

MANGALYA SOFT- TECH LIMITED

(Under CIRP)

29TH ANNUAL REPORT

2020-21

Notice

The National Company Law Tribunal (“NCLT”), Ahmedabad Bench, vide order dated 15th March, 2021 (“Insolvency Commencement Order”) has initiated corporate insolvency resolution process (“CIRP”) based on petitions filed by Mr. Harshadbhai Govindbhai Vankar (Operational Creditor) under Section 9 of the Insolvency and Bankruptcy Code, 2016 (“the Code”). Mr. Pinakin Shah, IP Registration No. IBBI/IPA-002/IP-N00106/2017-18/10248 has been appointed as Resolution Professional (“RP”) to manage affairs of the Company in accordance with the provisions of the Code. Pursuant to the Insolvency Commencement Order and in line with the provisions of the Code, the powers of the Board of Directors were suspended and the same were exercised by IRP/RP. Hence, this meeting is being convened by the RP only to the limited extent of discharging the powers of the Board of Directors of the Company which has been conferred upon him in terms of provisions of Section 17 of the Code.

NOTICE is hereby given that the 29th Annual General Meeting (AGM) of the members of Mangalya Soft- Tech Limited will be held on Thursday, 30th September, 2021 at 2:00 p.m. through video conferencing / other audio visual means:

To transact the following businesses:

ORDINARY BUSINESS:

(1) To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2021, the Reports of the Board of Directors and the Auditors of the Company thereon.

Date- 05/09/2021

Place- Ahmedabad

Sd-

RP Pinakin Shah

Notes

(a) Considering the ongoing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide its circular dated January 13, 2021 read together with Circular No. 20 dated May 5, 2020, Circular No. 14 dated April 8, 2020 and Circular No. 17 dated April 13, 2020 (hereinafter collectively referred to as "MCA Circulars") permitted convening the Annual General Meeting through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") without the physical presence of Members at a common venue. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual General Meeting of the Members of the Company is being held through VC/OAVM.

(b) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020 and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the RP has made arrangement to facilitating voting and present through electronic means, the facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided on google platform.

(c) The links and instruction will be send separately to the members of the company.

(d) The information about the shareholders address and other details are blocked by RTA, in view of nonpayment of the service fees. RTA is one of the creditor and members of the committee of creditors. In absence of information this notice is issued to the shareholders whose details are available on records of the corporate debtors and that the this annual general meeting is being held for limited purpose of adoption of accounts as mandated under the Companies Act, 2013.

MANGALYA SOFT-TECH LIMITED

To,
The Shareholders,

Presentation on the 29th Annual Report highlighting the business and operations of the Company on a standalone basis and the audited financial statements for the financial year ended 31st March, 2021.

Pursuant to the Order dated 15th March, 2021 of the Hon'ble National Company Law Tribunal, Ahmedabad ("NCLT Order"), Corporate Insolvency Resolution Process ("CIR Process") has been initiated against the Company in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016, ("Code") and related rules and regulations issued thereunder with effect from 19th March, 2021 (Corporate Insolvency Resolution Process Commencement Date). Mr. Pinakin Shah has been appointed as Interim Resolution Professional ("IRP") & Resolution Professional ("RP") in terms of the NCLT Order.

The powers of Board of Directors of the Company stand suspended effective from the CIR Process commencement date and such powers along with the management of affairs of the Company are vested with the IRP in accordance with the provisions of Section 17 and 23 of the Insolvency Code read with Regulation 15(2A) & (2B) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Financial highlights:

The Financial highlights of the Company, on standalone basis, for the financial year ended March 31, 2021 is summarised below

Particulars	2020-21	2019-20
Gross turnover	664	19,620
Profit/(Loss) before Depreciation, Finance Cost, Exceptional Items and Tax	(11,26,376)	(10,86,41,536)
Less: Depreciation	-	-
Less: Finance costs	1090	747
Profit/(Loss) before tax and Exceptional Items	(11,26,376)	(10,86,41,536)
Less: Exceptional Items	-	-
Profit/(Loss) before tax	(11,26,376)	(10,86,41,536)
Less: Provision for taxation — current tax	-	-
Provision for taxation – Earlier Year	(64,336)	-
Deferred tax	-	-
Profit/(Loss) after tax	(10,62,040)	(10,86,16,616)
Profit/(Loss) for the Year	(10,62,040)	(10,86,16,616)

Financial performance:

The Company has not any business operations during the year under review.

Transfer to Reserves:

The Company has not transferred any amount to the general reserve during the current financial year.

Dividend:

No Dividend recommended for financial 2020-21 due to loss (company under CIRP).

Reserves:

No amounts proposed by to the board to transfer to any reserve.

Share Capital:

During the year, the Company has not allotted any shares.

Fixed deposits:

During the year under review, your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the rules made there under.

State of Company's affairs:

The company has not undertaken worthwhile business activity.

Corporate Insolvency Resolution Process (CIRP):

A petition for initiation of Corporate Insolvency Resolution Process under Section 9 of the Insolvency and Bankruptcy Code, 2016 filed by Mr. Harshadbhai Govindbhai Vankar (Operational Creditor) has been admitted against the Company vide Honorable National Company Law Tribunal, Ahmedabad bench order dated 15/03/2021 and Mr. Pinakin Shah has been appointed as IRP/RP by NCLT, Ahmedabad Bench under Section 13(1) (c) of the Insolvency and Bankruptcy Code, 2016. As a part of CIRP, financial and operational creditors were called upon to submit their claims to the IRP on or before 2nd April, 2021, being the last date of submission.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), and in accordance with the requirements of sub-clause 16(h) of Para A of Part A of Schedule III of LODR read with Section 25(2)(h) of Insolvency & Bankruptcy Code, 2016 and Regulation 36A of IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016, the Invitation for Expression of Interest in Form - G was published on 24th April, 2021 for its submission to the RP on or before 11th May, 2021.

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 & Covid-19 impact.

Nil

Subsidiaries, associates and joint ventures/wholly-owned subsidiaries:

The company has not any subsidiaries and joint ventures/ wholly-owned subsidiaries.

Internal Financial Control (IFC) systems and their adequacy:

As per the provisions of the Companies Act, 2013, the Directors have the responsibility for ensuring that the Company has implemented robust system / framework for IFCs to provide them with reasonable assurance regarding the adequacy and operating effectiveness of controls, to enable the Directors to meet with their responsibility.

Statutory Auditors and Auditors' Report:

M/s. Devadiya & Associates., Chartered Accountants, having FRN No. 123045W appointed at the 27th Annual General Meeting, Members are requested to appoint Auditors for 5 (Five Years) from 27th Annual General Meeting to 31st Annual General Meeting and to fix their remuneration.

Reporting of Fraud:

There have been no instances of fraud reported by the Statutory Auditors under Section 143(12) of the Act and Rules framed thereunder, either to the Company or to the Central Government.

Secretarial Audit Report:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the RP has appointed M/s. GKV & Associates, Company Secretaries, Ahmedabad to undertake the Secretarial Audit of the Company. The Secretarial Audit Reports for the financial year 2020-21 of the Company is annexed with this report. There were certain qualifications, observations, reservation or comments or other remarks in the Secretarial Audit Reports.

Directors and Key Managerial Personnel:

There are no changes in the board of directors of the company, as per CIRP regulation after an appointment of IRP/RP the existing board were suspended and IRP/RP manage the company. As per Hon'ble NCLT Ahmedabad Bench order dated 15th March, 2021 the company went in to CIRP and IP Mr. Pinakin Shah was appointed as an Interim/Resolution Profession.

Directors' Responsibility Statement:

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013 that:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the company for that period;
- c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors had prepared the annual accounts on a *going concern* basis; and
- e) the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- f) the systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

Secretarial Standards:

Pursuant to the provisions of Section 118 of the Companies Act, 2013, the Company has complied with the applicable provisions of the Secretarial Standards issued by the Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.

Meetings of Board of Directors:

During the year, four meetings of the Board of Directors were convened and held on 25th June, 2020, 10th September, 2020, 10th November, 2020 and 11th February, 2021.

Committees of the Board of Directors:

Audit Committee:

No data available with RP, the company is under CIRP.

Nomination and Remuneration Committee:

No data available with RP, the company is under CIRP.

Particulars of loans given, investments made, guarantees given and securities provided:

There were no loans given, investments made, guarantees given and securities provided during the year under review.

Contracts and arrangements with related parties:

There are no contracts and arrangements with related parties during the year under review.

Management Discussion and Analysis Report:

The Management Discussion and Analysis Report on the operations of the Company, as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not provided in view the company under CIRP.

Corporate Governance:

As provided under Regulation 15(2) of the SEBI (LODR) Regulations, 2015, the compliance with Corporate Governance as specified in Regulation 17 to 27, 46 (2)(b) to (i) & para c, d & e of Schedule V are not applicable to the Company as paid-up share capital doesn't exceed Rs. 10 Crore and Net Worth doesn't exceed Rs. 25 Crore, as on the CIRP commencement date.

Conservation of energy, technology absorption and foreign exchange earnings and outgo:

A) Conservation of energy: NA as the company under the CIRP and there are not any business operations during the year.

B) Technology absorption: NA as the company under the CIRP and there are not any business operations during the year.

C) Foreign exchange earnings and outgo: NIL

Particulars of employees:

There are not any employees during the year under review.

Significant and Material Orders impacting going concern basis passed by the regulators or courts or tribunals:

A petition for initiation of Corporate Insolvency Resolution Process filed by an operational creditor, and the same has been admitted against the Company vide NCLT, Ahmedabad bench order dated 15th March, 2021 and Mr. Pinakin Shah has been appointed as Interim Resolution Professional/Resolution Professional by NCLT, Ahmedabad Bench.

Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013:

Not applicable as there is no employee in the company during the year.

General:

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

1. Details relating to deposits covered under Chapter V of the Companies Act, 2013.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.

Date: 05/09/2021

Place: Ahmedabad

On behalf of the Board (suspended during CIRP)

On behalf of the Board (suspended during CIRP)

Sd-
Pinakin Shah
Resolution Professional
IBBI/IPA-002/IP-N00106/2017-18/10248

Sd-
Dilipkumar Mansukhbhai Shah
Managing Director, DIN- 00500121

FORM NO. MR-3

**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH,
2021**

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

To,
The Members,
Mangalya Soft-Tech Limited
(CIN- L32100GJ1992PLC017564)
302 Samruddhi,
Opp Guj High-Court,
Income-Tax Circle,
Ashram Road,
Ahmedabad.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Mangalya Soft-Tech Limited (Under CIRP) (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on available records/data, our verification of the Company's Books, Papers, Forms and Returns filed and other Records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the financial year ended on 31st March, 2021 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, forms and returns filed and other records maintained by Company for the financial year ended on 31st March, 2021 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;
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. Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (up to 14th May, 2015) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective from 15th May, 2015);
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client – (not applicable);
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

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

- a) Secretarial Standards issued by the Institute of Company Secretaries of India on Meetings of the Board of Directors (SS 1) and General Meeting (SS 2).
- b) Clauses of Listing Agreements (applicable till November 30, 2015) entered into by the Company with BSE Limited and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (effective from December 01, 2015).

We report that:

"As per circular no. LIST/COMP/OPS/ 16 /2019-2020 dated June 11, 2019 and Notice no. 20190903-37 dated September 3, 2019; action(s) is initiated against listed companies for nonpayment of outstanding Annual Listing Fee." According to the above mentioned circular and notice, a penal action has been initiated by the Bombay Stock Exchange against the Company."

We further report that:

Compliances of applicable Financial Laws including, Direct & Indirect Tax Laws by the Company has not reviewed in this Audit Report; since the same has been subject to reviewed by the Statutory Auditor & other Designated Professionals.

We further report that:

- The Board of Directors of the Company is not duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.
- No records available with us on Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that:

We further report that, during the year under review Petition for initiation of Corporate Insolvency Resolution Process under Section 9 of the Insolvency and Bankruptcy Code 2016 filed against the Company by Mr. Harshadbhai Govindbhai Vankar (Operational Creditor) for default amount of Rs. 2,50,000/- (Principal amount) has been admitted against the Company vide Hon'ble National Company Law Tribunal, Ahmedabad Bench order dated 15.03.2021. Mr. Pinakin Shah (having registration no. IBBI/IPA-002/IP-N00106/2017-18/10248) has been appointed as Interim Resolution Professional/Resolution Professional by the Hon'ble National Company Law Tribunal, Ahmedabad Bench under Section 13(1)(c) of the Insolvency and Bankruptcy Code 2016.

As informed the Company has responded appropriately to the notices received from various statutory/regulatory authorities including initiating action for corrective measures, wherever focused necessary.

Date: 05/09/2021

Place: Ahmedabad

GKV & Associates

Sd/-

Gautam Virsadiya

Proprietor

ACS: 31820; COP: 19866

UDIN: A031820C000967073

To,
The Members,
Mangalya Soft-Tech Limited

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

Management Responsibility:

It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditors Responsibility:

We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

We have not verified the correctness and appropriateness of financial records and books of accounts of the Company or verified compliances of Laws other than those mentioned above. Wherever required, we have obtained the management representation about the Compliance of laws, rules and regulations and happening of events etc.

The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

Disclaimer:

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.

Date: 05/09/2021
Place: Ahmedabad

GKV & Associates
Sd/-
Gautam Virsadiya
Proprietor
ACS: 31820; COP: 19866
UDIN: A031820C000967073

**CERTIFICATE ON CORPORATE GOVERNANCE
TO THE MEMBERS OF MANGALYA SOFT-TECH LIMITED.**

We have examined the compliance of conditions of Corporate Governance by Mangalya Soft Tech Limited ("the company") for the period from 1st April, 2020 to 14th March, 2021, as stipulated as per Regulation 17-27 clause (b) to (i) of Regulation 46(2) and paragraph C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 ("Listing Regulations"). The National Company Law Tribunal (NCLT) vide order dated 15th March, 2021 has initiated Corporate Insolvency Resolutions Process (CIRP) under the Insolvency and Bankruptcy Code, 2016 for the Company. Further, vide the above mentioned NCLT's Order and pursuant to Section 17 of IBC, the power of Board of Directors of the Company stood suspended and such powers were vested with Interim Resolution Professional (IRP)/ Resolution Professionals (RP), prior to the date of commencement of CIRP, the board of directors was responsible for complying with the conditions of Corporate Governance as stipulated under Chapter IV, of Listing Regulation.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our Examination was limited to review the procedures and implementation thereof, adopted by the company for ensuring the compliance of the condition of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the company.

"As per circular no. LIST/COMP/OPS/ 16 /2019-2020 dated June 11, 2019 and Notice no. 20190903-37 dated September 3, 2019; action(s) is initiated against listed companies for non-payment of outstanding Annual Listing Fee." According to the above mentioned circular and notice, a penal action has been initiated by the Bombay Stock Exchange against the Company.

Subject to above, in our opinion and to the best of our information and according to the explanation given to us, we certify that the company has complied with the conditions of corporate governance as stipulated in the above-mentioned listing Agreement. Subsequent to the date of commencement of CIRP, complying with the provisions as stipulated in the said listing regulation, refer to in paragraph above, were not applicable on account of suspension of the power of the Board of Directors and its Committee thereof, however, the requirements of such provision were fulfilled by the concern IRP / RP to the extent deemed appropriate.

We have been explained that no investor grievances are pending for a period exceeding one month against the company as per the records maintained by the Company.

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

Ahmedabad
Date: 29/06/2021

DEVADIYA & ASSOCIATES.

Chartered Accountant

By the hand of

CA Sanjay Devadiya

Partner

Membership No. 112495

FRN:123045W

UDIN: 21112495AAAABJ7057



INDEPENDENT AUDITOR'S REPORT**TO THE MEMBERS OF MANGALYA SOFT – TECH LIMITED****Report on the Audit of the Standalone Financial Statements****Qualified Opinion**

We have audited the accompanying standalone financial statements of **MANGALYA SOFT – TECH LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2021, 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, *except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph*, 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, 2021, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Material Uncertainty Related to Going Concern Attention is invited to Point No. XI OF Note No 15 in the standalone financial statements which indicate that the Company has incurred losses during the current and previous years, the Company has accumulated losses and its net worth has been fully eroded. Further, the Operational Creditor of the Company have filed a petition under Insolvency and Bankruptcy Code, 2016 (IBC) with the Hon'ble National Company Law Tribunal, Ahmedabad Bench (NCLT).

These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

However, the financial statements of the Company have been prepared on a going concern basis for the reasons stated in the said note in respect of initiation of Corporate Insolvency Resolution Process (CRIP).

Basis for Qualified Opinion

As explained in Point no XII of Note No 15 of the financial standalone statements regarding the Company is in Corporate Insolvency Resolution Process to revamp its business, but had not any operational income during the year as well as preceding year and seems that no operational income would be generate at this stage. Accordingly, we are unable to comment upon the resultant effect of same on the Assets, Liability and Loss of the company.

We conducted our audit of the standalone 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 standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the



financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

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

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

In accordance with the applicable provisions of the Insolvency and Bankruptcy Code 2016, (IBC), Mr. Harshadbhai Govindbhai Vankar, in his capacity as operational creditor has filed a petition under IBC with the Honorable National Company Law Tribunal, Ahmedabad Bench (NCLT). The NCLT vide its order dated 15th March, 2021 admitted the Corporate Insolvency Resolution Process (CIRP) in respect of the Company and appointed Mr. Pinakin Surendra Shah, as the Interim Resolution Professional (IRP) in terms of the IBC. The appointment of Mr. Pinakin Surendra Shah was confirmed by NCLT order dated 15th March, 2021. On appointment of the RP under the Code, the powers of the Board of Directors of the Company were suspended.

The Company's Board of Directors / Management is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and accounting principles generally accepted in India, including the IND AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management 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 / Managements are responsible for overseeing the Company's financial reporting process.

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

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

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



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 financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

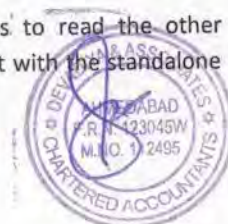
Sr. No.	Key Audit Matter	Auditor's Response
1	Operational Creditor of the Company have filed a petition under Insolvency and Bankruptcy Code, 2016 (IBC) with the Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT).	Obtained detailed Order passed by the Honorable National Company Law Tribunal, Ahmedabad Bench, the power of Board of Director has been suspended as well as there was no any operational income since last 2 years and hence there was uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.
2	<p>Evaluation of uncertain tax positions</p> <p>The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.</p> <p><i>Refer Point No II of Note No 15 to the Standalone Financial Statements</i></p>	<p>Principal Audit Procedures</p> <p>Obtained details of completed tax assessments and demands for the year ended March 31, 2021 from management. We involved our internal experts to challenge the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes. Our internal experts also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions. Additionally, we considered the effect of new information in respect of uncertain tax positions as at April 1, 2019 to evaluate whether any change was required to management's position on these uncertainties.</p>

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

The Company's Board of Directors / Management is responsible for the other information. The other information comprises the information included in the Board / Management Report, Report on Corporate governance and Business Responsibility report but does not included in the Standalone financial statements and our auditor's report thereon.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone



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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the 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.



Emphasis of Matter

We draw attention to the following matter in the Notes to the Standalone financial statements:

- i) *As more fully described in Point No. X of note No 15 to the standalone financial statements, the Bombay Stock Exchange has initiated a penal action against the Company for non-payment of Listing Fees and the company has written off the stagnant accounts of Advances for Capital Expenditure, loans and advances to various parties, Sundry Debtors as well as investment accounts having no market value.*
- ii) *We draw attention to Point No XII of Note No of the standalone financial statements in respect of initiation of Corporate Insolvency Resolution Process (CRIP) and the preparation of standalone financial results on going concern basis for the reasons stated therein.*

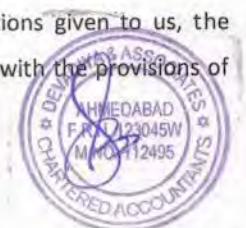
Our opinion is not modified in respect of this matter.

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 standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- 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:

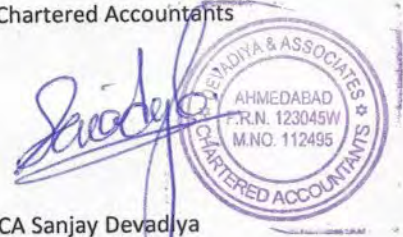
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.



- 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. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

Place: Ahmedabad
Date: 29/06/2021

For, DEVADIYA & ASSOCIATES.
Chartered Accountants



CA Sanjay Devadiya
PARTNER
Membership number:112495
FRN: 0123045W
UDIN: 21112495AAAABJ7057

"Annexure A" to the Independent Auditor's 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 **MANGALYA SOFT TECH LIMITED** ("the Company") as of March 31, 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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



Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Ahmedabad

Date: 29/06/2021

For, DEVADIYA & ASSOCIATES.

Chartered Accountants



CA Sanjay Devadiya

PARTNER

Membership number:112495

FRN: 0123045W

UDIN: 21112495AAAABJ7057

"Annexure B" to the Independent Auditors' Report

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2021:

- 1) In respect of the Company's fixed assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
 - (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and according to the information and explanations given to us, no material discrepancies between the books records and the physical fixed assets have been noticed.
 - (c) The title deeds of immovable properties are held in the name of the company.
- 2) In respect of the Company's Inventory:
 - (a) The management has conducted the physical verification of inventory at reasonable intervals.
 - (b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
- 3) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (c) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, GST, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities.
 - (b) According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2021 for a period of more than six months from the date on when they become payable.
 - (c) *According to the information and explanation given to us, there are no dues of sales tax, service tax, GST, Duty of customs, duty of excise, value added tax (Except income tax), outstanding on account of any dispute. (Refer Point No. II of Note 15 of Notes forming parts of Account)*



- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures. Hence reporting under clause 3 (viii) of the Order is not applicable to the Company.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, during the year the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no material fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the standalone Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

Place: Ahmedabad
Date: 29/06/2021

For, DEVADIYA & ASSOCIATES.
Chartered Accountants



Membership number:112495
FRN: 0123045W
UDIN:21112495AAAABJ7057

MANGALYA SOFT TECH LIMITED
Balance Sheet as at 31STH MARCH 2021

S.No.	Particulars	Note No.	31-Mar-2021	31-Mar-2020
	ASSETS			
1	Non-current assets			
a)	Property, Plant and Equipment	1		
b)	Capital work-in-progress			
c)	Intangible assets			
d)	Financial Assets		-	-
	(i) Investments	2	-	500
e)	Other non-current assets	3	-	-
2)	Current assets		-	-
a)	Inventories		-	-
b)	Financial Assets		-	-
	(i) Investments		-	-
	(ii) Trade receivables	4	-	-
	(iii) Cash and cash equivalents	5	50339	37729
	(iv) Bank balances other than (iii) above		-	-
	(v) Short term Loans & Advances		-	-
	(vi) Others (to be specified)		-	-
c)	Current Tax Assets (Net)		-	-
d)	Other current assets		-	-
	TOTAL ASSETS		50339	38229
	EQUITY & LIABILITIES			
	EQUITY			
a)	Equity Share capital	6	100000000	100000000
b)	Other Equity	7	-101293811	-100231771
	LIABILITIES		-	-
1)	Non-Current Liabilities		-	-
a)	Financial Liabilities		-	-
	(i) Borrowings		-	-
	(iii) Other financial liabilities		-	-
b)	Provisions		-	-
c)	Deferred tax liabilities (Net)		-	-
d)	Other non-current liabilities		-	-
2)	Current liabilities		-	-
a)	Financial Liabilities		-	-
	(i) Borrowings		-	-
	(ii) Trade payables	8	1344150	270000
	(iii) Other financial liabilities		-	-
b)	Other current liabilities		-	-
c)	Provisions		-	-
d)	Current Tax Liabilities (Net)		-	-
	TOTAL EQUITY AND LIABILITIES		50339	38229

The accompanying notes form an integral part of the standalone statements of profit and loss

As per our report of even date attached.

For, DEVADIYA & ASSOCIATES

Chartered Accountants

CA SANJAY DEVADIYA
Partner
Membership No.112495
FRN No. 123045W
UDIN : 21112495AAAABJ7057
Place : Ahmedabad
Date : 29/06/2021

For MANGALYA SOFT-TECH LTD.

Mr. Pinakin Surendra Shah
Interim Resolution Professional

Place : Ahmedabad
Date : 29/06/2021

MANGALYA SOFT TECH LIMITED
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2021

PARTICULARS	NOTE NO.	For the Year ended on 31-Mar-2021	For the year ended on 31-Mar-2020
Revenue from Operations	9	-	-
Other Income	10	664	19,620
Total Income (I + II)		664	19,620
EXPENSES			
Cost of Materials consumed		-	-
Purchases of traded goods	11	-	2,50,000
Changes in inventories of finished goods, Stock-in -Trade and work-in-progress		-	-
Excise Duty		-	-
Employee benefits expense	12	43,700	1,29,861
Finance costs	13	1,090	747
Sundry Balance Write off			10,81,57,558
Depreciation and amortization expense		-	-
Other expenses	14	10,82,250	1,22,990
Total expenses (IV)		11,27,040	10,86,61,156
Profit/(loss) before tax (III-IV)		(11,26,376)	(10,86,41,536)
Tax Expense:		-	-
Current tax		-	-24,920
Deferred tax (Credit)/Charge		-	-
(Excess)/Short Provision of Earlier Years		-64,336	-
Profit (Loss) for the year (V-VI)		(10,62,040)	(10,86,16,616)
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Remeasurement of defined benefit Plan		-	-
Income tax relating to above item		-	-
Total Comprehensive Income for the period (XIII+XIV)(Comprising Profit (Loss) and Other Comprehensive Income for the period)		(10,62,040)	(10,86,16,616)
Earnings per equity share (Face value of Rs.10/- each)		-0.11	-10.86
Basic & Diluted		0	0


The accompanying notes form an integral part of the standalone statements of profit and loss

As per our report of even date attached.

For, **DEVADIYA & ASSOCIATES**
Chartered Accountants


CA SANJAY DEVADIYA
Partner
Membership No.112495
FRN No. 123045W
UDIN : 21112495AAAABJ7057
Place : Ahmedabad
Date : 29/06/2021

For **MANGALYA SOFT-TECH LTD.**


Mr. Pinakin Surendra Shah
Interim Resolution Professional

Place : Ahmedabad
Date : 29/06/2021

1 FIXED ASSETS

Particulars	Plant and Equipment	Furniture and Fixtures	Vehicles	Office equipment	TOTAL
Cost of Assets					
As at 1st April 2020	-	-	-	-	-
Addition					
Disposal / Adjustments	-	-		-	-
As at 31st March 2021	-	-	-	-	-
Addition					
Disposal / Adjustments	-	-		-	-
As at 31st March 2021	-	-	-	-	-
Depreciation					
As at 1st April 2020	-	-	-	-	-
Charge for the year	-	-	-	-	-
Disposal / Adjustments	-	-		-	-
As at 31st March 2021	-	-	-	-	-
Charge for the period					
Disposal / Adjustments					
As at 31st March 2021	-	-	-	-	-
Net Block					
As at 31st March 2020	-	-	-	-	-
As at 31st March 2021	-	-	-	-	-
As at 31st March 2021	-	-	-	-	-



2 Non Current Investments

Particulars	As at 31st March,2021	As at 31st March,2020
Investment in Equity instruments-unquoted		
Investment in Equity instruments	-	-
Progressive Merc. Co. Op. Bk. Ltd	-	500
Less: Provision for diminution in the value of Investments	-	-
Total	-	500

3 OTHER NON CURRENT ASSETS

Particulars	As at 31st March,2021	As at 31st March,2020
Capital Advances	-	-
Advances recoverable by Cash or kind	-	-
Total	-	-

4 Trade Receivable (Unsecured, Considered Good)

Particulars	As at 31st March,2021	As at 31st March,2020
Outstanding for a period less than six months from the date they are due	-	-
Outstanding for a period exceeding six months from the date they are due	-	-
Total	-	-

5 Cash and Cash Equivalents

Particulars	As at 31st March,2021	As at 31st March,2020
Balances with banks		
(i) In current accounts	50,268	3,458
Cash on hand	71	34,271
Total	50,339	37,729

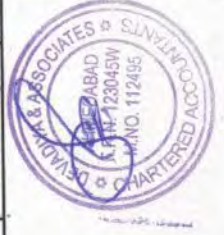


6 Share Capital

Particulars	31-Mar-2021		31-Mar-2020	
	Number	Amount	Number	Amount
<u>EQUITY SHARE CAPITAL</u>				
<u>Authorized Share Capital</u>				
1,00,00,000 Equity Shares of Rs. 10/- each	1 00 00 000	10 00 00 000	1 00 00 000	10 00 00 000
<u>Issued, Subscribed & Paid up share capital</u>				
1,00,00,000 Equity Shares of Rs. 10/- each	1 00 00 000	10 00 00 000	1 00 00 000	10 00 00 000
Total	1 00 00 000	10 00 00 000	1 00 00 000	10 00 00 000

B Reconciliation of shares outstanding at the beginning and at the end of the reporting period

Particulars	31-Mar-2021		31-Mar-2020	
	Number	Amount	Number	Amount
At the beginning of the period				
Issued during the period				
1,00,00,000 Equity Shares of Rs. 10/- each	1 00 00 000	10 00 00 000	1 00 00 000	10 00 00 000
Outstanding at the end of the period	1 00 00 000	10 00 00 000	1 00 00 000	10 00 00 000



7 OTHER EQUITY

Particulars	As at 31st March,2021	As at 31st March,2020
General Reserves		
Balance as per last balance sheet	15,00,000	15,00,000
Add : Transfer during the year	-	-
	15,00,000	15,00,000
Share Premium		
Balance as per last balance sheet	1,49,98,200	1,49,98,200
MISCELLANEOUS EXPENDITURE (to the extent not written off or adjusted)		
Public Issue Exps	(34,50,462)	(34,50,462)
Sub Total A	(34,50,462)	(34,50,462)
Surplus/(Deficit) in Statement of Profit & Loss		
Balance as per last balance sheet	(11,32,79,509)	(46,62,893)
Net Profit/(Net Loss) For the current year	(10,62,040)	(10,86,16,616)
Sub Total B	(11,43,41,549)	(11,32,79,509)
Total (A+B)	(10,12,93,811)	(10,02,31,771)

8 Trade Payables

Particulars	As at 31st March,2021	As at 31st March,2020
Total outstanding dues to Micro Enterprise and Small Enterprise	-	-
Total outstanding dues to Creditors Other Than Micro Enterprise and Small Enterprise	-	-
Harshadbhai govindbhai Vankar	3,00,000	2,50,000
Devadiya & Associates	23,600	20,000
Bombay Stock Exchange	8,28,360	
Cameo Corporate Services Pvt Ltd	56,640	
CDSL	53,100	
Harish Jain	40,000	
NSDL	37,950	
Pratham Export Services OPC Pvt Ltd	4,500	
Total	13,44,150	2,70,000



9 Revenue

Particulars	As at 31st March,2021	As at 31st March,2020
Sale of products		
Domestic	-	-
Export	-	-
Sale of Services	-	-
Other Operating Revenue	-	-
Total	-	-

10 Other Income

Particulars	As at 31st March,2021	As at 31st March,2020
Interest Income from Income Tax Refund	664	1,620
Profit on sale of car	-	18,000
Total	664	19,620

11 Purchase of Traded Goods

Particulars	As at 31st March,2021	As at 31st March,2020
Software Purchase	-	2,50,000
Total	-	2,50,000

12 Employee benefits expense

Employee Benefits Expense	As at 31st March,2021	As at 31st March,2020
Employee Remuneration	43,700	1,29,861
Total	43,700	1,29,861

13 Finance Cost

Particulars	As at 31st March,2021	As at 31st March,2020
Interest expense	-	-
Bank Charges	1,090	747
Total	1,090	747

14 Other Expenses

Particulars	As at 31st March,2021	As at 31st March,2020
Electricity Expenses	-	20,320
Listing Fees on BSE	8,28,360	-
Depository Fees	91,050	-
Membership & Subscription	-	708
Municipal Tax	-	50,524
Office Expenses	-	3,082
Share Transfer Agent fees	56,640	256
Legal & Professional Exp.	79,000	24,500
GST Expense	3,600	3,600
Auditor's Remuneration:		
Statutory Audit Fees	23,600	20,000
Total Other Expenses	10,82,250	1,22,990



MANGALYA SOFT TECH LIMITED
Cash Flow Statement for the year ended on 31st March, 2021

(Amt in `)

Particulars	31-Mar-2021	31-Mar-2021	31-Mar-2020	31-Mar-2020
Cash Flow Operating Activities:				
Net Profit After Tax and Extra Ordinary Items		(10,62,040)		(10,86,16,616)
Adjustment for :				
Depreciation & write off		-		10,81,57,558
(Profit)/loss on sale of assets		-		(18,000)
Interest received		-		-
Interest paid		-		-
		(10,62,040)		(4,77,058)
Adjustment for :				
Trade receivables(including loans and advances)	-	-	-	-
Inventories	-	-	-	-
Trade Payable (including other current liabilities)	10,74,150	10,74,150	2,50,000	2,50,000
Cash Generated from operating Activities		12,110		(2,27,058)
Less: Income Tax Paid		-		-
Cash flow before extra ordinary item		12,110		(2,27,058)
Extra ordinary items		-		-
Net Cash Flow from operating Activities		12,110		(2,27,058)
Cash Flow From Investing Activities:				
Purchase of Fixed Assets	-	-		-
Changes in non current assets	-	-	1,30,000	-
Interest received	-	-		-
Proceeds from Sale of Fixed Assets	-	-	47,076	-
Purchase /Sale of investment	500	500	-	1,77,076
Net Cash Flow from Investing Activities		500		1,77,076
Cash Flow From Financing Activities:				
Proceeds from Borrowing	-	-		-
Interest Paid	-	-		-
Net Cash used in Financial Activities		-		-
Net increase/(decrease) in cash and cash equivalents		12,610		(49,982)
Cash & Cash equivalent as at 01 st April		37,729		87,711
Cash & Cash equivalent as at 31st March		50,339		37,729
Note: Cash and Cash Equivalents Includes:				
a) Cash on hand		71		34,271
b) Balance with Banks in Current account		50,268		3,458
		50,339		37,729

As per our report of even date attached.
For, DEVADIYA & ASSOCIATES
Chartered Accountants



CA SANJAY DEVADIYA
Partner
M.NO.112495
FRN: 0123045W
UDIN : 21112495AAAABJ7057
Place : Ahmedabad
Date : 29/06/2021

for and on behalf of the Board of Directors of
For MANGALYA SOFT-TECH LTD.



Mr. PinaKin Surendra Shah
Interim Resolution Professional

Place : Ahmedabad
Date : 29/06/2021

NOTE: 15

NOTES FORMING PART OF THE ACCOUNTS

(A) Significant Accounting Policies:

(i) Basis of Accounting:

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

(ii) Fixed Assets:

- (a) Fixed Assets are stated at cost of Acquisition less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by the management. The Company depreciates property, plant and equipment over their estimated useful lives using the straight-line method.
- (b) Depreciation on fixed Assets have been provided in accordance with the useful life of the Asset as prescribed in Schedule II of the Companies Act, 2013 except in certain Assets where depreciation provided at the rates and manner finds reasonable by the management. However, considering the written down value is below 5% of cost of fixed asset, no depreciation has been provided.

(iii) Income & Expenditure:

All Income & Expenditure items having material bearing on the financial statements are recognized on accrual basis.

(iv) Retirement Benefits:

Since none of the employees have completed the minimum specified period for eligibility under the payment of Gratuity Act, 1972 no provision for gratuity has been made.

(v) Investments:

Investments are considered as Long-Term Investments unless and otherwise specified. Investments are valued at cost. Dividend/Interest on Investments are recognized on receipt basis.

(vi) Contingent Liabilities:

Contingent Liabilities are disclosed in the accounts by way of notes giving the nature and quantity of such liabilities.



(B) Notes to Accounts:

- i. Previous year figures are regrouped, rearranged, recast wherever considered necessary to compare it with the current year figures.
- ii. Contingent Liabilities and Commitments

Sr No	Particulars	31 st March, 2021	31 st March, 2020
1	<i>Claims against the Company, not acknowledged as debts (1) for the Assessment Year 2009-10.</i>	<i>20,66,122/-</i>	<i>20,66,122/-</i>
	<i>As at March 31, 2021, claims against the company not acknowledged as debts in respect of income tax matters amounted to Rs. 20,66,122/-. These matters are pending before various Income Tax Authorities and the management including its tax advisors expect that its position will likely be upheld on ultimate resolution and will not have a material adverse effect on the Company's financial position and results of operations. More so, during the FY 2020-21, the company has applied under the "VIVAD SE VISWAS" scheme launched by the Income Tax to resolve the pending issues. Till the date of audit report, no order has been received by the company in this matter. However, the company has deposited the gross amount of demand raised by Income Tax Authority amounting to Rs. 20,66,122/- to avoid possible interest cost.</i>		

- iii. In opinion of the management Current Assets, Loans & Advances are approximately of the values stated if realized in ordinary course of the business.
- iv. Imports of materials, components, spares parts and Capital Goods Rs. Nil
- v. *Preliminary Expenses not written off during the year under Audit.*
- vi. *In view of the management, there was no certainty to set off of the loss or depreciation arising due to timing difference and hence no provision for Deferred Tax Assets has been provided for the year under audit.*
- vii. *We have called for confirmation of accounts of Loans and Advances, Sundry Debtors and advance for Purchase of fixed assets which are still not received. The balances of the same are subject to confirmation.*
- viii. Financial Risk management objectives: The financial risks mainly include market risk (interest rate risk), credit risk and liquidity risk.
- ix. Statement of compliance



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

- x. *"As per circular no. LIST/COMP/OPS/ 16 /2019-2020 dated June 11, 2019 and Notice no. 20190903-37 dated September 3, 2019; action(s) is initiated against listed companies for non-payment of outstanding Annual Listing Fee." According to the above mentioned circular and notice, a penal action has been initiated by the Bombay Stock Exchange against the Company. The company has made provision for the payment of listing fees amounting to Rs. 828360/- during the FY 2020-21.*
- xi. *During the year and preceding years, the company has made heavy losses and has uncertainty regards to realisation of Assets, Loans and Advances and other receivables and hence the company had written off the same during FY 2019-20 and the net worth of the Company have eroded. Also, the Company is in Corporate Insolvency Resolution Process to revamp its business, but had not any operational income during the year as well as preceding year and seems that no operational income would be generate at this stage.*
- xii. *In accordance with the applicable provisions of the Insolvency and Bankruptcy Code 2016, (IBC), Mr. Harshadbhai Govindbhai Vankar, in his capacity as operational creditor has filed a petition under IBC with the Honorable National Company Law Tribunal, Ahmedabad Bench (NCLT). The NCLT vide its order dated 15th March, 2021 admitted the Corporate Insolvency Resolution Process (CIRP) in respect of the Company and appointed Mr. Pinakin Surendra Shah, as the Interim Resolution Professional (IRP) in terms of the IBC. The appointment of Mr. Pinakin Surendra Shah was confirmed by NCLT order dated 15th March, 2021. On appointment of the RP under the Code, the powers of the Board of Directors of the Company were suspended.*

Further, the company had written off Various Loans and Advances, Advances for Purchase of Fixed Assets, Investments Assets etc. during the FY 2019-20 which are outstanding since long. The Company has incurred losses during the current and previous years, the Company has accumulated losses and its net worth has been fully eroded. Also, the Company do not have any operational Income during the Financial Year 2019-20 and Financial Year 2020-2021.

xiii. Financial Instruments

The carrying value and fair value of the financial instruments as at March 31, 2021 and March 31, 2020 are as follows:



Particulars	As at 31.03.2021		As At 31.03.2020	
	Total carrying value	Total fair value	Total carrying value	Total fair value
Financial assets measured at Amortized Cost:				
Investments	0	0	500	500
Sundry Debtors	0	0	0	0
Cash & Bank Balances	50,339	50,339	37,728	37,728
Loans & Advances	0	0	0	0
Financial liabilities measured at Amortized Cost:				
Current Financial Liabilities & Provisions	13,44,150	13,44,150	2,70,000	2,70,000

The management assessed that fair value of Investment, cash and short-term deposits, trade and other short-term receivables, trade payables, other current liabilities, approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair values of the Investments are not based on the observable market data (unobservable inputs) and are based on the assessment of the management.

Signature of Note "01" to "15" forming part of Balance Sheet and Profit & Loss A/c.
AS PER OUR REPORT OF EVEN DATE ATTACHED HERewith.

**FOR DEVADIYA & ASSOCIATES,
CHARTERED ACCOUNTANTS**

By the hand of

CA Sanjay Devadiya

PARTNER

M No. 112495

F R No. 123045W

UDIN: 21112495AAAABJ7057

PLACE: AHMEDABAD

DATE: 29/06/2021



FOR MANGALYA SOFT- TECH LTD.



Mr. Pinakin Surendra Shah

Interim Resolution Professional

PLACE: AHMEDABAD

DATE: 29/06/2021