of the Valuation or other external party report, if any such report has been relied upon.	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE
16	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE
17	Any other information relevant or important for the members to take a decision on the proposed resolution	All relevant/ important information forms a part of this Explanatory statement setting out material facts pursuant to Section 102(1) of The Companies Act, 2013.		

The Indicative base price/ current contracted price and the formula for variation in the price if any: **It cannot be ascertained at this moment, it depends on the purchase during said period.**

Other conditions as the Audit Committee may deem fit: **NIL**

Manner of determining the pricing: **All the Proposed transaction (s) would be carried out as part of business requirement of the Company and are ensured to be on arm's length basis.**

Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors: **All factors have been considered.**

Any other information relevant or important for the Board to take a decision on the proposed transaction: **Nil**

The contract (s)/ arrangement (s) / transaction(s) with above related parties are necessary in the ordinary course and have a significant role in the Company's operations. Therefore, the Board of Directors commends the resolution as set-out at Item No. 4 for approval of the shareholders as Special Resolution.

None of the Directors / Key Managerial Personnel except Mr. Yatin Sanjay Gupte, is concerned or interested, financially or otherwise in the resolution except to the extent of their shareholding in the Company, if any.

#### **ITEM NO. 5: INCREASING BORROWING LIMITS OF THE BOARD OF DIRECTORS OF THE COMPANY UNDER SECTION 180 OF THE COMPANIES ACT, 2013:**

As per the provisions of Section 180(1)(c) of The Companies Act, 2013; the Board of Directors of the Company cannot, except with the consent of the Shareholders in the General Meeting by a Special

Resolution, borrow the monies apart from temporary loans (loans viz., means loans repayable on demand or within six months from the date of the loan such as short-term, cash credit arrangements, the discounting of bills and the issue of other short-term loans of a seasonal character, but does not include loans raised for the purpose of financial expenditure of a capital nature) where the monies to be borrowed together with the monies already borrowed does not exceed ₹ 100,00,00,000/- (Rupees One Hundred Crores Only) from banks, financial institution(s), foreign lender, body corporate entity(ies), authority(ies) in the ordinary course of business.

Hence, it is necessary for the Members to pass Special Resolution under Section 180 (1)(c) of The Companies Act, 2013 and other applicable provisions and the Board of Directors accordingly recommends the passing of this Special Resolution.

None of the directors, Key managerial personnel or their relatives thereof is interested or concerned in the proposed resolution except to the extent to their shareholding.

**ITEM NO. 6: AUTHORIZATION TO MAKE LOAN(S) AND GIVE GUARANTEE(S) PROVIDE SECURITY (IES) OR MAKE INVESTMENTS:**

The Company has been making investments in, giving loans and guarantees and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary or associates, if any) for the purpose of their business activities, from time to time, in compliance with the applicable provisions of the Act. The Board of Directors intends to provide loan, investment, guarantee and security to other person(s) and/or Body Corporate(s) in view of company's strategic plans.

Hence, as per sub section (2) & (3) of Section 186 of The Companies Act, 2013, a Company is required to obtain the prior approval of the members through special resolution, in case the Company wants to-

- a. Give any loan to any person or other body corporate
- b. Give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- c. Acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

Exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account or 100% of its free reserve and securities premium account, whichever is more.

Your company is growing and therefore in order capitulate the various opportunities of the prevailing industry, the Board of directors is seeking approval of the members pursuant to Section 186 of The Companies Act, 2013 over and above the limit as specified in the resolution No. 6.

None of the Directors, Key managerial personnel or their relatives thereof is interested or concerned in the proposed resolution except to the extent to their shareholding.

The Board commends the passing of the special resolution set out at item No. 6 of accompanying notice

**ITEM NO. 7: AUTHORIZATION TO ADVANCE ANY LOAN OR GIVE ANY GUARANTEE OR PROVIDE ANY SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013.**

As per Section 185 of The Companies Act, 2013 a company may advance any loan including any loan represented by a book debt, or give guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested, subject to the condition that:

- a. Special Resolution is passed by the Company in general meeting
- b. The loans are utilized by the borrowing company for its principal business activities.

The Loan amount to the extent of ₹ 100 Crores (Rupees One hundred Crores) to be lent and will be used by the borrowing company for the purpose of its principle business activity.

All relevant documents considered at the meeting can be inspected at the office hours on working days at the corporate office of the company.

None of the Directors, Key managerial personnel or their relatives thereof is interested or concerned in the proposed resolution except to the extent to their shareholding.

The Board commends the passing of the special resolution set out at item No. 7 of accompanying notice.

**For Mangalam Industrial Finance Limited**

**SD/-**  
**Venkata Ramana Revuru**  
**Managing Director**  
**DIN: 02809108**

**SD/-**  
**Yatin Sanjay Gupte**  
**Non-Executive Non- Independent Director**  
**DIN: 07261150**

**Place: Vadodara**  
**Date: 24<sup>th</sup> August, 2022**



## **DIRECTORS' REPORT**

To,

The Members,

Your Directors have pleasure in presenting the 39<sup>th</sup> Annual Report of the Company together with Standalone Audited Accounts for the financial year ended on 31<sup>st</sup> March, 2022.

### **1. FINANCIAL RESULTS.**

Particulars	(₹ in Lakhs)	
	Current Year 2021-22	Previous Year 2020-21
Interest & Other Income	116.94	205.28
Profit Before Depreciation & Taxation & Exceptional Items	(67.51)	90.21
Exceptional Items	300.00	-
Profit Before Depreciation & Taxation	232.49	90.21
Less: Depreciation	0.00	0.00
Less: Current Tax	98.77	23.46
Less: Deferred Tax	0.00	0.00
Profit / (Loss) After Taxation	133.72	66.75
Add: Balance Brought Forward from Previous Year	(364.82)	(38.22)
Less: Transferred to Statutory Reserve	0.00	13.35
Less: Fair Valuation of Equity Instrument	0.00	382.34
Add: Contingent Provision For Standard Assets	0.00	2.34
Balance Carried to Balance Sheet	(231.10)	(364.82)

### **2. SHIFTING OF REGISTERED OFFICE AND CORPORATE OFFICE OF THE COMPANY.**

Pursuant to Section 12 of The Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification and re-enactment thereof for the time being in force), the Company has changed its Registered Office of the Company from Subol Dutt Building, 13, Brabourne Road, Mezzanine Floor Kolkata – 700 001 to MMS Chambers, 4A, Council House, 1st Floor, Room No. D1, Kolkata, West Bengal – 700 001 with effect from 21<sup>st</sup> October, 2021.

The Company's Corporate Office Address has been situated to Hall No-1, M R Icon, Next to Milestone, Vasna Bhayli Road, Vadodara, Gujarat – 391 410 with effect from 03<sup>rd</sup> June, 2021, on account of change of management and KMP, Directors and major department is functioning from Vadodara and also the place of keeping books of accounts and statutory registers.

### **3. OPERATIONS/STATE OF COMPANY'S AFFAIRS.**

The Profit before tax during the year is ₹ 232.49 Lakhs against Profit before tax ₹ 90.21 Lakhs in previous year. The Profit after tax is ₹ 133.72 Lakhs against Profit of ₹ 66.75 Lakhs in previous year. In assessing the recoverability of loans, receivables and investments, the Company has considered internal and external sources of information, economic forecast and industry reports upto the date of approval of these financial results. The Company has developed estimates and applied management overlays for the purpose of determination of the provisions of impairment of financial assets. The Company is monitoring the impact of novel coronavirus (COVID-19) pandemic on its liquidity and ability to repay its obligation as and when they are due. Your Directors are identifying prospective areas and will make appropriate investments that will maximize the revenue of the Company in the current Financial Year.

During the year, there has been change in the ownership, management & control of the Company during the financial year & the new management took the control of the Company from 03<sup>rd</sup> June, 2021. The present management is operating from Vadodara office. There has been change in the KMP/Auditors of the Company pursuant to the change in management. The books of accounts & business activities are being carried out from Vadodara and KMPs are located in the corporate office situated at Vadodara.

During the financial year 2021-22 due to change in ownership, control and management of the company: (1) Mr. Yatin Gupte (2) Mr. Venkata Ramana (3) Mr. Vettukallel Sojan (4) Garuda Mart India Private Limited and (5) Wardwizard Solutions India Private Limited, (collectively known as "Acquirers" or "Promoters and Promoter group") have acquired 25,51,92,000 equity shares of ₹ 1.00/- each representing 26.54% of the paid-up capital of the Company by way of Share Purchase Agreement dated 19<sup>th</sup> November, 2020 between the erstwhile promoters and the Acquirers.

The Acquirers have made the first open offer of 25,00,27,310 equity shares of ₹ 1.00/- each at an offer price of ₹ 0.50/- per share representing 26.00% of the paid-up capital of the Company vide Detailed public statement dated 19<sup>th</sup> November, 2020. RBI vide its letter no. DoS(NBFC). RO.Kol.No.333 /08.02.400/2020-21 dated 23<sup>rd</sup> December, 2020 has given its approval for change in the control & management of the Company. The open offer opened on 31<sup>st</sup> May, 2021 and concluded successfully on 11<sup>th</sup> June, 2021.

The Acquirers have made the second open offer of 21,15,61,570 equity shares of ₹ 1.00/- each at an offer price of ₹ 0.50/- per share representing 22.00% of the paid-up capital of the Company vide Detailed public statement dated 04<sup>th</sup> August, 2021. The second open offer opened on 11<sup>th</sup> November, 2021 and concluded successfully on 25<sup>th</sup> November, 2021. After the second open offer, the promoters and promoter group are holding 71,67,80,880 equity shares representing 74.54% of the paid up capital of the Company.

### **4. CHANGES IN THE NATURE OF BUSINESS.**

There was no change in the nature of business of the Company.

**5. LISTING OF EQUITY SHARES.**

The Company's equity shares are listed on The BSE Limited (Scrip Code: 537800)

The Company has paid the Annual Listing Fees for the financial year 2021-22 to the said Stock Exchange as required.

**6. EFFECT OF COVID-19 ON THE BUSINESS OF THE COMPANY.**

The resurgence of COVID cases in first quarter of financial year 2021-22 led to increase in challenges due to restricted movement and the disrupted economic cycle. The situation gradually improved by the end of the first quarter because of lower restrictions and increased pace of vaccination.

During this unprecedented year, we continued to prioritize the health and wellbeing of our employees through multiple safety measures. We have ensured continuation of services of all employees, allowed them to work from home whenever required, kept their personal revenue stream flowing without any interruption and ensured that their morale was kept high.

India is emerging from the COVID-19 pandemic. The extent to which any new wave of COVID-19 will impact the NBFC's results will depend on ongoing as well as future developments, including, among other things, any new information concerning the severity of the COVID-19 pandemic, and any action to contain its spread or mitigate its impact whether government mandated or elected by us.

The impact assessment of COVID-19 is a continuing process given its uncertainty in nature and duration; this may have corresponding impact in the financial position. The Company will continue to monitor any material changes to the future economic conditions.

**7. BRIEF DESCRIPTION OF THE STATE OF COMPANY'S AFFAIRS.**

The Company is a Non-Banking Finance Company and is presently engaged in the business of investing and financing.

**8. DIVIDEND.**

In view of strengthening the financial position of the Company and to enhance the reserve base of the Company, the Directors have not recommended any dividend during the financial year 2021-22.

**9. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND.**

Since there was no unpaid/unclaimed Dividend declared and paid in the previous year, the provisions of Section 125 of The Companies Act, 2013 is not applicable to the Company.

#### **10. SHARE CAPITAL.**

The paid-up capital of the company as on 31<sup>st</sup> March, 2022 was ₹ 96,16,43,500. During the financial year, the Company has not allotted any equity shares.

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

There is no such material change and commitment, affecting the financial position of the Company which have occurred between the end of the financial year ended on 31<sup>st</sup> March, 2022 and the date of the report.

#### **12. TRANSFER TO RESERVES.**

The Company during the year under review, in accordance with Section 45-IC (1) of The Reserve Bank of India Act, 1934 has not transferred any amount to Statutory Reserve due to Carried forward losses of previous years. As on 31<sup>st</sup> March, 2022, the balance in the Statutory Reserve is ₹ 33.05 lakhs.

#### **13. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013.**

The Company is committed to provide and promote safe, healthy and congenial atmosphere irrespective of gender, caste, creed, color or social status of the employee.

a.	Number of complaints filed during the financial year	NIL
b.	Number of complaints disposed off during the financial year	NA
c.	Number of complaints pending as on end of the financial year	NIL

#### **14. HOLDING, SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES COMPANIES AS PER THE COMPANIES ACT, 2013.**

The Company does not have any holding, subsidiary, joint venture and associate companies as per The Companies Act, 2013.

#### **15. CORPORATE SOCIAL RESPONSIBILITY.**

The provisions of Section 135 of The Companies Act, 2013 read with The Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable to the Company. Hence, there is no need to develop CSR policy and to take initiative thereon.

## **16. RISK MANAGEMENT.**

The Company has framed a Risk Management Policy containing the elements of risks and implementation strategy to mitigate those risks. During the year, the risk management policy was reviewed by the management of the Company; to make it more focused in identifying and prioritizing the risks, role of various executives in monitoring & mitigation of risk and reporting process. Its aim is to enhance shareholders value and to provide an optimum risk reward tradeoff.

The Risk Management Policy has been reviewed and found adequate to the requirements of the Company, and approved by the Board of Directors. Presently, the composition of Risk Management Committee as required under Regulation 20 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the Company.

The Management evaluated various risks and that there is no element of risk identified that may threaten the existence of the Company.

## **17. COMPLIANCE.**

The Compliance function of the Company is responsible for independently ensuring that operating and business units comply with the regulatory and internal guidelines. The Compliance Department of the Company continues to play a pivotal role in ensuring implementation of compliance functions in accordance with the directives issued by the Regulators, the Board of Directors and the Company's Compliance Policy. The Audit Committee reviews the performance of the Compliance Department and the status of compliance with the regulatory or internal guidelines on a periodic basis. New instructions and guidelines issued by the regulatory authorities were disseminated across the Company to ensure that the business and functional units functions with the boundaries set up by the regulators and that the compliance risks are suitably monitored and mitigated in course of their activities and processes.

## **18. AUDITORS.**

### **Statutory Auditors**

M/s. Mahesh Udhwani & Associates, Chartered Accountants, Vadodara with firm registration number 129738W were appointed as Statutory Auditors w.e.f. 23<sup>rd</sup> August, 2021 till the conclusion of the Annual General Meeting of the Company to be held in the year 2023 (subject to ratification of their appointment at every Annual General Meeting). They have audited the financial statements of the Company for the year under review. The observations of Statutory Auditor in their Report read with relevant Notes to Accounts are self-explanatory and therefore, do not require any further explanation.

Further, there were no frauds reported by the Statutory Auditors to the Audit Committee or the Board under Section 143(12) of The Companies Act, 2013.

## **Secretarial Auditor**

Pursuant to the provisions of Section 204 of The Companies Act, 2013 read with Rule 9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014; the Company had appointed Mr. Santosh Kumar Pandey, Company Secretary in practice (Membership Registration No. 8546) to conduct and undertake the Secretarial Audit of the Company for the year ended on 31<sup>st</sup> March, 2022. During the financial year, Mr. Santosh Kumar Pandey resigned as Secretarial Auditor and Mrs. Aparna Tripathi, Company Secretary in Practice (Membership Registration No. 67594) was appointed as Secretarial Auditor to conduct the secretarial audit for the Financial year 2021-22. The Secretarial Audit Report in Form MR-3 forms part of the Corporate Governance Report. There are no qualifications, reservations or adverse remarks made by the Secretarial Auditor in his Report. The Report does not contain any qualification, reservation or adverse remark.

As on 12<sup>th</sup> August, 2022; Mrs. Aparna Tripathi, Company Secretary in Practice (Membership Registration No. 67594) resigned as the Secretarial Auditor of the Company and Mrs. Pooja Amit Gala (Membership Registration No. A69393) was appointed as the Secretarial Auditor of the company for the financial year 2022-23.

## **ANNUAL SECRETARIAL COMPLIANCE REPORT**

Your Company has undertaken an audit for the financial year 2021-22 for all applicable compliances as per The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars/Guidelines issued thereunder. The Annual Secretarial Compliance Report issued by Mrs. Aparna Santoshkumar Tripathi, Secretarial Auditor for the financial year 2021-22 has been submitted to the stock exchange and forms part of the Report.

No non-compliance have been reported under the Annual Secretarial Compliance Report for financial year 2021-22.

### **19. INTERNAL AUDITORS.**

M/s. Upadhyay & Company-LLP, Chartered Accountant (Firm Registration Number : 131136W) have been appointed as Internal Auditors by complying with the provisions of Section 138 of The Companies Act, 2013 read with Rule 13 of The Companies (Accounts) Rules, 2014.

### **20. INDIAN ACCOUNTING STANDARDS, 2015.**

The annexed financial statements complies in all the material aspects with The Indian Accounting Standards (Ind AS) notified under Section 133 of The Companies Act, 2013 read with The Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of The Companies Act, 2013.

## **21. RBI GUIDELINES.**

The Company continues to fulfill all the norms and standards as laid down by the RBI Guidelines pertaining to Non-Performing Assets, Capital Adequacy, Statutory Liquid assets, etc. The Company is in compliance with the NBFC- Corporate Governance (Reserve Bank) Directions, 2015. The Company continues to be in compliance with the Master Direction for Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016.

## **22. DIRECTORS.**

The entire Board of Directors of the Company had undergone changes on account of change in ownership, control and management of the Company as on 03<sup>rd</sup> June, 2021; which are as under:

<b>Sr. No.</b>	<b>Name of Director</b>	<b>Appointment/ Cessation</b>	<b>Category</b>
1.	Mr. Pradeep Kumar Daga	Cessation	Managing Director, Chairman , Executive Director(Promoter)
2.	Mr. Rathindra Nath Ghosh	Cessation	Non-Executive - Independent Director
3.	Mr. Utpal Dey	Cessation	Non-Executive - Non Independent Director
4.	Mrs. Santosh Choradia	Cessation	Non-Executive - Non Independent Director
5.	Mr. Nitesh Singh	Cessation	Non-Executive - Independent Director
6.	Mrs. Pritika Choraria	Cessation	Non-Executive – Woman Independent Director
7.	Mr. Venkata Ramana Revuru	Appointment	Managing Director (as on 10 <sup>th</sup> August, 2021), Chairman (as



			on 14 <sup>th</sup> November, 2021) , (Promoter)
8.	Mr. Yatin Sanjay Gupte	Appointment	Non-Executive - Non Independent Director
9.	Mr. Vettukallel Avirachan Sojan	Appointment	Non-Executive - Non Independent Director
10.	Mr. Bhargav Govindprasad Pandya	Appointment	Non-Executive - Independent Director
11.	Mr. Nikhil Bhagwanshanker Dwivedi	Appointment	Non-Executive - Independent Director
12.	Mrs. Neelambari Harshal Bhujbal	Appointment	Non-Executive – Woman Independent Director

#### **Directors liable to retire by rotation**

In accordance with the provisions of The Companies Act, 2013 and the Articles of Association of Company, Mr. Venkata Ramana Revuru (DIN: 02809108) retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, offers himself for re-appointment. As required by Regulation 36(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; the relevant details in respect of the Directors proposed to be appointed / re-appointed are set out in the Corporate Governance Report forming part of the Directors' Report. The Board recommends all the resolutions placed before the members relating to appointment / re-appointment of Directors for their approval.

#### **Number of Board Meetings of the Board of Directors**

Schedules of Board and Committee meetings are prepared and circulated in advance to the Directors.

During the financial year, 09 (Nine) Board Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the meetings was within the period prescribed under The Companies Act, 2013.

Details of the attendance of the Directors at the Board meetings held during the year ended 31<sup>st</sup> March, 2022 are as follows:

Name of the Director	DIN	Category	Number of Board Meetings		Attendance at the last AGM (27 <sup>th</sup> September, 2021)
			Held	Attended	
Mr. Pradeep Kumar Daga	00080515	Managing Director, Chairman, Executive Director (resigned on 03 <sup>rd</sup> June, 2021)	09	02	NA
Mr. Utpal Dey	06931935	Non-Executive Non-Independent Director (resigned on 03 <sup>rd</sup> June, 2021)	09	02	NA
Mrs. Santosh Choradia	08471379	Non-Executive Non-Independent Director (resigned on 03 <sup>rd</sup> June, 2021)	09	02	NA
Mr. Rathindra Nath Gosh	00152267	Non-Executive Independent Director (resigned on 03 <sup>rd</sup> June, 2021)	09	02	NA
Mr. Nitesh Singh	08751700	Non-Executive - Independent Director (resigned on	09	02	NA

		03 <sup>rd</sup> June, 2021)			
Mrs. Pritika Choraria	08752495	Non-Executive - Woman Independent Director (resigned on 03 <sup>rd</sup> June, 2021)	09	02	NA
Mr. Venkata Ramana Revuru	02809108	Managing Director, Chairman, (Promoter) (appointed on 03 <sup>rd</sup> June, 2021)	09	07	YES
Mr. Yatin Sanjay Gupte	07261150	Non-Executive Non-Independent Director (appointed on 03 <sup>rd</sup> June, 2021)	09	07	YES
Mr. Vettukallel Avirachan Sojan	07593791	Non-Executive Non-Independent Director (appointed on 03 <sup>rd</sup> June, 2021)	09	07	YES
Mrs. Neelambari Harshal Bhujbal	09195568	Non-Executive - Woman Independent Director (appointed on 03 <sup>rd</sup> June, 2021)	09	07	YES
Mr. Bhargav Govindprasad Pandya	08693675	Non-Executive Independent Director (appointed on 03 <sup>rd</sup> June, 2021)	09	07	YES

Mr. Nikhil Bhagwanshanker Dwivedi	08865234	Non-Executive Independent Director (appointed on 03 <sup>rd</sup> June, 2021)	09	04	YES
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**Your Directors make the following statement in terms of Section 134 of The Companies Act, 2013, which is to the best of their knowledge and belief and according to the information and explanations obtained by them:**

Pursuant to the requirement under Section 134 of The Companies Act, 2013 with respect to the Directors' Responsibility Statement, the Board of Directors of the Company hereby confirms:

- i. In the preparation of the annual accounts for the Financial Year ended 31<sup>st</sup> March, 2022 the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii. That Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for the year ended 31<sup>st</sup> March, 2022;
- iii. The Directors have taken sufficient and proper care for the maintenance of adequate accounting records in accordance with the provisions of Act for safeguarding the assets of the Company and for preventing and detecting material fraud and other irregularities;
- iv. The Directors have prepared the annual accounts for the Financial Year ended 31<sup>st</sup> March, 2022 on a going concern basis;
- v. That the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively;
- vi. That 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.

### **23. COMMITTEES OF THE BOARD.**

The Board of Directors have the following Committees:

- a) Audit Committee
- b) Nomination and Remuneration Committee
- c) Stakeholders' Relationship Committee

The details of the Committees along with their composition, number of meetings held and attendance at the meetings are provided in the Corporate Governance.

### **24. KEY MANAGERIAL PERSONNEL.**

In terms of Section 203 of The Companies Act, 2013; following are the Key Managerial Personnel as on the date of the report.

Sr. No.	Name of Key Managerial Personnel	Designation
1.	Mr. Venkata Ramana Revuru (Appointed w.e.f. 10 <sup>th</sup> August, 2021)	Managing Director
2.	Mrs. Tamanya Dey (Resigned on 03 <sup>rd</sup> June, 2021)	Chief Financial Officer
3.	Mr. Deepakkumar Mineshkumar Doshi (Appointed w.e.f. 03 <sup>rd</sup> June, 2021)	Chief Financial Officer
4.	Mr. Manish Bhoot (Resigned on 30 <sup>th</sup> November, 2021)	Company Secretary and Compliance Officer
5.	Ms. Manisha Sharma (Appointed w.e.f 01 <sup>st</sup> December, 2021 and resigned on 01 <sup>st</sup> July, 2022)	Company Secretary and Compliance Officer
6.	Ms. Sakina Lokhandwala (Appointed w.e.f. 06 <sup>th</sup> July, 2022)	Company Secretary and Compliance Officer

## **25. DECLARATION BY INDEPENDENT DIRECTORS.**

All the Independent Directors of the Company have given their declaration to the Company under Section 149(7) of The Companies Act, 2013; that they meet the criteria of independence as provided under Section 149(6) of The Companies Act, 2013 read with Regulation 16(1)(b) of The SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. The Board has also confirmed that they are not aware of any circumstances or situation which exist or may be reasonable anticipated that could impair or impact their ability to discharge their duties and that they are independent of the management.

The Board, after undertaking assessment and on examination of the relationships disclosed, considered the following Non-Executive Directors as Independent Directors:

- Mrs. Neelambari Harshal Bhujbal
- Mr. Bhargav Govindprasad Pandya
- Mr. Nikhil Bhagwanshanker Dwivedi

## **26. MEETING OF INDEPENDENT DIRECTORS.**

A separate meeting of the Independent Directors was held on 14<sup>th</sup> February, 2022; as per the provisions of Schedule IV (Code for Independent Directors) of The Companies Act, 2013 and Regulation 25(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; in which the following matters were considered:

- Evaluation of the performance of Non-Independent Directors and the Board of Directors
- Evaluation of the performance of the Chairman, taking into account the views of the Executive and Non- Executive Directors

- Evaluation of the quality, content and timeliness of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The Independent Directors expressed satisfaction with the overall performance of the Directors and the Board as a whole.

## **27. ANNUAL EVALUATION BY THE BOARD.**

The Board has carried out an annual evaluation of its own performance, Committees of the Board and individual Directors pursuant to the provisions of The Companies Act, 2013 and The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of Directors expressed their satisfaction with the evaluation process.

## **28. CODE OF CONDUCT.**

The Company has laid down the rules for code of conduct for the Members of the Board and Senior Management Personnel of the Company. The code of conduct has also been posted on Company's website viz. [www.miflindia.com](http://www.miflindia.com). In compliance with this code, the Board Members and Senior Management Personnel have affirmed their compliance with the code for the financial year ended on 31<sup>st</sup> March, 2022. A declaration to this effect duly signed by the Chairman & Managing Director forms part of this Annual Report.

## **29. PARTICULARS OF LOANS, GUARANTEES, SECURITIES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013.**

The details of Loans, Investments, Guarantees and Securities made during the financial year ended 31<sup>st</sup> March, 2022 as per the provisions of Section 186 of the Companies Act, 2013 and Schedule V of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given in the Notes to the Financial Statements forming part of Annual Report.

As the Company being a Non-Banking Finance Company; registered with The Reserve Bank of India; Section 186 of The Companies Act, 2013 is not applicable.

## **30. CONTRACTS AND AGREEMENTS WITH RELATED PARTIES.**

Your Company has adopted the practice of undertaking related party transactions only in the Ordinary and normal course of business and on arms' length as part of its philosophy of adhering to highest ethical standards, transparency and accountability. In line with the provisions of The Companies Act, 2013 and The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has approved a policy on related party transactions. During the financial year 2021-22; all contracts/arrangements/transactions entered into by your Company with related parties under Section 188(1) of the Act were in the ordinary course of business and on an arm's length basis and has been approved by the Audit Committee of the Company.

During the financial year 2021-22; the materially significant related party transactions entered into by the Company with the Promoters, Directors, Key Managerial Personnel or other designated persons approved by the Board, are disclosed in the related party disclosures in notes to the financial statements for the financial year ended 31<sup>st</sup> March, 2022.

All related party transactions are placed before the Audit Committee for approval. Omnibus approval was obtained on a yearly basis for transactions which are of repetitive nature. Related party transactions were disclosed to the Board on regular basis as per Ind AS-24. Details of related party transactions as per Ind AS-24 may be referred to in Note 32 of the Standalone Financial Statements. Pursuant to Regulation 23(9) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has filed the reports on related party transactions with the Stock Exchanges.

The particulars of contracts or arrangements with related parties referred to in sub section (1) of Section 188 entered by the Company during the Financial Year ended 31<sup>st</sup> March 2022 in prescribed Form AOC-2 is appended to this Report as **Annexure –A**.

The policy on related party transactions as approved by the Board of Directors has been uploaded on the website of the Company viz. <https://www.miflindia.com>.

### **31. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO.**

Information with respect to conservation of energy, technology absorption, foreign exchange earnings and outgo pursuant to Section 134(3) (m) of The Companies Act, 2013 read with The Companies (Accounts) Rules, 2014 are not applicable to the Company.

### **32. STATEMENT OF PARTICULARS OF APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL.**

Disclosures pertaining to remuneration and other details as required under Section 197(12) of The Companies Act, 2013 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 have been annexed to this Board's Report as **Annexure – B**.

### **33. ANNUAL RETURN.**

A copy of Annual Return as required under The Companies Act, 2013 has been placed on the Company's website viz. <https://www.miflindia.com>.

### **34. ACCEPTANCE OF PUBLIC DEPOSIT.**

During the financial year under review, your Company has neither accepted nor renewed any deposits from the public or its employees within the meaning of Section 73 of The Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014. The details of loans and advances, which are required to be disclosed in the annual accounts of the Company, are provided as part of the financial statements.



### **35. COST AUDIT AND COST RECORDS.**

During the financial year 2021-22; the provisions of Section 148 of The Companies Act, 2013 are not applicable to the Company.

### **36. VIGIL MECHANISM/WHISTLE BLOWER POLICY.**

The Company has established a vigil mechanism for Directors and employees pursuant to the requirements of Section 177(9) of The Companies Act, 2013 and Regulation 22 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same has been communicated to the Directors and employees of the Company. The vigil mechanism policy / whistle blower policy is also posted on the website of the Company.

The whistle blower policy/vigil mechanism enables a director or an employee to report confidentially to the management, without fear of victimization, any unacceptable and/or unethical behavior, suspected or actual fraud, violation of the Company's code of conduct or ethics policy and instances of leak or suspected leak of unpublished price sensitive information which are detrimental to the organization's interest. It provides safeguards against victimization of directors/ employees who avail of the mechanism and allows direct access to the Chairman of the Audit Committee in exceptional cases.

During the financial year, no such incidence was reported and no person was denied access to the Chairman of the Audit Committee. The Mechanism of the Company is available at web link [www.miflindia.com](http://www.miflindia.com)

### **37. HUMAN RESOURCE MANAGEMENT.**

The Company believes that the Human Capital is its most important asset for the Company. Our human resource management is focused on helping our employees to advance in their careers and enhance their talent. The HR culture of the Company is embedded in its ability to disrupt legacy norms to enhance competitiveness. The Company takes decisions aligned with the employees professional and personal goals, achieving an ideal work-life balance. The Board wishes to place on record its appreciation to all its employees for their sustained efforts and valuable contribution.

### **38. COMPLIANCE WITH THE APPLICABLE SECRETARIAL STANDARDS.**

During the financial year, the Company has complied with all the applicable Secretarial Standards.

### **39. STATUTORY DISCLOSURES.**

A copy of audited financial statements of the said Company will be made available to the members of the Company, seeking such information at any point of time. A cash flow statement for the financial year 2021-22 is attached to the Balance Sheet.

Pursuant to RBI Master Direction-Information Technology Framework for the NBFC sector, the Company will constitute an IT Strategy Committee to review the IT strategies in line with the corporate strategies, board policy reviews, cyber security arrangements and any other matter related to IT governance.

#### **40. PROHIBITION OF INSIDER TRADING.**

As per The SEBI (Prohibition of Insider Trading) Regulation, 2015, the Company has adopted a Code of Conduct for Prevention of Insider Trading. The Company has appointed Ms. Sakina Lokhandwala, Company Secretary as Compliance Officer who is responsible for setting forth procedures and implementing of the code for trading in Company's securities. During the year under review, there has been due compliance with the said code.

#### **41. MANAGEMENT DISCUSSION AND ANALYSIS REPORT.**

The Management Discussion and Analysis Report, which gives a detailed account of state of affairs of the company's operations forms part of this Annual Report as **Annexure-C**.

#### **42. CORPORATE GOVERNANCE REPORT.**

As per requirement of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on corporate governance practices followed by the Company, together with a certificate from Practicing Company Secretary confirming compliances, forms an integral part of the report.

#### **43. SIGNIFICANT AND MATERIAL ORDER PASSED BY THE REGULATORS OR COURTS.**

No significant and material order has been passed by the regulator, court, tribunal, statutory and quasi-judicial body impacting the going concern status of the Company and its future operations.

During the year under review, no application was made or any proceedings pending against the Company under the Insolvency and Bankruptcy Code, 2016.

#### **44. INTERNAL FINANCIAL CONTROLS.**

The Company has an internal financial control system commensurate with the size and scale of its operations. The internal financial controls have been designed to provide reasonable assurance about recording and providing reliable financials information, ensuring integrity in conducting business, accuracy and completeness in maintaining accounting records and prevention and detection of frauds and errors. These controls are adequate and operating effectively so as to ensure orderly and efficient conduct of business operations. During the year, such controls were assessed and no reportable material weaknesses in the design or operation were observed.

#### **45. CREDIT RATING.**

The Company has not issued any debt instruments and does not have any Fixed Deposit Programme or any scheme or proposal involving mobilization of funds in India or abroad during the financial year ended 31<sup>st</sup> March, 2022.

Hence during the financial year; there was no requirement to obtain such Credit Ratings.

#### **46. REGISTRATION AS A SYSTEMICALLY IMPORTANT NON-DEPOSIT TAKING NBFC.**

The Company has been registered with the Reserve Bank of India as a Non-Banking Financial Institution (Non-Deposit taking). In terms of provisions of Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, the Company is categorized as a 'Systemically Important Non-Deposit taking Non-Banking Financial Company'. The Company has not accepted public deposits during the year under review.

#### **47. ACKNOWLEDGEMENTS.**

Your Directors place its gratitude and appreciation for the support and co-operation received from its members, The Reserve Bank of India, financial institutions and other regulatory bodies.

Your Directors wish to place on record their appreciation of the contribution made by employees at all levels to the continued growth and prosperity of your Company. Your Directors also wish to place on record their appreciation to the shareholders, consumers and banks for their continued support.

**For Mangalam Industrial Finance Limited**

**SD/-**  
**Venkata Ramana Revuru**  
**Managing Director**  
**DIN: 02809108**

**SD/-**  
**Yatin Sanjay Gupte**  
**Non-Executive Non- Independent Director**  
**DIN: 07261150**

**Place: Vadodara**  
**Date: 24<sup>th</sup> August, 2022**

**ANNEXURE –A TO THE DIRECTORS' REPORT****FORM NO. AOC 2**

**(Pursuant to clause (h) of sub-section (3) of Section 134 of The Companies Act, 2013 and Rule 8(2) of The Companies (Accounts) Rules, 2014)**

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in Section 188(1) of The Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

**1. Details of contracts or arrangements or transactions not at arm's length basis:**

There were no contracts or arrangements or transactions entered into during the year ended 31<sup>st</sup> March, 2022, which were not at arm's length basis.

**2. Details of material contracts or arrangement or transactions at arm's length basis:**

The details of contracts or arrangements or transactions at arm's length basis for the year ended 31<sup>st</sup> March, 2022, are as follows:

<b>Name of the Related Party</b>	<b>Nature of Relationship</b>	<b>Salient Terms</b>	<b>Amount in ₹ (lakhs)</b>
Mr. Pradeep Kumar Daga (Resigned on 03 <sup>rd</sup> June, 2021)	Managing Director	Director Remuneration	1.00
Mrs. Tamanya Dey (Resigned on 03 <sup>rd</sup> June, 2021)	Chief Financial Officer	Salary paid	0.20
Mr. Manish Bhoot (Resigned on 30 <sup>th</sup> November, 2021)	Company Secretary and Compliance Officer	Salary paid	1.80
Mr. Deepakkumar Mineshkumar Doshi (Appointed on 03 <sup>rd</sup> June, 2021)	Chief Financial Officer	Salary paid	5.30
Ms. Manisha Sharma (Appointed on 01 <sup>st</sup> December, 2021)	Company Secretary and Compliance Officer	Salary paid	0.80
Mr. Yatin Sanjay Gupte (Appointed on 03 <sup>rd</sup> June, 2021)	Non-Executive Non-Independent Director	Loan taken	2.77
		Loan repaid	2.77

**Note:**

All the above transactions were approved by the Members of Audit Committee and by the Board of Directors of the Company wherever required.

**For Mangalam Industrial Finance Limited**

**SD/-**  
**Venkata Ramana Revuru**  
**Managing Director**  
**DIN: 02809108**

**SD/-**  
**Yatin Sanjay Gupte**  
**Non-Executive Non- Independent Director**  
**DIN: 07261150**

**Place: Vadodara**  
**Date: 24<sup>th</sup> August, 2022**

## ANNEXURE-B TO THE DIRECTORS' REPORT

### Statement of Particulars as Per Rule 5 of The Companies (Appointment And Remuneration Of Managerial Personnel) Rules, 2014

The remuneration and perquisites provided to the employees and Management are at par with the industry levels. The remunerations paid to the Managing Director and senior executives are reviewed and recommended by the Nomination and Remuneration Committee.

**(i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2021-22.**

Sr. No.	Name of the Director, KMP	Designation	Remuneration of Directors, KMP for the financial year 2021-22 (Amount in ₹)	Ratio of the remuneration to the median remuneration of the employees
1.	Mr. Pradeep Kumar Daga (Resigned on 03 <sup>rd</sup> June, 2021)	Managing Director	1,00,000	1.00
2.	Mr. Utpal Dey (Resigned on 03 <sup>rd</sup> June, 2021)	Non-Executive Non-Independent Director	NA	NA
3.	Mrs. Santosh Choradia (Resigned on 03 <sup>rd</sup> June, 2021)	Non-Executive Non-Independent Director	NA	NA
4.	Mr. Rathindra Nath Gosh (Resigned on 03 <sup>rd</sup> June, 2021)	Non-Executive Independent Director	NA	NA
5.	Mr. Nitesh Singh (Resigned on 03 <sup>rd</sup> June, 2021)	Non-Executive Independent Director	NA	NA
6.	Mrs. Pritika Choraria (Resigned on 03 <sup>rd</sup> June, 2021)	Non-Executive - Woman Independent Director	NA	NA
7.	Mr. Venkata Ramana Revuru (Appointed on 03 <sup>rd</sup> June, 2021)	Managing Director	NA	NA
8.	Mr. Yatin Sanjay Gupte (Appointed on 03 <sup>rd</sup> June, 2021)	Non-Executive Non-Independent Director	NA	NA
9.	Mr. Vettukallel Avirachan Sojan (Appointed on 03 <sup>rd</sup> June, 2021)	Non-Executive Non-Independent Director	NA	NA

10	Mrs. Neelambari Harshal Bhujbal (Appointed on 03 <sup>rd</sup> June, 2021)	Non-Executive- Woman Independent Director	NA	NA
11	Mr. Bhargav Govindprasad Pandya (Appointed on 03 <sup>rd</sup> June, 2021)	Non-Executive Independent Director	NA	NA
12	Mr. Nikhil Bhagwanshanker Dwivedi (Appointed on 03 <sup>rd</sup> June, 2021)	Non-Executive Independent Director	NA	NA
13	Mrs. Tamanya Dey (Resigned on 03 <sup>rd</sup> June, 2021)	Chief Financial Officer	20,000	0.20
14	Mr. Deepakkumar Mineshkumar Doshi (Appointed on 03 <sup>rd</sup> June, 2021)	Chief Financial Officer	5,30,000	5.30
15	Mr. Manish Bhoot (Resigned on 30 <sup>th</sup> November, 2021)	Company Secretary and Compliance Officer	1,80,000	1.80
16	Ms. Manisha Sharma (Appointed on 01 <sup>st</sup> December, 2021)	Company Secretary and Compliance Officer	80,000	0.80

**Median remuneration of Employees: ₹ 1,00,000/-**

**(ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager in the financial year 2021-22**

Sr. No.	Name of the Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager	Designation	Percentage increase in remuneration
1.	Mr. Pradeep Kumar Daga (Resigned on 03 <sup>rd</sup> June, 2021)	Managing Director	NA
2.	Mr. Utpal Dey (resigned on 03 <sup>rd</sup> June, 2021)	Non-Executive Non- Independent Director	NA
3.	Mrs. Santosh Choradia (resigned on 03 <sup>rd</sup> June, 2021)	Non-Executive Non- Independent Director	NA
4.	Mr. Rathindra Nath Gosh (resigned on 03 <sup>rd</sup> June, 2021)	Non-Executive Independent Director	NA



5.	Mr. Nitesh Singh (resigned on 03 <sup>rd</sup> June, 2021)	Non-Executive Independent Director	NA
6.	Mrs. Pritika Choraria (resigned on 03 <sup>rd</sup> June, 2021)	Non-Executive - Woman Independent Director	NA
7.	Mr. Venkata Ramana Revuru (appointed on 03 <sup>rd</sup> June, 2021)	Managing Director	NA
8.	Mr. Yatin Sanjay Gupte (appointed on 03 <sup>rd</sup> June, 2021)	Non-Executive Non-Independent Director	NA
9.	Mr. Vettukallel Avirachan Sojan (appointed on 03 <sup>rd</sup> June, 2021)	Non-Executive Non-Independent Director	NA
10.	Mrs. Neelambari Harshal Bhujbal (appointed on 03 <sup>rd</sup> June, 2021)	Non-Executive - Woman Independent Director	NA
11.	Mr. Bhargav Govindprasad Pandya (appointed on 03 <sup>rd</sup> June, 2021)	Non-Executive Independent Director	NA
12.	Mr. Nikhil Bhagwanshanker Dwivedi (appointed on 03 <sup>rd</sup> June, 2021)	Non-Executive Independent Director	NA
13.	Mrs. Tamanya Dey (Resigned on 03 <sup>rd</sup> June, 2021)	Chief Financial Officer	NA
14.	Mr. Deepakkumar Mineshkumar Doshi (Appointed on 03 <sup>rd</sup> June, 2021)	Chief Financial Officer	NA
15.	Mr. Manish Bhoot (Resigned on 30 <sup>th</sup> November, 2021)	Company Secretary and Compliance Officer	NA
16.	Ms. Manisha Sharma (Appointed on 01 <sup>st</sup> December, 2021)	Company Secretary and Compliance Officer	NA

(iii) **The percentage increase/decrease in the median remuneration of employees in the financial year is 58.33%.**

(iv) **The number of permanent employees on the rolls of Company.**

There are 2 (Two) permanent employees on the rolls of the Company.

(v) **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration if any : Not Applicable**

(vi) **Affirmation that the remuneration is as per the remuneration policy of the Company: Yes**

The Company affirms that the remuneration is as per the remuneration policy of the Company.

- (vii) During the year there were no employees in the Company who have drawn or have received a remuneration aggregate not less than ₹ 1.20 crores and none of the employees who were appointed for a part of the Financial year is in receipt of remuneration of ₹ 80 lakhs or more (₹ 8.5 Lakhs per month for any part of that year).
- (viii) There is inadequate profit during the financial year, so Managing Director of the Company has not received and not taken any remuneration as per the terms and conditions mentioned in the Agreement. Apart from the Managing Director; the employees had drawn the salary during the financial year under review.
- (ix) The Company has not appointed any employee(s) in receipt of remuneration exceeding the limits specified under Rule 5 (2) of The Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

**For Mangalam Industrial Finance Limited**

**SD/-**  
**Venkata Ramana Revuru**  
**Managing Director**  
**DIN: 02809108**

**SD/-**  
**Yatin Sanjay Gupte**  
**Non-Executive Non- Independent Director**  
**DIN: 07261150**

**Place: Vadodara**  
**Date: 24<sup>th</sup> August, 2022**

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Your Directors are pleased to present the Management Discussion and Analysis Report for the financial year ended on 31<sup>st</sup> March, 2022.

The management of the Company is presenting herein the overview, opportunities, threats and overall strategy of the Company and its outlook for the future. This report is based on Management's own assessment and it may vary due to Economic and other unforeseeable events in the future.

**OUTLOOK**

#It is expected that India's gross domestic product (GDP) growth to rebound to 11% in fiscal 2022, after an estimated 8% contraction this fiscal, as four drivers – people learning to live with the new normal, flattening of the Covid-19 affliction curve, rollout of vaccinations, and investment-focused government spending – converge.

However, as in this fiscal, the pace of growth will differ in the first and second halves next fiscal. While the first half will benefit optically because of low-base effect, the second half will see a more broad-based pick-up in economic activity.

But recovery would not be easy, with scars of the pandemic running deep for small businesses and the urban poor; the rural economy has been more resilient versus the urban, and services are lagging manufacturing in recovery. Trade has also normalized faster than the rest of the economy, with both exports and imports scaling pre-pandemic levels.

Next fiscal, revenue should grow 15-16%, led by volume recovery across sectors on two consecutive low-base years and higher investment spend by the government, especially on core infra segments of roads, railways and urban infrastructure.

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On the whole, India's economic outlook looks promising. Government officials and industry experts claim that this year, India will witness an increase in the employment rate, particularly in the banking sector and the IT sector is expected to rise.

**FORWARD LOOKING STATEMENTS**

Statements in this Management Discussion and Analysis of Financial Condition and Results of Operations of the Company describing the Company's objectives, expectations or predictions may be forward looking within the meaning of applicable securities laws and regulations. Forward looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company assumes no responsibility to publicly amend, modify or revise forward-looking statements, on the basis of any subsequent developments, information or events. Actual results may differ materially from those expressed in the statement.

## INDUSTRY STRUCTURE AND DEVELOPMENTS

Non-banking financial companies (NBFCs) are a crucial component of the Indian finance industry and serve the financial needs of less-banked population such as the unorganized section such as the micro, small and medium enterprises (MSMEs). NBFCs have become important constituents of the financial sector and have been recording higher credit growth than scheduled commercial banks (SCBs) over the past few years. NBFCs enjoy a competitive edge in their superior understanding of regional dynamics, well-developed collection systems, and personalized services in the drive to expand financial inclusion in India. Lower transaction costs, quick decision-making, customer orientation, and prompt provision of services have typically differentiated NBFCs from banks. As a result, over the last decade, the NBFCs have become an increasingly important part of the Indian financial services sector.

The industrial sector is the largest recipient of credit extended by the NBFC sector, followed by retail loans and services. Within the industrial sector, large enterprises constitute the largest category where NBFCs have distributed credit, followed by micro and small enterprises and medium enterprises.

## BUSINESS PERFORMANCE AND SEGMENT REPORTING

The analysis in this section relates to the financial results for the year ended March 31, 2022. The financial statements of the company are prepared in compliance with the Indian Accounting Standards (referred to as 'Ind AS') prescribed under section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules, as amended from time to time. Significant accounting policies used in the preparation of the financial statements are disclosed in the notes to the Standalone financial statements.

## SUMMARY OF FINANCIAL PERFORMANCE

During the financial year 2021-22; the company achieved operating revenue amounting to ₹ 115.36 lakhs, which is lower than the financial year 2020-21 operating revenue amounting to ₹ 204.52 lakhs.

Net profit for the financial year 2021-22 is ₹ 133.72 lakhs which is 100.30 % higher than the financial year 2020-21 i.e. ₹ 66.75 lakhs.

- **Revenue**

(INR in lakhs)	FY 2021-22	FY 2020-21	Change
Operating Revenue	115.36	204.52	(43.59) %
Other Income	1.58	0.75	110.67 %

- **Finance cost**

(INR in lakhs)	FY 2021-22	FY 2020-21	Change
Finance Cost	NIL	NIL	NA
% of Revenue	NIL	NIL	NA

- **Impairment Provisions (Loans)**

(INR in lakhs)	FY 2021-22	FY 2020-21	Change
<b>Impairment Provisions (Loans)</b>	138.38	NIL	100.00 %
<b>% of Revenue</b>	119.95 %	NIL	

- **Employee benefit expenses**

(INR in lakhs)	FY 2021-22	FY 2020-21	Change
<b>Employee Benefits Expense</b>	9.25	10.13	(8.69)%
<b>% of Revenue</b>	8.01 %	4.95 %	

- **Depreciation & Amortization expenses**

(INR in lakhs)	FY 2021-22	FY 2020-21	Change
<b>Depreciation &amp; Amortization Expense</b>	NIL	NIL	NA
<b>% of Revenue</b>	NIL	NIL	NA

- **Other expense**

(INR in lakhs)	FY 2021-22	FY 2020-21	Change
<b>Other Expense</b>	36.82	11.32	225.26 %
<b>% of Revenue</b>	31.92 %	5.53 %	

## VISION

Our Vision is to become the most respected company in the financial services space in India. Our Business Strategy is to have a steady growth by adapting to the changing environment, without losing the focus on our core domain of financial services.

We will provide easy finance with hassle-free documentation through a speedy and transparent process.

The Government of India is strongly focusing on new policy to promote electric vehicles and we believe that we have a significant part to play by financing electric vehicles.

### **SEGMENT WISE PERFORMANCE**

The Company is into single segment reporting.

### **ROAD AHEAD & FUTURE OUTLOOK**

The Company is exploring newer growth avenues like:

- Retail financing particularly, financing of electronics products manufactured by the group company & other established brands;
- Vehicles finance, particularly financing of two-wheeler electric vehicles manufactured by the group Company;
- Working Capital requirements;
- General Corporate purpose;
- Investment in its group Company specifically in the hospitality sector; herbal & ayurvedic products, financial products, frozen foods & aviation sector;
- Temporary lending of loans & advances;
- Investment in marketable securities/mutual funds, etc.
- Investment in real estate sector

### **INTERNAL CONTROL AND ADEQUACY OF INTERNAL CONTROL**

The Company maintains a system of internal controls designed to provide assurance regarding the effectiveness and efficiency of operations, the adequacy of safeguards for assets, the reliability of financial controls, and compliance with applicable laws and regulations.

The organization is well structured, and the policy guidelines are well documented with pre-defined authority. The Company has also implemented suitable controls to ensure that all resources are utilized optimally, financial transactions are reported with accuracy and in adherence to applicable laws and regulations.

The Company has put in place adequate systems to ensure that assets are safeguarded against loss from unauthorized use or disposition and that transactions are authorized, recorded and reported. The Company also has commensurate budgetary control system to monitor all expenditures against approved budgets on an ongoing basis.

The Company has an independent internal audit function which continuously evaluates the adequacy of internal control and compliance with policies, procedures, plans, regulatory and statutory requirements. Risk based approach is adopted while carrying out the internal audits. Internal audit also evaluates and suggests improvement in effectiveness of risk management, control and governance process. The Audit Committee of the Board provides necessary oversight and directions to the internal audit function and periodically reviews the findings and ensures corrective measures are taken.

## OPPORTUNITY

One of the biggest opportunities for the NBFC is its new to credit investment customers. Such customers are those people who belong from the rural area and have never borrowed credits or loans from any financial institutions from the past. People from rural areas have limited access to banks and other credit financial institutions and services and they do not rely upon the NBFCs for availing credits. Thus, NBFCs are a boon for the rural sector.

Keeping in regard the financial needs of the people and the structure of the banks, for the interest of the people, the government has exempted NBFC from harsh rules and regulations that are imposed on the other financial institutions, such as in case of the banks. The NBFCs enjoy the flexibility in rules relating to restrictions, paper work, thereby making it suitable for the entrepreneurs to show their interest in NBFC.

## THREATS

The threats which are generally faced by the NBFC companies are as under:

- a) Challenge in funding due to the absence of refinancing option
- b) Challenges faced in obtaining NBFC license
- c) Intricated NBFC compliances
- d) Lack of flexibility in loan classification of NPAs
- e) Limited leverage ratio
- f) Lack of education among people

## RISK AND CONCERNS

The very nature of the Company's business makes it susceptible to various kinds of risks. The Company encounters market risk, credit risk and operational risks in its daily business operations. The Company has framed a comprehensive Risk Management Policy which inter-alia lays down detailed processes and policies in various facets of the risk management function. The risk management review framework provides complete oversight on various risk management practices and processes. The framework and assessment remains dynamic and aligns with the continuing requirements and demands of the market.

## REVIEW OF OPERATIONS OF THE COMPANY

The financial operations of the company for the financial year ended on 31<sup>st</sup> March, 2022 are as under:

(₹ in lakhs)

Particulars	Standalone	
	FY 2021-22	FY 2020-21
Net Sales/ Income from Operations	115.36	204.52
Other Income	1.58	0.75
Total Income	116.94	205.28
Total Expenses	184.45	115.06
Profit/(Loss) from operations before exceptional items and Tax	(67.51)	90.21
Profit/(Loss) from	232.49	90.21



operations after exceptional items and before Tax		
Profit/(Loss) before Tax	232.49	90.21
Tax Expense	98.77	23.46
Net profit after Tax	133.72	66.75

## HUMAN RESOURCES

Employees are one of the key foundations of any successful Organization. Human Resources plays a significant role in developing positive business culture and improving employee engagement and productivity. The HR function takes the lead on organization development, employee wellness and personal development.

The Company embraces the principle that meaning at work is created when people relate to the purpose of the organization, feel connected to the leaders and have a sense of belonging. The four strategic pillars of employee value proposition at our organization are Enhancing Career, Rewards and Recognition, Learning and Development and Enrich Life.

To foster a positive workplace environment, free from harassment of any nature, the Company has framed a policy for Prevention of Sexual Harassment at Workplace in accordance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and reviews the same periodically.

## DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

The details of significant changes in key financial ratios are as under:

Particulars	FY 2021-22	FY 2020-21
Debtors Turnover	NIL	NIL
Inventory Turnover	N.A	N.A
Interest Coverage Ratio	N.A	N.A
Current Ratio	16.57:1	22:1
Debt Equity Ratio	0.00:1	0.00:1
Operating Profit/(Loss) Margin*	(57.73)%	43.94%
Net Profit Margin*	114.35%	32.52%
Return on Net worth	0.04	0.02

\* During the financial year 2021-22 Operating Profit is ₹ (67.51) Lakhs arrived before considering Exceptional items of ₹ 300 Lakhs & Net Profit is ₹ 133.72 Lakhs arrived after considering Exceptional items. Because of Exceptional Items effect Operating Profit Ratio is negative and Net Profit Margin Ratio showing positive effect.

## COMPLIANCE

The compliance department of the Company ensures strict observance of all statutory and regulatory requirements for the NBFC. The compliance department of the Company continues to play a pivotal role in ensuring Implementation of compliance functions in accordance with the directives issued by different Regulators, the Company's board of directors and the Company's compliance policy.

## **CAUTIONARY STATEMENT**

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward-looking statements' within the meaning of applicable laws and regulations. Important developments that could affect the Company's operations include a downtrend in the financial services industry, global or domestic or both, significant changes in the political and economic environment in India or key markets abroad, tax laws, litigation, labor relations, exchange rate fluctuations, interest and other factors. Actual results might differ substantially or materially from those expressed or implied. This report should be read in conjunction with the financial statements included herein and the notes thereto.

**For Mangalam Industrial Finance Limited**

**SD/-**

**Venkata Ramana Revuru**

**Managing Director**

**DIN: 02809108**

**SD/-**

**Yatin Sanjay Gupte**

**Non-Executive Non- Independent Director**

**DIN: 07261150**

**Place: Vadodara**

**Date: 24<sup>th</sup> August, 2022**

## **REPORT ON CORPORATE GOVERNANCE**

### **1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

Mangalam Industrial Finance Limited is committed towards achieving the highest standards of Corporate Governance right from its establishment by staying true to its core values. The Company continuously works towards managing, monitoring and overseeing various corporate systems in such a manner that the Company's reliability and reputation are not at stake.

The Company is in compliance with Non-Banking Financial Company Corporate Governance (Reserve Bank) Directions, 2015 and the applicable The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Company's governance structure comprised of Board of Directors, Committees of the Board and the Management. Company is in compliance with the Corporate Governance requirements as enshrined in the Companies Act, 2013 read with the Rules made there under, The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.

### **2. BOARD OF DIRECTORS**

The Board of Directors along with its committees provide leadership and guidance to the Company's management and supervises the Company's performance. As at 31<sup>st</sup> March, 2022, the Board of Directors ("Board") comprised of Six Directors, of which three are Executive Directors and three are Non-Executive Directors. The Company has an Executive Chairman and three Independent Directors. Independent Directors comprise half of the total strength of the Board.

The maximum tenure of Independent Directors is in compliance with The Companies Act, 2013 and The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All the Independent Directors have confirmed that they meet the criteria as mentioned in Regulation 16(1) (b) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149(6) of the Companies Act, 2013. The Independent Directors provide an annual confirmation that they meet the criteria of independence. Based on the confirmations/ disclosures received from the Independent Directors, the Board is of the opinion that the Independent Directors fulfil the conditions specified in The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are Independent of the Management.

The Directors on the Board are professionals, having expertise in their respective functional areas and bring an extensive range of skills and experience to the Board.

The Board has an unfettered and complete access to any information within the Company. Members of the Board have complete freedom to express their views on agenda items and can discuss any matter at the Meeting with the permission of the Chairperson.

**a) The composition and category of the Board of Directors is as follows:**

During the financial year 2021-22; there has been change in the ownership, control and management of the Company. RBI vide its letter no. DoS(NBFC).RO.Kol.No.333 /08.02.400/2020-21 dated 23<sup>rd</sup> December, 2020 has given its approval for change in the control & management of the Company. The new management took the charge of the company with effect from 03<sup>rd</sup> June, 2021.

The Board of the Company comprises of Six Directors as on 31<sup>st</sup> March, 2022.

None of the Director is a Director in more than 10 Public Limited Companies (as specified in Section 165 of the Companies Act, 2013) and Director in more than 7 Listed Entities (as specified in Regulation 17A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or acts as an Independent Director (including any alternate directorships) in more than 7 Listed Companies or 3 equity Listed Companies in case he/she serves as a Whole-time Director/ Managing Director in any Listed Company (as specified in Regulation 17A of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, none of the Directors on the Board is a member of more than 10 Committees and Chairperson of more than 5 Committees (as specified in Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015), across all the Indian public limited Companies in which he/she is a director.

Sr. No.	Name of the Director	DIN No	Category
1.	Mr. Pradeep Kumar Daga	00080515	Managing Director, Chairman, Executive Director (resigned on 03 <sup>rd</sup> June, 2021)
2.	Mr. Utpal Dey	06931935	Non-Executive Non- Independent Director (resigned on 03 <sup>rd</sup> June, 2021)
3.	Mrs. Santosh Choradia	08471379	Non-Executive Non-Independent Director (resigned on 03 <sup>rd</sup> June, 2021)
4.	Mr. Rathindra Nath Gosh	00152267	Non-Executive Independent Director (resigned on 03 <sup>rd</sup> June, 2021)
5.	Mr. Nitesh Singh	08751700	Non-Executive - Independent Director (resigned on 03 <sup>rd</sup> June, 2021)
6.	Mrs. Pritika Choraria	08752495	Non-Executive - Woman Independent Director (resigned on 03 <sup>rd</sup> June, 2021)
7.	Mr. Venkata Ramana Revuru	02809108	Managing Director, Chairman, (Promoter) (appointed on 03 <sup>rd</sup> June, 2021)
8.	Mr. Yatin Sanjay Gupte	07261150	Non-Executive Non-Independent Director (appointed on 03 <sup>rd</sup> June, 2021)

9.	Mr. Vettukallel Avirachan Sojan	07593791	Non-Executive Non-Independent Director (appointed on 03 <sup>rd</sup> June, 2021)
10.	Mrs. Neelambari Harshal Bhujbal	09195568	Non-Executive - Woman Independent Director (appointed on 03 <sup>rd</sup> June, 2021)
11.	Mr. Bhargav Govindprasad Pandya	08693675	Non-Executive Independent Director (appointed on 03 <sup>rd</sup> June, 2021)
12.	Mr. Nikhil Bhagwanshanker Dwivedi	08865234	Non-Executive Independent Director (appointed on 03 <sup>rd</sup> June, 2021)

**b) The attendance of each director at the meeting of the Board of Directors and the last Annual General Meeting (AGM) :**

The details of the attendance of the Directors at the Board Meetings held during the financial year ended on 31<sup>st</sup> March, 2022 and at the last Annual General Meeting (AGM) held on 27<sup>th</sup> September, 2021 are given below:

Name of the Director	DIN	Category	Number of Board Meetings		Attendance at the last AGM (27 <sup>th</sup> September, 2021)
			Held	Attended	
Mr. Pradeep Kumar Daga	00080515	Managing Director, Chairman, Executive Director (resigned on 03 <sup>rd</sup> June, 2021)	09	02	NA
Mr. Utpal Dey	06931935	Non-Executive Non-Independent Director (resigned on 03 <sup>rd</sup> June, 2021)	09	02	NA
Mrs. Santosh Choradia	08471379	Non-Executive Non-Independent Director (resigned on	09	02	NA

		03 <sup>rd</sup> June, 2021)			
Mr. Rathindra Nath Gosh	00152267	Non-Executive Independent Director (resigned on 03 <sup>rd</sup> June, 2021)	09	02	NA
Mr. Nitesh Singh	08751700	Non-Executive - Independent Director (resigned on 03 <sup>rd</sup> June, 2021)	09	02	NA
Mrs. Pritika Choraria	08752495	Non-Executive - Woman Independent Director (resigned on 03 <sup>rd</sup> June, 2021)	09	02	NA
Mr. Venkata Ramana Revuru	02809108	Managing Director, Chairman, (Promoter) (appointed on 03 <sup>rd</sup> June, 2021)	09	07	YES
Mr. Yatin Sanjay Gupte	07261150	Non-Executive Non-Independent Director (appointed on 03 <sup>rd</sup> June, 2021)	09	07	YES
Mr. Vettukallel Avirachan Sojan	07593791	Non-Executive Non-Independent Director (appointed on 03 <sup>rd</sup> June, 2021)	09	07	YES

Mrs. Neelambari Harshal Bhujbal	09195568	Non-Executive - Woman Independent Director (appointed on 03 <sup>rd</sup> June, 2021)	09	07	YES
Mr. Bhargav Govindprasad Pandya	08693675	Non-Executive Independent Director (appointed on 03 <sup>rd</sup> June, 2021)	09	07	YES
Mr. Nikhil Bhagwanshanker Dwivedi	08865234	Non-Executive Independent Director (appointed on 03 <sup>rd</sup> June, 2021)	09	04	YES

**c) Other Directorships**

Name of the Director	No. of other Directorships*	In the Other Public companies **	No. of Audit Committees and Stakeholders Relationship Committee ***	
			Member	Chairperson
Mr. Pradeep Kumar Daga (resigned on 03 <sup>rd</sup> June, 2021)	10	7	1	-
Mr. Utpal Dey (resigned on 03 <sup>rd</sup> June, 2021)	5	1	2	-
Mrs. Santosh Choradia (resigned on 03 <sup>rd</sup> June, 2021)	5	4	-	-
Mr. Rathindra Nath Gosh (resigned on 03 <sup>rd</sup> June, 2021)	4	3	2	2

Mr. Nitesh Singh (resigned on 03 <sup>rd</sup> June, 2021)	4	3	3	3
Mrs. Pritika Choraria (resigned on 03 <sup>rd</sup> June, 2021)	4	3	1	3
Mr. Venkata Ramana Revuru (appointed on 03 <sup>rd</sup> June, 2021)	5	1	1	-
Mr. Yatin Sanjay Gupte (appointed on 03 <sup>rd</sup> June, 2021)	5	2	3	-
Mr. Vettukallel Avirachan Sojan (appointed on 03 <sup>rd</sup> June, 2021)	7	1		
Mrs. Neelambari Harshal Bhujbal (appointed on 03 <sup>rd</sup> June, 2021)	2	1	-	2
Mr. Bhargav Govindprasad Pandya (appointed on 03 <sup>rd</sup> June, 2021)	3	2	2	2
Mr. Nikhil Bhagwanshanker Dwivedi (appointed on 03 <sup>rd</sup> June, 2021)	2	1	-	-

\* Includes Directorships in all Indian Public Companies and Private Companies incorporated under The Companies Act, 2013.

\*\* Excluding Mangalam Industrial Finance Limited

\*\*\* Only Audit Committee and Stakeholders Relationship Committee as provided in Regulation 26(1) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Mangalam Industrial Finance Limited.



### Names of the Listed Companies wherein the Directors of the Company are Directors

Name of the Director	No. of Directorships in other Listed Companies*	Name of the Listed Companies in which Directors of the Companies are Directors	Category of Directorship
Mr. Pradeep Kumar Daga (resigned on 03 <sup>rd</sup> June, 2021)	3	1. Wardwizard Foods and Beverages Limited (Formerly known as Vegetable Products Limited)  2. Thirani Projects Ltd.  3. Cinerad Communications Ltd	Non-Executive Independent Director -  Non-Executive Independent Director -  Non-Executive Independent Director -
Mr. Utpal Dey (resigned on 03 <sup>rd</sup> June, 2021)	1	Thirani Projects Ltd.	Managing Director, Chairman, Executive Director
Mrs. Santosh Choradia (resigned on 03 <sup>rd</sup> June, 2021)	4	1. Wardwizard Foods and Beverages Limited (Formerly known as Vegetable Products Limited)  2. Thirani Projects Ltd.  3. Cinerad Communications Ltd  4. Colama Commercial Co. Ltd.	Non-Executive Non-Independent Director  Non-Executive Non-Independent Director  Non-Executive Non-Independent Director  Non-Executive Non-Independent Director
Mr. Rathindra Nath Gosh (resigned on 03 <sup>rd</sup> June, 2021)	3	1. Wardwizard Foods and Beverages Limited (Formerly known as Vegetable Products Limited)  2. Thirani Projects Ltd.	Non-Executive Independent Director

		3. Cinerad Communications Ltd	Non-Executive Independent Director Non-Executive Independent Director
Mr. Nitesh Singh (resigned on 03 <sup>rd</sup> June, 2021)	3	1. Wardwizard Foods and Beverages Limited (Formerly known as Vegetable Products Limited)  2. Thirani Projects Ltd.  3. Cinerad Communications Ltd	Non-Executive Independent Director  Non-Executive Independent Director  Non-Executive Independent Director
Mrs. Pritika Choraria (resigned on 03 <sup>rd</sup> June, 2021)	3	1. Wardwizard Foods and Beverages Limited (Formerly known as Vegetable Products Limited)  2. Thirani Projects Ltd.  3. Cinerad Communications Ltd	Non-Executive Independent Director  Non-Executive Independent Director  Non-Executive Independent Director
Mr. Venkata Ramana Revuru (appointed on 03 <sup>rd</sup> June, 2021)	1	I- Secure Credit and Capital Service Limited (Formerly Known as Orchid Securities Limited)	Managing Director, Chairman, Executive Director
Mr. Yatin Sanjay Gupte (appointed on 03 <sup>rd</sup> June, 2021)	2	1. Wardwizard Innovations & Mobility Limited  2. I- Secure Credit and Capital Service Limited (Formerly Known as Orchid Securities Limited)	Non-Executive Non-Independent Director  Non-Executive Non-Independent Director

Mr. Vettukallel Avirachan Sojan (appointed on 03 <sup>rd</sup> June, 2021)	1	I- Secure Credit and Capital Service Limited (Formerly Known as Orchid Securities Limited)	Managing Director, Chairman, Executive Director
Mrs. Neelambari Harshal Bhujbal (appointed on 03 <sup>rd</sup> June, 2021)	1	Wardwizard Innovations & Mobility Limited	Non-Executive Woman Independent Director
Mr. Bhargav Govindprasad Pandya (appointed on 03 <sup>rd</sup> June, 2021)	2	1. Wardwizard Innovations & Mobility Limited  2. I- Secure Credit and Capital Service Limited (Formerly Known as Orchid Securities Limited)	Non-Executive Independent Director  Non-Executive Independent Director
Mr. Nikhil Bhagwanshanker Dwivedi (appointed on 03 <sup>rd</sup> June, 2021)	1	I- Secure Credit and Capital Service Limited (Formerly Known as Orchid Securities Limited)	Non-Executive Independent Director

**\* Excluding Mangalam Industrial Finance Limited**

**d) Number of Board Meetings**

9 (Nine) Board Meetings were held during the Financial Year 2021-22. The maximum gap between any 2 (Two) consecutive meetings did not exceed 120 (One Hundred and Twenty) days.

The dates on which the Board meetings were held and convened during the Financial Year 2021-22 are as follows:

22<sup>nd</sup> May, 2021; 03<sup>rd</sup> June, 2021; 10<sup>th</sup> August, 2021; 23<sup>rd</sup> August, 2021; 14<sup>th</sup> November, 2021; 01<sup>st</sup> December, 2021; 01<sup>st</sup> February, 2022; 14<sup>th</sup> February, 2022 and 09<sup>th</sup> March, 2022.

**e) Disclosure of relationship between Directors inter-se**

Mr. Venkata Ramana Revuru, Mr. Yatin Sanjay Gupte and Mr. Vettukallel Avirachan Sojan are business partners.

Sr. No.	Name of Director	Relationship
1.	Mr. Pradeep Kumar Daga (resigned on 03 <sup>rd</sup> June, 2021)	-
2.	Mr. Utpal Dey (resigned on 03 <sup>rd</sup> June, 2021)	-

3.	Mrs. Santosh Choradia (resigned on 03 <sup>rd</sup> June, 2021)	-
4.	Mr. Rathindra Nath Gosh (resigned on 03 <sup>rd</sup> June, 2021)	-
5.	Mr. Nitesh Singh (resigned on 03 <sup>rd</sup> June, 2021)	-
6.	Mrs. Pritika Choraria (resigned on 03 <sup>rd</sup> June, 2021)	-
7.	Mr. Venkata Ramana Revuru (appointed on 03 <sup>rd</sup> June, 2021)	Mr. Venkata Ramana Revuru, Mr. Yatin Sanjay Gupte and Mr. Vettukallel Avirachan Sojan are business partners.
8.	Mr. Yatin Sanjay Gupte (appointed on 03 <sup>rd</sup> June, 2021)	Mr. Venkata Ramana Revuru, Mr. Yatin Sanjay Gupte and Mr. Vettukallel Avirachan Sojan are business partners.
9.	Mr. Vettukallel Avirachan Sojan (appointed on 03 <sup>rd</sup> June, 2021)	Mr. Venkata Ramana Revuru, Mr. Yatin Sanjay Gupte and Mr. Vettukallel Avirachan Sojan are business partners.
10.	Mrs. Neelambari Harshal Bhujbal (appointed on 03 <sup>rd</sup> June, 2021)	No relations with other Directors
11.	Mr. Bhargav Govindprasad Pandya (appointed on 03 <sup>rd</sup> June, 2021)	No relations with other Directors
12.	Mr. Nikhil Bhagwanshanker Dwivedi (appointed on 03 <sup>rd</sup> June, 2021)	No relations with other Directors

**f) Number of shares and convertible instruments held by non-executive directors:**

The number of equity shares of the Company held by non-executive directors, as on 31<sup>st</sup> March, 2022 are as follows:

Name of the Director	No. of equity shares (face value ₹ 1.00 each) held in the Company
Mr. Utpal Dey (resigned on 03 <sup>rd</sup> June, 2021)	NIL
Mr. Rathindra Nath Ghosh (resigned on 03 <sup>rd</sup> June, 2021)	NIL
Mrs. Santosh Choradia (resigned on 03 <sup>rd</sup> June, 2021)	NIL
Mr. Nitesh Singh (resigned on 03 <sup>rd</sup> June, 2021)	NIL
Mrs. Pritika Choraria (resigned on 03 <sup>rd</sup> June, 2021)	NIL

Mr. Yatin Sanjay Gupte (appointed on 03 <sup>rd</sup> June, 2021)	13,46,30,090
Mr. Vettukallel Avirachan Sojan (appointed on 03 <sup>rd</sup> June, 2021)	25,00,27,310
Mrs. Neelambari Harshal Bhujbal (appointed on 03 <sup>rd</sup> June, 2021)	NIL
Mr. Bhargav Govindprasad Pandya (appointed on 03 <sup>rd</sup> June, 2021)	NIL
Mr. Nikhil Bhagwanshanker Dwivedi (appointed on 03 <sup>rd</sup> June, 2021)	NIL

**g) Web-link where details of familiarization programmes imparted to Independent Directors is disclosed.**

The Company is having the general practice to conduct a familiarization programme of the Independent Directors after their appointment:

Accordingly, the Company has made its Independent Directors appointed during the Financial Year familiarized about

- The Strategy, Operations and functions of the Company,
- The roles, rights and responsibilities of Independent Directors,
- The Company's strategy, business model, nature of Industry in which the Company operates, and
- Any other relevant information.

The details of familiarization programme are available on the website <https://miflindia.com/cc/fp.pdf>

**h) Chart or a matrix setting out the skills/expertise/competence of the Board of Directors.**

By complying with the relevant provision under The SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015; the Board has list out the core skills/expertise and competence of the Board of Directors which are as follows:

- Finance, accounts and audit
- Strategy and Business Planning
- Governance, Ethics and Regulatory Oversight
- Technology Innovation
- Financial services
- Risk, Assurance and Internal controls
- Human Resource

## Professional Background/Qualifications of Directors:

<p><b>Mr. Venkata Ramana Revuru</b> <b>Managing Director, Chairman</b></p> <p>Mr. Venkata Ramana Revuru, possess more than 2 decades of experience in the field of Sales, Business Development, Product training, Client Servicing, Marketing, Portfolio Management, Market Research, General Administration and Strategic Planning and Financial Product.</p> <p>He is recognized as a proactive individual who can rapidly identify business problems, formulate tactical plans, initiate change and implement effective business strategies in challenging environments to enhance revenue generation, market share expansion and profitability.</p>	<p><b>Mr. Yatin Sanjay Gupte,</b> <b>Non-Executive Non-Independent Director</b></p> <p>Mr. Yatin Sanja Gupte, possess more than 2 decades of experience in the field of Sales and Marketing, Business Development, Insurance, Technology and Client Servicing.</p> <p>Mr. Gupte founded Wardwizard Group in the year 2016 and in the year 2019, acquired a listed entity after which the name and object of the Company was changed. Under his leadership being the Chairman and Managing Director, Wardwizard Innovations and Mobility Limited became the first ever EV company which got listed on the BSE.</p>
<p><b>Mr. Vettukallel Avirachan Sojan</b> <b>Non-Executive Non-Independent Director</b></p> <p>Mr. Vettukallel Avirachan Sojan, possess more than a decade of experience in the field of Administration, Business Development, Human Resource, Marketing and Finance.</p> <p>Mr. Sojan is the Managing Director of I Secure Credit &amp; Capital Services Limited (Formerly known as Orchid Securities Limited). Mr. Sojan is presently acting as financial advisor to various corporates /high net worth individuals in various states of Southern India.</p>	<p><b>Mr. Bhargav Govindprasand Pandya</b> <b>Non-Executive Independent Director</b></p> <p>Mr. Bhargav Govindprasand Pandya possess more than 3 decades of experience in Banking sector with Bank of Baroda.</p> <p>He climbed the career ladder from the position of Clerk to Chief Manager through his continuous learning and working.</p>
<p><b>Mr. Nikhil Bhagwanshanker Dwivedi</b> <b>Non-Executive Independent Director</b></p> <p>Mr. Nikhil Bhagwanshanker Dwivedi possess more than 3 decades of experience in the field of Banking sector.</p> <p>He is a Chartered Accountant by profession and has served HDFC Limited under various cadres.</p>	<p><b>Mrs. Neelambari Harshal Bhujbal</b> <b>Non-Executive Independent Director</b></p> <p>Mrs. Neelambari Harshal Bhujbal posses more than a decade of experience in the field of Human Resources, providing Recruitment Services for IT and Non-IT organizations for PAN India.</p>

**Names of Directors possessing the skills/expertise/competence as specified by the Board of Directors**

Industry Skills	Name of the Director possessing the skill/expertise/competence
Strategy & Planning & Policy Making, Research & Development, Operations & Technology Innovation, International Exposure, Promotion & Marketing	Mr. Venkata Ramana Revuru, Mr. Yatin Sanjay Gupte, Mr. Vettukallel Avirachan Sojan
Governance and Collective Skills	Name of the Director possessing the skill/expertise/competence
Finance, Accounts & Audit, Governance, Legal, Risk & Compliance	Mr. Venkata Ramana Revuru, Mr. Yatin Sanjay Gupte, Vettukallel Avirachan Sojan, Mr. Bhargav Govindprasad Pandya, Mr. Nikhil Bhagwanshanker Dwivedi, Mrs. Neelambari Harshal Bhujbal
Personal Attributes	Name of the Director possessing the skill/expertise/competence
Integrity and Ethical Standards, Leader and Team Player, Critical and Innovative Thinker	Mr. Venkata Ramana Revuru, Mr. Yatin Sanjay Gupte, Mr. Vettukallel Avirachan Sojan, Mr. Bhargav Govindprasad Pandya, Mr. Nikhil Bhagwanshanker Dwivedi, Mrs. Neelambari Harshal Bhujbal

**i) Confirmation from the Board of Directors**

In the opinion of the Board of Directors, all the Independent Directors, fulfill the criteria of independence as laid down in Section 149(6) of The Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such is based on the declaration received from all the Independent Directors. The Board has also confirmed that they are not aware of any circumstances or situation which exist or may be reasonably anticipated that could impair or impact their ability to discharge their duties and that they are independent of the management.

As on 31<sup>st</sup> March, 2022; following are the Independent Directors of the Company:

1. Mr. Bhargav Govindprasad Pandya
2. Mr. Nikhil Bhagwanshanker Dwivedi
3. Mrs. Neelambari Harshal Bhujbal

A formal letter of appointment to Independent Directors as provided under The Companies Act, 2013 has been issued and disclosed on website of the Company <https://miflindia.com/cc/tc.pdf>

**Separate Meeting of Independent Directors**

In accordance with the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and Regulation 25(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a meeting of the Independent Directors of the Company was held on **14<sup>th</sup> February, 2022** in which the following matters were considered: -

- Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;

- Evaluation of the performance of the Chairman, taking into account the views of the Executive and Non-Executive Directors;
- Evaluation of quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The performance evaluation of the Chairman & Managing Director and the Non-Executive Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process. The Board of Directors confirms that the Independent Directors fulfill the conditions specified in The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are independent of the management.

**j) Detailed reasons for resignation of Independent Directors.**

During the financial year 2021-22; Mr. Rathindra Nath Gosh, Mr. Nitesh Singh and Mrs. Pritika Choraria resigned from the Directorship of the Company with effect from 03<sup>rd</sup> June, 2021 due to change in management of the Company and they further confirm that there were no other reasons, other than those above-mentioned reason mentioned in their resignation letters.

**3. AUDIT COMMITTEE {SECTION 177 OF THE COMPANIES ACT, 2013 READ WITH REGULATION 18 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015}**

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

The terms of reference of the Audit Committee as per Part C of Schedule II of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are as under:

1. oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
3. approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - b) Changes, if any, in accounting policies and practices and reasons for the same
  - c) major accounting entries involving estimates based on the exercise of judgment by management
  - d) significant adjustments made in the financial statements arising out of audit findings
  - e) compliance with listing and other legal requirements relating to financial statements
  - f) disclosure of any related party transactions;



g) modified opinion(s) in the draft audit report;

5. reviewing with the management the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. approval or any subsequent modification of transactions of the listed entity with related parties;
9. scrutiny of inter-corporate loans and investments;
10. valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. evaluation of internal financial controls and risk management systems;
12. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. discussion with internal auditors of any significant findings and follow up there on;
15. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. to review the functioning of the whistle blower mechanism;
19. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
21. reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision
22. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

- The audit committee shall mandatorily review the following information:
  - a) management discussion and analysis of financial condition and results of operations
  - b) management letters / letters of internal control weaknesses issued by the statutory auditors;
  - c) internal audit reports relating to internal control weaknesses; and
  - d) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
  - e) statement of deviations:
    - i. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
    - ii. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

All the recommendations made by the Committee during the year under review, were accepted by the Board.

In addition, reviewing of such other functions as envisaged under Section 177 of the Act, read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**b) Composition, name of members and chairperson (As on 31<sup>st</sup> March, 2022)**

As on 31<sup>st</sup> March, 2022; the Audit Committee comprised of 2 (Two) Independent Directors and 1 (One) Non-Executive Non-Independent Director with Mr. Nikhil Bhagwanshanker Dwivedi acting as a Chairperson. The Audit Committee was re-constituted on 03<sup>rd</sup> June, 2021 due to change in management.

Mr. Nikhil Bhagwanshanker Dwivedi, Chairperson of Committee was present at the last Annual General Meeting held on 27<sup>th</sup> September, 2021.

Ms. Sakina Lokhandwala, Company Secretary acts as a secretary to the Committee.

The Committee was re-constituted on 12<sup>th</sup> August, 2022 and the new composition of committees as on date are as follows:

Name of the Director	Designation	Position in Committee
Mr. Nikhil Bhagwanshanker Dwivedi	Non-Executive Non-Whole Time Independent Director	Chairperson
Mr. Bhargav Govindprasad Pandya	Non-Executive - Woman Independent Director	Member
Mr. Yatin Sanjay Gupte	Non- Executive Non- Independent Director	Member
<b>Mrs. Neelambari Harshal Bhujbal (appointed on 12<sup>th</sup> August, 2022)</b>	<b>Non-Executive Non-Whole Time Independent Director</b>	<b>Member</b>

**c) Meetings and attendance during the year ended on 31<sup>st</sup> March, 2022.**

During the period, Audit Committee met 7 (Seven) times on 22<sup>nd</sup> May, 2021; 10<sup>th</sup> August, 2021; 23<sup>rd</sup> August, 2021; 14<sup>th</sup> November, 2021; 01<sup>st</sup> February, 2022; 14<sup>th</sup> February, 2022 and 09<sup>th</sup> March, 2022.

**Composition of the Audit Committee and Attendance of their meeting are as under:**

Name of the Director	Position on the Committee	Number of Nomination, Remuneration and Compensation Committee Meetings	
		Held	Attended
Mr. Nitesh Singh (resigned on 03 <sup>rd</sup> June, 2021)	Chairperson	7	1
Mr. Rathindra Nath Ghosh (resigned on 03 <sup>rd</sup> June, 2021)	Member	7	1
Mr. Pradeep Kumar Daga (resigned on 03 <sup>rd</sup> June, 2021)	Member	7	1
Mr. Nikhil Bhagwanshanker Dwivedi (appointed on 03 <sup>rd</sup> June, 2021)	Chairperson	7	6
Bhargav Govindprasad Pandya (appointed on 03 <sup>rd</sup> June, 2021)	Member	7	6
Mr. Yatin Sanjay Gupte (appointed on 03 <sup>rd</sup> June, 2021)	Member	7	6

**4. NOMINATION AND REMUNERATION COMMITTEE {SECTION 178 OF THE COMPANIES ACT, 2013, READ WITH REGULATION 19 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015}**

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

The terms of reference of the Nomination and Remuneration Committee as per Part D of Schedule II of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under

1. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- 1A For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - i. use the services of an external agencies, if required;
  - ii. consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - iii. consider the time commitments of the candidates
2. formulation of criteria for evaluation of performance of independent directors and the board of directors;
3. devising a policy on diversity of board of directors;
4. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
5. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
6. Recommend to all the board, all remuneration, in whatever form, payable to senior management.

**b) Composition, name of members and chairperson (As on 31<sup>st</sup> March, 2022)**

As on 31<sup>st</sup> March, 2022; the Nomination Remuneration and Compensation Committee comprised of 03 (Three) Independent Directors with all 03 (three) being Non-Executive Directors and Mr. Bhargav Govindprasad Pandya, Independent Director acting as a chairperson. The Nomination and remuneration committee was re-constituted on 03<sup>rd</sup> June, 2021 due to change in management.

Mr. Bhargav Govindprasad Pandya, Chairperson of Committee was present at last Annual General Meeting held on 27<sup>th</sup> September, 2021.

The Committee was re-constituted on 12<sup>th</sup> August, 2022 and the new composition of committees as on date are as follows:

Name of the Director	Designation	Position in Committee
Mr. Bhargav Govindprasad Pandya	Non-Executive Non-Whole Time Independent Director	Chairperson
Mr. Nikhil Bhagwanshanker Dwivedi	Non-Executive Non-Whole Time Independent Director	Member
Mrs. Neelambari Harshal Bhujbal	Non-Executive Woman Independent Director	Member
<b>Mr. Yatin Sanjay Gupte (appointed on 12<sup>th</sup> August, 2022)</b>	<b>Non- Executive Non- Independent Director</b>	<b>Member</b>

Ms. Sakina Lokhandwala, Company Secretary acts as a secretary to the Committee.

**c) Meetings and attendance during the year ended on 31<sup>st</sup> March, 2022**

During the period, Nomination Remuneration and Compensation Committee met 4 (Four) times on 03<sup>rd</sup> June, 2021; 10<sup>th</sup> August, 2021; 14<sup>th</sup> November, 2021 and 01<sup>st</sup> December, 2021.

**Composition of the Nomination Remuneration and Compensation Committee and Attendance of their meeting are as under:**

Name of the Director	Position on the Committee	Number of Nomination, Remuneration and Compensation Committee Meetings	
		Held	Attended
Mr. Rathindra Nath Ghosh (resigned on 03 <sup>rd</sup> June, 2021)	Chairperson	4	1
Mr. Nitesh Singh (resigned on 03 <sup>rd</sup> June, 2021)	Member	4	1
Mrs. Pritika Choraria (resigned on 03 <sup>rd</sup> June, 2021)	Member	4	1
Mr. Bhargav Govindprasad Pandya (appointed on 03 <sup>rd</sup> June, 2021)	Chairperson	4	3
Mr. Nikhil Bhagwanshanker Dwivedi	Member	4	3

(appointed on 03 <sup>rd</sup> June, 2021)			
Mrs. Neelambari Harshal Bhujbal (appointed on 03 <sup>rd</sup> June, 2021)	Member	4	3

**d) Performance evaluation criteria for independent directors**

Pursuant to the provisions of the Companies Act, 2013, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual evaluation of its own performance and that of its committees as well as performance of the Directors individually. Feedback was sought by way of a structured questionnaire covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance and the evaluation was carried out based on responses received from the all the Directors.

**5. STAKEHOLDERS RELATIONSHIP COMMITTEE {SECTION 178(5) OF THE COMPANIES ACT, 2013 READ WITH REGULATION 20 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015}**

**Terms of Reference**

The terms of reference of the Stakeholders Relationship Committee as per Part D of Schedule II of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

- 1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- 2) Review of measures taken for effective exercise of voting rights by shareholders.
- 3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- 4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

**a) COMPOSITION OF THE COMMITTEE, MEETINGS AND ATTENDANCE AS ON 31<sup>ST</sup> MARCH, 2022**

The Stakeholders Relationship Committee was re-constituted on 03<sup>rd</sup> June, 2021; due to change in the management.

As on 31<sup>st</sup> March, 2022; The Stakeholder Relationship Committee comprised of 3 (three) Directors with all 3 (three) being Non-Executive Directors and Mrs. Neelambari Harshal Bhujbal acting as its Chairperson.

Name of the Director	Position on the Committee	Attendance of 1 (one) Meeting Held on 14 <sup>th</sup> February, 2022
Mr. Nitesh Singh (resigned on 03 <sup>rd</sup> June, 2021)	Chairperson	NOT APPLICABLE
Mr. Rathindra Nath Ghosh (resigned on 03 <sup>rd</sup> June, 2021)	Member	NOT APPLICABLE
Mr. Pradeep Kumar Daga (resigned on 03 <sup>rd</sup> June, 2021)	Member	NOT APPLICABLE
Mrs. Neelambari Harshal Bhujbal (Appointed on 03 <sup>rd</sup> June, 2021)	Chairperson	PRESENT
Mr. Nikhil Bhagwanshanker Dwivedi (appointed on 03 <sup>rd</sup> June, 2021)	Member	PRESENT
Mr. Yatin Sanjay Gupte (appointed on 03 <sup>rd</sup> June, 2021)	Member	PRESENT

The Committee was re-constituted on 12<sup>th</sup> August, 2022 and the new composition of committees as on date are as follows:

Name of the Director	Designation	Position in Committee
Mrs. Neelambari Harshal Bhujbal	Non-Executive - Woman Independent Director	Chairperson
Mr. Nikhil Bhagwanshanker Dwivedi	Non-Executive Independent Director	Member
Mr. Yatin Sanjay Gupte	Non-Executive Non-Independent Director	Member
<b>Mr. Bhargav Govindprasad Pandya (appointed on 12<sup>th</sup> August, 2022)</b>	<b>Non-Executive Independent Director</b>	<b>Member</b>

**b) Name and designation of the compliance officer:** Ms. Sakina Lokhandwala; Company Secretary and Compliance Officer

**c) Number of shareholders' complaints received during the financial year**

As required by The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; Ms. Sakina Lokhandwala, Company Secretary is the Compliance Officer of the Company, who oversees the redressal of Investor Grievance. The shareholders of the company can e-mail their grievances on [mangalamindustrialfinanceltd@gmail.com](mailto:mangalamindustrialfinanceltd@gmail.com)

SEBI has initiated processing of investor complaints in a centralized web- based complaint redress system "SCORES". Under the said system the complaints received from SEBI shall be processed timely.

The Company had received no complaint from shareholder through SCORES during the financial year 2021-22.

The status of Complaints received at SCORES portal is:

- a. Number of shareholders' complaints received during the financial year: Nil
- b. Number of complaints not solved to the satisfaction of shareholders: Nil
- c. Number of pending complaints: Nil

#### **6. RISK MANAGEMENT COMMITTEE {REGULATION 20 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015}**

The composition of Risk Management Committee as required under Regulation 20 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the Company.

#### **7. REMUNERATION OF DIRECTORS**

- i. There were no pecuniary relationship or transactions with any Non-Executive Director.
- ii. The criteria for making payment to Non-Executive Directors is available on the website of the Company i.e. <https://miflindia.com/cc/Criteria%20for%20making%20payment%20to%20Non-Executive%20Directors.pdf>
- iii. Non-Executive Directors are paid Sitting Fees.

Following are the details of Sitting Fees paid to the Non-Executive Directors during the Financial Year ended on 31<sup>st</sup> March, 2022:

<b>Name of the Director</b>	<b>Category</b>	<b>Sitting Fees (Amount (₹) in Lakhs)</b>
Mr. Rathindra Nath Gosh (Resigned on 03 <sup>rd</sup> June, 2021)	Non-Executive Independent Director	NIL
Mr. Nitesh Singh (Resigned on 03 <sup>rd</sup> June, 2021)	Non-Executive Independent Director	NIL
Mrs. Pritika Choraria (Resigned on 03 <sup>rd</sup> June, 2021)	Non-Executive - Woman Independent Director	NIL
Mr. Bhargav Govindprasand Pandya (Appointed on 03 <sup>rd</sup> June, 2021)	Non-Executive Independent Director	1.20 lakhs



Mr. Nikhil Bhagwanshanker Dwivedi (Appointed on 03 <sup>rd</sup> June, 2021)	Non-Executive Independent Director	0.84 lakhs
Mrs. Neelambari Harshal Bhujbal (Appointed on 03 <sup>rd</sup> June, 2021)	Non-Executive - Woman Independent Director	1.20 lakhs

(iv) Remuneration paid to the Managing Director and Executive Directors during the year is as follows:

(₹ In lakhs)

Name of the Director and Designation	Category	Salary	Bene fits	Bonus es	Pen sion	Service Contrac ts	Not ice	Total
Mr. Pradeep Kumar Daga (Resigned on 03 <sup>rd</sup> June, 2021)	Managing Director, Chairman, Executive Director (Promoter)	1.00 (2 MONTHS)	NIL	NIL	NIL	NIL	NIL	1.00
Mr. Venkata Ramana Revuru (Appointed on 03 <sup>rd</sup> June, 2021)	Managing Director, Chairman, (Promoter)	NIL	NIL	NIL	NIL	Appoint ment for the Period for 3 Years	NIL	NIL

There were no severance fees and stock option plan. The appointment of Mr. Venkata Ramana Revuru, Managing Director is for a period of 3 (Three) years with effect from 10<sup>th</sup> August, 2021 to 09<sup>th</sup> July, 2024 on the basis of terms and conditions laid down as per the agreement dated 12<sup>th</sup> August, 2021, together with the resolution passed by the Board dated 10<sup>th</sup> August, 2021 and the same was approved by the Members at the Annual General Meeting which was held on 27<sup>th</sup> September, 2021.

## 8. GENERAL BODY MEETINGS

- a) The details of date, location and time of the last three Annual General Meetings held are as under:

Financial year Ended	Date	Time (IST)	Venue
2020-2021	27 <sup>th</sup> September, 2021	12.00 p.m.	Through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") without the physical Presence of the Members at a common venue, in compliance with General Circular issued by Ministry of Corporate Affairs (MCA Circulars).
2019-2020	30 <sup>th</sup> December, 2020	01.00 p.m.	Through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") without the physical Presence of the Members at a common venue, in compliance with General Circular issued by Ministry of Corporate Affairs (MCA Circulars).
2018-2019	24 <sup>th</sup> August, 2019	02.00 p.m.	"Conference Hall" 11, Clive Row, 5 <sup>th</sup> Floor, Kolkata – 700 001

**b) Special Resolutions passed during the previous three Annual General Meetings:**

Financial Year	Date	Time (IST)	Resolutions Passed
2020-2021	27 <sup>th</sup> September, 2021	12.00 p.m.	<p>1) Approval for Material Related Party Transaction (s) under Section 188 of The Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulations, 2015. <b>(Special Business — Special Resolution).</b></p> <p>2) Increasing Borrowing Limits of The Board of Directors of The Company Under Section 180 of the Companies Act, 2013 <b>(Special Business — Special Resolution).</b></p> <p>3) Authorisation to make loan(s) and give guarantee(s), provide security (ies) or make investments <b>(Special Business — Special Resolution).</b></p> <p>4) Approval of loans, investments, guarantee or security <b>(Special Business — Special Resolution).</b></p>

2019-2020	30 <sup>th</sup> December, 2020	01.00 p.m.	No Special Resolutions were passed
2018-2019	24 <sup>th</sup> August, 2019	02.00 p.m.	No Special Resolutions were passed

**c) Special Resolutions passed during Financial Year 2020-21 through Postal Ballot:**

No Postal Ballot was held during financial year 2020-21; hence no Special Resolutions were passed during the last financial year 2020-21 through postal ballot.

**d) Extra-Ordinary General Meeting was held during the Financial Year 2021-22 on through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM").**

No Extraordinary General Meeting was held during the financial year 2021-22.

## **9. MEANS OF COMMUNICATION**

The extracts of quarterly/half yearly and the annual audited results are normally published in widely circulating national and local dailies namely Business Standard (Kolkata and Ahmedabad) and Arthik Lipi (Bengali) and are disseminated to BSE where the shares of the Company are listed. The Company discloses to the stock exchange regarding information required to be disclosed under regulation 30 read with Part A of Schedule III of The SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, including material information which have a bearing on the performance / operations of the Company. All information is filed electronically on BSE's online portal and BSE Listing Centre.

The Annual Report of the company, the quarterly / half-yearly and the annual financial statements of the Company are also placed on the Company's website at [www.miflindia.com](http://www.miflindia.com) which can also be downloaded.

### **MINISTRY OF CORPORATE AFFAIRS (MCA)**

The Company has periodically filed all the necessary documents with MCA. The Company has filed its Audited Financial Statements on MCA through XBRL.

## **10. GENERAL SHAREHOLDER INFORMATION**

**a) Annual General Meeting: 39<sup>th</sup> Annual General Meeting (Financial year 01<sup>st</sup> April, 2021 to 31<sup>st</sup> March, 2022)**

- Date : 26<sup>th</sup> September, 2021
- Time : 01.00 p.m.
- Venue : Through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") without the physical presence of the Members.

**b) Financial Year: 01<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2023**

<b>Financial Calendar for 2022-2023 (Tentative)</b>	1 <sup>st</sup> April, 2022 to 31 <sup>st</sup> March, 2023
<b>Adoption of Quarterly Results for the quarter ending</b>	
<b>First Quarter Results (30<sup>th</sup> June, 2022)</b>	Last week of July/ 1 <sup>st</sup> / 2 <sup>nd</sup> week of August, 2022
<b>Second Quarter and Half Year Results (30<sup>th</sup> September, 2022)</b>	Last week of October/ 1 <sup>st</sup> / 2 <sup>nd</sup> week of November, 2022
<b>Third Quarter and Nine Months Results (31<sup>st</sup> December, 2022)</b>	Last week of January/ 1 <sup>st</sup> / 2 <sup>nd</sup> week of February, 2023.
<b>Approval of Annual Account (31<sup>st</sup> March, 2023)</b>	Last week of April/ 1 <sup>st</sup> / 2 <sup>nd</sup> / 3 <sup>rd</sup> week of May, 2023.

c) **Dividend Payment date:** No dividend has been proposed and approved by the Board of Directors.

d) **Name and address of Stock Exchange:**

Stock Exchanges where Company's equity shares are listed at:

<b>Name and Address of the Stock Exchange</b>	<b>Scrip Code</b>	<b>Scrip ID</b>	<b>ISIN No.</b>
BSE Limited Phiroze JeeJeebhoy Towers, Dalal street, Mumbai - 400 001, Maharashtra, India.	537800	MANGIND	INE717C01025

The listing fees for the FY 2021-22 has been paid to the above stock exchange.

e) **Market price data - high/low during each month in the past financial year:** As the Company share being listed on BSE Limited.

#### Share Price at BSE

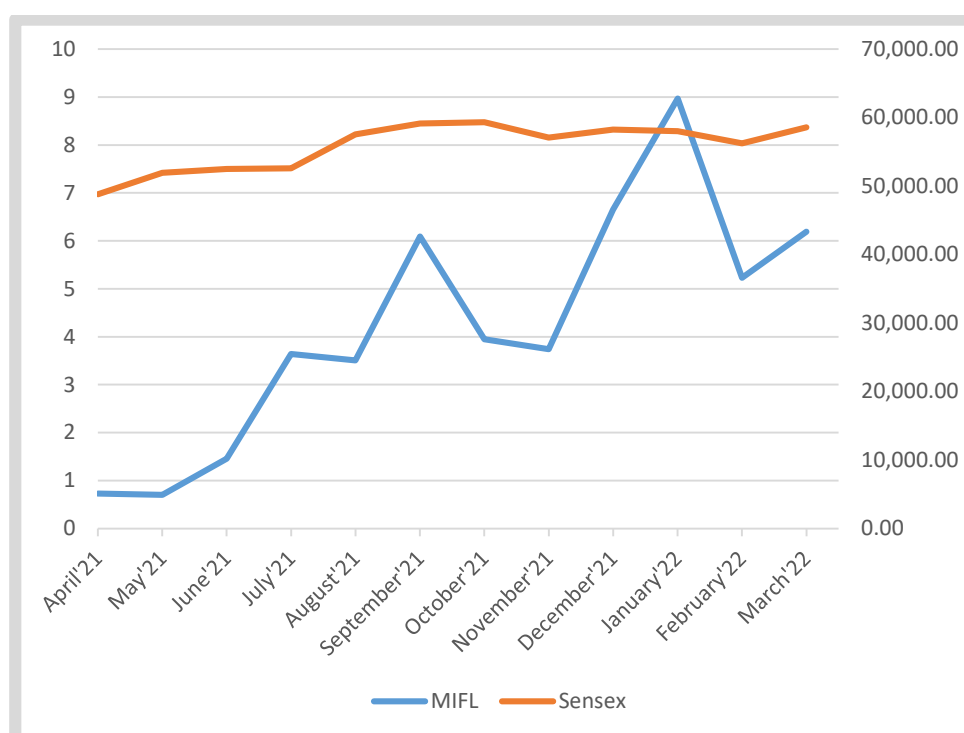
<b>Month</b>	<b>High (₹)</b>	<b>Low (₹)</b>	<b>No of equity shares</b>	<b>No. of Trades</b>
<b>April, 2021</b>	0.91	0.73	9,96,903	614
<b>May, 2021</b>	0.73	0.62	58,58,713	1,517
<b>June, 2021</b>	1.46	0.71	68,43,697	1,313
<b>July, 2021</b>	3.64	1.48	98,49,541	2,196
<b>August, 2021</b>	4.21	2.41	95,45,772	4,622

<b>September, 2021</b>	6.09	3.18	1,04,16,417	10,527
<b>October, 2021</b>	6.70	3.89	1,85,53,575	26,041
<b>November, 2021</b>	4.18	2.91	3,02,15,002	29,415
<b>December, 2021</b>	6.65	3.36	7,69,92,849	59,633
<b>January, 2022</b>	9.78	6.65	8,62,51,097	89,659
<b>February, 2022</b>	8.94	5.07	4,15,40,065	53,390
<b>March, 2022</b>	7.44	5.11	3,34,02,459	47,902

**f) Performance in comparison to broad based indices of BSE Sensex:**

<b>Month</b>	<b>MIFL</b>	<b>Closing BSE Sensex</b>
<b>April, 2021</b>	0.73	48,782.36
<b>May, 2021</b>	0.70	51,937.44
<b>June, 2021</b>	1.46	52,482.71
<b>July, 2021</b>	3.64	52,586.84
<b>August, 2021</b>	3.51	57,552.39
<b>September, 2021</b>	6.09	59,126.36
<b>October, 2021</b>	3.95	59,306.93
<b>November, 2021</b>	3.74	57,064.87
<b>December, 2021</b>	6.65	58,253.82
<b>January, 2022</b>	8.97	58,014.17
<b>February, 2022</b>	5.23	56,247.28
<b>March, 2022</b>	6.19	58,568.51

#### Comparison between the Share price - High and Sensex index close price



g) There was no suspension of trading in the Securities, i.e., Equity Shares of the Company during the financial year.

#### h) Registrars to an Issue & Share Transfer Agents:

##### **\*Purva Shareregistry (India) Pvt Ltd**

Unit No. 9, Ground Floor,  
Shiv Shakti Ind. Estt,  
J. R. Boricha Marg,  
Lower Parel East, Mumbai,  
Maharashtra 400011  
Phone: 022- 23016761 / 23012518  
Email id: support@purvashare.com  
Website: www.purvashare.com

\* The Company has changed its RTA vide the approval letter from NSDL and CDSL dated 23<sup>rd</sup> March, 2022 and 22<sup>nd</sup> March, 2022 respectively.

#### i) Share transfer system:

The Company's shares are traded in the stock exchanges compulsorily in Demat form. The Company's Registrar and Transfer agent is the common agency to look demat registry work. Shares lodged for transfer with the registrar are processed and returned to shareholders within the stipulated time.

Members may please note that with effect from 01<sup>st</sup> April, 2019, shares held in physical form cannot be transferred. Therefore, shareholders are requested to take action to dematerialize the equity shares of the Company by opening a demat account.

**j) Distribution of Shareholding:**

Shareholding pattern as on 31<sup>st</sup> March, 2022:

Sr. No.	Category	No of Shares Held	Percentage of Shareholding
1.	Resident Individual	13,36,41,861	13.90
2.	Promoters And Promoters Group: -		
	Individuals	51,92,87,490	54.00
	Corporate	19,74,93,390	20.54
3.	LLP	35,17,501	0.37
4.	Bodies Corporate	9,84,84,589	10.24
5.	Clearing Members	15,03,230	0.16
6.	Non-Resident Indians (Non-Repatriation)	14,15,742	0.15
7.	Non-Resident Indians (Repatriation)	35,80,990	0.37
8.	Hindu Undivided Family	27,18,707	0.28
<b>Total</b>		<b>96,16,43,500</b>	<b>100.00</b>

Distribution of shareholding as on 31<sup>st</sup> March, 2022

Category (Amount)	Number	% of Total	Amount (in ₹)	% of Total
<b>Up to 5,000</b>	53977	93.20	3,26,97,090	3.40
<b>5,001 – 10,000</b>	1845	3.19	1,44,33,722	1.50
<b>10,001 – 20,000</b>	995	1.72	1,46,69,888	1.53
<b>20,001 – 30,000</b>	371	0.64	93,74,494	0.97
<b>30,001 – 40,000</b>	161	0.28	57,16,453	0.59
<b>40,001 – 50,000</b>	129	0.22	60,17,357	0.63
<b>50,001 – 1,00,000</b>	236	0.41	1,76,43,426	1.83
<b>1,00,001 - Above</b>	200	0.35	86,10,91,070	89.54
<b>Total</b>	<b>57,914</b>	<b>100.00</b>	<b>96,16,43,500</b>	<b>100.00</b>

**k) Dematerialization of shares and liquidity**

The Company's shares are available for dematerialization with both the Depositories, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

96,11,97,200 equity shares were dematerialized representing 99.95% of the total paid up equity share capital of the Company as on 31<sup>st</sup> March, 2022.

**l) Outstanding Global Depository Receipts or American Depository Receipts or warrants or any convertible instruments:**

There are no outstanding Global Depository Receipts or American Depository Receipts or warrants or any convertible instruments as on 31<sup>st</sup> March, 2022.

**m) Commodity price risk or foreign exchange risk and hedging activities:**

The Company is not carrying on any Commodity Business and has also not undertaken any hedging activities, hence same are not applicable to the Company.

**n) Plant location:**

Mangalam Industrial Finance Ltd, being a Non-Banking Finance Company does not have any manufacturing plant.

**o) Address for correspondence:**

**Company Secretary and Compliance Officer**

**Ms. Sakina Lokhandwala**

Mangalam Industrial Finance Ltd

CIN: L65993WB1983PLC035815

Hall No-1, M R Icon, Next to Milestone,

Vasna Bhayli Road, Vadodara,

Gujarat – 391 410

Email: mifl@miflindia.com;

mifl\_1983@yahoo.co.in

[mangalamindustrialfinanceltd@gmail.com](mailto:mangalamindustrialfinanceltd@gmail.com)

Telephone No.: +91 7203948909

Web-site: [www.miflindia.com](http://www.miflindia.com)

**p) Credit Rating:**

The Company has not issued any debt instruments and does not have any Fixed Deposit Programme or any scheme or proposal involving mobilization of funds in India or abroad during the financial year ended 31<sup>st</sup> March, 2022. Hence, during the Year there was no requirement to obtain such Credit Ratings.



## **11. OTHER DISCLOSURES:**

### **a) Related Party Transactions**

Transactions with related parties are disclosed in the Notes to Accounts in the Financial Statements. All transactions with related parties are at arms' length and in compliance with transfer pricing regulations. Consideration is paid/ received through cheque/ online payment.

All Related Party Transactions are entered into by the Company only after obtaining the prior approval of the Audit Committee and Board of Directors and are entered into on an Arms' length basis.

In terms of the Act, and The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted a policy to determine Related Party Transactions.

Related Party Transaction policy is placed on the Company's website at: <https://miflindia.com/cc/prt.pdf>

#### **Material Related Party Transactions:**

During the year ended 31<sup>st</sup> March, 2022 there were no materially significant related party transactions, which had potential conflict with the interests of the Company at large. The transactions with related parties are disclosed in the Notes to the Annual Accounts

The details of the related party transactions are set out in the notes to the financial statements forming part of this Annual Report. Company's Policy on related party transactions is uploaded on the website of the Company: <https://miflindia.com/investor.html>

Since the Company does not have any subsidiary, the Policy for determining 'material' subsidiary is not applicable during the Financial Year 2021-22.

### **b) Details of non-compliance**

There was no non-compliance by the Company during the last three financial years and hence no penalties, strictures were imposed on the Company by stock exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three financial years.

### **c) Details of establishment of Vigil Mechanism/Whistle Blower Policy**

The Company had established a Vigil Mechanism / Whistle Blower Policy for Directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Code of Conduct. The details of establishment of such mechanism have been posted by the Company on its website [www.miflindia.com](http://www.miflindia.com).

During the year under review, none of the employee was denied access to the Audit Committee.

**d) Details of compliance with Mandatory requirements and Non-Mandatory requirements**

The Company has complied with all the Mandatory and Non-Mandatory Requirements of Corporate Governance as per The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- e) The Company has received certificate dated 29<sup>th</sup> July, 2022 from Mrs. Aparna Tripathi, Practicing Company Secretary, stating that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Company by SEBI or Ministry of Corporate Affairs or any such statutory authority is enclosed to this report.
- f) There has been no such incidence during the Financial Year 2021-22, where the Board has not accepted the recommendations of the Committees of the Company.
- g) Given below are the details of fees paid to R K Kankaria & Co., Chartered Accountant, as a Statutory Auditor of the Company till 22<sup>nd</sup> August, 2021.

(Amount (₹) in lakhs)

Sr. No.	Payments to the Statutory Auditors (excluding taxes)	Fees paid
1	Statutory Audit fees paid for Audit of the Company	0.35
2	Fees paid for other services	0.13
3	Reimbursement of expenses	-
<b>Total</b>		<b>0.48</b>

- h) Given below are the details of fees paid to M/s. Mahesh Udhvani & Associates, Chartered Accountants, Statutory Auditors of the Company on a consolidated basis during the Financial Year ended 31<sup>st</sup> March, 2022. M/s. Mahesh Udhvani & Associates, Chartered Accountants were appointed as Statutory Auditors as on 23<sup>rd</sup> August, 2021.

(Amount (₹) in lakhs)

Sr. No.	Payments to the Statutory Auditors (excluding taxes)	Fees paid
1	Statutory Audit fees paid for Audit of the Company	3.00
2	Fees paid for other services	1.20
3	Reimbursement of expenses	-
<b>Total</b>		<b>4.20</b>

- i) Disclosures in relation to The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

a.	Number of complaints filed during the financial year	NIL
b.	Number of complaints disposed off during the financial year	NA
c.	Number of complaints pending as on end of the financial year	NIL

12. The Company has complied with the requirements of Schedule V: Corporate Governance Report: sub-para (2) to (10) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**13. DETAILS OF ADOPTION OF DISCRETIONARY REQUIREMENTS:**

The Company has complied with all the mandatory requirements of Corporate Governance as specified in Para E of Schedule II of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

<b>The Board</b>	As per Para A of Part E of Schedule II of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a non-executive Chairman of the Board may be entitled to maintain a Chairman's Office at the Company's expense and also allowed reimbursement of expenses incurred in performance of his duties. The Chairman of the Company is an Executive Director and hence this provision is not applicable to us.
<b>Shareholder's Rights</b>	Considering the dynamic shareholder demography and trading on the stock exchanges, as a prudent measure, we display our quarterly and half yearly results on our website <a href="http://www.miflindia.com">www.miflindia.com</a> and also publish our results in newspapers. We publish the voting results of shareholder meetings and make it available on our website <a href="http://www.miflindia.com">www.miflindia.com</a> and report the same to Stock Exchanges in terms of Regulation 44 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
<b>Modified opinion(s) in audit report</b>	The Auditors have issued an unmodified opinion on the financial statements of the Company.
<b>Separate posts of Chairman and CEO</b>	The Company does not have separate post of Chairman and MD/CEO.
<b>Reporting of Internal Auditor</b>	The Internal Auditor reports to Chief Financial Officer and has direct access to the Audit Committee.

#### 14. INFORMATION RELATING TO DIRECTORS:

The relevant Information of the Directors seeking re-appointment, at the ensuing 39<sup>th</sup> Annual General Meeting of the Company as required under Regulation 36(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given below:

Particulars	
<b>Name</b>	Mr. Venkata Ramana Revuru
<b>Fathers' Name</b>	Late Mr. Panchalaiah Revuru
<b>DIN</b>	02809108
<b>Date of Birth/ Age</b>	01 <sup>st</sup> July, 1975
<b>Qualification</b>	Masters of Business Administration – 2002 P.G Diploma –Information Technology–2000. Bachelor of Commerce-1999 AMFI (The Association of Mutual Funds in India) -Advisory Module Certification.
<b>Expertise in specific functional areas/ Experience</b>	Mr. Venkata Ramana Revuru has 22 years of experience in the field of Sales, Business Development, Product Training, Client Servicing, Marketing, Portfolio Management, Market Research, General Administration and Strategic Planning and Financial Product (Including Mutual Fund, Insurance, Multiple Bonds, Infrastructure, Term Deposits (Government or Non- Government), Share/Demat Account and Loans (includes Personal, Business, Vehicle, Mortgage and Home).
<b>Date of First Appointment on the Board of the Company</b>	03 <sup>rd</sup> June, 2021
<b>No. of shares held in own name or in the name of relatives</b>	13,46,30,090 as on 31 <sup>st</sup> March, 2022
<b>Terms and conditions of his appointment</b>	At the Board Meeting held on 03 <sup>rd</sup> June, 2021; he was appointed as Additional Executive Director of the Company. At the Board Meeting held on 10 <sup>th</sup> August, 2021; he was appointed as Executive Non- Independent Director liable to retire by rotation. Being eligible, he has now offered himself for re-appointment.
<b>Details of Remuneration</b>	NA
<b>Directorships held in other public companies (excluding this Company, foreign companies and Section 8 companies)</b>	I Secure Credit & Capital Services Limited (Formerly known as Orchid Securities Limited)
<b>Number of Meetings of the Board attended during the year</b>	07 Board Meetings

<b>Memberships / Chairmanships of committees of other public companies</b>	01 – Stakeholders Relationship Committee {I Secure Credit & Capital Services Limited (Formerly known as Orchid Securities Limited)}
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**15. The Disclosures of the compliance with Corporate Governance requirements specified in regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 are as follows:**

<b>Regulation No.</b>	<b>Particulars of Regulations</b>	<b>Compliance status (Yes/No)</b>
17	Board of Directors	Yes
18	Audit Committee	Yes
19	Nomination, Remuneration and Compensation Committee	Yes
20	Stakeholders Relationship Committee	Yes
21	Risk Management Committee	NA
22	Vigil mechanism	Yes
23	Related Party Transactions	Yes
24	Corporate Governance requirements with respect to subsidiary of listed entity	NA
25	Obligations with respect to Independent Directors	Yes
26	Obligation with respect to Directors and senior management	Yes
27	Other Corporate Governance requirements	Yes
46(2)(b) to (i)	Website	Yes

**16. CODE OF CONDUCT:**

The Board has laid down a Code of Conduct covering the ethical requirements to be complied with covering all the Board members and all employees of the Company. An affirmation of compliance with the code is received from them on an annual basis.

**17. CEO AND CFO CERTIFICATION:**

As required under Regulations 17(8) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 certificate is duly signed by Mr. Deepakkumar Mineshkumar Doshi, Chief Financial Officer were Placed at the meeting of the Board as contemplated in Schedule – V of The

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and forms part of the Annual Report.

#### **18. CERTIFICATE OF CORPORATE GOVERNANCE**

A Compliance certificate from Mrs. Aparna Santoshkumar Tripathi, (Membership Registration No. 67594), Practicing Company Secretary, Bengaluru; pursuant to Schedule V of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding compliance of conditions of Corporate Governance forms part of the Annual Report.

#### **19. RECONCILIATION OF SHARE CAPITAL AUDIT**

A practicing Company Secretary carries out reconciliation of share capital audit, on half-yearly basis to reconcile the total admitted capital with NSDL & CDSL and total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL & CDSL.

#### **20. DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT**

The Listed entity shall disclose the following details in its annual report, as long as there are shares in the demat suspense account or unclaimed suspense account, as applicable;

- aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year; - Not Applicable
- number of shareholders who approached listed entity for transfer of shares from suspense account during the year; - Not Applicable
- number of shareholders to whom shares were transferred from suspense account during the year; - Not Applicable
- aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year; - Not Applicable
- that the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares. - Not Applicable

**For Mangalam Industrial Finance Limited**

**SD/-**  
**Venkata Ramana Revuru**  
**Managing Director**  
**DIN: 02809108**

**SD/-**  
**Yatin Sanjay Gupte**  
**Non-Executive Non- Independent Director**  
**DIN: 07261150**

**Place: Vadodara**  
**Date: 24<sup>th</sup> August, 2022**

### **CODE OF CONDUCT DECLARATION**

#### **Declaration as required under Schedule V Part D of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

As provided under Schedule-V of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; the Board of Directors and the Senior Management Personnel have confirmed compliance with the Code of Conduct and Ethics for the Financial Year ended 31<sup>st</sup> March, 2022

**On behalf of the Board of Directors  
Mangalam Industrial Finance Limited**

Place: Vadodara  
Date: 24<sup>th</sup> August, 2022

**SD/-**  
**Venkata Ramana Revuru**  
Managing Director  
DIN: 02809108

**CEO/CFO Compliance Certificate**

**(Regulation 17(8) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

We hereby certify that:

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

**For Mangalam Industrial Finance Limited**

**Place: Vadodara**  
**Date: 24<sup>th</sup> August, 2022**

**SD/-**  
**Mr. Deepakkumar Mineshkumar Doshi**  
Chief Financial Officer



**FORM MR-3**

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2022**

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

To,  
The Members,  
**MANGALAM INDUSTRIAL FINANCE LTD**  
CIN: L65993WB1983PLC035815

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **MANGALAM INDUSTRIAL FINANCE LTD** ("here in after called the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on 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, during the audit period covering the financial year ended on **31<sup>st</sup> March, 2022** has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31<sup>st</sup> March, 2022** according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under including any amendments in force;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. 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;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; - **Applicable to the Company during the Audit period as event-based disclosure has been made by the Company from time to time and there was two open offers during the year by the present management of the Company;**

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015 including amendments in force; **Applicable to the Company during the Audit period as event-based disclosure has been made by the Company from time to time;**
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **Applicable to the extent of right issues;**
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - **Not Applicable to the Company during the Audit Period;**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not Applicable to the Company during the Audit Period;**
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **Not Applicable to the Company during the Audit Period**
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and - **Not Applicable**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 or Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018- **Not Applicable to the Company during the Audit Period;**
- (i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

1. Secretarial Standards with respect to meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India.
2. The Listing Agreements entered into by the Company with BSE Limited;

During the period under review and as per representations and clarifications provided by the management, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreement etc. mentioned hereinabove:

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 its authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion during the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

The other laws, as informed and certified by the Management of the Company which is specifically applicable to the Company;

1. The Income Tax Act, 1961
2. The Reserve Bank of India Act, 1934
3. Depositories Act, 1966
4. Goods & Services Act, 2017
5. The West Bengal State Tax on Professions, Traders, Calling and Employment Rules, 1979

6. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
7. The Payment of Wages Act, 1936
8. The Minimum Wages Act, 1948
9. West Bengal Shop & Establishment Act, 1963
10. The Gujarat Professions Tax Act 1976
11. FEMA Act, 1999
12. Securities Contracts (Regulation) Act, 1956
13. The Indian Contract Act, 1872
14. The Negotiable Instruments Act, 1881

We further report that:

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

Adequate notice is given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. No meeting was conducted on shorter notice since all the meetings were scheduled with the proper time duration as prescribed under Companies Act, 2013.

Majority decisions were carried through and there were no dissenting members' whose views were required to be captured and recorded as part of the minutes.

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

I further report that during the audit period;

1. The Company has filed certain forms with ROC/MCA with late fees during the year. The Company has maintained books of accounts as required under Section 128 of the Companies Act, 2013.
2. The Company has complied with all the provisions of Companies Act, 2013 relating to Statutory Audit/Internal Audit- Cost Audit not applicable to company.
3. No request for transmission of shares has been received by the company during the year.
4. No show cause notice has been received by the company under the Acts referred above or any other laws applicable on the Company.
5. No event other than reported to you specifically has occurred during the year which has a major bearing on the company's affairs in pursuance of the laws, rules, regulations, guidelines, standards, etc. referred to above.
6. The share certificates were properly stamped.
7. There was no Employee(s) or Director(s) holding office or Place of Profit during the Financial Year 2021-2022.
8. The Company has not given any Loans & Advances to any relatives of directors/shareholders during 2021-2022.

9. All the material Related Party(ies) Transaction(s) have been approved by the Board/shareholders in their meeting held during financial year 2021-22, and there is no violation of section 185/188 of The Companies Act, 2013.
10. The details of directors appointed and resigned during the financial year 2021-2022 are as under: -

<u>Sr. No</u>	<u>DIN</u>	<u>Name of Director</u>	<u>Designation</u>	<u>Original Date of Appointment</u>	<u>Date of Cessation</u>
1	00080515	Pradeep Kumar Daga	Managing Director	24-09-2014	03-06-2021
2	00152267	Rathindra Nath Ghosh	Non-Executive Independent Director	30-12-2005	03-06-2021
3	06931935	Utpal Dey	Non-Executive Director	08-07-2015	03-06-2021
4	08471379	Santosh Choradia	Non-Executive Woman Director	31-10-2019	03-06-2021
5	08751700	Nitesh Singh	Non-Executive Independent Director	03-06-2020	03-06-2021
6	08752495	Pritika Choraria	Non-Executive Independent Director	03-06-2020	03-06-2021
7	02809108	Venkata Ramana Revuru (Appointed as a Managing Director on 10-08-2021)	Managing Director	03-06-2021	-
8	07261150	Yatin Sanjay Gupte	Non-Executive Non-Independent Director	03-06-2021	-
9	07593791	Vettukallel Avirachan Sojan	Non-Executive Non-Independent Director	03-06-2021	-
10	08693675	Bhargav Govindprasad Pandya	Non-Executive Non-Whole-Time Independent Director	03-06-2021	-
11	08865234	Nikhil Bhagwanshanker Dwivedi	Non-Executive Non-Whole-Time Independent Director	03-06-2021	-

<u>Sr. No</u>	<u>DIN</u>	<u>Name of Director</u>	<u>Designation</u>	<u>Original Date of Appointment</u>	<u>Date of Cessation</u>
12	09195568	Neelambari Harshal Bhujbal	Non-Executive Non-Whole-Time Independent Director	03-06-2021	-

11. The details of change in Key Managerial Personnel are as under during 2021-2022: -

<u>Sr. No</u>	<u>Name of KMP</u>	<u>Designation</u>	<u>Date of Appointment</u>	<u>Date of Cessation</u>
1	Manish Bhoot	Company Secretary	22.01.2020	30.11.2021
2	Manisha Sharma	Company Secretary	01.12.2021	01.07.2022
3	Sakina Lokhandwala	Company Secretary	06.07.2022	----
4	Tamanya Dey	Chief Financial Officer	01.10.2018	03.06.2021
5	Deepakkumar Doshi	Chief Financial Officer	03.06.2021	----

12. The Company has not altered its share capital during 2021-2022

**Right Issue:** - The Company in its Board Meeting dated 01<sup>st</sup> February, 2022; had considered and approved, to raise the funds for amount not exceeding Rs. 49,00,00,000/- through a Rights Issue to the eligible equity shareholders of the Company as on Record date as accordance with Applicable laws, including SEBI (ICDR) Regulations, 2018, subject to Shareholders and Regulatory approval. Procedures are in process.

**Reclassification of Shares from Promoters to public category :-** The company had received request letters dated 15<sup>th</sup> November, 2021 seeking reclassification of shares from “Outgoing Promoter and Promoter group” to “Public” category from the erstwhile promoters namely Pradeep Kumar Daga, Responce Commodities LLP and Responce Securities Pvt Ltd upon which the Company in its Board meeting dated 1<sup>st</sup> December, 2021 had considered the request and has submitted the application for reclassification under Regulation 31A of SEBI (LODR) Regulations, 2015 to BSE on 20<sup>th</sup> December, 2021. The approval from the BSE is still awaited.

13. The Company has appointed M/s. **MAHESH UDHWANI & ASSOCIATES**, Chartered Accountants (Firm Registration Number: 129738W), having its place of business at Vadodara, Gujarat as Statutory Auditors to fill the Casual vacancy caused due to resignation of M/s. **R. K. KANKARIA & CO.**, Chartered Accountants, (Firm Registration Number: 321093E) pursuant to completion of Open Offer and change in management of the Company.

14. The Company has appointed M/s **UPADHYAY & COMPANY** – LLP as Internal Auditor for the F.Y 2021-2022 in its Board Meeting held on 10<sup>th</sup> August, 2021.
15. The Company has appointed **SANTOSHKUMAR K PANDEY** as Secretarial Auditor for the financial year 2021-2022. However, due to pre-occupation and other personal commitments of Mr. Pandey, the Company has changed the Secretarial Auditor from Santoshkumar Kamleshchandra Pandey to **APARNA SANTOSHKUMAR TRIPATHI** in its board meeting held on 09<sup>th</sup> March, 2022.
16. The Company has reconstituted various committees during 2021-2022.
17. The Company has conducted its Board Meetings in physical mode, details are as under: -

<u>Sr. No</u>	<u>Date of Meetings</u>
1	22.05.2021
2	03.06.2021
3	10.08.2021
4	23.08.2021
5	14.11.2021
6	01.12.2021
7	01.02.2022
8	14.02.2022
9	09.03.2022

18. The Company has held its 38<sup>th</sup> Annual General Meeting through Video conferencing (VC) and other Audio-Visual Means (OAVM) on Monday 27<sup>th</sup> September 2021 for the financial year 2020-2021.
19. The Company has not held any Extra Ordinary General Meeting (EOGM)/Postal Ballot in the F.Y 2021-2022. However, the Company has approved notice of Extra-ordinary General Meeting at its Board meeting held on 09.03.2022 for the following matters:

<b>Date of Notice</b>	<b>Particulars of Resolution</b>	<b>Date of EOGM</b>	<b>Start date of E-voting</b>	<b>End date of E-voting</b>
09.03.2022	Approval For Material Related Party Transaction (S) Under Section 188 Of The Companies Act, 2013 And Regulation 23 Of Sebi (LODR)	18.04.2022	Friday, 15 <sup>th</sup> April, 2022 at 09.00 a.m.	Sunday, 17 <sup>th</sup> April, 2022 at 05.00 p.m.

	Regulations, 2015:			
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#### Others

1. The Company has not issued any prospectus since last 10 years, nor made any Public Issue during 2021-2022.
2. The Company has not accepted any deposits u/s 73 & 74 of Companies Act, 2013 during the year nor there any outstanding deposits as on 31<sup>st</sup> March, 2022
3. The Company has only fully paid-up equity shares.
4. The Company has not created any Charges during the year.
5. The Board has not recommended any dividend.
6. The Company does not have any joint venture or wholly owned subsidiary abroad nor there has it made any direct/indirect investment abroad during the year.
7. The Company has not issued any overseas External Commercial borrowing during the year.
8. The Company does not have any joint auditor; branch auditor & cost auditor.
9. The Company has not made foreign investment nor received any FDI.
10. The Company has deducted TDS and Deposited on time but some amount still remains to be paid.
11. CSR is not applicable to the Company.
12. The Company has paid Annual Listing Fees to Stock Exchanges/Depository during 2021-2022.
13. **Change in Management & Open Offer-** there was change in the Management & Control of the Company pursuant to acquisition of shares under Share Purchase Agreement (SPA) between the Acquirers & existing Promoters. RBI approval was received vide Letter dated 23<sup>rd</sup> December 2020. The Acquirers namely (1) Mr. Yatin Sanjay Gupte (2) Mr. Sojan V. Avirachan (3) Mr. R. Venkata Ramana (4) Garuda Mart India Private Limited and (5) Wardwizard Solutions India Private Limited have acquired 25,51,92,000 Equity Shares of Re. 1/- each representing 26.54% of the paid-up Capital of the Company, during first open offer which was closed on 11<sup>th</sup> June 2021. The promoters holding subsequent to the said first open offer was 50,52,19,310 equity shares of Re. 1/ each representing 52.54% of the paid-up Capital of the Company.

The second open offer was made by Mr. Yatin Sanjay Gupte, Mr. Sojan V Avirachan, Mr. R Venkata Ramana, Garuda Mart India Private Limited and Wardwizard Solutions India Private Limited in terms of the provisions of Regulation 3(1) and (4) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto, they have acquired the 21,15,61,570 (22.00%), second open offer was closed on 25<sup>th</sup> November, 2021. After the second open offer promoters are holding 71,67,80,880 equity shares of Re.1/- each representing 74.54 % of the paid-up capital of the Company.

14. **Change in RTA** - The Board of Directors has considered and approved in its meeting dated 1<sup>st</sup> February 2022 change of RTA from Niche Technologies Private Limited to Purva Shareregistry (India) Private Limited. The tripartite agreement was executed with NSDL (23.03.2022) and CDSL (22.03.2022) respectively.
15. **Change in Registered Office** - The Company has changed its Registered Office from Subol Dutt Building, 13, Brabourne Road, Mezzanine Floor Kolkata – 700 001 to MMS Chambers, 4A, Council House, 1st Floor, Room No. D1, Kolkata, West Bengal – 700 001 with effect from 21<sup>st</sup> October, 2021.

16. **Corporate Office:** - In the Board Meeting held on 3<sup>rd</sup> June 2021, the Company has decided that all the books of accounts and statutory registers, and all other relevant records will be kept at its Corporate Office situated at Hall No.-1, M R Icon, Next to Milestone, Vasna, Bhayli, Road, Vadodara, Gujarat – 391 410.

I further report that Compliance of applicable Financial Laws including direct and indirect tax Laws by the Company has not been reviewed in the Audit since the same has been subject to review by the statutory auditor and other designated professionals.

**SD/-**

**APARNA TRIPATHI**

**Practicing Company Secretary**

**ACS: 67594 / COP: 25278**

**Peer Review Unit No: 1738/2022**

**UDIN: A067594D000702767**

**Date :28-07-2022**

**Place: Bengaluru**

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



**‘Annexure A’**

To,  
The Members,  
**MANGALAM INDUSTRIAL FINANCE LTD**  
CIN: L65993WB1983PLC035815

My report is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. I have conducted our audit by examining various records and documents including minutes, registers, certificates and other records received from the company in physical mode. I state that I have verified the physical original documents and records. The management has confirmed that the records provided to us for audit are true and correct.
3. Further, my audit report is limited to the verification and reporting on the statutory compliances on laws/regulations/guidelines listed in our report and the same pertain to the financial year ended on 31<sup>st</sup> March, 2022. Our reporting does not include on statutory compliances whose dates are extended by Ministry of Corporate Affairs/SEBI/RBI, as the case may be, from time to time and accordingly such extended time limits remain beyond the date of our audit report
4. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices we followed provide a reasonable basis for our opinion.
5. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
6. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
7. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards are the responsibility of management. My examination was limited to the verification of procedures on test basis.
8. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**SD/-**  
**APARNA TRIPATHI**  
**Practicing Company Secretary**  
**ACS: 67594 / COP: 25278**  
**Peer Review Unit No: 1738/2022**  
**UDIN: A067594D000702767**  
**Date : 28-07-2022**  
**Place: Bengaluru**

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

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

To,

**The Members of MANGALAM INDUSTRIAL FINANCE LTD**

**CIN: L65993WB1983PLC035815**

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Mangalam Industrial Finance Ltd (CIN L65993WB1983PLC035815) and having registered office at MMS Chambers, 4A, Council House Street 1st Floor, room. No. D1 Kolkata 700001 (hereinafter referred to as 'the Company'), produced before me/~~us~~ 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 and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my/~~our~~ information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company and 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 March 31, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India (SEBI) and Ministry of Corporate Affairs (MCA), or any such other Statutory Authority.

#### **Details of Directors:**

<u>SR. NO</u>	<u>NAME OF DIRECTOR</u>	<u>DIN</u>	<u>DATE OF APPOINTMENT</u>	<u>DATE OF CESSATION</u>
1	VENKATA RAMANA REVURU	0002809108	03/06/2021	---
2	YATIN SANJAY GUPTA	0007261150	03/06/2021	---
3	SOJAN VETTUKALLEL AVIRACHAN	0007593791	03/06/2021	---
4	BHARGAV GOVINDPRASAD PANDYA	0008693675	03/06/2021	---
5	NIKHIL BHAGWANSHANKER DWIVEDI	0008865234	03/06/2021	---
6	NEELAMBARI HARSHAL BHUJBAL	0009195568	03/06/2021	---

Ensuring the eligibility 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 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.

**SD/-**

**APARNA TRIPATHI**

(Practicing Company Secretary)

ACS: 67594/ COP: 25278

Peer Reviewed Unit No: - 1738/2022

Place: Bengaluru

Date: 29/07/2022

ICSI UDIN: A067594D000706155

**CERTIFICATE OF COMPLIANCE  
WITH THE CORPORATE GOVERNANCE REQUIREMENTS  
UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**To,  
The Members,  
MANGALAM INDUSTRIAL FINANCE LTD  
CIN: L65993WB1983PLC035815**

We have examined the compliance of conditions of Corporate Governance by Mangalam Industrial Finance Ltd for the year ended on 31<sup>st</sup> March, 2022 as stipulated in Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (1) of Regulation 46 and para C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and representations made by the Directors and the Management, we certify that the Company has complied with all the mandatory requirements of Corporate Governance as stipulated in the Provisions as specified in Schedule II of the said Regulations. As regards Discretionary Requirements specified in Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

**SD/-**  
**APARNA TRIPATHI**  
(Practicing Company Secretary)  
ACS: 67594/ COP: 25278  
Peer Reviewed Unit No: - 1738/2022  
Place: Bengaluru  
Date: 29/07/2022  
ICSI UDIN: A067594D000706100

## **Annual Secretarial Compliance Report**

(Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

**Secretarial compliance report of Mangalam Industrial Finance Ltd for the year ended 31<sup>st</sup> March, 2022.**

To,  
The Members,  
Mangalam Industrial Finance Ltd  
MMS Chambers, 4A,  
Council House Street 1st Floor,  
room. No. D1 Kolkata 700001  
Corporate office: HALL NO-1,  
M R ICON, NEXT TO MILESTONE VASNA BHAYLI ROAD,  
VADODARA – 391410

I, **APARNA TRIPATHI** have examined:

- (a) all the documents and records made available to us and explanation provided by **Mangalam Industrial Finance Ltd** ("The Listed Entity"),
- (b) the filings/submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) Such other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31<sup>st</sup> March, 2022** ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure **Audit to the extent of its Equity shares being listed at BSE Limited.**

**Re- classification of the Shares from Promoters Category to Public category is under process.**  
The company has submitted application under Regulation 31A SEBI (LODR) with BSE on 20<sup>th</sup> December 2021 seeking Reclassification of erstwhile Promoters Mr. Pradeepkumar Daga, Response Commodities LLP and Response Securities Private Limited as "Outgoing Promoter and

Promoter Group as a “Public Category” as per Board Meeting held on 01<sup>st</sup> December 2021, approval from the BSE Ltd is still awaited.

- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Applicable**

**Right Issue :** The Company in its Board Meeting held on 1<sup>st</sup> February 2022, considered and approved, to raise the funds for an amount not exceeding Rs. 49,00,00,000/- (Rupees Forty Nine Crores Only) through Right Issue to its Eligible shareholders of the company as on Record date to be notified subsequently.

- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **APPLICABLE**

**Change in the Management and Control** of the company Pursuant to completion of successful open offer by Mr. Yatin Sanjay Gupte, Mr. Sojan V Avirachan, Mr. R Venkata Ramana, Garuda Mart India Private Limited and Wardwizard Solutions India Private Limited in terms of the provisions of Regulation 3(1) and (4) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto, they have acquired the 25,00,27,310 (26.00%) through open offer and 25,51,92,000 (26.54%) through Share Purchase Agreement (“SPA”). Thus, there was substantial change of shareholding and change of control in the Company and the Acquirers have been categorized as “Promoter”\* of the Company, open offer was closed on 11<sup>th</sup> June, 2021.

The second open offer was made by Mr. Yatin Sanjay Gupte, Mr. Sojan V Avirachan, Mr. R Venkata Ramana, Garuda Mart India Private Limited and Wardwizard Solutions India Private Limited in terms of the provisions of Regulation 3(1) and (4) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto, they have acquired the 21,15,61,570 (22.00%), offer was closed on 25<sup>th</sup> November, 2021. After the second open present promoters are holding 71,67,80,880 equity shares of Re.1/- each representing 74.54 % of the paid-up capital of the Company.

- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable as No buy back of shares was made by the Company.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **The necessary compliances have been complied with on timely basis.**
- (i) The provisions of Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2009 — **Not Applicable**

- (j) All other regulation and circulars/ guidelines issued thereunder and as applicable to the Company from time to time.

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: **NIL**

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause	Deviations	Observations/ Remarks of the Practicing Company Secretary
<b>NIL</b>			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/guidelines issued hereunder: **NIL**

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
<b>NIL</b>				

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports **Not Applicable. As there was no Observations in the Last Report**

Sr. No.	Observations of the Practicing Company Secretary in previous reports	Observations made in the secretarial Compliance report for the year ended <b>31<sup>st</sup> March, 2021</b>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
<b>NOT APPLICABLE</b>				

I further report that there was appointment of New Statutory Auditor of the Company pursuant to resignation of existing statutory auditor to Casual Vacancy (**pursuant to completion of open offer & change in the management of the Company**), at the 38<sup>th</sup> AGM held of the company on Monday 27<sup>th</sup> September 2021 through Video Conferencing Mode during the period under review and the Company was in compliance with Para 6(A) and 6(B) of Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019. The brief details for the same are as under:

**M/s. Mahesh Udhvani & Associates, Chartered Accountants**, Vadodara, Gujarat with Firm Registration Number 129738W be and are hereby **appointed** as the Statutory Auditors of the Company to fill the casual vacancy caused due to **resignation of M/s. R. K. KANKARIA & CO, Chartered Accountants** (Firm Registration No.: 321093E). **M/s. R. K. KANKARIA & CO, Chartered Accountants** has resigned pursuant to completion of open offer & change in the management of the Company.

I further report that previous **Secretarial Auditor** of the company for financial year 2021-2022, **Mr. Santosh Kamleshchandra Pandey** (Membership number 8546, COP 5484) has resigned due to pre occupation and other personal commitments and I, **Mrs. Aparna Santoshkumar Tripathi** (ACS 67594, COP 25278) has been **appointed** as a Secretarial Auditor to conduct the Secretarial Audit for Financial Year 2021- 2022 with effect from 10<sup>th</sup> March 2022.

Further to Report that there is a **Change in Registrar and Share Transfer Agent from M/s. Niche Technologies Private Limited to M/s. Purva Shareregistry (India) Pvt. Ltd** with effect from (NSDL) 23/03/2022 and (CDSL) 22/03/2022 respectively.

I have conducted physical verification & examination of records during my visit to Vadodara as facilitated by the Company, for the purpose of issuing this Report.

SD/-

**APARNA SANTOSHKUMAR TRIPATHI**

**(Practicing Company Secretary)**

**Membership No.: 67594**

**COP: 25278**

**Peer Review Unit Certificate No: 1738/2022**

**UDIN: A067594D000386594**

**Place: Bengaluru**

**Date: 28/05/2022**



# INDEPENDENT AUDITOR'S REPORT

## TO THE MEMBERS OF MANGALAM INDUSTRIAL FINANCE LIMITED.

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

#### Opinion

We have audited the accompanying Standalone Financial Statements of **MANGALAM INDUSTRIAL FINANCE LIMITED.** ("the Company"), which comprise the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the 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, 2022, its profit and changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

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

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements for the financial year ended March 31, 2022. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context

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

our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone Ind AS financial statements.

SR No.	KEY AUDIT MATTER	HOW THE MATTER WAS ADDRESSED IN OUR AUDIT
1	<p><b>Valuation of Investments</b></p> <p>Refer Note 6 and 29 of Accompanied Financial Statements</p> <p>The company is required to value its investments as per the requirements of Ind AS.</p>	<ul style="list-style-type: none"> <li>• Obtained an understanding of management's process and evaluated design and tested operating effectiveness of controls around accounting treatment of initial recognition of Investments and their subsequent measurement and disclosures.</li> <li>• Examination of whether management have made initial recognition of Investments and their subsequent measurement as per the requirements of Ind AS and presents true and fair view.</li> <li>• Examination of disclosures regarding Investments to verify whether they meet the requirements of Ind AS and present a true and fair view.</li> </ul>
2	<p><b>Impairment of financial assets (expected credit losses)</b></p> <p>Ind AS 109 requires the Company to recognise impairment allowance towards its financial assets (Designated at amortised cost and fair value through other comprehensive income) using the expected credit loss (ECL) approach. Such ECL allowance is required to be measured considering the guiding principles of Ind AS 109 including:</p> <ul style="list-style-type: none"> <li>• unbiased, probability weighted outcome under various scenarios;</li> <li>• time value of money;</li> <li>• impact arising from forward looking macro- economic factors and;</li> <li>• Availability of reasonable and supportable information without undue costs.</li> </ul> <p>Applying these principles involves significant estimation in various aspects, such as:</p> <ul style="list-style-type: none"> <li>• grouping of borrowers based on</li> </ul>	<ul style="list-style-type: none"> <li>• We read and assessed the Company's accounting policies for impairment of financial assets and their compliance with Ind AS 109</li> <li>• We tested the criteria for staging of loans based on their past-due status to check compliance with requirement of Ind AS 109. Tested a sample of performing (stage 1) loans to assess whether any loss indicators were present requiring them to be classified under stage 2 or 3 and vice versa.</li> <li>• We evaluated the reasonableness of the management estimates by understanding the process of ECL estimation and tested the controls around data extraction and validation</li> <li>• Tested assumptions used by the management in determining the overlay for macro-economic factors (including COVID-19 pandemic).</li> </ul>

	<p>homogeneity by using appropriate statistical techniques;</p> <ul style="list-style-type: none"> <li>• staging of loans and estimation of behavioural life;</li> <li>• determining macro-economic factors impacting credit quality of receivables;</li> <li>• Estimation of losses for loan products with no/ minimal historical defaults.</li> </ul> <p>In management's view and considering the guidance provided by the Institute of Chartered Accountants of India, providing moratorium to borrowers based on RBI directives, by itself is not considered to result in a SICR for such borrowers. The Company has recorded a management overlay of around 142.50 lakhs as part of its ECL, to reflect among other things an increased risk of deterioration in macro-economic factors caused by COVID-19 pandemic. Given the unique nature and scale of the economic impact of this pandemic, and its timing being close to the year-end, the management overlay is based on various uncertain variables, which could result in actual credit loss being different than that being estimated.</p> <p>In view of the high degree of management's judgement involved in estimation of ECL, accentuated by the COVID-19 pandemic, it is considered as a key audit matter.</p>	<p>Assessed disclosures included in the Ind AS financial statements in respect of expected credit losses.</p>
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### Information Other than the Standalone Financial Statements and Auditor's Report Thereon

- A. The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility 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
- B. In connection with our audit of the 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

- A. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
- B. In preparing the Standalone 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 responsible for overseeing the Company's financial reporting process.

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

- A. Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS Financial Statements.
- B. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
  - i) Identify and assess the risks of material misstatement of the Ind AS 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.
  - ii) Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
  - iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management
  - iv) Conclude on the appropriateness of management's use of the going concern basis of

accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern

- v) Evaluate the overall presentation, structure and content of the Ind AS Financial Statements, including the disclosures, and whether the Ind AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- C. Materiality is the magnitude of misstatements in the Ind AS Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Ind AS Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in
  - i) planning the scope of our audit work and in evaluating the results of our work; and
  - ii) to evaluate the effect of any identified misstatements in the Standalone Financial Statements.
- D. 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.
- E. 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.
- F. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone 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 interest on total outstanding dues of micro enterprises and small enterprise has not been calculated on overdues amount for current as well as previous period.
- The comparative financial information of the Company for the quarter and year ended March 31, 2021 prepared in accordance with Ind AS included in this Statement have been audited by the predecessor auditor. The report of the predecessor auditor on these comparative financial information dated May 22, 2021 expressed an unmodified opinion.

Our report on the Statement is not modified in respect of these matters.

## II. Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit 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 including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account
- D. In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- E. On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
- F. With respect to the adequacy of the internal financial controls with reference to Ind AS financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in **“Annexure A”**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls with reference to financial statements.
- G. With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended:  
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 read with Schedule V of the Act.
- H. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (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) As informed to us the Company does not have any pending litigations which would impact its financial position of its financial statements.
  - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses
  - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - iv) a) The management has represented that, to the best of it’s knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (“Ultimate Beneficiaries”) or provide any guarantee, security or the

like on behalf of the Ultimate Beneficiaries;

b) The management has represented, that, to the best of it's knowledge and belief, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Based on such audit procedures, we consider reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under a) and b) above, contain any material mis-statement.

v) Company has not declared or paid any dividend during the year.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure B**".

**For Mahesh Udhwani and Associates**

**Chartered Accountants**

**(Firm Reg. No: 129738W)**

**Sd/-**

**Mahesh Udhwani**

**(Partner)**

**M No: 047328**

**UDIN: 22047328AJWOFH6633**

**Date: 30/05/2022**

**Place: Vadodara**

## **ANNEXURE - A TO THE INDEPENDENT AUDITORS' REPORT**

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

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

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

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the 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 company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effective as at March 31, 2022, based on 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.

We have considered the opinion reported above in determining the nature, timing and extent of audit tests applied in our audit of the financial statements of the Company, and the above opinion does not affect our opinion on the financial statements of the company.

**For Mahesh Udhwani and Associates**

**Chartered Accountants**

**(Firm Reg. No: 129738W)**

**Sd/-**

**Mahesh Udhwani**

**(Partner)**

**M No: 047328**

**UDIN: 22047328AJWOFH6633**

**Date :30/05/2022**

**Place: Vadodara**

## **ANNEXURE - B TO THE INDEPENDENT AUDITOR'S REPORT**

**(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of MANGALAM INDUSTRIAL FINANCE LIMITED. )**

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of the audit, we state that:

- i. In respect of the Company's Property, Plant, and Equipment, and Intangible Assets:
  - a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant, and Equipment and relevant details of right-of-use assets.  
  
(B) The Company does not have any intangible assets and accordingly, reporting under clause 3(i)(a)(B) of the Order is not applicable to the Company.
  - b) The Company has carried out physical verification of Property, Plant and Equipment, and right-of-use assets at the reasonable intervals; According to the information and explanations given to us, no material discrepancies were noticed during such verification.
  - c) Based on our examination of records available there is no immovable property disclosed in the financial statements, hence reporting as per Order is not applicable.
  - d) The Company has not revalued any of its Property, Plant, and Equipment (including right-of-use assets) and intangible assets during the year and hence as per Order is not applicable.
  - e) No proceedings have been initiated during the year or are pending against the Company as of March 31, 2022, for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder. Hence reporting under clause 3(i)(e) of the Order is not applicable to the Company.
- ii. (a) The company is in the activity of Financing and Related Services. Hence reporting under clause 3(ii)(a) of the Order is not applicable to the Company.  
  
(b) The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- iii. The Company has made investments in, companies, firms, Limited Liability Partnerships, and granted unsecured loans to other parties, during the year, in respect of which:

- a) As the Company's principal business is to give loans hence reporting under 3(iii) (a) of Order is not applicable.
- b) The investment made by the company is not prejudicial to the interest of the company, further, the company has not provided any guarantee or provided any security which is prejudicial to the interest of the company.
- c) The Company has provided loans or advances in the nature of loans, the schedule of repayment of principal and payment of interest has been stipulated and the repayments or receipts are regular but in the following cases the repayments are irregular.

Sr No.	Name of Borrower	Amount Outstanding as on 31.03.2022
1.	KHETAWAT PROPERTIES LTD	1,89,863
2.	AARNA INTEGRATED SOLUTIONS	11,48,746
3.	ANIL SHARMA	1,75,90,427
4.	GLOBAL SHIPPING AND LOGISTICS	53,15,798
5.	PULSAR COMMERCIAL LTD.	59,13,661
6.	RATNESH RATH DUBEY	9,39,883
7.	SHREE ELECTRICALS	10,41,082
8.	ZENSTAR MARKETING PVT LTD	1,77,20,932

- d) The Company has given loans which is overdue for more than 90 days in the nature of loans and the reasonable steps have been taken by the company for recovery of the principal and interest by issuing reminders , the details for the same are as under :

Sr No.	Name of Borrower	Amount Outstanding as on 31.03.2022
1.	KHETAWAT PROPERTIES LTD	1,89,863
2.	AARNA INTEGRATED SOLUTIONS	11,48,746
3.	ANIL SHARMA	1,75,90,427
4.	GLOBAL SHIPPING LOGISTICS	53,15,798
5.	PULSAR COMMERCIAL LTD.	59,13,661

6.	RATNESH RATH DUBEY	9,39,883
7.	SHREE ELECTRICALS	10,41,082
8.	ZENSTAR MARKETING PVT LTD	1,77,20,932

- e) As the Company business is to give a loans hence reporting under 3(iii) (e) of Order is not applicable.
- f) The Company has not granted loans or advances in the nature of loans to related parties as defined in clause (76) of section 2 of Companies Act,2013 which is repayable on demand or with specifying terms or period of repayment during the year hence reporting under 3(iii)(f) of Order is not applicable
- iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of sections 185 and 186 of the Act in respect of loans, investments, guarantees and security, as applicable.
- v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence,reporting under clause 3(v) of the Order is not applicable.
- vi. The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out bythe Company. Hence, reporting under clause 3 vi) of the Order is not applicable to the Company.
- vii. In respect of statutory dues:
- In our opinion, the Company has generally been regular in depositing undisputed statutory dues, Income Tax, and other material statutory dues applicable to it with the appropriate authorities. There were no undisputed amounts payable in respect of Income Tax, Sales Tax, and other material statutory dues in arrears as at March 31, 2022 for a period of more than six months from the date they became payable.
  - According to the information and explanations given to us, there are no statutory dues referred to in subclause (a) above that have not been deposited with the appropriate authorities on account of any dispute.
- viii. There is no such transactions which has not been recorded in the books of account which have not been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961),and hence reporting under clause 3(viii) is not applicable.
- ix. The company has not taken any loan and hence reporting under clause 3 (ix) of the Order is not applicable.
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting

- under clause 3(x) (a) of the Order is not applicable.
- (b) During the year, the Company has not made preferential allotment (part balance) of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x) (b) of the Order is not applicable
- xi. (a) No fraud by the Company and no material fraud on the Company has noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.
- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors. and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) In our opinion, the Company is already registered under section 45-IA of the Reserve Bank of India Act, 1934.
- (b) The company has not conducted any Non –Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from Reserve Bank of India as per Reserve Bank of India Act, 1934.
- (c) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi) (c) & (d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit or in the immediately preceding financial year and accordingly reporting under clause 3 (xvii) of the order is not applicable.
- xviii. There has been resignation of the statutory auditors of the Company during the year and the incoming auditor has taken into consideration the issue ,objections or concerns raised by the outgoing auditors;

- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We furtherstate that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. According to Section 135, Corporate Social Responsibility (CSR) is not applicable to the company, and hence reporting under clause 3 (xx) of the Order is not applicable.
- xxi. The reporting under clause 3(xxi)of the order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

**For Mahesh Udhwani and Associates**

**Chartered Accountants**

**(Firm Reg. No: 129738W)**

**Sd/-**

**Mahesh Udhwani**

**(Partner)**

**M No: 047328**

**UDIN: 22047328AJWOFH6633**

**Date: 30/05/2022**

**Place: Vadodara**

# MANGALAM INDUSTRIAL FINANCE LIMITED.

MMS Chambers, 4A, Council House Street 1st Floor, room. No. D1 Kolkata Kolkata WB 700001 IN  
CIN: L65993WB1983PLC035815

## BALANCE SHEET AS AT MARCH 31, 2022

(₹ in Lakhs)

Sr. No	Particulars	Note No.	As at 31.03.2022	As at 31.03.2021
	<b>ASSETS</b>			
(1)	<b>Financial Assets</b>			
(a)	Cash and cash equivalents	4	845.42	37.44
(b)	Bank Balance other than (a) above		-	-
(c)	Derivative financial instruments		-	-
(d)	Receivables			
(i)	Trade Receivables		-	-
(e)	Loans	5	1278.71	1646.16
(f)	Investments	6	0.00	1024.70
(g)	Other Financial assets (to be specified)	7	1100.00	-
(2)	<b>Non-financial Assets</b>			
(a)	Inventories		-	-
(b)	Current tax assets (Net)	8	22.74	34.94
(c)	Deferred tax Assets (Net)	9	4.97	4.97
(d)	Investment Property		-	-
(e)	Biological assets other than bearer plants		-	-
(f)	Property, Plant and Equipment	10	0.04	0.04
(g)	Capital work-in-progress		-	-
(h)	Intangible assets under development		-	-
(i)	Goodwill		-	-
(j)	Other Intangible assets		-	-
(k)	Other non -financial assets (to be specified)	11	218.73	481.86
	<b>Total Assets</b>		<b>3470.61</b>	<b>3230.10</b>
	<b>LIABILITIES AND EQUITY</b>			
	<b>LIABILITIES</b>			
(1)	<b>Financial Liabilities</b>			
(a)	Derivative financial instruments		-	-
(b)	Payables	12		
(i)	Trade Payables			
(i)	Total outstanding dues of micro enterprises and small enterprises			-
(ii)	Total outstanding dues of creditors other than micro enterprises and small enterprises		-	-
(ii)	Other Payables			
(i)	Total outstanding dues of micro enterprises and small enterprises		5.50	-
(ii)	Total outstanding dues of creditors other than micro enterprises and small enterprises		1.17	-
(c)	Debt Securities		-	-
(d)	Borrowings (Other than Debt Securities)		-	-
(e)	Deposits		-	-
(f)	Subordinated Liabilities		-	-
(g)	Other financial liabilities(to be specified)	13	0.85	-
(2)	<b>Non-Financial Liabilities</b>			
(a)	Current tax liabilities (Net)		-	-
(b)	Provisions	14	123.60	24.83
(c)	Deferred tax liabilities (Net)	9	-	-
(d)	Other non-financial liabilities(to be specified)	15	0.86	0.36
	<b>EQUITY</b>			
(a)	Equity Share capital	16	9616.44	9616.44
(b)	Other Equity	17	-6277.80	-6411.52
	<b>Total Liabilities and Equity</b>		<b>3470.61</b>	<b>3230.10</b>
	<b>Summary of significant accounting policies See accompanying notes forming part of the Financial Statements</b>	1-37		

As per our Report of even date.

FOR Mahesh Udhvani & Associates

Chartered Accountants

Firm Reg. No : 129738W

Sd/-

CA. Mahesh Udhvani

(Partner)

M. No. : 047328

UDIN: 22047328AJWOFH6633

Dated: 30/05/2022

Place: Vadodara

For and on Behalf of the Board of Directors

Mangalam Industrial Finance Limited

Sd/-

Venkata Ramana Revuru

Managing Director

(DIN : 02809108)

Sd/-

Yatin Sanjay Gupte

Director

(DIN : 07261150)

Sd/-

Deepakkumar Doshi

Chief Financial Officer

CDVPD3650D

Sd/-

Manisha Sharma

Company Secretary

BRZPS2868D

# MANGALAM INDUSTRIAL FINANCE LIMITED.

MMS Chambers, 4A, Council House Street 1st Floor, room. No. D1 Kolkata Kolkata WB 700001 IN

CIN: L65993WB1983PLC035815

## Statement of Profit and Loss for the year ended 31st March, 2022

(₹ in Lakhs)

Sr. No	Particulars	Note No.	For the year ended 31.03.2022	For the year ended 31.03.2021
	<b>Revenue from operations</b>			
(i)	Interest Income	18	110.04	204.52
(ii)	Dividend Income		0.68	
(iii)	Rental Income			
(iv)	Fees and commission Income	18	4.64	
(v)	Net gain on fair value changes	19	-	-
(vi)	Net gain on derecognition of financial instruments under amortised cost category			
(vii)	Sale of products(including Excise Duty)			
(viii)	Sale of services			
(ix)	Others (to be specified)		-	-
(I)	<b>Total Revenue from operations</b>		<b>115.36</b>	<b>204.52</b>
(II)	Other Income	20	1.58	0.75
(III)	<b>Total Income (I+II)</b>		<b>116.94</b>	<b>205.28</b>
	<b>Expenses</b>			
(i)	Finance Costs			
(ii)	Fees and commission expense			
(iii)	Net loss on fair value changes	19	-	93.62
(iv)	Net loss on derecognition of financial instruments under amortised cost category			
(vi)	Impairment Provisions (Loans)	21	138.38	-
(ix)	Employee Benefits Expenses	22	9.25	10.13
(x)	Depreciation, amortization and impairment	10	-	-
(xi)	Others expenses	23	36.82	11.32
(IV)	<b>Total Expenses (IV)</b>		<b>184.45</b>	<b>115.06</b>
(V)	Profit / (loss) before exceptional items and tax (III - IV)		-67.51	90.21
(VI)	Exceptional items		300.00	-
(VII)	Profit/(loss) before tax (V -VI)		232.49	90.21
	Tax Expense:			
(VIII)	(1) Current Tax		98.77	23.46
	(2) Deferred Tax		-	-
(IX)	Profit / (loss) for the period from continuing operations(VII-VIII)		133.72	66.76
(X)	Profit/(loss) from discontinued operations		-	-
(XI)	Tax Expense of discontinued operations		-	-
(XII)	Profit/(loss) from discontinued operations(After tax) (X-XI)		-	-
(XIII)	<b>Profit/(loss) for the period (IX+XII)</b>		<b>133.72</b>	<b>66.76</b>
(XIV)	<b>Other Comprehensive Income</b>			
(A)	(i) Items that will not be reclassified to profit or loss (specify items and amounts)		-	(266.20)
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
	<b>Subtotal (A)</b>		<b>-</b>	<b>(266.20)</b>
(B)	(i) Items that will be reclassified to profit or loss (specify items and amounts)		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
	<b>Subtotal (B)</b>		<b>-</b>	<b>-</b>
	<b>Other Comprehensive Income (A + B)</b>		<b>-</b>	<b>(266.20)</b>
(XV)	<b>Total Comprehensive Income for the period (XIII+XIV) (Comprising Profit (Loss) and other Comprehensive Income for the period)</b>		<b>133.72</b>	<b>(199.45)</b>
(XVI)	<b>Earnings per equity share (for continuing operations)</b>			
	Basic (Rs.)		0.014	0.007
	Diluted (Rs.)		0.014	0.007
(XVII)	<b>Earnings per equity share (for discontinued operations)</b>			
	Basic (Rs.)		-	-
	Diluted (Rs.)		-	-
(XVIII)	<b>Earnings per equity share (for continuing and discontinued operations)</b>			
	Basic (Rs.)		0.014	0.007
	Diluted (Rs.)		0.014	0.007
	See accompanying notes to the financial statements	1-37		

As per our Report of even date.

FOR Mahesh Udhvani & Associates

Chartered Accountants

Firm Reg. No : 129738W

For and on Behalf of the Board of Directors

Mangalam Industrial Finance Limited

Sd/-

CA. Mahesh Udhvani

(Partner)

M. No. : 047328

UDIN: 22047328AJWOFH6633

Dated: 30/05/2022

Place: Vadodara

Sd/-

Venkata Ramana Revuru

Managing Director

(DIN : 02809108)

Sd/-

Deepakkumar Doshi

Chief Financial Officer

CDVPD3650D

Sd/-

Yatin Sanjay Gupte

Director

(DIN :07261150)

Sd/-

Manisha Sharma

Company Secretary

BRZPS2868D



STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2022

**A Equity Share Capital**

**(1) Current Reporting Period**

(₹ in Lakhs)

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
9616.44	-	9616.44		9616.44

**(2) Previous reporting period**

(₹ in Lakhs)

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
9616.44	-	9616.44	-	9616.44

**B Other Equity**

**(1) Current reporting period**

(₹ in Lakhs)

	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus					Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Fair Valuation of Equity Investments	Money received against share warrants	Total
			Capital Reserve	Reserve Fund	Special Reserve (Pursuant to Section 45IC of The Reserve Bank of India Act, 1934 )	Retained Earnings	Amalgamation Reserve							
Balance at the beginning of the current reporting period		-	3.71	1.09	33.05	-364.82	10.50	-	-	-	-	-6095.05	-	-6411.52
Changes in accounting policy/prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Comprehensive Income for the current year	-	-	3.71	1.09	33.05	-364.82	10.50	-	-	-	-	-6095.05	-	-6411.52
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	133.72	-	-	-	-	-	-	-	133.72
Profit of the year														
Amount Received		-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to Special Reserve		-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to Share Capital		-	-	-	-	-	-	-	-	-	-	-	-	-
Balance at the end of the current reporting period	-	-	3.71	1.09	33.05	-231.10	10.50	-	-	-	-	-6095.05	-	-6277.80

**MANGALAM INDUSTRIAL FINANCE LIMITED.**

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CIN: L65993WB1983PLC035815

(2) Previous reporting period

(₹ in Lakhs)

	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus					Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Fair Valuation of Equity Investments	Money received against share warrants	Total
			Capital Reserve	Reserve Fund	Special Reserve (Pursuant to Section 45IC of The Reserve Bank of India Act, 1934 )	Retained Earnings	Amalgamation Reserve							
Balance at the beginning of the current reporting period		-	3.71	1.09	19.70	-38.22	10.50	-	-	-	-	-6211.19	-	-6214.41
Changes in accounting policy/prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Comprehensive Income for the current year	-	-	3.71	1.09	19.70	-38.22	10.50	-	-	-	-	-6211.19	-	-6214.41
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	66.76	-	-	-	-	-	-	-	66.76
Profit of the year														
Addition during the year	-	-	-	-	-		-	-	-	-	-	-266.20		-266.20
Transfer to Special Reserve	-	-	-		13.35	-13.35	-	-	-	-	-	-	-	-
Transfer from Retained Earnings	-	-	-	-	-	-382.34	-	-	-	-	-	382.34	-	-
Contingent Provision for Standard Assets	-	-	-	-	-	2.34								2.34
Balance at the end of the current reporting period	-	-	3.71	1.09	33.05	-364.82	10.50	-	-	-	-	-6095.05	-	-6411.52

Note: Remeasurment of defined benefit plans and fair value changes relating to own credit risk of financial liabilities designated at fair value through profit or loss shall be recognised as a part of retained earnings with separate disclosure of such items alongwith the relevant amounts in the Notes or shall be shown as a separate column under Reserves and Surplus.

In Accordance with our Report of even date

FOR Mahesh Udhwani & Associates

Chartered Accountants

Firm Reg. No :129738W

For and on behalf of the Board

Mangalam Industrial Finance Limited

Sd/-

CA. Mahesh Udhwani

(Partner)

M. No. : 047328

UDIN: 22047328AJWOFH6633

Dated: 30/05/2022

Place: Vadodara

Sd/-

Venkata Ramana Revuru

Managing Director

(DIN : 02809108)

Sd/-

Yatin Sanjay Gupte

Director

(DIN :07261150)

Sd/-

Deepakkumar Doshi

Chief Financial Officer

CDVPD3650D

Sd/-

Manisha Sharma

Company Secretary

BRZPS2868D

# MANGALAM INDUSTRIAL FINANCE LIMITED.

MMS Chambers, 4A, Council House Street 1st Floor, room. No. D1 Kolkata Kolkata WB 700001 IN

CIN: L65993WB1983PLC035815

## Cash Flow Statement For the Year Ended 31st March, 2022

(₹ in Lakhs)

Sr. No	Particulars	Year Ended 31.03.2022	Year Ended 31.03.2021
(A)	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
	Profit Before Taxation	232.49	90.21
	Total Comprehensive Income for the period		-
	Adjustment for:	-	-
	Tax Expenses	-	-
	Fixed Assets W/Off	-	-
	Depreciation	-	-
	Impairment of Asset carried at amortised cost or FVTOCI	-	-
	Net Loss / (Gain) in Fair Value Changes through PorL	-	-266.20
	Net Loss / (Gain) in Fair Value Changes through OCI after Tax	-	-
	Dividend Income	-0.61	
	Profit on Sale of Investment	-300.00	
	Impairment Provisions ( Loans)	138.38	-
	<b>Operating Profit before Working Capital Changes</b>	<b>70.25</b>	<b>-175.99</b>
	Adjustment for :-		
	Change in Other Financial Liabilities/Other Payable	0.85	-35.08
	Change In Trade Payable/Other Payable	6.67	
	Change in Other Non Financial Liabilities	0.50	
	Change in Trade Receivables/Other Receivable	-	-
	Change in Other Financial Assets	-1100.00	-
	Change in Loans and Advances	229.07	935.51
	Change in Current Tax Assets	12.20	8.21
	<b>Cash Generated from Operations</b>	<b>-780.47</b>	<b>732.65</b>
	Less : Direct Taxes Paid	-	-23.46
	<b>Cash Inflow(+)/Outflow(-) before Extra Ordinary Items</b>	<b>-780.47</b>	<b>709.19</b>
	Add(+)/Deduct(-) Prior Period Adjustments	-	-
	<b>Net Cash Inflow(+)/Outflow(-) in Operating Activities</b>	<b>-780.47</b>	<b>709.19</b>
(B)	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
	Purchase of Investment	-475.30	-219.84
	Sale of Investment	1800.00	
	Other Non Financial Asset	263.13	-481.86
	Dividend Income	0.61	
	Provision	-	22.51
	<b>Net Cash Inflow(+)/Outflow(-) in Investing Activities</b>	<b>1588.44</b>	<b>-679.19</b>
(C)	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
	Loan Taken	-	-
	<b>Net Cash Inflow(+)/Outflow(-) in Financing Activities</b>		
(D)	<b>NET INCREASE IN CASH &amp; CASH EQUIVALENTS (A+B+C)</b>	<b>807.97</b>	<b>30.01</b>
(E)	<b>OPENING CASH AND CASH EQUIVALENTS</b>	<b>37.44</b>	<b>7.44</b>
(F)	<b>CLOSING CASH AND CASH EQUIVALENTS</b>	<b>845.42</b>	<b>37.44</b>

As per our Report of even date.

FOR Mahesh Udhwani & Associates

Chartered Accountants

Firm Reg. No : 129738W

For and on Behalf of the Board of Directors

Mangalam Industrial Finance Limited

Sd/-

CA. Mahesh Udhwani

(Partner)

M. No. : 047328

UDIN: 22047328AJWOFH6633

Dated: 30/05/2022

Place: Vadodara

Sd/-

Venkata Ramana Revuru

Managing Director

(DIN : 02809108)

Sd/-

Yatin Sanjay Gupte

Director

(DIN :07261150)

Sd/-

Deepakkumar Doshi

Chief Financial Officer

CDVPD3650D

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Manisha Sharma

Company Secretary

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# MANGALAM INDUSTRIAL FINANCE LIMITED.

MMS Chambers, 4A, Council House Street 1st Floor, room. No. D1 Kolkata Kolkata WB 700001 IN  
CIN: L65993WB1983PLC035815

## SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS

### 1. CORPORATE INFORMATION

The Company was incorporated on 08th day of February, 1983 vide Corporate Identity No. L65993WB1983PLC035815 with the object to carry on the business of Finance and Investment in Shares and Securities.

M/s Mangalam Industrial Finance Ltd. stands as a professionally managed company wherein the overall management is vested in the Board of Directors, comprised of experienced persons in varied facets of the sector.

### 2. SIGNIFICANT ACCOUNTING POLICIES

#### i Statement of compliance

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015. The Company has adopted Ind AS from April 1, 2019 with effective transition date as April 1, 2018. These financial statements have been prepared in accordance with Ind AS as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013 (the "Act"). The transition was carried out from Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 ("IGAAP" or "previous GAAP"). An explanation of how the transition to Ind AS has affected the previously reported financial position, financial performance and cash flows of the Company is provided in Note no 3.

#### ii Presentation of financial statements

The Balance Sheet, Statement of Profit and Loss (including other comprehensive income) and Statement of changes in Equity are prepared and presented in the format prescribed in the Division III of Schedule III to the Companies Act, 2013 ("the Act"). The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS. Amounts in the financial statements are presented in Indian Rupees.

#### iii Basis of preparation and presentation

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair value at the end of each reporting period as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services at the time of entering into the transaction.

#### Measurement of fair values:

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

Items	Measurement Basis
Certain financial assets and liabilities	Fair value
Property, plant and equipment	Value in use under Ind AS 36

Fair value for measurement and/or disclosure purposes for certain items in these financial statements is determined considering following methods: Fair value measurements under Ind AS are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

a) Level 1: inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at measurement date

b) Level 2: inputs are inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly; and

c) Level 3: inputs are unobservable inputs for the valuation of assets or liabilities that the Company can access at measurement date. For details relating to valuation model and framework used for fair value measurement and disclosure of financial instrument refer to note 29.

#### iv Use of estimates and judgements

The preparation of financial statements requires the management of the Company to make judgements, assumptions and estimates that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expenses for the reporting period. The application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in the financial statements have been disclosed as applicable in the respective notes to accounts. Accounting estimates could change from period to period. Future results could differ from these estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

#### Judgements:

Information about judgements made in applying accounting policies that have a most significant effect on the amount recognised in the financial statements is included following Notes:

- classification of financial assets: assessment of the business model within which the assets are held and assessment of whether the contractual terms of the financial asset are solely payments of principal and interest on the principal amount outstanding.

### Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment during the year ending March 31, 2022 is included in the following Notes: -

Note (10) - useful life of property, plant, equipment and intangibles.

Note (9) - recognition of deferred tax assets: availability of future taxable profit against which carry forward deferred tax asset can be set off.

Note (29) - determination of the fair value of financial instruments with significant unobservable inputs.

#### v Interest

Interest consists of consideration for (i) the time value of money; (ii) for the credit risk associated with the principal amount outstanding; (iii) for other basic lending risks and costs; and (iv) profit margin.

Interest income and expense are recognised using the effective interest method. The effective interest rate (EIR) is the rate that exactly discounts estimated future cash flows through the expected life of the financial instrument to the gross carrying amount of the financial asset or amortised cost of the financial liability.

The calculation of the EIR includes all fees paid or received that are incremental and directly attributable to the acquisition or issue of a financial asset or liability.

The interest income is calculated by applying the EIR to the gross carrying amount of noncredit impaired financial assets (i.e. at the amortised cost of the financial asset before adjusting for any expected credit loss allowance). For credit-impaired financial assets the interest income is calculated by applying the EIR to the amortised cost of the creditimpaired financial assets (i.e. at the amortised cost of the financial asset after adjusting for any expected credit loss allowance (ECLs)). The Company assesses the collectability of the interest on credit impaired assets at each reporting date. Based on the outcome of such assessment, the interest income accrued on credit impaired financial assets are either accounted for as income or written off as per the write off policy of the Company.

The interest cost is calculated by applying the EIR to the amortised cost of the financial liability.

The 'amortised cost' of a financial asset or financial liability is the amount at which the financial asset or financial liability is measured on initial recognition minus the principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount and, for financial assets, adjusted for any expected credit loss allowance.

The 'gross carrying amount of a financial asset' is the amortised cost of a financial asset before adjusting for any expected credit loss allowance.

#### vi Dividend Income

Income from dividend on investment in equity and preference shares of corporate bodies and units of mutual funds are accounted when received or on accrual basis when such dividends have been declared by the corporate bodies in their annual general meetings and the CIC's right to receive payment is established.

#### vii Financial Instruments

Financial assets and financial liabilities are recognised in the Company's balance sheet on trade date when the Company becomes a party to the contractual provisions of the instrument. A loan is recorded upon remittance of the funds to the counterparty/obligor. Recognised financial assets and financial liabilities are initially measured at fair value. Transaction costs and revenues that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at Fair Value Through Profit and Loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs and revenues directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in the statement of profit or loss.

If the transaction price differs from fair value at initial recognition, the Company will account for such difference as follows:

a) if fair value is evidenced by a quoted price in an active market for an identical asset or liability or based on a valuation technique that uses only data from observable markets, then the difference is recognised in profit or loss on initial recognition (i.e. day 1 profit or loss);

b) in all other cases, the fair value will be adjusted to bring it in line with the transaction price (i.e. day 1 profit or loss will be deferred by including it in the initial carrying amount of the asset or liability).

After initial recognition, the deferred gain or loss will be released to profit or loss on a rational basis, only to the extent that it arises from a change in a factor (including time) that market participants would take into account when pricing the asset or liability

#### a) Financial assets

##### Classification

On initial recognition, depending on the Company's business model for managing the financial assets and its contractual cash flow characteristics, a financial asset is classified as measured at:

1) amortised cost;

2) fair value through other comprehensive income (FVTOCI); or

3) fair value through profit and loss (FVTPL).

### Initial recognition and measurement

A financial asset is recognised on trade date initially at cost of acquisition net of transaction cost and income that is attributable to the acquisition of the financial asset. Cost equates the fair value on acquisition. A financial asset measured at amortised cost and a financial asset measured at fair value through other comprehensive income is presented at gross carrying value in the Financial Statements. Unamortised transaction cost and incomes and impairment allowance on financial asset is shown separately under the heading "Other non-financial asset", "Other non-financial liability" and "Provisions" respectively.

### Assessment of Business model

An assessment of the applicable business model for managing financial assets is fundamental to the classification of a financial asset. The Company determines the business models at a level that reflects how financial assets are managed together to achieve a particular business objective. The Company's business model does not depend on management's intentions for an individual instrument, therefore the business model assessment is performed at a higher level of aggregation rather than on an instrument-by-instrument basis. The Company could have more than one business model for managing its financial instruments which reflect how the Company manages its financial assets in order to generate cash flows. The Company's business models determine whether cash flows will result from collecting contractual cash flows, selling financial assets or both. The Company considers all relevant information available when making the business model assessment. The Company takes into account all relevant evidence available such as:

- 1) how the performance of the business model and the financial assets held within that business model are evaluated and reported to the entity's key management personnel and board of directors;
  - 2) the risks that affect the performance of the business model (and the financial assets held within that business model) and, in particular, the way in which those risks are managed; and
  - 3) how managers of the business are compensated (e.g. whether the compensation is based on the fair value of the assets managed or on the contractual cash flows collected).
- 4) At initial recognition of a financial asset, the Company determines whether newly recognised financial assets are part of an existing business model or whether they reflect the commencement of a new business model. The Company reassesses its business models at each reporting period to determine whether the business model/(s) have changed since the preceding period. For the current and prior reporting period the Company has not identified a change in its business model.

Based on the assessment of the business models, the Company has identified the three following choices of classification of financial assets:

- a) Financial assets that are held within a business model whose objective is to collect the contractual cash flows ("Asset held to collect contractual cash-flows"), and that have contractual cash flows that are solely payments of principal and interest on the principal amount outstanding (SPPI), are measured at amortised cost;
- b) Financial assets that are held within a business model whose objective is both to collect the contractual cash flows and to sell the assets, ("Contractual cash flows of Asset collected through hold and sell model") and that have contractual cash flows that are SPPI, are subsequently measured at FVTOCI.
- c) All other financial assets (e.g. managed on a fair value basis, or held for sale) and equity investments are subsequently measured at FVTPL.

### Financial asset at amortised cost

Amortised cost of financial asset is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. For the purpose of testing SPPI, principal is the fair value of the financial asset at initial recognition. That principal amount may change over the life of the financial asset (e.g. if there are repayments of principal). Contractual cash flows that do not introduce exposure to risks or volatility in the contractual cash flows on account of changes such as equity prices or commodity prices and are related to a basic lending arrangement, do give rise to SPPI. An originated or an acquired financial asset can be a basic lending arrangement irrespective of whether it is a loan in its legal form. The EIR amortisation is included in finance income in the profit and loss statement. The losses arising from impairment are recognised in the profit and loss statement.

### Financial asset at Fair Value through Other Comprehensive Income (FVTOCI)

#### Loans & Advances:

After initial measurement, basis assessment of the business model as "Contractual cash flows of asset collected through hold and sell model and SPPI", & equity instruments such financial assets are classified to be measured at FVTOCI. Contractual cash flows that do introduce exposure to risks or volatility in the contractual cash flows due to changes such as equity prices or commodity prices and are unrelated to a basic lending arrangement, do not give rise to SPPI. The EIR amortisation is included in finance income in the profit and loss statement. The losses arising from impairment are recognised in the profit and loss statement. The carrying value of the financial asset is fair valued by discounting the contractual cash flows over contractual tenure basis the internal rate of return of a new similar asset originated in the month of reporting and such unrealised gain/loss is recorded in other comprehensive income (OCI). Where such a similar product is not originated in the month of reporting, the closest product origination is used as a proxy. Upon sale of the financial asset, actual gain/loss realised is recorded in the profit and loss statement and the unrealised gain/ loss recorded in OCI are recycled to the statement of profit and loss.

#### Investments in equity instruments:

At initial recognition an entity at its sole option may irrevocably designate an investment in an equity instrument as FVOCI, unless the asset is:

- Held for trading, or
- Contingent consideration in a business combination.

Dividends are recognized when the entity's right to receive payment is established, it is probable the economic benefits will flow to the entity and the amount can be measured reliably. Dividends are recognized in profit and loss unless they clearly represent recovery of a part of the cost of the investment, in which case they are included in OCI. Changes in fair value are recognized in OCI and are never recycled to profit and loss, even if the asset is sold or impaired.

#### **Financial asset at fair value through profit and loss (FVTPL)**

Financial asset, which does not meet the criteria for categorization at amortized cost or FVTOCI, is classified as FVTPL. In addition, the Company may elect to classify a financial asset, which otherwise meets amortized cost or FVTOCI criteria, as FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). Financial assets included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

#### **Investment in equity, security receipt, mutual fund, non-cumulative redeemable preference shares and cumulative compulsorily convertible preference shares**

Investment in equity, security receipt, mutual fund, non-cumulative redeemable preference shares and cumulative compulsorily convertible preference shares are classified as FVTPL and measured at fair value with all changes recognised in the statement of profit and loss. Upon initial recognition, the Company, on an instrument-by-instrument basis, may elect to classify equity instruments other than held for trading either as FVTOCI or FVTPL. Such election is subsequently irrevocable. If FVTOCI is elected, all fair value changes on the instrument, excluding dividends, are recognized in OCI. There is no recycling of the gains or losses from OCI to the statement of profit and loss, even upon sale of investment. However, the Company may transfer the cumulative gain or loss within other equity upon realisation.

#### **Reclassifications within classes of financial assets**

A change in the business model would lead to a prospective re-classification of the financial asset and accordingly the measurement principles applicable to the new classification will be applied. During the current financial year and previous accounting period there was no change in the business model under which the Company holds financial assets and therefore no reclassifications were made.

### **viii Impairment of Financial Asset**

The Company is required to recognise Expected Credit Losses (ECLs) based on forward looking information for all financial assets at amortised cost, lease receivables, debt financial assets at fair value through other comprehensive income, loan commitments and financial guarantee contracts. No impairment loss is applicable on equity investments.

At the reporting date, an allowance (or provision for loan commitments and financial guarantees) is required on stage 1 assets at 12 month ECLs. If the credit risk has significantly increased since initial recognition (Stage 1), an allowance (or provision) should be recognised for the lifetime ECLs for financial instruments for which the credit risk has increased

significantly since initial recognition (Stage 2) or which are credit impaired (Stage 3).

The measurement of ECL is calculated using three main components: (i) Probability of Default (PD) (ii) Loss Given Default (LGD) and (iii) the Exposure At Default (EAD). The 12 month ECL is calculated by multiplying the 12 month PD, LGD and the EAD. The 12 month and lifetime PDs represent the PD occurring over the next 12 months and the remaining maturity

Of the instrument respectively. The EAD represents the expected balance at default, taking into account the repayment of principal and interest from the balance sheet date to the default event together with any expected drawdowns of committed facilities. The LGD represents expected losses on the EAD given the event of default, taking into account, among other attributes, the mitigating effect of collateral value at the time it is expected to be realised and the time value of money.

The Company applies a three-stage approach to measure ECL on financial assets accounted for at amortised cost and FVOCI. Assets migrate through the following three stages based on the change in credit quality since initial recognition.

#### **Impairment of Trade receivable and Operating lease receivable**

Impairment allowance on trade receivables is made on the basis of life time credit loss method, in addition to specific provision considering the uncertainty of recoverability of certain receivables.

#### **Modification and De-recognition of financial assets**

##### **Modification of financial assets**

A modification of a financial asset occurs when the contractual terms governing the cash flows of a financial asset are renegotiated or otherwise modified between initial recognition and maturity of the financial asset. A modification affects the amount and/or timing of the contractual cash flows either immediately or at a future date. The Company renegotiates loans to customers in financial difficulty to maximise collection and minimise the risk of default. A loan forbearance is granted in cases where although the borrower made all reasonable efforts to pay under the original contractual terms, there is a high risk of default or default has already happened and the borrower is expected to be able to meet the revised terms. The revised terms in most of the cases include an extension of the maturity of the loan, changes to the timing of the cash flows of the loan (principal and interest repayment), reduction in the amount of cash flows due (principal and interest forgiveness). Such accounts are classified as Stage 3 immediately upon such modification in the terms of the contract.

Not all changes in terms of loans are considered as renegotiation and changes in terms of a class of obligors that are not overdue is not considered as renegotiation and is not subjected to deterioration in staging.

**De-recognition of financial assets**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- 1) The rights to receive cash flows from the asset have expired, or
- 2) The Company has transferred its rights to receive cash flows from the asset and substantially all the risks and rewards of the asset, or the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

**Write-off**

Impaired loans and receivables are written off, against the related allowance for loan impairment on completion of the Company's internal processes and when the Company concludes that there is no longer any realistic prospect of recovery of part or all of the loan. For loans that are individually assessed for impairment, the timing of write off is determined on a case by case basis. A write-off constitutes a de-recognition event. The Company has right to apply enforcement activities to recover such written off financial assets. Subsequent recoveries of amounts previously written off are credited to the Statement of Profit and Loss.

**Presentation of ECL allowance for financial asset:**

Type of Financial asset	Disclosure
Financial asset measured at amortised cost	shown separately under the head "Provisions" and not as a
Financial assets measured at FVTOCI	deduction from the gross carrying amount of the assets
Loan commitments and financial guarantee contracts	shown separately under the head "Provisions"

Where a financial instrument includes both a drawn and an undrawn component and the Company cannot identify the ECL on the loan commitment separately from those on the drawn component, the Company presents a combined loss allowance for both components under "Provisions".

**ix Financial liability and equity**

Financial liabilities and equity Debt and equity instruments issued are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

**Financial liabilities**

A financial liability is a contractual obligation to deliver cash or another financial asset or to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavourable to the Company or a contract that will or may be settled in the Company's own equity instruments and is a non-derivative contract for which the Company is or may be obliged to deliver a variable number of its own equity instruments, or a derivative contract over own equity that will or may be settled other than by the exchange of a fixed amount of cash (or another financial asset) for a fixed number of the Company's own equity instruments.

**Classification**

The Company classifies its financial liability as "Financial liability at amortised cost" except for financial liability at Fair Value through Profit and Loss (FVTPL).

**Initial recognition and measurement**

Financial liability is recognised initially at cost of acquisition net of transaction costs and incomes that is attributable to the acquisition of the financial liability. Cost equates the fair value on acquisition. Company may irrevocably designate a financial liability that meet the amortised cost as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch (referred to as the fair value option).

**De-recognition of financial liabilities**

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

**Equity**

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

No gain/loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

**x Cash, Cash equivalents and bank balances**

Cash, Cash equivalents and bank balances including fixed deposits, margin money deposits, and earmarked balances with banks are carried at amortised cost. Short term and liquid investments being subject to more than insignificant risk of change in value, are not included as part of cash and cash equivalents.

**xi Property, plant and equipment****(a) Tangible**

Tangible property, plant and equipment (PPE) acquired by the Company are reported at acquisition cost less accumulated depreciation and accumulated impairment losses, if any. The acquisition cost includes any cost attributable for bringing asset to its working condition net of tax/duty credits availed, which comprises of purchase consideration, other directly attributable costs of bringing the assets to their working condition for their intended use. PPE is recognised when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.



**(b) Intangible**

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. Intangible assets are stated at original cost net of tax/duty credits availed, if any, less accumulated amortisation and cumulative impairment. Administrative and other general overhead expenses that are specifically attributable to acquisition of intangible assets are allocated and capitalised as a part of the cost of the intangible assets. Expenses on software support and maintenance are charged to the Statement of Profit and Loss during the year in which such costs are incurred.

**(c) Depreciation and Amortisation**

Depreciable amount for tangible PPE is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

Depreciation on tangible PPE deployed for own use has been provided on the straightline method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of Buildings, Computer Equipment, Vehicles, Plant and Machinery, Software, Licenses, Furniture and Fixture and Office Equipment in whose case the life of the assets has been assessed based on the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, etc. Depreciation method is reviewed at each financial year end to reflect expected pattern of consumption of the future economic benefits embodied in the asset. The estimated useful life and residual values are also reviewed at each financial year end with the effect of any change in the estimation of useful life/residual value which is accounted on prospective basis. Depreciation for additions to/deductions from, owned assets is calculated pro rata to the remaining period of use. Depreciation charge for impaired assets is adjusted in future periods in such a manner that the revised carrying amount of the asset is allocated over its remaining useful life.

Intangible Assets are amortised over the estimated useful life during which the benefits are expected to accrue, while Goodwill if any is tested for impairment at each Balance Sheet date. The method of amortisation and useful life are reviewed at the end of each accounting year with the effect of any changes in the estimate being accounted for on a prospective basis. Amortisation on impaired assets is provided by adjusting the amortisation charge in the remaining periods so as to allocate the asset's revised carrying amount over its remaining useful life.

**(d) De-recognition of property, plant and equipment and intangible asset**

An item of PPE is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit or Loss. An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in the Statement of Profit or Loss when the asset is derecognised.

**xii Employee Benefits****Short-term employee benefits**

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the year in which the employee renders the related service. The cost of short-term compensated absences is accounted as under:

(a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and

(b) in case of non-accumulating compensated absences, when the absences occur.

The company does not have any Defined Benefit/Contribution Plan, neither any Long term Employee Benefit as such.

**xiii Earnings per share**

Basic earnings per share has been computed by dividing the profit after tax available for equity shareholders by the weighted average number of shares outstanding during the year. Partly paid up shares are included as fully paid equivalents according to the fraction paid up. Diluted earnings per share has been computed using the weighted average number of shares and dilutive potential shares, except where the result would be anti-dilutive.

**xiv Taxation Income**

Income tax expense comprises current and deferred taxes. Income tax expense is recognized in the Statement of Profit and Loss, Other Comprehensive Income or directly in equity, when they relate to items that are recognised in the respective line items.

**Current**

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date. Current tax asset and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

## Deferred Tax

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, and unutilized business loss and depreciation carry-forwards and tax credits. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilized. Deferred tax assets and liabilities are measured based on the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

### xv Goods and Services Tax

The company does not deal in taxable goods and service under GST but the company pays Sitting Fees to its Directors which is liable to GST under Reverse Charge Mechanism, hence the company is registered under Goods and Service Tax Act. Any GST input Tax credit is expensed as per relevant accounting standard for the expenses.

### xvi Provisions, contingent liabilities and contingent assets

Provisions are recognised only when:

- (i) an entity has a present obligation (legal or constructive) as a result of a past event; and
- (ii) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- (iii) a reliable estimate can be made of the amount of the obligation

Provision is measured using the cash flows estimated to settle the present obligation and when the effect of time value of money is material, the carrying amount of the provision is the present value of those cash flows.

Reimbursement expected in respect of expenditure required to settle a provision is recognised only when it is virtually certain that the reimbursement will be received.

Contingent liability is disclosed in case of:

- (i) a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation; and
- (ii) a present obligation arising from past events, when no reliable estimate is possible.

Contingent assets are disclosed where an inflow of economic benefits is probable. Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

Where the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under such contract, the present obligation under the contract is recognised and measured as a provision.

Contingent assets are not recognised in the financial statements.

## 3. STATEMENT OF CASH FLOWS

Statement of Cash Flows is prepared segregating the cash flows into operating, investing and financing activities. Cash flow from operating activities is reported using indirect method adjusting the net profit for the effects of:

- i. changes during the period in operating receivables and payables transactions of a non-cash nature;
- ii. non-cash items such as depreciation, provisions, deferred taxes, unrealised foreign currency gains and losses, and undistributed profits of associates and joint ventures; and
- iii. all other items for which the cash effects are investing or financing cash flows

Cash and cash equivalents (including bank balances) shown in the Statement of Cash Flows exclude items which are not available for general use as on the date of Balance Sheet.

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Notes forming part of the Financial Statements for the year ended 31st March, 2022

**Note:4 CASH AND CASH EQUIVALENTS**

(₹ in Lakhs)

Particulars	As at March 31st, 2022	As at March 31st, 2021
Cash on hand	0.82	3.90
Balances with banks (in the nature of cash and cash equivalents)	446.60	33.54
Cheques, drafts on hand	-	-
Fixed Deposit with Bank	398.00	-
<b>Total</b>	<b>845.42</b>	<b>37.44</b>

**Note:5 Loans**

(₹ in Lakhs)

Particulars	As at 31st March, 2022						As at 31st March, 2021					
	Amortised cost	At Fair Value			Sub- Total	Total	Amortised cost	At Fair Value			Sub- total	Total
		Through OCI	Through P or L	Designated at fair value through P or L				Through OCI	Through P or L	Designated at fair value through P or L		
	1	2	3	4	5=(2+3+4)	6 = (1 + 5)	7	8	9	10	11=(8+9+10)	12=(7+11)
<b>Loans</b>												
<b>(A)</b>												
(i) Bills Purchased and Bills Discounted	-	-	-	-	-	-	-	-	-	-	-	-
(ii) Loans repayable on Demand	1421.21	-	-	-	-	1421.21	1707.14	-	-	-	-	1707.14
(iii) Term Loans	-	-	-	-	-	-	-	-	-	-	-	-
(iv) Leasing	-	-	-	-	-	-	-	-	-	-	-	-
(v) Factoring	-	-	-	-	-	-	-	-	-	-	-	-
(vi) Others(to be specified)	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total (A) -Gross</b>	<b>1421.21</b>	-	-	-	-	<b>1421.21</b>	<b>1707.14</b>	-	-	-	-	<b>1707.14</b>
Less:Impairment lossallowance	142.50	-	-	-	-	142.50	60.99	-	-	-	-	60.99
<b>Total (A)- Net</b>	<b>1278.71</b>	-	-	-	-	<b>1278.71</b>	<b>1646.16</b>	-	-	-	-	<b>1646.16</b>
<b>(B)</b>												
(i) Secured by tangibleassets	-	-	-	-	-	-	-	-	-	-	-	-
(ii)Secured by intangibleassets	-	-	-	-	-	-	-	-	-	-	-	-
(iii)Covered byBank/GovernmentGuarantees	-	-	-	-	-	-	-	-	-	-	-	-
(iv)Unsecured	1421.21	-	-	-	-	1421.21	1707.14	-	-	-	-	1707.14
<b>Total (B)- Gross</b>	<b>1421.21</b>	-	-	-	-	<b>1421.21</b>	<b>1707.14</b>	-	-	-	-	<b>1707.14</b>
Less:Impairment lossallowance	142.50	-	-	-	-	142.50	60.99	-	-	-	-	60.99
<b>Total (B)- Net</b>	<b>1278.71</b>	-	-	-	-	<b>1278.71</b>	<b>1646.16</b>	-	-	-	-	<b>1646.16</b>
<b>(C) (I)</b>												
<b>Loans in India</b>												
(i) Public Sector	-	-	-	-	-	-	-	-	-	-	-	-
(ii) Others (to be specified)	1421.21	-	-	-	-	1421.21	1707.14	-	-	-	-	1707.14
<b>Total (C)-Gross</b>	<b>1421.21</b>	-	-	-	-	<b>1421.21</b>	<b>1707.14</b>	-	-	-	-	<b>1707.14</b>
Less:Impairment lossallowance	142.50	-	-	-	-	142.50	60.99	-	-	-	-	60.99
<b>Total(C)(I)-Net</b>	<b>1278.71</b>	-	-	-	-	<b>1278.71</b>	<b>1646.16</b>	-	-	-	-	<b>1646.16</b>
<b>(C)(II)</b>												
<b>Loans outside India</b>	-	-	-	-	-	-	-	-	-	-	-	-
Less:Impairment loss allowance	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total (C)(II)- Net</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total C(I)and C(II)</b>	<b>1278.71</b>	-	-	-	-	<b>1278.71</b>	<b>1646.16</b>	-	-	-	-	<b>1646.16</b>

Following disclosures shall be made where loans or advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under the Companies Act, 2013), either severally or jointly with any other person that are:

Type of Borrower	As at 31st March, 2022		As at 31st March, 2021	
	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loan	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loan
Promoter	-	-	-	-
Directors	-	-	-	-
KMPs	-	-	-	-
Related parties	-	-	-	-

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**Notes forming part of the Financial Statements for the year ended 31st March, 2022**

**Note:6 Investments**

(₹ in Lakhs)

Particulars	Face value per unit	As at March 31, 2022		As at March 31, 2021	
		no. of units	Amount	no. of units	Amount
<b>(A)</b>					
(a) Mutual Funds	-	-	-	-	-
<b>Total (a)</b>					
(b) Government Securities	-	-	-	-	-
(c) i) Other Approved Securities	-	-	-	-	-
ii) IRB Inv Fund	-	-	-	-	-
<b>Total (c)</b>					
(d) Debt Securities	-	-	-	-	-
(e) Equity Instruments:	-	-	-	-	-
-Subsidiaries	-	-	-	-	-
-Associates	-	-	-	-	-
-Joint Venture	-	-	-	-	-
-Others:	-	-	-	-	-
<b>1. Investments in Equity Shares</b>					
<b>i. (Valued at Fair Value through OCI) (Unquoted)</b>					
-Brg Iron & Steel Co Pvt Ltd	-	20,00,000	0.00	20,00,000	0.00
-Bhuvée Stenovate Pvt Ltd	-	12,25,000	0.00	12,25,000	0.00
-Priyanka Trexim & Commerce Pvt Ltd	-	-	-	-	-
-Unicon Management Pvt Ltd	-	-	-	-	-
-Rabirun Vinimay Pvt Ltd	-	1,38,87,500	0.00	1,38,87,500	0.00
-Yashraj Biotechnology Limited*	-	-	-	1,36,627	1024.70
<b>Total (i)</b>	-	-	<b>0.00</b>	-	<b>1024.70</b>
<b>ii. (Valued at Fair Value through Profit or Loss) (Quoted)</b>					
<b>Total (ii)</b>	-	-	-	-	-
Less: Provision For Demunition in value of Assets	-	-	-	-	-
<b>Total (1 = i + ii)</b>	-	-	<b>0.00</b>	-	<b>1024.70</b>
<b>2. Investments in Preference Shares</b>					
<b>i. (Valued at Fair Value through FVTPL) (Quoted)</b>	-	-	-	-	-
<b>Total (2)</b>	-	-	-	-	-
<b>Total (e = 1+2)</b>	-	-	-	-	-
<b>Total (A)</b>	-	-	<b>0.00</b>	-	<b>1024.70</b>
<b>(B)</b>					
(a) Investment in India	-	-	0.00	-	1024.70
(b) Investment Outside India	-	-	-	-	-
<b>Total (B)</b>	-	-	-	-	-
<b>Total</b>	-	-	<b>0.00</b>	-	<b>1024.70</b>

**\*Footnotes:**

The Company entered into a Share Purchase Agreement dated 12th January, 2021 with VINOD PRADHAN BHANUSHALI (HUF) to acquire 2,00,000 Equity Shares of YASHRAJ BIOTECHNOLOGY LIMITED of Rs.10/- each at Rs.750/- per share amounting to Rs. 1500 Lakhs. During the year, the company has sold such shares at Rs.900/- per share amounting to Rs.1800 Lakhs to M/s. Swapnatari Finserve Limited dated 30.03.2022.

**Note:7 Other Financial assets**

(₹ in Lakhs)

Particulars	As at March 31st, 2022	As at March 31st, 2021
Other Financial Assets**	1100.00	-
<b>Total</b>	<b>1100.00</b>	<b>-</b>

\*\* The company has sold the shares of Yashraj Biotechnology Pvt. Ltd 2,00,000 equity shares of Rs.10 each against which Investment proceeds are receivable

**Note:8 Current Tax Assets**

(₹ in Lakhs)

Particulars	As at March 31st, 2022	As at March 31st, 2021
Tax Deducted at Source (Net of Provision)	22.74	34.94
MAT Credit	-	-
<b>Total</b>	<b>22.74</b>	<b>34.94</b>

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## Notes forming part of the Financial Statements for the year ended 31st March, 2022

Note:9 The Major Components of Deferred Tax Assets and Liabilities as at March 31, 2022 are as follows:

(₹ in Lakhs)

Deferred Tax Asset (net)	Opening Balance	Recognised / Reversed Through Profit and Loss	Recognised Directly in Equity	Recognised / Reclassified from Other Comprehensive Income	Closing Balance
<b>Deferred Tax Assets :-</b>					
(a) Impairment loss allowance - Stage III	-	-	-	-	-
(b) Impairment loss allowance - Stage I & II	-	-	-	-	-
(c) Depreciation on Property, plant and equipment	-	-	-	-	-
<b>Deferred Tax Liabilities :-</b>					
(c) Gain on Fair Valuation of Equity Instruments (Consolidated Gain)	4.97	-	-	-	4.97
<b>Deferred Tax Asset (net)</b>	<b>4.97</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>4.97</b>

The Major Components of Deferred Tax Assets and Liabilities as at March 31, 2021 are as follows:

(₹ in Lakhs)

Deferred Tax Asset (net)	Opening Balance	Recognised / Reversed Through Profit and Loss	Recognised Directly in Equity	Recognised / Reclassified from Other Comprehensive	Closing Balance
<b>Deferred Tax Assets :-</b>					
(a) Impairment loss allowance - Stage III	-	-	-	-	-
(b) Impairment loss allowance - Stage I & II	-	-	-	-	-
(c) Depreciation on Property, plant and equipment	-	-	-	-	-
<b>Deferred Tax Liabilities :-</b>					
(c) Gain on Fair Valuation of Equity Instruments (Consolidated Gain)	4.97	-	-	-	4.97
<b>Deferred Tax Asset (net)</b>	<b>4.97</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>4.97</b>

Note: 10

Property, Plant and Equipments

(₹ in Lakhs)

Particulars	Gross Block			Depreciation			Net Block	
	As at 01.04.2021	Additions/ Deductions	As at 31.03.2022	As at 01.04.2021	Additions/ Deductions	As at 31.03.2022	As at 31.03.2022	As at 31.03.2021
<b>Tangible Assets:</b>								
Computer	0.15	-	0.15	0.11	-	0.11	0.04	0.04
<b>Total</b>	<b>0.15</b>	<b>-</b>	<b>0.15</b>	<b>0.11</b>	<b>-</b>	<b>0.11</b>	<b>0.04</b>	<b>0.04</b>

### Footnotes:

- Useful lives of assets has been determined as per companies act 2013. No depreciation has been provided for the assets which are carried at or lower than its salvage value.
- The Company has asset only under the head Office Equipment under Property, Plant and Equipment and hence other Heads as given in Schedule III Division III of Companies Act, 2013 has not been shown under Property, Plant and Equipment.
- No CWIP / Intangible assets under development hence table details not given.

### Note 11. Other Non-Financial Assets

(₹ in Lakhs)

Particulars	As at 31.03.2022	As at 31.03.2021
Other Non Financial Assets	218.66	481.86
Advance for Expense	0.07	-
<b>Total</b>	<b>218.73</b>	<b>481.86</b>

## MANGALAM INDUSTRIAL FINANCE LIMITED.

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### Notes forming part of the Financial Statements for the year ended 31st March, 2022

#### Note:12 : Payables

(₹ in Lakhs)		
Particulars	As at 31st March, 2022	As at 31st March, 2021
Other Payables		
total outstanding dues of micro enterprises and small enterprises (refer Note No. 12.1)	5.50	-
total outstanding dues of creditors other than micro enterprises and small enterprises	1.17	-
<b>Total</b>	<b>6.67</b>	<b>-</b>

#### 12.1 Dues of Micro Enterprises and Small Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006

(₹ in Lakhs)		
Particulars	As at 31st March, 2022	As at 31st March, 2021
a) The principal amount and interest due thereon remaining unpaid to any supplier	-	-
- Principal	5.50	-
- Interest on above Principal	-	-
b) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of payment made to the supplier beyond the appointed day	-	-
c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
d) The amount of interest accrued and remaining unpaid	-	-
e) The amount of further interest remaining due and payable even in the succeeding year until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-
<b>Total</b>	<b>5.50</b>	<b>-</b>

Dues as above, to the Micro Enterprises and Small Enterprises have been determined by the Management. This has been relied upon by the auditors.  
The interest on the above outstanding has not been calculated on overdues amount for current as well as previous period.

#### Note:13 : Other Financial Liabilities

(₹ in Lakhs)		
Particulars	As at 31st March, 2022	As at 31st March, 2021
Outstanding Liabilities for Expenses	0.85	
<b>Total</b>	<b>0.85</b>	<b>-</b>

#### Note:14 : Provisions

(₹ in Lakhs)		
Particulars	As at March 31st, 2022	As at March 31st, 2021
Income Tax Provision	123.60	24.83
<b>Total</b>	<b>123.60</b>	<b>24.83</b>

#### Note:15 : Other Non-Financial Liabilities

(₹ in Lakhs)		
Particulars	As at March 31st, 2022	As at March 31st, 2021
Professional Tax Payable	0.02	0.04
Liabilities For Expenses	0.11	0.31
Other Liability	-	-
TDS Payable	0.73	0.01
<b>Total</b>	<b>0.86</b>	<b>0.36</b>

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#### Note:16 Equity Share Capital

(₹ in Lakhs)		
Particulars	As at March 31st, 2022	As at March 31st, 2021
<b>Authorised:</b> 96,17,00,000 Equity Shares of (₹) 1/- each	9617.00	9617.00
<b>Total</b>	<b>9617.00</b>	<b>9617.00</b>
<b>Issued Subscribed and Paid Up:</b> 96,16,43,500 Equity Shares of (₹) 1/- each	9616.44	9616.44
<b>Total</b>	<b>9616.44</b>	<b>9616.44</b>

#### (a) Reconciliation of the number of equity shares outstanding

(₹ in Lakhs)				
Equity Shares	As at 31st March, 2022		As at 31st March, 2021	
	No of Shares	Amount in ₹	No of Shares	Amount in ₹
At the beginning of the year	96,16,43,500	9616.44	96,16,43,500	9616.44
Add: Issued during the year	-	-	-	-
At the end of the year	<b>96,16,43,500</b>	<b>9616.44</b>	<b>96,16,43,500</b>	<b>9616.44</b>

**b)** The Company has only one class of equity share having par value of Re 1/- per share. Each holder of Equity share is entitled to one vote per share. In the event of liquidation of the company, the holder of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts. The Distribution will be in proportion to the number of equity share held by the shareholders.

**c)** No equity shares have been issued for consideration other than cash.

#### f) Details of shareholders holding more than 5% shares in the company

Particulars	31 March 2022		31 March 2021	
	Number of Shares	% Holding	Number of Shares	% Holding
Sojan V Avirachan	25,00,27,310	26.00%	-	-
Yatin Sanjay Gupte	13,46,30,090	14.00%	-	-
Venkata Ramana Revuru	13,46,30,090	14.00%	-	-
Wardwizard Solutions India Private Limited	13,97,94,780	14.54%	-	-
Garuda Mart India Private Limited	5,76,98,610	6.00%	-	-
Sutlaj Sales Private Limited	6,72,20,099	6.99%	-	-
Response Commodities LLP	-	-	25,05,00,000	26.05%
Guide Dealcom LLP	-	-	5,71,21,000	5.94%
Kirti Commotrade Pvt. Ltd	-	-	6,29,44,000	6.55%
Nilanchal Dealcomm Pvt. Ltd	-	-	5,17,55,899	5.38%
Superior Commodeal Private Limited	-	-	12,93,04,470	13.45%
Smile Suppliers Private Limited	-	-	14,57,04,000	15.15%

As per records of the Company, including its register of shareholders/members, the above shareholding represents legal ownership of shares.

#### Disclosure of shareholding of promoters as at March 31, 2022 is as follows:

Promoter name	As at 31.03.2022		As at 31.03.2021		% Change during the year
	No. of Shares	%of total shares	No. of Shares	%of total shares	
Sojan V Avirachan	25,00,27,310	26.00%	-	-	100.00%
Yatin Sanjay Gupte	13,46,30,090	14.00%	-	-	100.00%
Venkata Ramana Revuru	13,46,30,090	14.00%	-	-	100.00%
Wardwizard Solutions India Private Limited	13,97,94,780	14.54%	-	-	-
Garuda Mart India Private Limited	5,76,98,610	6.00%	-	-	-
<b>TOTAL</b>	<b>71,67,80,880</b>	-	-	-	-

#### Disclosure of shareholding of promoters as at March 31, 2021 is as follows:

Promoter name	As at 31.03.2021		As at 31.03.2020		% Change during the year
	No. of Shares	%of total shares	No. of Shares	%of total shares	
Pradeep Kumar Daga	1,000	0.00%	1,000	0.00%	0.00%
Response Commodities LLP	25,05,00,000	26.05%	25,05,00,000	26.05%	0.00%
Response Securities Pvt. Ltd	46,91,000	0.49%	46,91,000	0.49%	0.00%
<b>TOTAL</b>	<b>25,51,92,000</b>	-	<b>25,51,92,000</b>	-	-

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## Notes forming part of the Financial Statements for the year ended 31st March, 2022

### Note:17 Other Equity

(₹ in Lakhs)

Particulars	As at March 31st, 2022	As at March 31st, 2021
Capital Reserve	3.71	3.71
Reserve Fund	1.09	1.09
Special Reserve (RBI)	33.05	33.05
General Reserve (Amalgamation Reserve)	10.50	10.50
Retained Earnings	-231.10	-364.82
Fair Valuation of Equity Instrument	-6095.05	-6095.05
<b>Total</b>	<b>-6277.80</b>	<b>-6411.52</b>

(₹ in Lakhs)

a) Capital Reserve	As at March 31st, 2022	As at March 31st, 2021
Opening	3.71	3.71
Addition during the year	-	-
<b>Total</b>	<b>3.71</b>	<b>3.71</b>

(₹ in Lakhs)

b) Reserve Fund	As at March 31st, 2022	As at March 31st, 2021
Opening	1.09	1.09
Addition during the year	-	-
<b>Total</b>	<b>1.09</b>	<b>1.09</b>

(₹ in Lakhs)

c) Special Reserve (RBI)	As at March 31st, 2022	As at March 31st, 2021
Opening	33.05	19.70
Addition during the year	-	13.35
<b>Total</b>	<b>33.05</b>	<b>33.05</b>

(₹ in Lakhs)

d) General Reserve (Amalgamation Reserve)	As at March 31st, 2022	As at March 31st, 2021
Opening	10.50	10.50
Addition during the year	-	-
<b>Total</b>	<b>10.50</b>	<b>10.50</b>

(₹ in Lakhs)

e) Retained Earnings	As at March 31st, 2022	As at March 31st, 2021
Opening	-364.82	-38.22
Profit before tax during the year	232.49	90.21
Add: Profit on Sale of Equity Instruments Fair Valued through OCI	-	-382.34
Less: Provision of Income Tax	-98.77	-23.46
Less: Contingent Provision for Standard Assets	-	2.34
Less: Transfer to Statutory Reserve	-	-13.35
<b>Total</b>	<b>-231.10</b>	<b>-364.82</b>

(₹ in Lakhs)

f) Fair valuation of Equity Instruments	As at March 31st, 2022	As at March 31st, 2021
Opening	-6095.05	-6211.19
Addition during the year	-	-266.20
Transfer to Retained Earnings	-	382.34
<b>Total</b>	<b>-6095.05</b>	<b>-6095.05</b>



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## Note: 18 :Revenue From Operations

(₹ in Lakhs)

Particulars	For Year ended March 31st, 2022	For Year ended March 31st, 2021
<b>On Financial Asset measured at Amortised Cost</b>		
Interest on Loans	110.04	204.52
Loan Processing Fees	4.59	
Documentation Charges	0.04	
<b>Total</b>	<b>114.68</b>	<b>204.52</b>

## Note: 19 :Net gain/ (loss) on fair value changes

(₹ in Lakhs)

Particulars	For Year ended March 31st, 2022	For Year ended March 31st, 2021
a) Net gain/(loss) on investments at fair value through profit or loss		
i. On trading Portfolio		
Investment	-	-93.62
Derivatives	-	-
Others	-	-
ii. On financial instruments designated at fair value through Profit or Loss	-	-
b) Others		
<b>c) Total Net gain /(loss) on Fair Value changes</b>	<b>-</b>	<b>-93.62</b>
Fair Value Changes:		
Realised	-	-
Unrealised	-	-
<b>Total Net gain /(loss) on fair value changes</b>	<b>-</b>	<b>-93.62</b>

## Note: 20 :Other Income

(₹ in Lakhs)

Particulars	For Year ended March 31st, 2022	For Year ended March 31st, 2021
Write Off	-	0.01
Interest on IT Refund	1.58	0.74
<b>Total</b>	<b>1.58</b>	<b>0.75</b>

## Note: 21 :Impairment Provisions (Loans)

(₹ in Lakhs)

Particulars	For Year ended March 31st, 2022	For Year ended March 31st, 2021
Provision against Stage 3 assets (Unquoted Equity Instruments Valued through FVOCI) (Refer footnotes to Note 6)	138.38	-
<b>Total</b>	<b>138.38</b>	<b>-</b>

## Note: 22 : Employee Benefit Expenses

(₹ in Lakhs)

Particulars	For Year ended March 31st, 2022	For Year ended March 31st, 2021
Salary and Wages	9.25	10.13
<b>Total</b>	<b>9.25</b>	<b>10.13</b>

## Note:23 : Other Expenses

(₹ in Lakhs)

Particulars	For Year ended March 31st, 2022	For Year ended March 31st, 2021
Advertisement Expenses	0.77	0.48
<b>Payment To Auditors</b>		
Statutory Audit Fees *	3.00	0.41
Internal Audit Fees	2.63	0.05
Certification Fees	1.64	0.18
Bank Charges	0.02	0.01
Demat Expenses	0.04	0.01
Director Sitting Fees	3.24	-
Depository Expenses	1.50	2.80
Domain Charges	0.17	-
Electricity Expenses	0.35	0.60
E-Voting Processing Fees	-	0.13
Interest on TDS/ Prof Tax /GST	0.02	0.00
FILM	-	0.24
Filing Fees	-	0.01
General Expenses	0.03	0.16
GST ITC not claimed	3.42	-
Legal and Professional Fees	16.17	1.27
Listing Fees	3.00	3.54
Postage & Courier	0.01	0.22
Printing & Stationery	0.02	0.13
RBI Credit Rating Fee`	-	0.53
Rates & Taxes	-	0.05
Rent	0.75	-
Secretarial Audit Fees	-	0.15
Scrutnizer fee	-	0.06
Travelling Expenses	0.04	-
Registrar and Transfer Agent Fees	-	0.24
Website expenses	-	0.06
<b>Total</b>	<b>36.82</b>	<b>11.32</b>

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### Notes forming part of the Financial Statements for the year ended 31st March, 2022

#### Note :24. Earnings Per Equity Share

(₹ in lakhs)

Particulars	Year ended 31st March, 2022	Year ended 31st March, 2021
(a) Profit after tax attributable to Equity Shareholders (₹)	133.72	66.76
(b) Weighted average number of Equity Shares	9616.44	9616.44
(c) Nominal Value of Equity per share (₹)	1.00	1.00
(d) Basic Earnings per share (a)/(b) (₹)	0.014	0.007

#### Earnings per share (EPS)

Basic EPS calculated by dividing the net profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders (after adjusting profit impact of dilutive potential equity shares, if any) by the aggregate of weighted average number of equity shares outstanding during the year and the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

#### Note :25. Maturity Analysis of Assets and Liabilities

The table below shows an analysis of assets and liabilities according to when they are expected to be recovered or settled:

(₹ in lakhs)

Assets	As at 31st March, 2022			As at 31st March, 2021		
	Within 12 Months	After 12 Months	Total	Within 12 Months	After 12 Months	Total
Cash and Cash Equivalents	845.42	-	845.42	37.44	-	37.44
Receivables	-	-	-	-	-	-
Loans	5.85	1415.36	1421.21	1181.93	525.22	1707.14
Other Financial Assets	1100.00	-	1100.00	-	-	-
Current Tax Assets (Net)	22.74	-	22.74	34.94	-	34.94
Property, Plant and Equipment	-	0.04	0.04	-	0.04	0.04
Investment	-	-	-	1024.70	-	1024.70
Other Non-Financial Assets	218.73	-	218.73	263.00	218.66	481.66

(₹ in lakhs)

Liabilities	As at 31st March, 2022			As at 31st March, 2021		
	Within 12 Months	After 12 Months	Total	Within 12 Months	After 12 Months	Total
Payables	6.67	-	6.67	-	-	-
Borrowings (Other than Debt Securities)	-	-	-	-	-	-
Other Financial Liabilities	0.85	-	0.85	-	-	-
Other Non-Financial Liabilities	0.86	-	0.86	0.36	-	0.36

#### Note :26. Capital Management & Disclosure

The Company maintains adequate capital to cover risks inherent in the business and is meeting the capital adequacy requirements of regulator, Reserve Bank of India ('RBI'). The adequacy of the Company's capital is monitored using, among other measures, the regulations issued by RBI.

The primary objectives of the Company's capital management policy are to ensure that the Company complies with externally imposed capital requirements and maintains strong credit ratings and healthy capital ratios in order to support its business and to maximise shareholder value. The Company manages its capital structure and makes adjustments to it according to changes in economic conditions and the risk characteristics of its activities. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividend payment to shareholders, return capital to shareholders or issue capital securities. No changes have been made to the objectives, policies and processes from the previous years. However, they are under constant review by the Board.

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#### Note :27.Risk Management

Whilst risk is inherent in the Company's activities, it is managed through an integrated risk management framework including ongoing identification, measurement and monitoring, subject to risk limits and other controls. This process of risk management is critical to the Company's continuing profitability and each individual within the Company is accountable for the risk exposures relating to his or her responsibilities. The Company is mainly exposed to market risk, Operational Risk, liquidity risk and credit risk. It is also subject to various operating and business risks. The Board of Directors are responsible for the overall risk management approach and for approving the risk management strategies and principles.

#### (a) Market Risk

The Company is exposed to equity price risk arising from its equity instruments held as stock in trade. Equity price risk is related to the change in market reference price of the investment in equity securities. The Company considers factors such as track record, market reputation, fundamental and technical

Market Risk is the possibility of loss arising from changes in the value of a financial instrument as a result of changes in market variables such as interest rates, exchange rates and other asset prices. The Company's exposure to market risk is a function of asset liability management and interest rate sensitivity assessment. The company is exposed to interest rate risk and liquidity risk, if the same is not managed properly. The company continuously monitors these risks and manages them through appropriate risk limits.

#### (b) Operational Risk

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people or systems, or from external events. The operational risks of the Company are managed through comprehensive internal control systems and procedures. Failure of managing operational risk might lead to legal / regulatory implications due to non-compliance and lead to financial loss due to control failures. While it is not practical to eliminate all the operational risk, the Company has put in place adequate control framework by way of segregation of duties, well defined process, staff training, maker and checker process, authorisation and clear reporting structure. The effectiveness of control framework is assessed by internal audit on a periodic basis.

#### (c) Liquidity Risk

Liquidity is the Company's capacity to fund increase in assets and meet both the expected and unexpected obligations without incurring unacceptable losses. Liquidity risk is the inability to meet such obligations as they become due without adversely affecting the company's financial conditions. The Asset Liability Management Policy of the Company stipulates a broad framework for Liquidity risk management to ensure that the Company can meet its liquidity obligations.

The Company maintains a portfolio of highly marketable and diverse assets that are assumed to be easily liquidated in the event of an unforeseen interruption in cash flow. The liquidity position of the company is assessed under a variety of scenarios giving due consideration to stress factors relating to both the market in general and risk specifics to the Company. Basis the liquidity position assessed under various stress scenarios; the Company reviews the following to effectively handle any liquidity crisis:

\* Adequacy of contingency funding plan in terms of depth of various funding sources, time to activate, cost of borrowing, etc

\* Availability of unencumbered eligible assets.

**Maturity profile of undiscounted cash flows for financial liabilities as on balance sheet date have been provided below:**

Particulars	As at 31st March, 2022			
	Less than 3 months	3 to 12 months	> 12 months	Total
<b>Financial Assets</b>				
Cash and Cash Equivalents	845.42	-	-	845.42
Receivables	-	-	-	-
Investments	-	-	-	-
Loans	-	5.85	1415.36	1421.21
Other Financial Assets	-	1100.00	-	1100.00
<b>Total</b>	<b>845.42</b>	<b>1105.85</b>	<b>1415.36</b>	<b>3366.63</b>
<b>Financial Liabilities</b>				
i) Payables	6.67	-	-	6.67
ii) Borrowings	-	-	-	-
iii) Other Financial Liabilities	0.85	-	-	0.85
<b>Total</b>	<b>7.51</b>	<b>-</b>	<b>-</b>	<b>7.51</b>

Particulars	As at 31st March, 2021			
	Less than 3 months	3 to 12 months	> 12 months	Total
<b>Financial Assets</b>				
Cash and Cash Equivalents	37.44	-	-	37.44
Receivables	-	-	-	-
Investments	-	1024.70	-	1024.70
Loans	-	1181.93	525.22	1707.14
Other Financial Assets	-	-	-	-
<b>Total</b>	<b>37.44</b>	<b>2206.63</b>	<b>525.22</b>	<b>2769.29</b>
<b>Financial Liabilities</b>				
i) Payables	-	-	-	-
ii) Borrowings	-	-	-	-
iii) Other Financial Liabilities	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Notes forming part of the Financial Statements for the year ended 31st March, 2022**

**(d) Credit Risk**

Credit risk is the risk that the Company will incur a loss because its customers or counterparties fail to discharge their contractual obligations. The Company has established a credit quality review process to provide early identification of possible changes in the creditworthiness of counterparties. The credit quality review process aims to allow the Company to assess the potential loss as a result of the risks to which it is exposed and take corrective actions.

**Write off policy**

Financial assets are written off either partially or in their entirety only when the Company has stopped pursuing the recovery. Any subsequent recoveries are credited to impairment on financial instrument in statement of profit and loss.

**Reconciliation of Expected Credit Loss (ECL) allowance on loans is given below:**

(₹ in lakhs)

Particulars	As at 31st March, 2022			As at 31st March, 2021		
	Stage 1 & 2	Stage 3	Total	Stage 1 & 2	Stage 3	Total
ECL allowance - opening balance		56.86	56.86	-	56.86	56.86
Additions		-	-	-	-	-
Amounts written off		56.86	56.86	-	-	-
ECL allowance - closing balance	-	-	-	-	56.86	56.86

**Note :28. Disclosure pursuant to Indian Accounting Standard 12 - "Income Tax"**

(₹ in lakhs)

Particulars	Year ended 31st March, 2022	Year ended 31st March, 2021
Profit/(Loss) Before Tax	232.49	90.21
Less : Brought Forward Losse and Unabsorbed Depreciation of Previous Years	12.98	12.98
Profit Chargable to Tax	219.51	77.23
Statutory Income Tax Rate	27.82%	27.82%
Expected income tax expense as statutory income tax rate	61.07	21.49
Effect of expenses that are not deductible in determining taxable profit	37.70	0
Tax as per Normal Provision of Income Tax	98.76	21.49
Impact of MAT Credit	-	
Provision for Tax	98.77	23.46
Deferred Tax	-	
<b>Total Tax Expenses recognised in statement of Profit and loss</b>	<b>98.77</b>	<b>23.46</b>

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#### Note: 29 :Financial instruments by category

The significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in note 2(iii) to the financial statements.

(₹ in Lakhs)

Particulars	As at 31st March, 2022				As at 31st March, 2021			
	Carrying Amount	Levels of Input used in Fair valuation			Carrying Amount	Levels of Input used in Fair valuation		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
<b>Financial Assets</b>								
<b>At Amortised Cost</b>								
Cash and Cash Equivalents	845.42	-	-	-	37.44	-	-	37.44
Loans	1278.71	-	-	-	1646.16	-	-	1707.14
Trade Receivables	-	-	-	-	-	-	-	-
<b>At FVTPL:</b>								
Investment in Mutual Fund	-	-	-	-	-	-	-	-
Investment in Equity (Quoted)	-	-	-	-	-	-	-	-
Other Approved Securities (Quoted)	-	-	-	-	-	-	-	-
<b>AT FVTOCI:</b>								
Investment in Equity (Unquoted)	0.00	-	-	-	1024.70	-	-	1024.70
<b>Financial Liabilities</b>								
<b>At Amortised Cost</b>								
Borrowings	-	-	-	-	-	-	-	-

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

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

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

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**Note: 30 :Reconciliation of Expected Credit Loss as per Ind AS and IRACP**

(As required by RBI Master Direction RBI/2019-20/170DOR (NBFC).CC.PD.No.109/22.10.106/2019-20 dated March 13, 2020)

(₹ in Lakhs)

Asset Classification as per RBI Norms	Asset classification as per Ind AS 109	Gross Carrying Amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP norms
(1)	(2)	(3)	(4)	(5)=(3)-(4)	(6)	(7) = (4)-(6)
<b>Performing Assets</b>						
Standard	Stage 1	1421.21	142.50	1278.71	-	-
	Stage 2	-	-	-	-	-
<b>Subtotal</b>		<b>1421.21</b>	<b>142.50</b>	<b>1278.71</b>	<b>-</b>	<b>-</b>
<b>Non-Performing Assets (NPA)</b>						
Substandard	Stage 3					
Doubtful - up to 1 year	Stage 3					
1 to 3 years	Stage 3					
More than 3 years	Stage 3	-	-	-	-	-
<b>Subtotal for doubtful</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Loss	Stage 3					
<b>Subtotal for NPA</b>						
Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income	Stage 1					
	Stage 2					
	Stage 3					
<b>Subtotal</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	Stage 1					
<b>Total</b>	Stage 2					
	Stage 3					
	<b>Total</b>	<b>1421.21</b>	<b>142.50</b>	<b>1278.71</b>	<b>-</b>	<b>-</b>

**Note: 31 :Disclosure of details as required by RBI/DNBR/2016-17/44 i.e Master Direction - Non-Banking Financial Company –Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016**

(₹ in Lakhs)

Particulars	Amount Outstanding at:	
	As at March 31st, 2022	As at March 31st, 2021
<b>Liabilities Side:</b>		
1. Loans and advances availed by the nonbanking financial company inclusive of interest accrued thereon but not paid :		
(a) Debentures : Secured	-	-
Unsecured(other than falling within the meaning of public deposits)		
<b>Total</b>		
<b>Asset Side:</b>		
2. Break-up of Loans and Advances including bills receivables [other than those included in (3) below] :		
(a) Secured	-	-
(b) Unsecured	1278.71	1646.16
3. Break up of Leased Assets and stock on hire and other assets counting towards asset financing activities		
i) Lease assets including lease rentals under sundry debtors:		
(a) Financial Lease	-	-
(b) Operating Lease	-	-
ii) Stock on hire including hire charges under sundry debtors:		
(a) Assets on hire	-	-
(b) Repossessed assets	-	-
iii) Stock on hire including hire charges under sundry debtors:		
(a) Assets on hire	-	-
(b) Repossessed assets	-	-
4. Break up of Investments		
<b>Current Investments:</b>		
<b>1 Quoted:</b>		
(i) Shares:		
(a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of Mutual Funds	-	-
(iv) Government Securities	-	-
(v) Others	-	-
<b>2 Unquoted:</b>		
(i) Shares:		
(a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of Mutual Funds	-	-
(iv) Government Securities	-	-
(v) Others	-	-
<b>Long Term Investments :</b>		
<b>1 Quoted</b>		
(i) Shares		
(a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of Mutual Funds	-	-
(iv) Government Securities	-	-
(v) Others	-	-
<b>2 Unquoted</b>		
(i) Shares		
(a) Equity	0.00	1024.70
(b) Preference		
(ii) Debentures and Bonds		
(iii) Units of Mutual Funds		
(iv) Government Securities		
(v) Others	-	-

# MANGALAM INDUSTRIAL FINANCE LIMITED.

MMS Chambers, 4A, Council House Street 1st Floor, room. No. D1 Kolkata Kolkata WB 700001 IN  
CIN: L65993WB1983PLC035815

Notes forming part of the Financial Statements for the year ended 31st March, 2022

**Note: 32 :Disclosure pursuant to Indian Accounting Standard 24 - "Related Party Disclosures"**

**a) List of Related Parties and Relationship:**

Key Management Personnel & Other Director:	
Venkata Ramana Revuru	Managing Director & Chairperson (Appointed on 03rd June 2021)
Sojan Avirachan	Non-Executive - Non Independent Director (Appointed on 03rd June 2021)
Yatin Sanjay Gupte	Non-Executive - Non Independent Director (Appointed on 03rd June 2021)
Bhargav Govindprasad Pandya	Non-Executive - Independent Director (Appointed on 03rd June 2021)
Nikhil B. Dwivedi	Non-Executive - Independent Director (Appointed on 03rd June 2021)
Neelambari Harshal Bhujbal	Non-Executive - Independent Director (Appointed on 03rd June 2021)
Deepakkumar Minesh Kumar Doshi	Chief Financial Officer (Appointed on 03rd June 2021)
Manisha Sharma	Company Secretary & Compliance Officer (Appointed on 01st December 2021)
Manish Bhoot	Company Secretary and Compliance officer (Resigned on 22nd November 2021)
Wardwizard Solutions India Pvt Ltd.	Promoter company (Promoter from 19th November,2020 )
Garuda Mart India Private Limited	Promoter company (Promoter from 19th November,2020 )
Pradeep Kumar Daga	Managing Director & Chairperson (Resigned on 03rd June 2021)
Utpal Dey	Non-Executive Director (Resigned on 03rd June 2021)
Santosh Choraria	Non-Executive Woman Director (Resigned on 03rd June 2021)
Rathindra Nath Ghosh	Independent Director (Resigned on 3rd June 2021)
Nitesh Singh	Independent Director (Resigned on 3rd June 2021)
Pritika Choraria	Independent Director (Resigned on 3rd June 2021)
Tamanya Dey	Chief Financial Officer (Resigned on 03rd June 2021)
Responce Commodities LLP	Promoter company (Promoter till 19th November,2020 )
Responce Securities Pvt. Ltd	Promoter company (Promoter till 19th November,2020 )

**b) The related party balances and transactions for the year ended March 31, 2022 are summarized as follows:**

(₹ in Lakhs)			
Particulars	Relationship	For Year ended March 31st, 2022	For Year ended March 31st, 2021
<b>Director Remuneration:</b>			
Pradeep Kumar Daga	Managing Director	1.00	6.50
		<b>1.00</b>	<b>6.50</b>
<b>Salary &amp; Bonus</b>			
Tamanya Dey	Chief Financial Officer	0.20	1.30
Manish Bhoot	Company Secretary	1.80	2.40
Deepakkumar Minesh Kumar Doshi	Chief Financial Officer	5.30	-
Manisha Sharma	Company Secretary	0.80	-
<b>Loan Taken</b>			
Yatin Gupte	Director & Promoter	2.77	-
<b>Loan Repaid</b>			
Yatin Gupte	Director & Promoter	2.77	-
		<b>13.65</b>	<b>3.70</b>

**c) The related party balances and transactions for the year ended March 31, 2022 are summarized as follows:**

(₹ in Lakhs)			
Particulars	Relationship	As at March 31st, 2022	As at March 31st, 2021
Deepakkumar Minesh Kumar Doshi	Chief Financial Officer	0.52	-
Manisha Sharma	Company Secretary	0.20	-
		<b>0.72</b>	<b>-</b>

**Note: 33:** Provision for Gratuity is not made since Payment of Gratuity Act, 1972 is not applicable on the company since the number of employees in our company is below ten.

**Note: 34 :** In the absence of necessary information with the company relating to the registration of suppliers under the Micro, Small and Medium Enterprises Development Act, 2006 the information required under the Act could not be complied and disclosed.

**Note: 35 :** Estimation uncertainty relating to COVID-19 global health pandemic: In assessing the recoverability of loans, receivables and investments, the company has considered internal and external sources of information, economic forecasts and industry reports upto the date of approval of these financial results. The Company has performed stress testing on assumptions used and based on current indicators of future economic conditions, the company expects to recover the carrying amount of these assets. The company has developed estimates and applied management overlays for the purpose of determination of the provisions of impairment of financial assets. The full Extent of impact of the pandemic (Wave 2) on the company's operations and financial performance( including impact on impairments allowances for financial assets) will depend on future developments including governmental and regulatory measures and the Company's responses thereto, which are highly uncertain at this time. Future, in view of the matters mentioned above, the company is monitoring the impact of the novel coronavirus (Covid 19) pandemic on its liquidity and ability to repay its obligation as and when they are due. Based on the foregoing and necessary stress tests considering various scenarios, management believes that the company will be able to pay its obligations as and when these become due in the foreseeable futures.

**Note: 36 :** The company has not recognised any Deferred Tax Assets on Fair Value Changes of Investments as there is no reasonable certainty that there will be sufficient taxable income / gain that would arise in future that could be set off against the unabsorbed capital loss.

**Note: 37 :** Previous year figures have been regrouped or rearranged wherever necessary.

As per our Report of even date.  
FOR Mahesh Udhwani & Associates  
Chartered Accountants  
Firm Reg. No : 129738W

For and on Behalf of the Board of Directors  
Mangalam Industrial Finance Limited

Sd/-  
CA. Mahesh Udhwani  
(Partner)  
M. No. : 047328  
UDIN: 22047328AJWOFH6633  
Dated: 30/05/2022  
Place: Vadodara

Sd/-  
Venkata Ramana Revuru  
Managing Director  
(DIN : 02809108)

Sd/-  
Deepakkumar Doshi  
Chief Financial Officer  
CDVPD3650D

Sd/-  
Yatin Sanjay Gupte  
Director  
(DIN : 07261150)

Sd/-  
Manisha Sharma  
Company Secretary  
BRZPS2868D