MINAL INDUSTRIES LIMITED
CIN: L32201MH1988PLC216905
Registered office: 603- l Minal Co-Op Hsg So Ltd, Off Sakivihar Road, Andheri-East Mumbai - 400072 IN
Tel No. 022: 40707070 Email Id : cmseepz@gmail.com : Website: www.minalindustrieslimited.in

September 6 2024

To,
Department of Corporate Service (DCS-CRD),
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001

Sub: Annual Report FY 2023-24 and Notice of the 36th Annual General Meeting ('AGM') of Minal Industries Limited.

Ref. MINAL INDUSTRIES LIMITED Script Code: 522235.

Respected Sir,

The 36th Annual General Meeting ('AGM') of Minal Industries Limited ('the Company') will be held on Monday the September 30 2024 at 2:00 p.m.(IST) through Video Conferencing or Other Audio-Visual Means

Pursuant to Regulations 30, 34(1) and 53(2) of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Integrated Annual Report of the Company for FY 2023-24 along with the Notice of AGM which is being sent through electronic mode only to the Members of the Company.

The Integrated Annual Report along with the Notice is also available on the website of the Company www.minalindustrieslimited.in

This is for your information and records.

For Minal Industries Limited

SHRIKANT
JESINGLAL PARIKH
Digitally signed by SHRIKANT JESINGLAL PARIKH
Date: 2024.09.06 19:13:41 +05'30'

Shrikant J. Parikh
(DIN: 00112642)
Managing Director

Encl: as above.

**MINAL INDUSTRIES LIMITED**

# 36TH ANNUAL REPORT 2023-2024

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**MINAL INDUSTRIES LIMITED**
**CIN – L32201MH1988PLC216905**
**ANNUAL REPORT 2023 - 2024**

## CORPORATE INFORMATION:

| | | |
|---|---|---|
| **BOARD OF DIRECTORS:** | Mr. Shrikant Jesinglal Parikh (DIN – 00112642) | Executive Director cum Chief Executive Officer cum Managing Director |
| | Mr. Amulbhai Jethabhai Patel (DIN- 00183464) (upto26-08-2023) | Non-Executive - Independent Director |
| | Mr. Shankar Prasad Bhagat (DIN- 01359807) (Upto March 31 2024) | Non-Executive - Independent Director |
| | Ms. Sona Akash Parikh (DIN: 03283751) | Non-Executive - Non-Independent Director |
| | Mr. Subham Chand Jain (DIN: 10293473) (w.e.f. 26th August 2024) | Non-Executive - Independent Director |
| | Mr. Ajay Jormal Mehta (DIN: 01280973) (w.e.f. 30th June 2024) | Non-Executive - Independent Director |
| | Mr. Piyush Harish Talyani | Company Secretary & Compliance Officer |
| | Ms. Harshala Karangutkar | Chief Financial Officer |

REGISTERED OFFICE

603- L Minal Co-Op Hsg So Ltd, Off Sakivihar Road, Andheri-East, Mumbai – 400072.

**BANKERS:**

Bank of India (Vadodara Branch)
Bank of India (Mumbai Branch)
Corporation Bank (Vadodara Branch)
HDFC Bank Ltd (Vadodara Branch)
HDFC Bank Ltd (Mumbai Branch)

| | | |
|---|---|---|
| **REGISTRAR & SHARE TRANSFER AGENT:** | MCS SHARE TRANSFER AGENT LIMITED<br>101, SHATDAL COMPLEX, OPP: BATA SHOW ROOM ASHRAM ROAD, AHMEDABAD - 380009<br>Phone: (079)26580461 / 62 / 63<br>Email: mcsstaahmd@gmail.com<br>CIN: U67120WB2011PLC165872<br>SEBI REG NO. INR00000056 | |
| **LISTING OF EQUITY SHARES:** | BSE Limited<br>Phiroze Jeejeebhoy Towers<br>Dalal Street, Mumbai – 400 001. | |
| STATUORY AUDITORS: | H P V S & ASSOCIATES<br>Chartered Accountants,<br>FRN: 137533W<br>502, Crystal Tower,<br>46/48, Maruti Lane,<br>Fort, Mumbai – 400001. | |
| INTERNAL AUDITORS: | M/s. MMY & Associates<br>Chartered Accountants | |
| SECRETARIAL AUDITORS: | M/s HSPN & Associates, LLP<br>Company Secretaries | |
| ANNUAL GENERAL MEETING: | Date : September 30 2024.<br>Time : 2.00 p.m. through Video Conferencing or Other Audio-Visual Means | |

**Vision and Mission**

Minal Industries Limited was incorporated under the Companies Act in the state of Maharashtra, India, in the year 1988.

Minal Industries Limited is one of the leading Diamantaire and Jewellery & Engineering Company with a wide spread around the world.

The Group of companies are Minal Infojewels Ltd., Minal Industries Ltd, Minal Lifestyles Pvt. Ltd, Minal Infracons Pvt. Ltd., Minal Infrastructure & Properties Pvt. Ltd. C. Mahendra Jewels Pvt Ltd.

Minal Industries Limited is firmly established across the value chain and in all major diamonds and jewellery centers globally.

## NOTICE OF THE 36TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 36th ANNUAL GENERAL MEETING (THE "MEETING") OF THE MEMBERS OF MINAL INDUSTRIES LIMITED WILL BE HELD ON MONDAY THE SEPTEMBER 30, 2024 AT 2.00 P.M. . VIA VIDEO CONFERENCING /OTHER AUDIO-VISUAL MEANS (VC/OAVM) FACILITY TO TRANSACT THE FOLLOWING BUSINESS**:**

### ORDINARY BUSINESS:

1. **Adoption of Audited Standalone Financial Statements:**

   To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon.

2. **Adoption of Audited Consolidated Financial Statements:**

   To receive, consider and adopt the Audited Consolidated Financial Statements of the Company and its subsidiaries for the financial year ended March 31, 2024, together with the Report of the Auditors thereon.

3. **Appointment of Mr. Shrikant Jesinglal Parikh (DIN: 00112642) as a Managing Director, liable to retire by rotation:**

   To appoint a Director in place of Mr. Shrikant Jesinglal Parikh (DIN: 00112642) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

4. **Appointment of Statutory Auditor of the Company:**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. R H MODI & Co., Chartered Accountants LLP, (FRN: 106486W) having Peer Review No.013656, Chartered Accountants be and are hereby appointed as a Statutory Auditors of the Company upon expiration of the term of M/s. HPVS & ASSOCIATES, as the existing Statutory Auditors of the Company.

   **RESOLVED FURTHER THAT** M/s. R H MODI & Co., Chartered Accountants be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of the 36th AGM, (i.e. this AGM) upto the conclusion of the 41st AGM, to be held in 2029, on a remuneration as may be agreed upon by the Board of Directors and the Auditors."

SPECIAL BUSINESS :

5. Appointment of Mr. Ajay Jormal Mehta (DIN: 01280973) as non-executive Independent Director of the Company:

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification/(s) or re-enactment/(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification/(s) or re-enactment/(s) thereof, for the time being in force), Mr. Ajay Jormal Mehta (DIN: 01280973) who was appointed as an Additional Director as well as Independent Director of the Company with effect from 30th June, 2024 by the Board of Directors as recommended by the Nomination and Remuneration Committee and who holds office up to the date of the forthcoming Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, on the Board of Directors of the Company for a term of five (5) years w.e.f. 30th June, 2024 and up to 29th June, 2029.

**RESOLVED FURTHER THAT** the Board of Directors or any other person authorized by the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

6. Re-appointment of Mr. Shrikant J. Parikh [DIN: 00112642), as a Managing Director of the Company.

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

"**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions if any, read with Schedule V of the Companies Act, 2013 and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6) and other applicable Regulations of SEBI (Listing obligations Disclosures Requirements), 2015 as amended and other applicable provisions of the Companies Act, 2013, the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and any subsequent amendment / modification in the Rules, Act and/or applicable laws in this regard, the approval of the Members of the Company be and is hereby accorded for the re-appointment and remuneration payable to Mr. Shrikant J. Parikh [DIN: 00112642), as a Managing Director of the Company for a period of 3 (Three) years with effect from April 1 2025 up to March 31 2028 on which date he attains age 72 years as per the following terms and conditions:

I. Salary: Rs. 3,00,000/- p.m. (Rupees Three Lakhs Only) & the Board of Directors be authorized to determine the salary and grant such increases from time to time within the limits specified as per the Act.

Minimum remuneration: In the absence of inadequacy of profits in any financial year, (a) subject to the approval of the necessary authorities, the remuneration payable to Mr. Shrikant J. Parikh [DIN: 00112642),by way of salary and perquisites shall be the maximum amount permitted as per Schedule V, as amended from time to time or as approved by the shareholders in the General Meeting.

II. Salary specified herein shall be payable to the Managing Director notwithstanding the inadequacy or no profits in any financial year during his tenure.

III. The Managing Director shall not be paid any sitting fee for attending the meetings of the Board of Directors or committee thereof.

IV. The terms and conditions of the said appointment and/or may be altered and varied from time to time by the board as it may, in its discretion, deem fit so as not to exceed the limits specified in the Act, or any amendment hereafter in that regard.

V. The Managing Director shall not become interested or otherwise concerned directly or through his wife or minor children in any selling agency of the Company as per the provisions of the Law in force as applicable to the Company.

VI. The Managing Director shall be entitled to reimbursement of expenses in connection with the business of the company.

VII. Subject to the provisions of the Act, Director while he continues to hold office of the Managing Director shall not be subject to retirement by rotation and he shall not be reckoned as a Director for the purpose of determining the rotation or retirement of the Director or in fixing the number of Directors to retire, but he shall ipso facto and immediately cease to be the Managing Director if he ceases to hold office of Director for any cause.

VIII. The Managing Director shall not during the continuance of his employment or at any time thereafter divulge or disclose to any person whosoever or make any use whatever for his own or for whatever purpose, of any confidential information or knowledge obtained by him during his employment as to the business or affairs of the company and the Managing Director shall during the continuance of his employment hereunder also use his best endeavors to prevent any other person from doing so.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013 read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification, variation or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby accorded for continuation of the directorship of *Mr. Shrikant J. Parikh [DIN: 00112642),* in the Company, who has attained the age *of Seventy two years*, up to the expiry of his term as an Managing Director.

RESOLVED FURTHER THAT any of the Directors of the Company and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

7. Approval of Material Related Party Transaction(S) With Minal Infojewels Ltd:

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to Regulations 2(1)(zc), 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 ('Act') read with the related rules framed thereunder (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and other applicable laws/statutory provisions, if any, and the Company's Policy on Related Party Transactions, each as amended from time to time, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed in the Explanatory Statement, with Minal Infojewels Ltd, a related party of The Minal Industries Limited ('Company') on such terms and conditions as may be agreed upon between the Company and Minal Infojewels Ltd, for giving loan aggregate value not exceeding ₹ 25 crore during FY 2025-2026, being carried out at arm's length and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.

8. Approval of Material Related Party Transaction(S) With Minal Infojewels Ltd:

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to Regulations 2(1)(zc), 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 ('Act') read with the related rules framed thereunder (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and other applicable laws/statutory provisions, if any, and the Company's Policy on Related Party Transactions, each as amended from time to time, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed in the Explanatory Statement, with Minal Infojewels Ltd, a related party of The Minal Industries Limited ('Company') on such terms and conditions as may be agreed upon between the Company and Minal Infojewels Ltd, for sale of goods services aggregate value not exceeding ₹ 25 crore during FY 2025-2026, being carried out at arm's length and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects ".

### 9. Approval of Material Related Party Transaction(S) With Minal International FZE - UAE

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to Regulations 2(1)(zc), 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 ('Act') read with the related rules framed thereunder (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and other applicable laws/statutory provisions, if any, and the Company's Policy on Related Party Transactions, each as amended from time to time, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed in the Explanatory Statement, with Minal International FZE - UAE, a related party of The Minal Industries Limited ('Company') on such terms and conditions as may be agreed upon between the Company and Minal International FZE - UAE, for loan aggregate value not exceeding ₹ 10 crore during Financial year 2025- 2026, being carried out at arm's length and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.

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

Approve material related party transactions with Selection Inc(USA).,

"RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company's Policy on "Materiality of Related Party Transactions" and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, the approval of the members of the Company, be and is hereby accorded for the contracts/ arrangements / transactions entered into for the year 2021 and for the contracts/ arrangements / transactions to be entered into with Selection Inc(USA)., a 'Related Party' as defined under Section 2(76) of the Companies Act, 2013 and the Listing Regulations, which are in the ordinary course of business and at arm's length and are detailed in the Explanatory Statement annexed to this notice, with respect to sale, purchase or supply of finished goods, raw materials, or other materials and availing or rendering of any services, for a maximum aggregate value upto Rs.10,00,00,000/-(Rupees Ten crores Only) for the financial year 2025-2026 on such terms and conditions as may be decided by the Board of Directors from time to time based on the approval of the Audit Committee and mutually agreed between the Company and Selection Inc.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, deeds and things, as may be necessary, including finalizing the terms and conditions, modes and executing necessary documents, including contracts, schemes, agreements and other documents, file applications ,make representations and seek approval from relevant authorities, if required and deal with any matters necessary as the Board may in its absolute discretion deem necessary, desirable or expedient, to give effect to this Resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Chief Financial Officer and Company Secretary of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board in connection with matters referred to or contemplated in the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

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

Approve material related party transactions with M/S RSBL Jewels Partnership Firm.

"RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company's Policy on "Materiality of Related Party Transactions" and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, the approval of the members of the Company, be and is hereby accorded for the contracts/ arrangements / transactions entered into for the year 2021 and for the contracts/ arrangements / transactions to be entered into with M/S RSBL Jewels Partnership Firm a 'Related Party' as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, in the nature of providing loan(s)/ advance(s) guarantee(s) or security(ies), investment to meet its business objectives / requirements / exigencies for a maximum aggregate value upto Rs.5,00,00,000/-(Rupees Five Crore only) for the financial year, 2025 - 2026; provided that the said contract(s)/ arrangement(s)/transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, deeds and things, as may be necessary, including finalizing the terms and conditions, modes and executing necessary documents, including contracts, schemes, agreements and other documents, file applications ,make representations and seek approval from relevant authorities, if required and deal with any matters necessary as the Board may in its absolute discretion deem necessary, desirable or expedient, to give effect to this Resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Chief Financial Officer and Company Secretary of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with matters referred to or contemplated in the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

By order of the Board of Directors
for Minal Industries Limited

Sd/-

Date: August 31 2024
Place: Mumbai

Piyush Harish Talyani
(Company Secretary)
Membership No.: A60447

Registered Office:
603- l Minal Co-Op Hsg So Ltd,
Off Sakivihar Road, Andheri-East,
Mumbai - 400072
CIN - L32201MH1988PLC216905
Tel No.: 022: 40707070
E-mail id: cmseepz@gmail.com
Website address: www.minalindustrieslimited.in

*NOTES :*

1. Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, 9/2023 dated 25th September 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.

2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available.

3. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.

4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the 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, the Chairpersons of the Audit

Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

7. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.

8. Details of Directors retiring by rotation / seeking appointment /re-appointment at this Meeting are provided in the "Annexure" to the Notice.

9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs 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 EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.

10. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, Circular No. 02/2021 dated 13th January, 2021 and Circular No. 02/2022 dated 5th May, 2022, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.minalindustrieslimited.in The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. https://www.evoting.nsdl.com/

11. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 02/2021 dated 13th January, 2021 and Circular No. 02/2022 dated 5th May, 2022 and 9/2023 dated 25th September 2023.

12. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 22.

13. Relevant documents referred to in the accompanying Notice and the Explanatory Statement, Registers and all other documents will be available for inspection in electronic mode. Members can inspect the same by sending an email to the Company at cmseepz@gmail.com.

14. Notice is also given under Section 91 of the Act read with Regulation 42 of the Listing Regulations, that the Register of Members and Share Transfer Books of the Company will remain closed from Tuesday; September 24, 2024 to Monday; September 30, 2024 (both days inclusive) for the purpose of AGM.

15. For registration of email id for obtaining Annual Report and User ID/password for e-voting and updation of bank account mandates is annexed to this Notice. The link for the same is use the link helpdeskbaroda@mcsregistrars.com.

16. Members are requested to intimate changes, if any, pertaining to their name, postal address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their Depository Participants ("DPs") in case the shares are held by them in dematerialized form and to the Registrar and Share Transfer Agents of the Company i.e. MCS Share Transfer Agent Limited. in case the shares are held by them in physical form.

17. The Company has designated an exclusive email id called cmseepz@gmail.com to redress Members' complaints/ grievances. In case you have any queries/ complaints or grievances, then please write to cmseepz@gmail.com.

18. Members seeking any information/desirous of asking any questions at the Meeting with regard to the accounts or any matter to be placed at the Meeting are requested to send email to the Company at cmseepz@gmail.com. at least 7 days before the Meeting. The same will be replied by the Company suitably.

19. As required under Regulation 36 (3) of the Listing Regulations (relating to Corporate Governance), with respect to Director retiring by rotation and being eligible of re-appointment at the Annual General Meeting is attached hereto.

20. The Board of Directors of the Company has appointed Shri Hemant Shetye (Membership No. FCS: 2827 and C.P. No. 1483), Designated Partner or failing him Mr. Piyush A Gohel (Membership No. FCS: 9068 and C.P. No. 27451), Designated Partner of M/s. HSPN & Associates LLP, Practicing Company Secretaries, as a scrutinizer to scrutinize the remote e-voting process and voting at the meeting in a fair and transparent manner and they has communicated their willingness to be appointed and will be available for the said purpose.

21. The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and RTA, and will also be displayed on the Company's website, minalindustrieslimited.in.

22. VOTING THROUGH ELECTRONIC MEANS :

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 36th Annual General Meeting (AGM) held by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Ltd (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility and a member may avail of the facility at his/her/its discretion, subject to compliance with the instructions prescribed below.

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

The remote e-voting period begins on Thursday, September 26, 2024 at 9:00(IST) A.M. and ends on Sunday the September 29, 2024(IST) at 5:00 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 the September 23 2024 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 the September 23 2024.

<u>How do I vote electronically using NSDL e-Voting system?</u>

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

<u>Step 1: Access to NSDL e-Voting system</u>

<u>A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode :</u>

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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. | 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL 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 & voting during the meeting.<br>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br>3. 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL |

| | |
|---|---|
| | Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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 & voting during the meeting.<br>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.<br>**NSDL Mobile App is available on**<br>App Store Google Play |
| Individual Shareholders holding securities in demat mode with CDSL | 1. 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.<br>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.<br>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration<br>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | 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 & voting during the meeting. |

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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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.**

<u>How to Log-in to NSDL e-Voting website?</u>

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 131479 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 user 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.
   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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 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 cmseepz@gmail.com with a copy marked to 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. 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 to reset the password.

3. 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at 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 (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 (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 for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are 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.

<u>INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:</u>

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at https://www.evoting.nsdl.com under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

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 (company email id). The same will be replied by the company suitably.

6. 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 cmseepz@gmail.com. The same will be replied by the company suitably

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cmseepz@gmail.com The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cmseepz@gmail.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting

9. Members who would like to express their views or ask questions during the Meeting may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at cmseepz@gmail.com up to September 29 02024 (5:00 p.m. IST).

10. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting Each speaker will be allowed to speak only for 2 minutes & only questions related to annual report 2024 will be answered.

11. The Shareholders who have not registered themselves can put the question on the chat box available on the screen at the time of the Meeting.

ANNEXURE TO THE NOTICE

Additional information on directors recommended for appointment / reappointment as required under Regulation 36 of the LODR Regulations and applicable secretarial standards.

| | | | |
|---|---|---|---|
| Name of Director | Mr. Shrikant J. Parikh | Mr. Ajay Jormal Mehta | Mr. Shrikant J. Parikh |
| Director Identification Number (DIN) | 00112642 | 01280973 | 00112642 |
| Designation/category of the Directo | Managing Director | Independent Non-Executive Director | Managing Director |
| Age | 68 | 60 | 68 |
| Date of Joining of the Board | 11/01/1988 | 30-06-2024 | 11/01/1988 |
| Terms & conditions of the reappointment | To retire by rotation | Reappointed as Independent non executive Director. | Reappointed as a Managing Director w.e.f. 1st April 2025. |
| Relationship with Directors and Key Managerial Personnel | Relative of Sona Parikh, Non-Executive Non Independent Director. | Not related to any of the Directors of the Company. | Relative of Sona Parikh, Non-Executive Non Independent Director. |
| Brief Profile, Experience, and | Mr. Shrikant J. Parikh \| DIN: 00112642) as a | Mr. Ajay Mehta (DIN: 01280973) is expertise in | Mr. Shrikant J. Parikh \| DIN: 00112642) as a Managing Director & CEO. |

| | | | |
|---|---|---|---|
| Expertise in specific functional areas. | Managing Director & CEO. 68 years of age and associated with the Company from last 30 years and during such association, he has served the Company. Considering his association with the Company and wide experience in the Field of Manufacturing of Jewellery. | last 20 years in Diamond Merchandising Academic. | 68 years of age and associated with the Company from last 30 years and during such association, he has served the Company. Considering his association with the Company and wide experience in the Field of Manufacturing of Jewellery. |
| Directorships held in other companies including listed companies and excluding foreign companies as of the date of this Notice. | NIL | NIL | NIL |
| Name of listed entities from which the person has resigned in the past three years | N.A. | N.A. | N.A. |
| Number of equity shares held in the Company as of March 31, 2024. | 23,71,737 | NIL | 23,71,737 |

## Explanatory Statement

Pursuant to Section 102 Of the Companies Act, 2013,

<u>Item : 4</u>

The Company wants to set out Item No.4 in AGM Notice that the term of the existing Statutory auditor i.e. M/s. HPVS & ASSOCIATES Chartered Accountants., will end at the conclusion of the ensuing Annual General Meeting ('AGM'), in accordance with provisions of Section 139 of the Companies Act, 2013 read with the rules made thereunder. So the company intends to appoint M/s. of M/s R H MODI & Co., Chartered Accountants LLP, (FRN: 106486W) having Peer Review No.012731, as Statutory Auditors of the Company, for a period of 5 (five) consecutive years to hold office from the conclusion of this 36th Annual General Meeting till the conclusion of the 41st Annual General Meeting of the Company to be held in the year 2029, including authority to the Board of Directors to fix of their remuneration.

The Board of Directors based on the recommendation of the Audit Committee has approved the remuneration of Rs. 5,20,000 /- (Rupees Five Lacs Twenty only). The remuneration proposed to be paid to the Statutory Auditors would be in line with the existing remuneration and shall be commensurate with the services to be rendered by them during their tenure and shall be determined by the Board as per the recommendation of the Audit Committee.

The aforesaid communication forms as integral part of the AGM Notice and is also available on the Company's website at https://www.minalindustrieslimited.in/ & on the website of BSE Limited at www.bseindia.com .

The Notice of AGM hereinafter shall be read in conjunction with this communication. All other content of the Notice of AGM, save and except as modified by the aforesaid communication or any additional information provided by the Company in the aforesaid communication with respect to the Notice of AGM shall remain unchanged.

<u>ITEM NO. 05:</u>

Pursuant to Section 161 of the Companies Act, 2013, the Board, on June 30, 2024, appointed Mr. Ajay Jormal Mehta as an Additional Director in the capacity of Independent Director of the Company for a term of 5 (Five) years with effect from June 30, 2024 to June 29, 2029 (both days inclusive) subject to the approval of the shareholders through a special resolution.

The Company has received the following from Mr. Ajay Jormal Mehta.

(i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (“the Appointment Rules”);
(ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
(iii) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the LODR Regulations;
(iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority;
(v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company;
(vi) A declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

The Nomination and Remuneration Committee (NRC) had previously finalized the desired attributes for the selection of the independent director(s). Based on those attributes, the NRC recommended the candidature of Mr. Ajay Jormal Mehta. In the opinion of the Board, Mr. Ajay Jormal Mehta fulfils the conditions for independence specified in the Act, the Rules made thereunder, the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that Mr. Ajay Jormal Mehta skills, background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director. The Board was satisfied that the appointment of Mr. Ajay Jormal Mehta is justified due to he has expertise in last 20 years in Diamond Merchandising Academic.

The resolution seeks the approval of members for the appointment of Mr. Ajay Jormal Mehta as an Independent Director of the Company for a term of 5 (Five) years effective June 30, 2024 to June 29, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation. In compliance with Section 149 read with Schedule IV to the Act and Regulation 25 of the LODR Regulations, the approval of the Members is sought for the appointment of Mr. Ajay Jormal Mehta as an Independent Director of the Company, as a special resolution.

No director, KMP or their relatives except Helene, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 4.

The Board recommends the special resolution as set out in Item no. 4 of this notice for the approval of members.

## Item No. 6:

Mr. Shrikant J. Parikh [DIN: 00112642) was re-appointed as a Managing Director of the Company and remuneration payable for a period of 3 (Three) Years w.e.f 1st April, 2025 to March 31 2028 at the Board Meeting held on August 31 2024 subject to ratification of appointment by shareholders in the ensuing Annual General Meeting.

As per Terms & Conditions entered into an agreement with Mr. Shrikant J. Parikh [DIN: 00112642) as a Managing Director. Mr. Shrikant J. Parikh [DIN: 00112642) is 68 years of age and associated with the Company from last 36 years and during such association, he has served the Company. Considering his association with the Company and wide experience in the Field of Manufacturing of Jewellery, the Board recommends confirmation.

Shareholders' approval re-appointment as a Managing Director and payment of remuneration to Mr. Shrikant J. Parikh [DIN: 00112642) for the period of 3 (three) years which is recommended by the Nomination and Remuneration committee in its meeting held on August 31, 2024. In addition Regulation 17 (6) of SEBI (Listing obligations Disclosures Requirements), 2015, states that the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, where there is more than one such director, if the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity.

The Companies (Amendment) Act, 2017 brought changes in the provisions of Section 197 and Schedule V of the Companies Act, 2013 relating to Appointment and Remuneration of Managerial Personnel by removing the requirement of Central Government approval for payment of remuneration in excess of 11% of net profits of the company and also increased the limits of yearly Managerial remuneration in case of no profit or inadequate profit.

The Companies Amendment Act, 2017 replaces the Central Government approval with the requirement of obtaining shareholders' approval through a special resolution.

Approval of the shareholders is, therefore, being sought for the remuneration of Mr. Shrikant J. Parikh [DIN: 00112642), Managing Director of the company as specified in the resolution and for payment of overall managerial remuneration in excess of 11% of net profits, including in the event of loss or inadequacy of profits in any financial year during the tenure of appointment of the company computed in accordance with Schedule V of the Companies Act, 2013 which shall be approved for the remaining tenure of the appointment.

Major terms of Remuneration of Mr. Shrikant J. Parikh [DIN: 00112642), Managing Director, are as follows:

I. Salary: Rs. 3,00,000/- p.m. (Rupees Three Lakhs Only) & the Board of Directors be authorized to determine the salary and grant such increases from time to time within the limits specified as per the Act.

II. Minimum remuneration: In the absence of inadequacy of profits in any financial year, (a) subject to the approval of the necessary authorities, the remuneration payable to Mr. Shrikant J. Parikh [DIN: 00112642) by way of salary and perquisites shall be the maximum amount permitted as per Schedule V, as amended from time to time or as approved by the shareholders in the General Meeting.

III. Salary specified herein shall be payable to the Managing Director notwithstanding the inadequacy or no profits in any financial year during his tenure.

IV. The Managing Director shall not be paid any sitting fee for attending the meetings of the Board of Directors or committee thereof.

V. The terms and conditions of the said appointment and/or may be altered and varied from time to time by the board as it may, in its discretion, deem fit so as not to exceed the limits specified in the Act, or any amendment hereafter in that regard.

VI. The Managing Director shall not become interested or otherwise concerned directly or through his wife or minor children in any selling agency of the Company as per the provisions of the Law in force as applicable to the Company.

VII. The Managing Director shall be entitled to reimbursement of expenses in connection with the business of the company.

VIII. Subject to the provisions of the Act, Director shall not while he continues to hold office of the Managing Director be subject to retirement by rotation and he shall not be reckoned as a Director for the purpose of determining the rotation or retirement of the Director or in fixing the number of Directors to retire, but he shall ipso facto and immediately cease to be the Managing Director if he ceases to hold office of Director for any cause.

IX. The Managing Director shall not during the continuance of his employment or at any time thereafter divulge or disclose to any person whosoever or make any use whatever for his own or for whatever purpose, of any confidential information or knowledge obtained by him during his employment as to the business or affairs of the company and the Managing Director shall during the continuance of his employment hereunder also use his best endeavors to prevent any other person from doing so.

Pursuant to Regulation 23 of SEBI (LODR) Regulations, 2015 Payment of Managerial Remuneration to Mr. Shrikant Parikh, Managing Director of the Company of Rs.3,00,000/- p.m. (Rupees Three Lacs) is not a material Related Party transaction, as it does not exceed 10 percent of the annual turnover of the Company as per the last audited financial statement 2022 ~ 2023, Consequently all the Related Parties as per the Definition Covered under the SEBI (LODR) Regulation 2015 are eligible to vote on the above mentioned Resolution.

Further Pursuant to Regulation 17 (e) (i) the Annual Remuneration payable to Shri Vijay Majrekar, Managing Director of the Company of Rs. 36,00,000/- per Annum is also within the specified limit of Rs. 5 Crores or 2.5% of Net Profits whichever is more.

<u>Reason for appointment of Mr. Shrikant Parikh, as Managing Director after attending the age of 70 years, are as follows:</u>

Mr. Shrikant Parikh, Managing Director of the Company is 68 years old as on the date of this notice and is a Commerce Graduate by educational qualification and is having 36 years' experience in in the Field of Manufacturing of Jewellery. Further he being a Founder Promoter of the Company, thus the Company stands to gain tremendously from his vast experience and thereby proposes to avail his services as a Managing Director despite him attaining 70 years of age during his tenure as Managing Director of the Company. Accordingly, shareholders are requested to appoint Mr. Shrikant Parikh, as a Managing Director of the Company for the period of 3 (three) years.

Statement containing required information as per category A of part II of sub section II of the Schedule V of the Companies Act, 2013 is given below:

I. General Information

| | | | | | |
|---|---|---|---|---|---|
| a. | Nature of industry | Minal Industries Limited, is one of the leading diamantaire and jewellery business and its current & engineering company widespread around the world. The pioneers of the Company, Mr. Shrikant Parikh built the business from the scratch. | | | |
| b. | Date or expected date of commencement of commercial production | Since Incorporation, 1988. | | | |
| c. | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not applicable. | | | |
| d. | Financial performance based on given indicators. | Particulars (Standalone) | 2022-2023 | 2021-2022 | 2020-2021 |
| | | Gross Income | 489.83 | 129.85 | 143.06 |
| | | Profit before Tax | 98.04 | 37.40 | (1723.367) |
| | | Profit after Tax | 98.86 | 35.94 | (1723.82) |
| e | Foreign investments or collaborations, if any. | NA | | | |

II. Information about the appointee: (Mr. Shrikant Parikh DIN: 00112642)

| | | |
|---|---|---|
| a. | Background Details | A brief profile of Mr. Shrikant Parikh is given herein above. |
| b | Past Remuneration | Rs.3,00,000/- (Indian Rupees Three Lacs ) per month |
| c. | Recognition or Awards | Nil. |
| d. | Job profile and his suitability | Mr. Shrikant J. Parikh [DIN: 00112642) is 68 years of age and associated with the Company from last 36 years and during such association, he has served the Company. Considering his association with the Company and wide experience in the Field of Manufacturing of Jewellery, the Board recommends confirmation. |
| e. | Remuneration proposed | Rs. 3,00,000/- (Indian Rupees Three Lacs ) per month |
| f. | Comparative remuneration profile with respect to industry, size of the Company, profile of the position & person (in case of expatriates the relevant details would be with respect to the country of his origin) | There are no companies of the same size in the industry; as such there is no statistics available of comparative remuneration profiles. The remuneration paid to Mr. Shrikant Parikh as Managing Director of the Company is as per the market standards. |
| g. | Pecuniary relationship directly or indirectly with the company, or relationship with the Managerial personnel, if any. | Besides the present / proposed remuneration, Mr. Shrikant Parikh does not have any other pecuniary relationship with the Company |

III. Other information

| | |
|---|---|
| Reasons of loss or inadequate profits | The reason of inadequate profit is because of reduction in revenue of the Company during the financial year 2023 – 2024. The Company is hopeful for the better business in the years. |
| Steps taken or proposed to be taken for improvement | The Company is planning to strengthen their marketing strategies, reduction in production cost and try to increase its profit margin. |
| Expected increase in productivity and profits in measurable terms | The Company has also drawn up an elaborate Business Plan and action plans to reduce its expenses and focus on increasing its profit margins. |

Mr. Shrikant J. Parikh holds 23,71,737 (Equity) Shares in the Company. Mr. Shrikant J. Parikh is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

Save and except Mr. Shrikant J. Parikh, being an appointee and Mrs. Sona A. Parikh, Non- Executive Director and Chief Financial Officer of the Company, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

Your directors recommend Resolution No. 6 as a Special Resolution for approval by the members,

## Item No. 7, 8, 9 , 10 & 11 :

As per the provisions of Section 188 of the Companies Act, 2013 ("Act"), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of members. However, as per the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), such transactions, if material, requires the approval of members through a resolution, notwithstanding the fact that the same are on an arm's length basis and in the ordinary course of business. With effect from 1st April, 2022, Regulation 23 of SEBI Listing Regulations, 2015 mandates prior approval of the members through ordinary resolution for all 'Material Related Party Transactions. For this purpose, a Related Party Transaction will be considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds Rs. 1,000 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

The Company had in the past provided a similar loan facility in favour of the related parties with the approval of the audit committee and the Board. However, as Company is proposing to enter certain business transactions with the following related parties during Financial Year 2024-2025 which are estimated to exceed the revised threshold limit of material related party transactions within the meaning of amended Regulation 23(1) of the Listing Regulations w.e.f. 1st April, 2022 i.e. 10% of the annual consolidated turnover prior approval of the members is required for transaction as provided hereunder.

| Sr. No. | Name of the Related Parties | Nature of transactions |
|---|---|---|
| 1. | Minal Infojewels Ltd | Loan to Associates. |
| 2. | Minal Info jewels Ltd | Sales of goods services |
| 2. | Minal International FZE-UAE | Loan |

The Company has in place a balanced and structured policy and process for approval of Related Party Transactions. The Policy provides the details required to be provided to the Audit Committee for the purpose of review of such transactions and grant their approval for the proposed transactions. A justification for each and every related party transaction is provided to the Audit Committee which enables them to arrive at the right decisions. Additionally an update on the actual related party transactions entered during every quarter is provided to the Audit Committee. Approval of the Members of the Company is therefore required for item no.7, 8 9, 10 & 11 respectively in terms of Regulation 23 of the SEBI Listing Regulations by way of passing of an Ordinary Resolutions for approval to the aforesaid Material Related Party Transactions to be entered for Financial Year 2025-2026.

<u>Details to be placed before Members in line with the SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021 are given in below Table A:</u>

| Particulars | Minal Infojewels Ltd | Minal International FZE-UAE | Minal Infojewels Ltd | Selection Inc., | M/S RSBL Jewels Partnership Firm |
|---|---|---|---|---|---|
| Type, material terms and particulars of the proposed transaction; | Loan | Loan | Sale of Goods Services | sale, purchase or supply of finished goods, raw materials, or other materials and availing or rendering of any services. | loan(s)/ advance(s) guarantee(s)/investment or security(ies) |
| Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise); | Associates Company | Subsidiary Company | Associates Company | Other | Joint Venture |

| | | | | | |
|---|---|---|---|---|---|
| Tenure of the proposed Transaction(particular tenure shall be specified); | 2025-2026 | 2025-2026 | 2025-2026 | 2025-2026 | 2025-2026 |
| Value of the proposed transaction; | Rs.25Cr. | Rs.10Cr | Rs.25Cr. | Rs. 10Cr. | Rs.5 |
| 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; | 66.58% | 26.63% | 66.58% | 26.63% | 13.21% |
| Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary | | | | | |
| Details of Source of Funds in connection with the proposed<br><br>Transaction | Owned Funds / Borrowed Funds<br><br>26.63%<br><br>66.58% | | | | |
| Where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments | Not applicable | Not Applicable | Not applicable | Not Applicable | Not applicable |
| Terms of Loan, including<br><br>covenants, tenure, interest rate and repayment schedule, whether<br><br>secured or unsecured; if secured, the nature of security | Not applicable | Not Applicable | Not applicable | Not Applicable | Not applicable |
| The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT | The loan by all the Entities/ Companies shall utilize the loan for its business Operations. | | | | |
| Justification as to why the RPT is in the interest of the listed entity. | The transactions are based on business requirements and are necessary in order to meet their short-term for loan taken/given by Minal Infojewels Ltd and business objectives/ requirements/ exigencies and for smooth and efficient functioning of your Company. | The transactions are based on business requirements and are necessary in order to meet their short-term for loan taken/given by Minal Infojewels Ltd and business objectives/ requirements/ exigencies and for smooth and efficient functioning of your Company. | The Company has sales to related party are made on equivalent to those that prevail in arm's length transactions and in the ordinary course of business and on arms' length after obtaining requisite approvals from the Audit Committee of the | The Company has sales to related party are made on equivalent to those that prevail in arm's length transactions and in the ordinary course of business and on arms' length after obtaining requisite approvals from | The transactions are based on business requirements and are necessary in order to meet their short-term for loan taken/given by RSBL Jewels Partnership Firm and business objectives/ requirements/ exigencies and for smooth and efficient functioning of your Company |

| | | | | | |
|---|---|---|---|---|---|
| | | | Company. Sales transactions are based on prevailing price lists and memorandum of understanding signed with related party. The Company has not recorded any impairment of receivable relating to amounts owned by related party | the Audit Committee of the Company. Sales transactions are based on prevailing price lists and memorandum of understanding signed with related party. The Company has not recorded any impairment of receivable relating to amounts owned by related party<br><br>The Company has purchase from related party are made on equivalent to those that prevail in arm's length transactions and in the ordinary course of business. Purchase transactions are based on made on normal commercial terms and conditions and market rates. | |
| Any advance paid or received for the transaction | Nil | | | | |
| The indicative base price or current contracted price and the formula for variation in the price, if any | Interest Payable at Arm's Length Basis | | | | |
| Instrument for Transaction | Agreement | | | | |
| A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders | Not Applicable | | | | |

Note:

*The percentage above is based on the consolidated turnover of FY 2023 - 24 as per audited financial statements.

The Audit Committee, comprising of all the independent directors, of the Company has granted omnibus approval to the related party transactions entered/proposed to be entered into by the Company in the financial year 2025-26. Since all the transactions between the Company and the parties as provided in the table above will be entered in the ordinary course of business and at arms' length basis, the provisions of Sec 188 (1) of the Companies Act, 2013 and the Rules made thereunder are not applicable on transactions between these entities.

In the financial year 2025-26, the aforesaid transactions in aggregate at individual level are expected to exceed 10% of the annual consolidated turnover, these transactions are therefore considered as material related party transactions as per Listing Regulations. Thus in terms of Regulation 23 of Listing Regulations, the approval of members is required for the aforementioned material related party transactions entered /to be entered between the Company and the parties as provided in table above from 1st April, 2025 till 31st March, 2026.

Further, pursuant to Regulation 23(7) of Listing Regulations, in respect of voting on this resolution, all the related parties shall abstain from voting, irrespective of whether the entity or person is a party to the particular transaction or not.

Accordingly, the Board of Directors recommends the resolution given at Item nos. 7, 8 ,9 , 10 & 11 respectively of this Notice for your approval as an Ordinary Resolutions.

Nature of Concern or Interest of Directors:

None of the directors and/or key managerial personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in said resolution, except to the extent of the securities that may be subscribed by them or by companies/firms/institutions in which they are interested as director or member or otherwise.

The Members may please note that in terms of the provisions of the SEBI Listing Regulations,2015 and the Companies Act, 2013 the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under this Item Nos. 7, 8 ,9 , 10 & 11.

by order of the Board of Directors
for Minal Industries Limited

Sd/-

Date: August 31 2024
Place: Mumbai

Piyush Harish Talyani
(Company Secretary)
Membership No.: A60447

Registered Office:
603- l Minal Co-Op Hsg So Ltd,
Off Sakivihar Road, Andheri-East,
Mumbai - 400072
CIN - L32201MH1988PLC216905
Tel No.: 022: 40707070
E-mail id: cmseepz@gmail.com
Website address: www.minalindustrieslimited.in

## DIRECTORS' REPORT

To,
The Members,
**MINAL INDUSTRIES LIMITED**

Your Directors take pleasure in presenting their 36th Annual Report of the Company along with the Audited Financial Statements, for the period ended 31st March, 2024.

1. **FINANCIAL RESULTS**:

The financial Results are briefly indicated below:

**(Amount in Lakhs)**

| Particulars | Consolidated | | Standalone | |
|---|---|---|---|---|
| | **31.03.2024** | **31.03.2023** | **31.03.2024** | **31.03.2023** |
| Revenue from operation | 3784.68 | 2,679.79 | 105.33 | 429.54 |
| Other Income | 232.90 | 233.79 | 62.44 | 60.29 |
| **Total Income** | **4017.58** | **2,913.62** | **167.77** | **489.83** |
| Total Expenditure | 3,777.14 | 2,943.71 | 107.13 | 391.79 |
| **Net Profit Before tax** | **(168.55)** | **(29.08)** | **60.64** | **98.04** |
| Less: Tax Expenses | | | | |
| Current Tax | 0.00 | 0.00 | 3.82 | 0.00 |
| Deferred Tax | 1.48 | 1.73 | (4.69) | (1.99) |
| MAT Credit | 0.00 | 0.00 | 0.00 | 0.00 |
| Total tax expense (credit) | 39.33 | 1.73 | (0.87) | (1.99) |
| **Net Profit After Tax** | **(207.88)** | **(30.81)** | **(347.48)** | **100.04** |

2. **REVIEW OF FINANCIAL OPERATIONS:**

During the year the company reported revenue from operation amounting to Rs.105.33/- and other Income of Rs. 62.44/- in Standalone Financial Statement as compared to Other Income of Rs. 489.83/- in Previous Financial Year. The company incurred an expenditure of Rs. 107.13/- for the current financial year as compared to Rs. 391.79 /- in previous year. During the year, Company has reported a net Profit of Rs. Rs. 61.51/- as compared to previous year's net Profit Rs. 100.04/- of in Standalone Financial Statement.

3. **CASH FLOW AND CONSOLIDATED FINANCIAL STATEMENTS:**

   As required under Regulation 34 of the Listing Regulations, a Cash Flow Statement and consolidated Financial Statement forms part of the Annual Report.

4. **SUBSIDIARIES:**

   A separate statement containing the salient features of financial statements of all subsidiaries of your Company forms part of consolidated financial statements in compliance with Section 129 and other applicable provisions, if any, of the Companies Act, 2013. As on 31st March, 2024, Company has following subsidiaries Companies.

   1. Minal International FZE
   2. Minal Info jewels Ltd
   3. M/S RSBL Jewels

5. **DIVIDEND AND TRANSFER TO RESERVES:**

   Considering the financial results of the Company for 2023-24 and the unsettled business environment, the Company is unable to declare a dividend for the current year. No amount is being transferred to reserves during the year under review.

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

   There was no transfer during the year to the Investor Education and Protection Fund in terms of Section 125 of the Companies Act, 2013.

7. **CHANGE IN THE NATURE OF BUSINESS, IF ANY:**
   There was no change in the nature of business of the Company, during the year under review.

8. **PUBLIC DEPOSITS:**
   During the year under review, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force).

9. **LISTING FEES:**
   Being listed at BSE Limited, Mumbai, the Company has duly paid the listing fees.

10. **SHARE CAPITAL:**

The paid-up equity share capital of your company stood at Rs. 38,38,01,300 consisting of 19,19,00,650 equity shares of Rs. 2/- each fully paid-up. During the year under review, the Company has not issued shares with differential voting rights nor has granted any stock options or sweat equity. As on 31st March, 2024,

**11. WHISTLE BLOWER:**

Pursuant to Rule 7 of the Companies (Meetings of Board and its Powers) Rules 2014 read with Section 177(9) of the Act and as per Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), the Company has framed Vigil Mechanism/ Whistle Blower Policy ("Policy") to enable Directors and employees to report genuine concerns or grievances, significant deviations from key management policies and reports on any non-compliance and wrong practices, e.g., unethical behaviour, fraud, violation of law, inappropriate behaviour/conduct, etc. The detailed Vigil Mechanism Policy is available at Company's Website www.minalindustrieslimited.in

**12. PARTICULARS OF EMPLOYEES:**

There are no employees in the Company, who if employed throughout the financial year, were in receipt of remuneration, whose particulars if so employed, are required to be included in the report of the Directors in accordance with the provisions contained under section 197 (12) of the Companies Act 2013 and Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**13. DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

a. Retire by rotation

In accordance with the provisions of the Act and the Articles of Association of the Company, Mr. Shrikant J. Parikh (DIN: 00112642), Managing Director of the Company, retires by rotation at the 36th e-AGM and being eligible, offered himself for re-appointment.

b. Change in Directorate:

During the year Mr. Shankar Prasad Bhagat [DIN: 01359807)ceased to be Independent Director w.e.f. the closing hours of 31st March, 2024 due to completion of second term of office as an Independent Director.

The Board, at its meeting held on June 30 2024 based on the recommendation of the Nomination and remuneration committee of the Company approved the appointment of Mr. Ajay Jormal Mehta. (DIN-01280973) as an Independent Director of the Company, with effect from June 30, 2024. The term of his appointment as an Independent Director will be for a period of 5 (five) years, subject to the approval of shareholders in the ensuing Annual General Meeting. Simultaneously appointed him as a member of the Audit Committee, Nomination and Remuneration Committee, Stakeholder and Relationship Committee of the Company with immediate effect.

Re-appointment of Mr. Shrikant J. Parikh (DIN: 00112642), Managing Director of the Company w.e.f. 1st April 2025 subject to approval of shareholder in the ensuing Annual General Meeting.

**c. Key Managerial Personnel**

As on March 31, 2024, the following were Key Managerial Personnel ("KMP") of the Company as per Sections 2(51) and 203 of the Act:

1. Shri. Shrikant Jesinglal Parikh, Managing Director & CEO.
2. Ms. Harshala Keshav Karangutkar, CFO.
3. Mr. Piyush Harish Talyani, Company Secretary cum Compliance Officer.

**14. NUMBER OF BOARD MEETINGS:**

During the financial year, the Board of Directors had met 7 (Seven) times on June 3 2023, August 14 2023, August 26 2023, September 1 2023, October 23, 2023 November 14 2023 & February 16 2024.

During the year under review, Annual General Meeting of the Company was held on November 15, 2023 after obtaining extension for a period of 3 months from Registrar of Companies, Mumbai.

**15. COMMITTEES OF THE BOARD:**

As required under the Act, and the Listing Regulations, the Company has constituted the following statutory committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee

The Composition of Audit Committee as on March 31, 2024.

| NAME | COMPOSITION |
|---|---|
| Mr. Shankar Prasad Bhagat | Non-Executive - Independent Director, Chairperson (upto March 31 2024) |
| Ms. Sona Akash Parikh | Non-Executive - Non-Independent Director, Member |
| Mr. Subham Chand Jain. | Non-Executive - Independent Director, Member |

The Composition of Nomination and Remuneration Committee is as Follows.

| NAME | COMPOSITION |
|---|---|
| Mr. Shankar Prasad Bhagat | Non-Executive - Independent Director, Chairman (upto March 31 2024) |
| Ms. Sona Akash Parikh | Non-Executive – Non-Independent Director, Member |
| Mr. Subham Chand Jain. | Non-Executive - Independent Director, Member |

The Composition of Stakeholders Relationship Committee:

| NAME | COMPOSITION |
|---|---|
| Ms. Sona Akash Parikh | Non-Executive - Non-Independent Director, Chairperson |
| Mr. Shankar Prasad Bhagat | Non-Executive - Independent Director, Member(upto March 31 2024) |
| Mr. Shubham Chand Jain. | Non-Executive - Independent Director, Member |

## 16. DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Act, the Board of Directors, to the best of its knowledge and ability, confirm that:

a) In the preparation of the Annual financial statements for the year ended 31st March, 2024, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any.

b) 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 of the Company for that period.

c) Have taken proper and sufficient care for the maintenances of adequate accounting records in accordance with the provision of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

d) Have prepared the Annual accounts on a going concern basis.

e) Have laid down proper internal financial controls to be followed by the company and that such financial controls are adequate and are operating effectively.

f) Have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## 17. AUDITORS:

### (a) STATUTORY AUDITORS

Pursuant to the provisions of Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, M/s. HPVS & Associates, Chartered Accountants, (Firm registration No: 137533W), Mumbai were appointed as Statutory Auditors of the Company for a term of 5 years in the 32nd AGM of the Company to hold the office till the conclusion of 36th AGM of the Company. The term of M/s. HPVS & Associates., as Statutory Auditors shall expire at the conclusion of ensuing AGM. Therefore, the Board of Directors of the Company, based on the recommendations of the Audit Committee, has proposed the appointment of M/s R H MODI & Co., Chartered Accountants LLP, (FRN: 106486W) having Peer Review No.012731as the statutory auditors of the company for a term of 5 consecutive years and to hold the office from the conclusion of this 36th AGM until the conclusion of 41th AGM on such remuneration as may be mutually agreed by and between the Board of Directors and the Auditor.

### (b) SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of Listing Regulations, the Company has appointed M/s. HSPN & Associates, LLP, Practicing Company Secretaries to undertake the Secretarial Audit of the Company for the financial year 2023-2024. The Secretarial Audit Report (MR-3) signed by Mr. Prakash Naringrekar (ACS No: 5941), Partner, HSPN & Associates, LLP, Company Secretaries for the year ended on 31st March, 2024 is self-explanatory and is annexed herewith as **"Annexure A"**.

### (c) INTERNAL AUDITORS

Pursuant to Section 138 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, the Company has appointed M/s. MMY & Associates ., Chartered Accountants as the Internal Auditors of the Company for Financial Year 2023-2024.

### (d) COST AUDITORS

For the FY 2023-24, cost audit is not applicable to the Company.

## 18. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS:

The Auditors' Report does not contain any qualifications, reservations or adverse remarks. Report of the secretarial auditor is given as an 'Annexure which forms part of this report. Further explanation/comments on the observation of Secretarial Auditors is as under:

- *The BSE Limited revoked the suspension of trading of equity shares of the Company and the trading of the shares started w.e.f. June 8, 2023 on BSE Limited.*

- *The unpaid dividend amount of Rs.1,84,481(Rupees One Lakh Eighty-Four Thousand Four Hundred and Eighty-One Only) which was required to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act 2013 and the rules made thereunder by has not been transferred.*

- *Pursuant to Section 39(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has not transferred unclaimed shares to separate suspense account.*

- *During the financial year the Board has written off interest on loan given to its related parties resulting into non-payment of interest amount on loan provided pursuant to Non-compliance of Section 186(7) of Companies Act, 2013.*

- *Pursuant to Regulation 33 (3) of SEBI (LODR) Regulations, 2015 the Audited standalone and consolidated financial results for the quarter and year ended March 31 2023 was not submitted in the prescribed time limit.*

- *Pursuant to Regulation 33 (3) of SEBI (LODR) Regulations, 2015 Un-audited financial results for the quarter ended December 31 2023 not submitted to BSE within stipulated time limit. In this regards the BSE has issued penalty of Rs.11,800 (Rupees Eleven Thousand Eight Hundred only). The Company has made payment, the default was made good as on signing of this report.*

- *The Company has granted extension by the Registrar of Companies, Mumbai, by 01 months 15 days i.e. up to November 15, 2023, to hold the Annual General Meeting ("AGM") of the Company, for Financial Year (FY) ended March 31, 2023 in terms of Section 96 of Companies Act, 2013.*

- *Petition under Section 59 of the Companies Act, 2013 and Rule 70 of the National Company Law Tribunal Rules, 2016 has been filed before the Hon'ble National Company Law Tribunal (NCLT), Mumbai Bench and Company is one of the Respondent, As on signing of this report the petition is yet to be disposed of;*

- *Pursuant to Regulation 33 (3) of SEBI (LODR) Regulations, 2015 the Audited standalone and consolidated financial results for the quarter and year ended March 31 2024 was not submitted in the prescribed time limit. In this regards BSE has issued penalty of Rs. 2,71,400/- (Rupees Two Lacs Seventy-One Thousand Four Hundred only). The Company has made payment, the default was made good as on signing of this report.*

- *Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Annual Report for the financial year 2023 was not submitted to BSE within stipulated time. There was a delay of 1 days in submission.*

*Director Comment: The Company is in the process of complying with the same.*

## 19. CONSOLIDATED FINANCIAL STATEMENTS

According to Section 129(3) of the Act, the consolidated financial statements of the Company and its subsidiaries, joint ventures, and associates are prepared in accordance with the relevant Indian Accounting Standard specified under the Act, and the rules thereunder form part of this Annual Report. A statement containing the salient features of the financial statements of the Company's subsidiaries, joint ventures, and associates in Form no. **AOC-1** is given in this Annual Report **Annexure - B**.

Further, pursuant to the provisions of Section 136 of the Act, the financial statements along with other relevant documents, in respect of subsidiaries, are available on the website of the Company, at the link: https://www.minalindustrieslimited.in.

**20. REPORTING OF FRAUDS BY AUDITORS:**

During the year under review, the Statutory Auditors, Cost Auditors and Secretarial Auditors have not reported any instances of frauds committed in the Company by its Officers or Employees, to the Audit Committee under Section 143(12) of the Act, details of which needs to be mentioned in Director's Report.

**21. COST RECORDS AND COST AUDIT:**

Maintenance of cost records as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 was not applicable for the business activities carried out by the Company for the FY 2023-24. Accordingly, such accounts and records are not made and maintained by the Company for the said period.

**22. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

The **Management's Discussion and Analysis Report** for the year under review, as stipulated under regulation 34 (3) and Part B of schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this Annual Report as '**Annexure – C**'.

**23. ANNUAL RETURN:**

Pursuant to the provisions of Section 134(3)(a) and Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company as at March 31, 2024 is uploaded on the website of the Company and can be accessed at website of the Company www.minalindustrieslimited.in.

**24. ANNUAL EVALUATION OF THE PERFORMANCE OF THE BOARD, ITS COMMITTEES AND OF INDIVIDUAL DIRECTORS:**

During the year, the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest etc. The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors. The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company. The performance of Board, its Committees and Individual Director were reviewed during the year pursuant to Section 134(3)(p) of the Companies Act, 2013.

## 25. CORPORATE GOVERNANCE REPORT:

The Company has complied with the corporate governance requirements under the Act, and the Listing Regulations. A separate section on Corporate Governance along with a certificate from the practicing Company Secretary confirming compliance forms an integral part of this Annual Report ***Annexure – D.***

## 26. PARTICULARS OFF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:

The information in accordance with the provisions of Section 134(3) (m) of the Companies Act, 2013 read with the Rule 8 of the Companies (Accounts) Rules, 2014 is annexed as "Annexure to this Report ***Annexure – E***."

## 27. CEO/CFO CERTIFICATION:

Certificate of CEO/CFO of the Company on Financial Statements, Cash Flow Statement for the period ended March 31, 2024 and Certificate of CEO for compliance with Code of Conduct by Board members and Senior Management personnel on Annual basis are enclosed herewith as '***Annexure – F***'.

## 28. PARTICULARS OF LOAN, GUARANTEES OR INVESTMENT:

The particulars of loans, guarantees, and investments covered under the provisions of Section 186 of the Act have been disclosed in the financial statements.

## 29. DECLARATIONS GIVEN BY INDEPENDENT DIRECTORS:

In terms of provisions of Section 149(7) of the Companies Act, 2013, all the Independent Directors of the Company have furnished a declaration to the Compliance Officer of the Company at the meeting of the Board of Directors stating that they fulfill the criteria of Independent Director as prescribed under Section 149(6) of the Companies Act, 2013 and are not being disqualified to act as an Independent Director. In terms of Regulation 25 sub-regulation 7 of the SEBI (LODR) Regulations 2015, the Company has adopted a familiarization programme for Independent Directors.

## 30. MEETING OF INDEPENDENT DIECTORS:

The Independent Directors met once on *February 14, 2024* during the year to review the working of the Company, its Board and Committees. The meeting decided on the process of evaluation of the Board and Audit Committee. It designed the questionnaire on limited parameters and completed the evaluation of the Board by Non-Executive Directors and of the Audit committee by other members of the Board. The same was compiled by independent authority and informed to the members.

## 31. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS:

The familiarization program aims to provide Independent Directors with the industry scenario, the socio-economic environment in which the Company operates, the business model, the operational and financial performance of the Company, significant developments so as to enable them to take well informed decisions in a timely manner. The familiarization program also seeks to update the Directors on the roles, responsibilities, rights and duties under the Act and other statutes. The policy on Company's familiarization program for Independent Directors is posted on Company's website at www.minalindustrieslimited.in

## 32. NOMINATION AND REMUNERATION COMMITTEE:

The Board had constituted Nomination and Remuneration Committee pursuant to the provisions of subsection (1) of Section 178 of Companies Act, 2013. Pursuant to subsection (3) of Section 178 of Companies Act, 2013 the Nomination and Remuneration Committee has formulated the criteria for determining qualifications, positive attributes and independence of a Director and recommended to the Board the policy, relating to the remuneration of directors, key managerial personnel and other employees. The policy is available at Company's website www.minalindustrieslimited.in.

## 33. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All the related party transactions are entered on arm's length basis, in the ordinary course of business and are in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There are no materially significant related party transactions made by the Company with Promoters, Directors or Key Managerial Personnel etc. which may have potential conflict with the interest of the Company at large or which warrants the approval of the shareholders. The transactions are being reported in Form AOC-2 i.e. 'Annexure' in terms of Section 134 of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014. However, the details of the transactions with Related Party are provided in the Company's financial statements in accordance with the Accounting Standards. The Related Party Transactions Policy as approved by the Board is uploaded on the Company's website at www.minalindustrieslimited.in.

**34. COMPLIANCE WITH SECRETARIAL STANDARDS:**

Your Directors hereby confirm that the Company has complied with the necessary provisions of the revised Secretarial Standard 1 and Secretarial Standard 2 to the extent applicable to the Company.

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

The Board hereby reports that the Internal Financial Controls were reviewed by the Audit Committee and adequate Internal Financial Controls existed in the Company with respect to the Financial Statements for year ended on 31st March, 2024 and the Internal Financial Controls are operating effectively commensurate with size and nature of business operations.

**36. RISK MANAGEMENT POLICY:**

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed also discussed at the meetings of the Audit Committee and the Board of Directors of the Company.

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

During the year there were no instances of any significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

*The Company has also received post approval for revocation of suspension in trading of equity shares was revoked and trading in shares was started June 8 2023.*

**38. MATERIAL CHANGES AND COMMITMENTS 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:**

During the year under review, no material changes and commitments occurred which affect the financial position of the company.

## 39. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has duly set up an Internal Complaints Committee (ICC) in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013, to redress complaints received regarding sexual harassment.

The following is a summary of sexual harassment complaints received and disposed of during the year 2023-24.

i) No of complaints received : Nil
ii) No of complaints disposed of : Nil

## 40. ACKNOWLEDGEMENTS:

Your Directors would like to express their sincere appreciation to the shareholders for the confidence reposed by them in the company and for the continued support and co-operation extended by them. Your Directors also wish to place on record their deep sense of appreciation for the continuing support and efforts of Vendors, Dealers, Business Associates and Employees received during the period ended 31st March, 2024.

By Order of the Board of Directors
Minal Industries Limited

Sd/

Date: August 31 2024
Place: Mumbai.

Shrikant J Parikh
(DIN: 00112642)
Chairman & Managing Director

**Annexure - A**

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR FINANCIAL YEAR ENDED ON MARCH 31, 2024.
[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,
Minal Industries Limited.

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period ended on March 31, 2024 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 and minute books, Forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024, to the extent applicable provisions of:

I. The Companies Act, 2013 ("The Act") and the Rules made thereunder;

II. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the Rules made thereunder;

III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") to the extent applicable to the Company: -

   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, 2015;

   **c.** The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - **Not applicable as there was no reportable event during the financial year under review.**

d. The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity)Regulations, 2021. - **Not applicable as there was no reportable event during the financial year under review.**

e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 – **Not applicable as there was no reportable event during the financial year under review;**

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 as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the financial year under review;**

g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 – **Not applicable as there was no reportable event during the financial year under review;**

h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – **Not applicable as there was no reportable event during the financial year under review.**

Further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test – check basis, the Company has complied with the laws applicable specifically to the Company.

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

i) Secretarial Standards 1 and 2 as issued and revised by The Institute of Company Secretaries of India with effect from October 1st, 2017.

ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and made effective from time to time.

During the year under review, the Company has in general complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards as mentioned above, *subject to the following observation(s):*

- *The unpaid dividend amount of Rs.1,84,481(Rupees One Lakh Eighty-Four Thousand Four Hundred and Eighty-One Only) which was required to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act 2013 and the rules made thereunder by has not been transferred.*

- *Pursuant to Section 39(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has not transferred unclaimed shares to separate suspense account.*

- *During the financial year the Board has written off interest on loan given to its related parties resulting into non-payment of interest amount on loan provided pursuant to Non-compliance of Section 186(7) of Companies Act, 2013.*

- *Pursuant to Regulation 33 (3) of SEBI (LODR) Regulations, 2015 the Audited standalone and consolidated financial results for the quarter and year ended March 31 2023 was not submitted in the prescribed time limit.*

- *Pursuant to Regulation 33 (3) of SEBI (LODR) Regulations, 2015 Un-audited financial results for the quarter ended December 31 2023 not submitted to BSE within stipulated time limit. In this regards the BSE has issued penalty of Rs.11,800 (Rupees Eleven Thousand Eight Hundred only). The Company has made payment, the default was made good as on signing of this report.*

- *Pursuant to Regulation 33 (3) of SEBI (LODR) Regulations, 2015 the Audited standalone and consolidated financial results for the quarter and year ended March 31 2024 was not submitted in the prescribed time limit. In this regards BSE has issued penalty of Rs. 2,71,400/- (Rupees Two Lacs Seventy-One Thousand Four Hundred only). The Company has made payment, the default was made good as on signing of this report.*

- *Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Annual Report for the financial year 2023 was not submitted to BSE within stipulated time. There was a delay of 1 days in submission.*

- *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 year under review were carried out in compliance with the provisions of the Act as under:

1. During the period under review Board appointed in their Board meeting held on ***August 26 2023*** Mr. Subham Chand Jain. (DIN: 08698016), as an Additional Independent Director of the Company w.e.f. August 26 2023 and their appointment were ratified by shareholders of the Company through Special resolutions in Annual General Meeting.

2. Mr. Amulbhai Jethabhai Patel (DIN: 00183464), Independent Director resigned from the Board w.e.f. August 26 2023.

3. Mr. Shankar Prasad Bhagat (DIN: 10293473) ceased to be Independent Directors w.e.f the closing hours of March 31 2024 due to completion of second term of office as an Independent Director.

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.

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

We further report that during the Audit period.

- *The BSE Limited revoked the suspension of trading of equity shares of the Company and the trading of the shares started w.e.f. June 8, 2023 on BSE Limited.*

- *The Company has granted extension by the Registrar of Companies, Mumbai, by 01 months 15 days i.e. up to November 15, 2023, to hold the Annual General Meeting ("AGM") of the Company, for Financial Year (FY) ended March 31, 2023 in terms of Section 96 of Companies Act, 2013*

➢ *Petition under Section 59 of the Companies Act, 2013 and Rule 70 of the National Company Law Tribunal Rules, 2016 has been filed before the Hon'ble National Company Law Tribunal (NCLT), Mumbai Bench and Company is one of the Respondent, As on signing of this report the petition is yet to be disposed of;*

**For HSPN & Associates LLP**
**Company Secretaries**

**Sd/-**

**Prakash Naringrekar**
**Designated Partner**
**ACS No.: 5941**
**CP No.: 18955**

**Place: Mumbai**
**Date: August 31 2024**
**ICSI UDIN: A005941F001094424**
**Peer reviewed No. 2507/2022**

This report is to be read with our letter of even date which is annexed as Annexure – 1 and forms an integral part of this report.

To,
The Members,
Minal Industries Limited

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.

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

3. We have not verified the correctness appropriateness of financial records and books of accounts of the Company. We have relied upon the Financial Statements provided by the management & the reports issued by Statutory Auditor & Internal Auditor wherever required.

4. Wherever required, we have obtained management representation about the compliance of laws, rules and regulations and happening of events, etc.

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

6. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For HSPN & Associates LLP
Company Secretaries

Sd/-

Prakash Naringrekar
Designated Partner
ACS No.: 5941
CP No.: 18955

Place: Mumbai
Date: August 31 2024
ICSI UDIN: A005941F001094424
Peer reviewed No. 2507/2022

**Annexure to the Directors Report**

Annexure - B

**FORM NO. AOC.1**

Statement containing salient features of the financial statement of Subsidiaries/associate companies/joint ventures
(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Part "A": Subsidiaries
(Information in respect of each subsidiary to be presented with amounts in Rs)

| | | | |
|---|---|---|---|
| 1. | Sl. No. | (1) | (2) |
| 2. | Name of the subsidiary | Minal International (FZE) | Minal Infojewels Ltd |
| 3. | Reporting period for the subsidiary concerned, if different from the holding company's reporting period | 01-04-2023<br>to<br>31-03-2024 | 01-04-2023<br>to<br>31-03-2024 |
| 4. | Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries. | AED<br>Exchange Rate 22.702 | N.A. |
| 5. | Share capital | INR 34,05,300<br>1 Equity shares of (AED) 1,50,000 each<br>(at Average Rate) | Rs. 25,00,00,000 |
| 6. | Reserves & surplus | 1,18,32,055 | Rs.in lacs :(1037.89) |
| 5. | Total assets | 3,44,68,310 | Rs.in lacs: 6879.88 |
| 8. | Total Liabilities | 2,72,92,276 | Rs.in lacs: 5771.65 |
| 9. | Investments | 0 | -- |
| 10. | Turnover | 0 | Rs.in lacs: 3784.68 |
| 11. | Profit before taxation | 7,62,719 | Rs.in lacs: 187.94 |
| 12. | Provision for taxation | 0 | Rs.in lacs: 40.21 |
| 13. | Profit after taxation | 7,62,719 | Rs.in lacs: 147.73 |
| 14. | % of shareholding | 100% | 100% |

## Part "B": Associates and Joint Ventures

**Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures:**

| | |
|---|---|
| **Name of associates / Joint Ventures** | N.A. |
| I. Latest audited Balance Sheet Date | N.A. |
| II. Shares of Associate / Joint Ventures held by the Company on the year end | N.A. |
| | N.A. |
| Amount of Investment in Associates / Joint Venture | N.A. |
| III. Description of how there is significant influence | N.A. |
| IV. Reason why the associate / Joint Venture is not consolidated | N.A. |
| V. Net worth attributable to shareholding as per latest audited Balance Sheet | N.A. |
| VI. | N.A. |
| **a.** Considered in Consolidation | N.A. |
| **b.** Not Considered in Consolidation | N.A. |

1. **Names of associates or joint ventures which are yet to commence operations.**
2. **Names of associates or joint ventures which have been liquidated or sold during the year.**

**Note:** This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

**Annexure - C**

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A. OVERALL REVIEW:

The diamond sector was hit hard by the impacts of the pandemic. Widespread lockdowns led to store closures, operational delays, and financial strain on consumers that saw sales of the precious stone dipping 14% for jewellery and 31% for rough diamonds, while cutting and polishing services closed their doors as demand dried up.

The overall performance of diamond industry is badly affected due to lower realization both in export and domestic market. Disturbed power supply and skilled labour shortage in the region has worsened the position.

B. INDUSTRY STRUCTURE AND DEVELOPMENT:

While the industry has seen an impressive recovery from the lows of the pandemic, the report still notes that production is not likely to reach pre-pandemic levels within the next five years, with miners and operators still cautious of potential new virus strains that could once again disrupt production and logistics.

C. OPPORTUNITIES AND THREATS:

One of the most growing sub-sector is that of lab-grown diamonds, emerging as a more affordable and tech-driven alternative that also offers the possibility of creating diamonds using solely renewable energy. These increasingly popular gems are 'grown' inside a lab using technology to replicate the natural diamond development process. For the first time in several years, there was no shortage in diamond financing. With more liquidity, midstream players moved to cash sales and decreased their reliance on bank loans, reinvesting their profits into the business.

D. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has a well-established framework of internal controls in all areas of its operations, including suitable monitoring procedures and competent and qualified personnel. In addition to statutory audit, the financial controls of the Company at various locations are reviewed by the Internal Auditors, who report their findings to the Audit Committee of the Board. The Audit Committee is headed by an Independent Director and this ensures independence of function and transparency of the process of supervision and oversight. The Committee meets to review the progress of the internal audit initiatives, significant audit observations and planning and implementation of follow up action required. The Company conducts its business with integrity and high standard of ethical behavior and in compliance with the laws and regulations that govern its business.

E. HUMAN RESOURCES POLICIES:

Your Company considers its human resources as its most valuable assets, among all other assets of the Company. It has been the policy of the Company to actuate the talent by providing opportunities to develop themselves within the organization. The Company continued to have maintained very cordial & harmonious relations with its employees.

F. CAUTIONARY STATEMENT:

Statements in this report on Management Discussion and Analysis, describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking, considering the applicable laws and regulations. These statements are based on certain assumptions and expectation of future events. Actual results could, however, differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and domestic demand-supply conditions, finished goods prices, raw materials costs and availability, fluctuations in exchange rates, changes in Government regulations and tax structure, economic developments within India and the countries with which the Company has business contacts.

The Company assumes no responsibility in respect of the forward-looking statements herein, which may undergo changes in future on the basis of subsequent developments, information or events.

**RATIO ANALYSIS:**

| Particulars | 2023-2024 | 2022-2023 |
|---|---|---|
| Debtors Turnover Ratio | 0.28 | 2.06 |
| Inventory Turnover Ratio | 0.03 | 0.33 |
| Interest Coverage Ratio | N.A. | N.A. |
| Current Ratio | 29.44 | 18.12 |
| Debt Equity Ratio | N.A. | N.A. |
| Operating Profit Margin Ratio % | N.A. | N.A. |
| Net Profit Margin Ratio % | -329.91% | 23.29% |
| Return on Net worth % | N.A. | N.A. |

<u>Note: Change in ratio in excess of 25% compared to preceding year</u>:

1. * Increase in Revenue from operations and trade receivables has led to Improved Debtors turnover ratio.

2. ** The company has focused towards utilisation of its working capital which has led to improved Current Ratio.

3. *** Since the profit margin of the company has been improved in current year, The Variance is Positive.

**By Order of the Board of Directors**
**For Minal Industries Limited**

Date: August 31 2024
Place: Mumbai

sd/-
**Mr. Piyush Harish Talyani**
**Company Secretary**

**Annexure – D**

## CORPORATE GOVERNANCE REPORT

The Board present the Company's Report on Corporate Governance for the year ended 31st March 2024, in terms of Regulation 34(3) read with schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation").

The Corporate Governance Report of the Company for the year ended 31st March 2024 is as follows:

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

The Company recognizes that good Corporate Governance is a continuing exercise and reiterates its commitment to achieve highest standards of Corporate Governance in the overall interest of all the stakeholders. One of the core missions of the Company is to achieve excellence in all spheres, be it profitability, growth in market share, superior quality of services to the satisfaction of the stakeholders through an efficient and effective code of governance. Company believes that sound Corporate Governance is critical to enhance and retain investors trust and faith in the Company.

### 2. BOARD OF DIRECTORS:

The Board of Directors ('the Board') plays a crucial role in overseeing how the management serves the short and long-term interests of shareholders and other stakeholders. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board.

The Directors of your Company are persons of integrity and bring to the Board a wide range of knowledge, experience, diversity of thought and skills. The Board effectively carries out its responsibilities like providing strategic guidance to the Company, code of conduct for the executives, disclosure of information about their concerns and interests, adherence to the Code of Conduct etc. and the Board applies high ethical standards and acts with due diligence, care and in the best interest of the Company and its stakeholders.

The Board of Directors are entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with requisite powers, authorities and duties.

#### a. Composition of the Board and Category of Director:

The Company has a judicious mix of Executive, Non- Executive and Independent Directors to ensure proper governance and management. As on 31st March 2024 the Board comprised of Four of which, One (1) Executive Director, One (1) Non-Executive Director and One (2) Independent Director. Further Mr. Shrikant Jesinglal Parikh, a Managing Director heading the Board as Chairman. As on 31st March 2024, the Independent Directors of the Company, have confirmed that they satisfy the criteria of Independence as prescribed under Reg. 16 (1) (b) of SEBI (LODR) Regulations 2015 and Companies Act, 2013.

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company and its subsidiaries. In case of business exigencies, the Board's approval is taken through circular resolutions.

The notice and detailed agenda along with the relevant notes and other material information are not sent in advance separately to each Director and in exceptional cases tabled at the Meeting with the approval of the Board. This ensures timely and informed decisions by the Board. The Board reviews the performance of the Company vis-à-vis the budgets/targets.

The Board hereby confirms that in the opinion of the Board the Independent Directors fulfil the conditions specified in SEBI (LODR) Regulations, 2015 as amended and are independent of the management.

**b.** The details of each member of the Board as on March 31, 2024, along with the number of Directorship(s)/ Committee Membership(s)/ Chairmanship(s) are provided herein below:

| Name of the Director & DIN | Category of Directorship | Number of Shares/convertible instruments held | Number of Directorship in other Public Limited Companies* | Number of Membership/ Chairmanship in Committees of Boards of other Public Limited Companies# | | Names of other Listed Companies in which he/she holds Directorship and category of Directorship | Inter-se Relationship between Directors |
|---|---|---|---|---|---|---|---|
| | | | | As Chairman | As Member | | |
| Mr. Shrikant Jesinglal Parikh (DIN:00112642) | Executive, Chairman & Managing Director | 23,71,737 | 01 | - | - | NIL | Mrs. Sona Parikh being a relative. |
| Mr. Shankar Prasad Bhagat (DIN:01359807) (upto March 31 2024) | Non-Executive - Independent Director | - | - | 2 | - | NIL | No inter-se relationship between Directorship. |
| Ms. Sona Akash Parikh (DIN:03283751) | Promoter, Non-Executive – Non-Independent Director | 4,000 | - | - | - | NIL | Mr. Shrikant Jesinglal Parikh being a relative. |
| Mr. Shubham Chand Jain (DIN: 10293473) | Non-Executive - Independent Director | NIL | NIL | - | 1 | NIL | No inter-se relationship between Directorship |
| Mr. Ajay Jormal Mehta (DIN: 01280973) (w.e.f. 30th June 2024) | Non-Executive - Independent Director | NIL | 01 | - | | NIL | No inter-se relationship between Directorship |

*. Excludes Private Companies, Foreign Companies & Companies registered under Section 8 of the Companies Act, 2013

# Includes only the membership and Chairmanship of Audit and stakeholders' Relationship committees of Indian public Limited Companies.

**c.** *As on date, the Company has not issued any convertible instruments.*

**Meetings of the Board:**

During the financial year 2023-24, the Board met 7 (Seven) times during the year. The meetings were held on June 3 2023, August 14 2023, August 26 2023, September 1 2023, October 23, 2023 November 14 2023 & February 16 2024 the intervening gap between two meetings did not exceed one hundred twenty days between any two-consecutive meeting.

The required quorum was present at all the above-Board Meetings and all Resolutions are approved unanimously/ with requisite majority and recorded in the minutes. There was no instance of Adjournment of any of the said Meetings. The Board periodically reviews and discussed the performance of the Company, its future plans, strategies, and other pertinent issues relating to the Company.

The minutes of proceedings of each board meetings are maintained in terms of statutory provisions. Meetings of various committees are held properly. The minutes of the Committee Meetings were periodically placed before the Board.

| Name of the Director & DIN | Attendance at Board Meeting during FY 2023-24 | | Attendance at Last AGM held on November 15 2023 |
|---|---|---|---|
| | Number of Board Meetings held | Number of Meetings attended | |
| Mr. Shrikant Jesinglal Parikh (DIN:00112642) | 7 | 7 | Yes |
| *Mr. Amulbhai Jethabhai Patel (DIN:00183464) *(upto 26-08-2023)* | 7 | 2 | No. |
| *Mr. Shankar Prasad Bhagat (DIN: 01359807) (upto March 31 2024) | 7 | 7 | Yes |
| Ms. Sona Akash Parikh (DIN: 03283751) | 7 | 7 | Yes |
| Mr. Subham Chand Jain (DIN: 10293473) w.e.f. August 26 2024. | 7 | 5 | Yes |

**d. Familiarization Programme for Independent Directors:**

At the time of appointing an Independent Director, a formal letter of appointment is given to him/her, which inter alia explains the role, function, duties and responsibilities to be performed by him/her as a Director of the Company. He also explained in detail the Compliance required from him/her under Companies Act, 2013, Listing Regulation and other various statutes and an affirmation is obtained. Further, on an ongoing basis as a part of Agenda of Board / Committee Meetings, presentations by internal auditors on financials and internal financial controls, are regularly made to the Independent Directors on various matters inter-alia covering the Company's and its subsidiaries/associates businesses and role, rights, responsibilities of the Independent Directors under various statutes and other relevant matters.

The details of Familiarization Programme imparted to Independent Directors, have been hosted on website of the Company www.minalindustrieslimited.in.

**e. Chart or matrix setting out skills/expertise/competence of the Board of Directors**

In terms of requirement of Listing Regulations, 2015, the Board has identified the following core skills / expertise /competencies of the Directors in the context of the Company's business for effective functioning as given below:

| Sr. No. | Areas of expertise required | Description | Skill areas actually available with the Board |
|---|---|---|---|
| 1 | Experience of crafting Business Strategies | Experience in developing long-term strategies to grow consumer business, consistently, profitably, competitively and in a sustainable manner in diverse business environments and changing economic conditions. | Yes |
| 2 | Governance, Risk and Compliance | Experience in the application of Corporate Governance principles. Ability to identify key risks to the Company in a wide range of areas including legal and regulatory compliance. | Yes |
| 3 | Finance and Accounting experience | Comprehensive understanding of financial accounting, reporting and controls and analysis. | Yes |
| 4 | Sales, Marketing & Brand building | Experience in developing strategies to grow sales and market share, build brand awareness and equity, and enhance enterprise reputation. | Yes |

| | | | |
|---|---|---|---|
| 5 | Understanding of Consumer and Customer Insights in diverse environments and conditions | Experience of having managed organisations with large consumer / customer interface in diverse business environments and economic conditions which helps in leveraging consumer insights for business benefits. | Yes |

**Expertise/ Skills of Directors**

| Name of the Director & DIN | Expertise/ Skills | | | | |
|---|---|---|---|---|---|
| | **Experience of crafting Business Strategies** | **Governance, Risk and Compliance** | **Finance and Accounting experience** | **Sales, Marketing & Brand building** | **Understanding of Consumer and Customer Insights in diverse environments and conditions** |
| Mr. Shrikant Jesinglal Parikh (DIN:00112642) | Yes | No | Yes | Yes | Yes |
| Mr. Amulbhai Jethabhai Patel (DIN: 00183464) (upto 26th August 2023) | Yes | Yes | Yes | Yes | No |
| Mr. Shankar Prasad Bhagat (DIN:01359807) | Yes | Yes | Yes | Yes | No |
| Ms. Sona Akash Parikh (DIN:03283751) | Yes | No | Yes | Yes | Yes |
| Mr. Subham Chand Jain (DIN: 10293473) w.e.f. August 26 2024. | Yes | Yes | Yes | Yes | No |

## f. Separate Meeting of Independent Directors:

The terms and conditions of appointment of the independent directors are disclosed on the website of the Company.

As stipulated by the Code for Independent Directors under the Companies Act, 2013 and Regulation 25(3) of the Listing Regulations, a separate meeting of Independent Directors was held on Wednesday, 14th February, 2024 to discuss:

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

All the Independent Directors of the Company attended the Meeting of Independent Directors held on February 14, 2024. The Independent Directors expressed their satisfaction to the desired level on the governance of the Board.

(i) confirmation that in the opinion of the board, the independent directors fulfill the conditions specified in these regulations and are independent of the management. :

The Independent Directors meet the criteria of Independence as per Section 149(6) of Companies Act, 2013 and Regulation 16 of Listing Regulations. The Independent Directors provide an annual confirmation that they meet the criteria of independence. The Board confirms that all the Independent Directors fulfil the conditions as specified under Schedule V of Listing Regulations and are Independent of the management.

(j) detailed reasons for the resignation of an independent director who resigns before the expiry of his tenure along with a confirmation by such director that there are no other material reasons other than those provided.] :

None of the Independent Director(s) of the Company Mr. Amulbhai Jethabhai Patel (DIN: 00183464) resigned before the expiry of their tenure. Mr. Amulbhai Jethabhai Patel (DIN: 00183464)resigned as an Independent Director effective close of the business hours on August 26 2023. The Company has also obtained confirmation that there was no material reason for his resignation other than as mentioned above.

**COMMITTEES OF THE BOARD:**

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The minutes of the meetings of all Committees are placed before the Board for review. The Board Committees can request special invitees to join the meeting, as appropriate.

The Board has currently established the following Committees:

Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee

**3. Audit Committee:**

**a. Terms of Reference of the Committee**

Your Company has an Audit Committee in compliance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations. The terms of reference & powers of the Audit Committee are prescribed under Part C of Schedule II of The SEBI (LODR) Regulations, 2015 which inter alia, include the following:

**Powers of the Audit Committee**

1) To investigate any activity within its terms of reference.
2) To seek information from any employee.
3) To obtain outside legal or other professional advice.
4) To secure attendance of outsiders with relevant expertise, if it considers necessary.

**Terms of reference / role of the Audit Committee:**

1) Oversight of the Company's Financial Reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2) Recommendation for appointment, remuneration and terms of appointment of auditors of the company.
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 being included in the Directors' 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 judgments by the management.
    d) Significant adjustments made in the financial statements arising out of Audit findings.
    e) Compliance with the listing and other legal requirements relating to financial statements.
    f) Disclosure of Related Party Transactions.
    g) Review of the Draft Statutory Audit Report.

5) Review 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, right issue, preferential issue, etc., the statement of fund 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 company with related parties.
9) Scrutiny of inter-corporate loans and investments.
10) Valuation of undertakings or assets of the company, whenever it is necessary.
11) Evaluation of internal financial controls and risk management systems.
12) Review with the management, the performance of Statutory and Internal Auditors, adequacy of Internal Control Systems.
13) Review the adequacy of Internal Audit function, including the structure of the internal audit department, staffing and seniority of the officials heading the department, coverage and frequency of the Internal Audit.
14) Discussion with Internal Auditors, any significant findings and follow up thereon.
15) Reviewing the finding 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, if any, in payment to the depositors, debenture holders, shareholders (in case of dividend) and creditors.
18) To review the functioning of the Whistle Blower Mechanism.
19) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that functions 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) To review the following information:

a) The management discussion and analysis of financial conditions and results of operations.
b) Statement of significant related party transactions (as defined by the Audit Committee),
submitted by the management.
c) Management letters/letters of internal control weaknesses issued by the Statutory Auditors.
d) Internal Audit Reports relating to internal controls and weaknesses, and
e) The appointment, removal and terms of remuneration of Chief internal auditors shall be subject to review by the Audit Committee.

In addition to the aforesaid, the Committee also looks into the matters as are specifically referred to it by the Board of Directors besides looking into the mandatory requirements of the Listing Regulations as amended from time to time and that of the Act.

**b. Composition of Committee, Meetings and Attendance**

The Committee comprises of 3 (Three) Directors out of which 2 (Two) are Non-Executive Independent Directors and one is a Non-Executive Director. All the Members of the Committee are financially literate and have ability to read and understand financial statements.

During the year, 6 (Six) Meetings of the Committee were held on June 3 2023, August 14 2023, September 1, 2023, October 23 2023, November 14 2023, and February 16 2024.

*Due to resignation & appointment of Independent Directors the Audit committee was reconstituted as under:*

The Composition of the Committee and members' attendance at the Meeting are as under:

| Name | Category | Designation | Attendance at Committee Meeting during FY 2023 - 24 | |
|---|---|---|---|---|
| | | | Number of Meetings held | Number of Meetings attended |
| #Mr. Shankar Prasad Bhagat. | Non-Executive, Independent Director | Chairman | 6 | 6 |
| Mr. Amulbhai Jethabhai Patel. *(Upto August 26 2023)* | Non-Executive, Independent Director | Member | 6 | 2 |
| Ms. Sona Akash Parikh. | Non-Executive, Non-Independent Director | Member | 6 | 6 |
| Mr. Subham Chand Jain (DIN: 10293473) *(w.e.f. August 26 2023)* | Non-Executive, Independent Director | Member | 6 | 4 |

*# Mr. Shankar Prasad Bhagat. ceased to be Independent Director w.e.f 31st March, 2024 due to completion of second term of office as an Independent Director.*

- *Mr. Ajay Jormal Mehta. (DIN-01280973) was appointed as the Independent Director of the Company, with effect from June 30, 2024. The term of his appointment as an Independent Director will be for a period of 5 (five) years, subject to the approval of shareholders in the ensuing Annual General Meeting. Simultaneously appointed him as a member of the Audit Committee, Nomination and Remuneration Committee, Stakeholder and Relationship Committee of the Company with immediate effect.*

The gap between none of the two meetings was more than 120 days. The necessary quorum was present at all the meetings. There was no instance of Adjournment of any of the said Meetings.

The key risks and mitigating actions are also placed before the Audit Committee of the Company. Significant audit observations and follow up actions thereon are reported by the Committee. The Committee reviews adequacy and effectiveness of the Company's Internal Control Environment and monitors the implementation of audit recommendations, including those relating to strengthening of the Company's risk management policies and systems.

**4. Nomination and Remuneration Committee:**

The Nomination and Remuneration Committee (NRC) is constituted in accordance with provisions of sub section (1) of Section 178 of the Companies Act, 2013 and Regulation 19 (4) read with Part-D of Schedule-II of Listing Obligations and Regulations. It comprises of 2 (Two) Non-executive Independent Directors and one Non-Executive Non-Independent Director. The Chairman of Committee –

**Terms of Reference of the Committee inter alia include the following:**

I. The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Regulation 19 read with Part D (A) of Schedule II of SEBI Listing Regulations, read with Section 178 of the Companies Act, 2013.

II. The broad terms of reference of the nomination and remuneration committee are as under:

- Recommend to the Board, the set up and composition of the Board and its committees, including the "formulation of the criteria and for determining qualifications, positive attributes and independence of a director." The Committee will consider periodically reviewing the composition of the Board with the objective of achieving an optimum balance of size, skills, Independence, knowledge, age, gender and experience.
- Recommend to the Board the appointment or reappointment of directors.
- Recommend to the Board the Appointment of Key Managerial Personnel ("KMP" as defined by the Act) and executive team members of the Company (as defined by the committee).
- Carry out an evaluation of every director's performance and support the Board, its committees and individual directors in evaluation of the performance of the Board, its committees and individual directors. This shall include "Formulation of criteria for evaluation of Independent Directors and the Board". Additionally, the Committee may also oversee the performance review process of the KMP and executive team of the Company.
- Recommend to the Board the Remuneration Policy for directors, executive team or Key Managerial Personnel as well as the rest of the employees.
- On an annual basis, recommend to the Board the remuneration Policy for directors, and oversee the remuneration to executive team or Key Managerial Personnel of the Company.

- Oversee the familiarisation programmes for directors.
- Oversee the Human Resource philosophy, Human Resource and People strategy and Human Resource practices including those for leadership development, rewards and recognition, talent management and succession planning (specifically for the board, Key Managerial Personnel and executive team).
- Performing such other duties and responsibilities as may be consistent with the provisions of the committee charter.

**Composition of Committee, Meeting and Attendance**

As on March 31, 2024, the Committee comprises of 3 (Three) Directors namely Mr. Shankar Prasad Bhagat, Mr. Amulbhai Jethabhai Patel, Mr. Subham Chand Jain and Ms. Sona Akash Parikh.

*During the year, 3(Three) Committee Meetings was held on June 3 2023, August 26 2023 and March 30 2024.*

*Due to resignation & appointment of Independent Directors the Audit committee was reconstituted as under:*

Composition of the Committee and Member's attendance at the Meeting are as under:

| Name | Category | Designation | Attendance at Committee Meeting during FY 2023-24 | |
|---|---|---|---|---|
| | | | **Number of Meeting held** | **Number of Meeting attended** |
| # Mr. Shankar Prasad Bhagat | Non-Executive, Independent Director | Chairman | 3 | 2 |
| Mr. Amulbhai Jethabhai Patel (upto August 26 2023) | Non-Executive Independent Director | Member | 3 | 1 |
| Ms. Sona Akash Parikh. | Non-Executive, Non-Independent Director | Member | 3 | 3 |
| Mr. Subham Chand Jain (DIN: 10293473) (w.e.f. August 26 2023) | Non-Executive, Independent Director | Member | 3 | 2 |

*#. Mr. Shankar Prasad Bhagat. ceased to be Independent Director w.e.f. 31st March, 2024 due to completion of second term of office as an Independent Director.*

- *Mr. Ajay Jormal Mehta. (DIN-01280973) is appointed as the Independent Director of the Company, with effect from June 30, 2024. . The term of his appointment as an Independent Director will be for a period of 5 (five) years, subject to the approval of shareholders in the ensuing Annual General Meeting.*
  *Simultaneously appointed him as a member of the Audit Committee, Nomination and Remuneration Committee, Stakeholder and Relationship Committee of the Company with immediate effect.*

**Remuneration policy:**

Remuneration policy of the Company is designed to create a high-performance culture. It enables the Company to attract, retain and motivate employees to achieve results. Our business model promotes customer centricity and requires employee mobility to address project needs. The remuneration policy supports such mobility through pay models that are compliant to local regulations. The remuneration structure is tailored to the regulations, practices and benchmarks prevalent in the industry.

The Company pays remuneration by way of salary, benefits, perquisites and allowances (fixed component) and commission (variable component) to its managing director and the executive directors.

NRC decides on the commission payable to the managing director and the executive directors out of the profits for the financial year and within the ceilings prescribed under the Act based on the performance of the Company as well as that of the managing director and each executive director.

The Remuneration policy of the Company is available on the website of the Company at www.minalindustrieslimited.in

**Criteria for Performance Evaluation of Independent Directors**

Pursuant to the provisions of the Companies Act, 2013 and the applicable provisions of the Listing Regulations, the Annual Performance Evaluation was carried out for the financial year 2023 – 24 by the Board in respect of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration, Stakeholders' Relationship. 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 was prepared after taking into consideration the Guidance note issued by SEBI vide circular no, CMD/CIR/P/2017/004 dated 05.01.2017.

The criteria for performance evaluation of Independent Directors cover the areas relevant to the functioning of the Independent Director such as preparation, participation, conduct and effectiveness. The performance evaluation of Independent Directors was done by the entire Board of Directors and during the evaluation the Director(s) who is subject to evaluation did not participate.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such as guidance/ support to management outside Board/ Committee meetings, degree of fulfilment of key responsibilities, effectiveness of meetings etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The Directors expressed their satisfaction with the evaluation process.

**5. REMUNERATION OF DIRECTORS**

**Formulation of Nomination and**

**Remuneration Policy**:

The Nomination and Remuneration Committee shall ensure that—

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

- Remuneration to directors, KMPs and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

  The remuneration of the Managing Director is recommended by the Remuneration Committee and then approved by the Board of Directors and subsequently by the shareholders in general meeting within the limits prescribed in Companies Act, 2013. The non-executive directors are paid sitting fees for Board meetings attended by them.

  Details of remuneration paid to Executive Directors:(Rs. In Lakh)

| | |
|---|---|
| Name of Director | Mr. Shrikant Jesinglal Parikh |
| Designation | Managing Director |
| Salary | Rs. 36,00,000 (per annum) |
| Commission | NIL |
| Leave Encashment | NIL |
| Provident Fund & Gratuity Fund | NIL |
| Bonus | NIL |
| Stock Option | NIL |
| Pension | NIL |
| Service Contracts | NA |
| Notice Period | NA |
| Severance Fees | NA |
| Sitting fees | NA |

Criteria for making payments

Non-Executive Directors of the Company are paid sitting fees for attending Board and Committee Meetings and no Commission is drawn by either of them during the year under review.

During the year 2023-2024, the Sitting fees were paid to the Non-Executive Directors attending respective meetings.

The details of remuneration, sitting fees, performance bonus, and commission paid to each of the Non-Executive Directors during the year ended on 31st March, 2024 are given below: -

Rs. In lacs.

| Name | Mrs. Sona Akash Parikh | Mr. Shankar Prasad Bhagat | Mr. Amulbhai Jethabhai Patel (upto August 26 2023) | Mr. Subham Chand Jain (w.e.f. August 26 2023)<br>Nil<br>Nil |
|---|---|---|---|---|
| Sitting fees | Nil | 0.60 | Nil | Nil |
| Remuneration | Nil | Nil | Nil | Nil |
| No. of equity shares | 4000 | Nil | 16000 | Nil |
| Commission | Nil | Nil | Nil | Nil |
| Non-convertible instruments | Nil | Nil | Nil | Nil |

**Pecuniary transactions with Non-Executive Directors**

During the year under review, there were no pecuniary transactions with any of the Non-Executive Director of the Company. A declaration to this effect is also submitted by all the Directors at the beginning of each financial year.

**6. Stakeholders Relationship Committee:**

The composition of the Stakeholders' Relationship Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations.

The Committee is responsible for addressing the investor complaints and grievances. The Committee meets on a periodic basis to address the investor complaints like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc.

**Terms of reference / role of the Committee** inter alia include the following**:**

1) Review/Resolve Investors' queries and complaints.
2) Review of corporate actions, if any.
3) Review of documents submitted to Stock Exchanges.
4) Review of documents processed by Registrar and Transfer Agents.
5) Any other matters assigned to it with relation to the Companies Act, 2013 and Listing Regulations.

**Composition of Committee, Meeting and Attendance**

As on March 31, 2024, the Committee comprises of 5 (Five) Directors namely Ms. Sona Akash Parikh (Chairperson), Mr. Shankar Prasad Bhagat and Mr. Subham Chand Jain. The Committee is chaired by a Non-Executive Non-Independent Director – Ms. Sona Akash Parikh.

During the year, 5 (Five) Committee Meetings were held on June 3 2023, August 14 2023 September 1 2023, November 14 2023 and February 14 2024.

*Due to resignation & appointment of Independent Directors the Audit committee was reconstituted as under:*

The Composition of the Board and Member's attendance at the Meeting are as under.

| Name | Category | Designation | Attendance at Committee Meeting during FY 2023-24 | |
|---|---|---|---|---|
| | | | Number of Meetings held | Number of Meetings attended |
| Ms. Sona Akash Parikh | Non-Executive Non-Independent Director. | Chairperson | 5 | 5 |
| # Mr. Shankar Prasad Bhagat | Non-Executive Independent Director. | Member | 5 | 5 |
| Mr. Amulbhai Jethabhai Patel. (upto August 26 2023) | Non-Executive Independent Director. | Member | 5 | 2 |
| Mr. Subham Chand Jain (DIN: 10293473) (w.e.f. August 26 2023) | Non-Executive Independent Director. | Member | 5 | 3 |

The necessary quorum was present for all the meetings. The minutes of the meetings of the Committee were periodically placed before the Board.

*# Mr. Shankar Prasad Bhagat. ceased to be Independent Director w.e.f 31st March, 2024 due to completion of second term of office as an Independent Director.*

- *Mr. Ajay Jormal Mehta. (DIN-01280973) is appointed as the Independent Director of the Company, with effect from June 30, 2024. The term of his appointment as an Independent Director will be for a period of 5 (five) years, subject to the approval of shareholders in the ensuing Annual General Meeting.*
  *Simultaneously appointed him as a member of the Audit Committee, Nomination and Remuneration Committee, Stakeholder and Relationship Committee of the Company with immediate effect.*

**Senior Management Personnel:**

| Sr. No. | Name | Designation |
|---|---|---|
| 1. | Mr. Shrikant Jesinglal Parikh<br>(DIN – 00112642) | Managing Director & CEO |
| 2. | Ms. Harshala Karangutkar. | CFO |

**During the year there were no changes in Senior manager personnel.**

**COMPLIANCE OFFICER:**

Mr. Piyush Harish Talyani, Company Secretary cum Compliance officer (Membership No.: A60447)

The Company has appointed M/s. MCS Share Transfer Agent Pvt Ltd. as the Registrar and Share Transfer Agent to handle the investor grievances. All grievances can be addressed to the Registrar and Share Transfer Agent. The Company monitors the work of the Registrar to ensure that the investor grievances are settled expeditiously and satisfactorily.

**Details of Complaints [including SEBI Complaints Redress System (SCORES) complaints] received by the Company and Resolved during the year 2023-24.**

| | | |
|---|---|---|
| No. of Complaints pending at the beginning of the year | - | Nil |
| No. of Complaints received during the year | - | 1 |
| No. of Complaints resolved | - | Nil |
| No. of Complaints pending at the end of the year | - | Nil |

## 7. GENERAL BODY MEETING:

Details of Previous 3 Annual General Meeting (AGM) are as under:

| AGM No. | Financial year | Venue | Day & Date of AGM | Time | Special Resolution(s) passed |
|---|---|---|---|---|---|
| 35th | 2022-2023 | Through Video Conferencing (VC)/other audio -visual means (OAVM) | 15-11-2023 | 11.00 a.m. | 1 |
| 34th | 2021-2022 | Through Video Conferencing (VC)/other audio -visual means (OAVM) | 29-09-2022 | 4.00 p.m. | 0 |
| 33rd | 2020-2021 | Through Video Conferencing (VC)/other audio -visual means (OAVM) | 30-09-2021 | 5.00 p.m. | 0 |

Special resolution passed:

Details of the Special Resolutions passed at the last three (3) AGM:

| Year | Date of AGM | No Special Resolution | |
|---|---|---|---|
| 2022-2023 | 15-11-2023 | 1 | Appointment of Mr. Subham Chand Jain (DIN: 10293473) as a non-executive Independent Director of the Company. |
| 2021-2022 | 29-09-2022 | -- | No Special Resolution passed. |
| 2020-2021 | 30-09-2021 | -- | No Special Resolution passed. |

All Special Resolutions set out in the notices for the Annual General Meeting were passed by shareholders at the respective meeting with requisite majority. In the above Annual General Meetings necessary quorum was present. There was no request by members for voting by poll and all the businesses were unanimously approved by Members.

**Extraordinary general meeting:**

The company has not held any Extraordinary general meeting during the year.

The Company has not raised funds from public during the period of last 3 years.

## 8. MEANS OF COMMUNICATION:

**Yearly/Quarterly Results:**

The yearly/ half yearly/quarterly results are duly reviewed by the Audit Committee and subsequently approved by the Board of Directors of the Company and the same have been submitted to BSE. The Company has its website named as www.minalindustrieslimited.in

**Newspapers where Yearly/Quarterly Results are Published:**

The Yearly/half yearly/Quarterly results are published in one English language newspaper in news hub and one Marathi language newspaper in Prathakal.

**Website where Yearly/Quarterly Results are Published:**

The Yearly/ half yearly/Quarterly results are duly hosted on the Website of the Company at www.minalindustrieslimited.in and is easily accessible in public domain at the Website of BSE Limited at https://www.bseindia.com/stock-share-price/minal-industrieslimited/minalind/522235/ The results and other mandatory information about the Company is hosted at the website of the Company at www.minalindustrieslimited.in.

The website contains details as required under LODR, 2015 and Companies Act, 2013.

**News Releases and Presentations made to Institutional Investors or to the Analysts:**

The Company has not made any official news releases nor it has made any presentations made to Institutional Investors or to the analysts hence the same are not disclosed to BSE or on the website of the Company.

9. **GENERAL SHAREHOLDERS INFORMATION:**

| | | | |
|---|---|---|---|
| (a) | AGM (Date, Time and Venue) | : | The 36th Annual General Meeting (AGM) of the Company will be held on Monday the September 30 2024 at 2.00 p.m. through video conferencing. |
| (b) | Financial Year | | April 1, 2023 to March 31, 2024<br>**Tentative Calendar** :<br>(a) 1st quarter ending June 30, 2024 - on or before August 14, 2024.<br>(b) 2nd quarter & half year ending September 30, 2024 - on or before November 14, 2024.<br>(c) 3rd quarter & nine months ending December 31, 2024 – on or before February 14, 2025.<br>(d) 4th quarter and year ending March 31, 2025 - on or before May 30, 2025. |
| (c) | Dividend Recommended & dividend payment. | : | The Board of Directors have not proposed any dividend for current financial year. |
| (d) | Date of Annual Book Closure | : | *Tuesday the September 24 2024 to Monday the September 30 2024. (both days inclusive*) |
| (e) | Listing Details | : | BSE Limited. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.<br>Annual Listing fees for the year 2023-2024 have been paid to stock exchange within the stipulated time. |

| | | | |
|---|---|---|---|
| (f) | Scrip code | | BSE Limited (BSE): 522235<br><br>International Security Identification Number (ISIN): INE097E01028<br><br>Corporate Identification Number (CIN): L32201MH1988PLC216905 |

(g) Market price data- high, low during each month in last financial year;

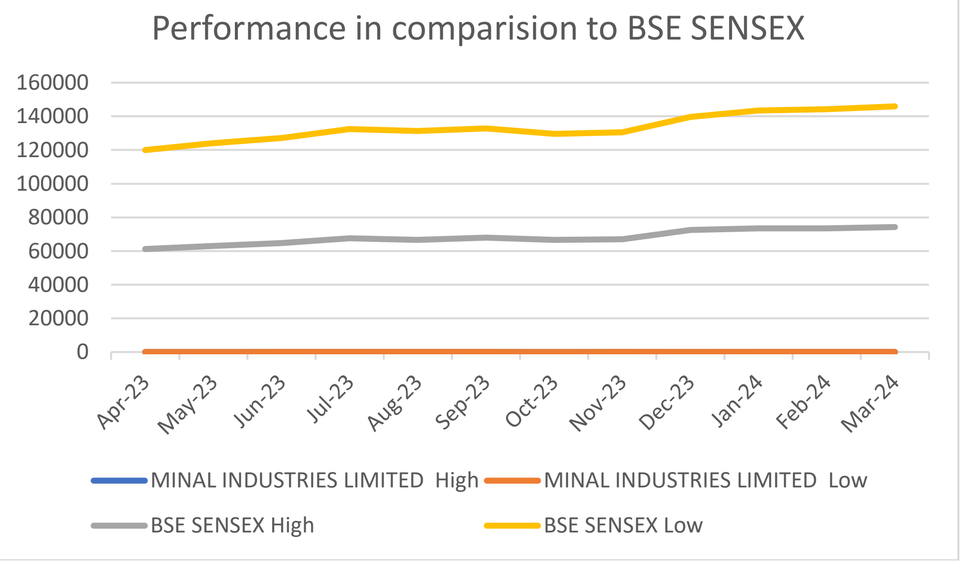
*The suspension of trading in equity shares was revoked and trading in shares was started w.e.f. 08-06-2023.*

**Market Price Data**

| Month / Year | Bombay Stock Exchange Limited High (In Rs.) | Low (In Rs.) | Monthly Volume (In Nos.) |
|---|---|---|---|
| April 2023 | - | - | - |
| May 2023 | - | - | - |
| June 2023 | 1.54 | 0.79 | 84,247 |
| July 2023 | 2.22 | 1.61 | 5,46,975 |
| August 2023 | 3.29 | 2.26 | 5,11,179 |
| September 2023 | 4.77 | 3.35 | 3,46,171 |
| October 2023 | 6.45 | 4.85 | 6,40,540 |
| November 2023 | 6.21 | 4.90 | 17,31,822 |
| December 2023 | 6.53 | 4.27 | 9,64,824 |
| January 2024 | 5.29 | 4.19 | 14,78,548 |
| February 2024 | 5.86 | 4.33 | 15,15,872 |
| Mar 24 | 6.31 | 4.54 | 7,87,785 |

(h) performance in comparison to broad-based indices such as BSE sensex, CRISIL Index etc

*The suspension of trading in equity shares was revoked and trading in shares was started w.e.f. 08-06-2023.*



(j) Registrar to an issue and share transfer agents:

**MCS SHARE TRANSFER AGENT LTD.,**
10, Aram Apartment, 12,
Sampatrao Colony,
B/H Laxmi Hall,
Alkapuri, Vadodara- 390 007.

**(k) Share Transfer System:**

Share transfers are processed and duly endorsed share certificates are dispatched within a period of fifteen days from the date of receipt, subject to documents being valid and complete in all respects. A summary of transactions so approved by the committee is placed at the Board Meeting held quarterly. The Company obtains a half-yearly certificate from Practicing Company Secretaries as per the requirement of Regulation 40 (9) of Listing Regulations and the same is filed with the Stock Exchanges and available in the website of the Company. In terms of requirements to amendments to Regulation 40 of Listing Regulations w.e.f. 31st March, 2024, transfer of securities in physical form shall not be processed unless the securities are held in the dematerialised form with a depository.

**(l) Distribution of Shareholding as on March 31, 2024**

| Particulars | Shares | Folios | Percent Shares | Percent Holders |
|---|---|---|---|---|
| 1-500 | 388078 | 2990 | .2022 | 59.4433 |
| 501 – 1000 | 543865 | 634 | .2834 | 12.6044 |
| 1001 – 2000 | 713017 | 451 | .3716 | 8.9662 |
| 2001 – 3000 | 540657 | 214 | .2817 | 4.2545 |
| 3001 – 4000 | 417914 | 117 | .2178 | 2.3260 |
| 4001 – 5000 | 708329 | 153 | .3691 | 3.0417 |
| 5001 – 10000 | 1530649 | 199 | .7976 | 3.9563 |
| 10001-50000 | 3988154 | 206 | 2.0782 | 4.0954 |
| 50001-100000 | 2052082 | 30 | 1.0693 | .5964 |
| Above | **181017905** | **36** | **94.3290** | **.7157** |
| **Total** | **191900650** | **2135** | **100.0000** | **100.0000** |

**Distribution of Shareholding on the basis of Ownership as on March 31, 2024**

| | Category | Number of Shares Held | % of Total Shareholding |
|---|---|---|---|
| A | Shareholding of Promoter and Promoter Group | | |
| a | Individuals /HUF | 77964193 | 40.63 |
| | | | |
| | **Total Shareholding of Promoter and Promoter Group (A)** | | |
| B | Public Shareholding | | |
| 1 | Bodies Corporate | 19696126 | 10.26 |
| 2 | Individual Shareholders having nominal share Capital upto Rs. 2 Lakh | 10457586 | 5.45 |
| 3 | Individual Shareholders Having Nominal Share Capital in excess of Rs. 2 Lakh | 83640723 | 43.59 |
| 4 | Non-Resident Individuals | 141192 | 0.07 |
| 5 | HUF | 0 | 0 |
| 6 | Trust | 830 | 0 |

| | | | |
|---|---|---|---|
| | | | |
| | **Total (A+B)** | 19,19,00,650 | 100.00 |

Note: As per the SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2017/128 dated December 19, 2017, the number of shareholders mentioned here are consolidated on a PAN basis.

**Bifurcation of Shares held in physical and demat form as on 31st March, 2024:**

The Company has availed connectivity for both the Depositories i.e. National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) with ISIN: INE097E01028.

As on March 31, 2024, **67.59%** of Company's Equity Share Capital were dematerialized and balance of **32.41%** Equity Shares were in Physical Mode the details of which are as under

| **Particulars** | **As at March 31, 2024** | |
|---|---|---|
| | **No. of Shares** | **% of Total Capital** |
| Held in Demat form with NSDL | 86,11,585 | 4.49 |
| Held in Demat form with CDSL | 12,10,97,317 | 63.10 |
| Holdings in Physical Mode | 6,21,91,748 | 32.41 |
| **Total** | **19,19,00,650** | **100.00** |

Shares in Demat mode have more liquidity as compared to shares held in physical mode. Therefore, the Company recommends shareholders holding shares in physical form to convert their shareholdings to demat mode.

**(m) Outstanding GDRs/ADRs/Warrants or any convertible instruments:**

As on date, the Company has not issued any GDR/ADR/Warrants or any other convertible instruments.

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

The Company does not have any Commodity Price Risk or Foreign Exchange Risk and hedging activities as the same are not applicable to the Company.

**(o) Plant locations:**

The Company has no manufacturing operations; hence plant location is not available.

(p) Address for correspondence

Shareholders of the company can send correspondence at company's share & Transfer Agent's Office or the Registered office of the Company situated at following address: Minal Industries Limited, 603- l Minal Co-Op Hsg So Ltd, Off Sakivihar Road, Andheri-East Mumbai – 400072.

**(q)** list of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year: - Not Applicable.

## 10. Other Disclosures:

**(a) Disclosures on materially significant related party transactions that may have potential conflict with the interests of the Company:**

There are no Significant transactions with the related parties other than mentioned in Audited financials of the Company with Promoters, Directors or the Management or their relatives or that had potential conflict with the Company's interest and which require shareholders' approval. Suitable disclosure as required by the Accounting Standard (AS 18) and AOC-2 have been made in the Annual Report. The Related Party Transactions Policy as approved by the Board is available on the Company's website at [www.minalindustrieslimited.in](www.minalindustrieslimited.in)

**(b) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years.**

The Company has complied with the necessary provisions of Listing Obligation and Disclosure Requirements, Regulations 2015 apart from following non-compliances:

**A) <u>Financial year 2023-2024</u>**

a) As per Regulation 33 (3) of SEBI (LODR) Regulations, 2015 the Audited standalone and consolidated financial results for the quarter and year ended March 31 2023 was not submitted in the prescribed time limit.

**b)** As per Regulation 33 (3) of SEBI (LODR) Regulations, 2015 Un-audited financial results for the quarter ended December 31 2023 not submitted to BSE within stipulated time limit. In this regards the BSE has issued penalty of Rs.11,800 (Rupees Eleven Thousand Eight Hundred only). Further the Company has made payment for the same.

c) The suspension of trading in equity shares was revoked and trading in shares was started w.e.f. 08-06-2023. In this regard Company has paid fees for the same the following details as under:

| | | | |
|---|---|---|---|
| 1. | *Reinstatement Fees | Rs. 21,24,000/- (incl. GST) | The Company has paid 50% fees of Rs. 10,62,000/- by NEFT. |
| 2 | | | The Balance amount is of Rs.10,62,000/- by NEFT. |

d) Regulation 39(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

e) Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company has not sent notice of Annual General Meeting of the year 2023 to Shareholder of the Company and the Company has not uploaded the Annual report on BSE portal clear 21 days before annual general meeting. There was a delay of 1 days in submission of Annual Report BSE Limited.

**B) <u>Financial year 2022-2023</u>**

a) The Promoters of the Company holds 11,46,47,440 (Eleven Crores Forty-Six Lacs Forty-Seven Thousand Four Hundred forty only) Equity shares out of which 11,46,43,440 (Eleven Crore Forty-Six Lacs Forty-Three Thousand Four Hundred Forty) Equity shares are in Demat as on singing of this report.

b) Annual Listing fee for the year 2022 was not Paid to BSE within stipulated time as Reg.14 of SEBI(LODR) Regulation, 2015.

c) Strengthening the Guidelines and Raising Industry standards for RTAs, Issuer Companies and Banker circular no. SEBI/HO/MIRSD/DOS3/CIR/P/2018/115 dated July 16, 2018 read with SEBI circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018. The company has failed to send the intimation letter and subsequent reminders to the shareholders.

d) SEBI Circular nos. SEBI HO/CFD/CMD/CIR/P/2020/12 dated January 22,2020 and dated May 3 2018(Erstwhile Circular No. CIR/CFD/CMD/12/2015 dated November 30 2015) on standard operating procedure for suspension and revocation of trading of specified securities. The Company has submitted post revocation application to BSE along with Balance Reinstatement fees of Rs.10,00,000/- through NEFT dt. 10-02-2023 and Rs. 2,06,000/- through NEFT dt 02-03-2023.

e)

**C) <u>Financial year 2021 – 2022:</u>**

a) As per Regulation 31(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 100 percent of shareholding of promoters was not in dematerialized form for entire Financial Year ended 31.03.2022.

b) As per regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Annual Report for the year ended March 31 2021 was not submitted to BSE within stipulated time.

c) Dealy in payment of Annual Listing Fees for the year 2021 -2022 as per regulation 14 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

**(c) Details of establishment of vigil mechanism, whistle blower policy, and affirmation that no personnel have been denied access to the audit committee:**

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and Regulation 27(2) of Security and Exchange Board of India (SEBI) (Listing Obligation and Disclosure Requirements) Regulations, 2015., the Company has a Whistle-Blower Policy for establishing a vigil mechanism for Directors and employees to report genuine concerns regarding unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct and Ethics policy. The said mechanism also provides for adequate safeguards against victimization of persons who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. The Company also affirms that no employee of the Company was denied access to the Audit Committee. The said Whistle-Blower Policy has been hosted on the website of the Company at www.minalindustrieslimited.in

**(d)** **Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:**

The Company has not complied with the several mandatory requirements of Corporate Governance as stipulated under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Detail of non-compliances are annexed which forms Part of this Report under certificate on Corporate Governance from Practicing Company Secretary.

**(e)** **Web** link where policy for determining 'material' subsidiaries is disclosed. - www.minalindustrieslimited.in

**(f)** web link where policy on dealing with related party transactions; - www.minalindustrieslimited.in

**(g)** disclosure of commodity price risks and commodity hedging activities. **– Not Applicable.**

**(h)** Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A). - **Not Applicable**

**(i)** a certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

As per Annexure -

**(j)** During the financial year 2023-2024, the Board has accepted all the recommendations of its Committees.

**(k)** Total fees for all services paid by the Listed Entity and its Subsidiaries, on a Consolidated basis, to the Statutory auditor and all entities in the network firm/network entity of which the Statutory Auditor is a part is given below:

Rs.in lacs

A)Standalone :

| | |
|---|---|
| Payment to Statutory Auditors | Rs.5.20 |
| Other | Rs.0.00 |
| Total | Rs.5.20 |

A) Consolidated :

| | |
|---|---|
| Payment to Statutory Auditors | Rs.9.30 |
| Certification | Rs.015 |
| Total | Rs.5.28 |

**(l)** 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 of during the financial year - Nil
c. number of complaints pending as on end of the financial year. - Nil

**(m)** disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount':

Not applicable during the financial year 2023-2024.

11. There were no cases of Non-compliance of any requirement of corporate governance report of sub-Paras (2) to (10).

12. The corporate governance report shall also disclose the extent to which the discretionary requirements as specified in Part E of Schedule II have been adopted.

**Mandatory**

The Company has generally complied with all the mandatory requirements as stipulated under Regulation 34(30 read with para-C of schedule F of SEBI (LODR), Regulations, 2015 to the extent applicable to the Company.

**Discretionary requirements as per Part E schedule II of SEBI (LODR), Regulations, 2015**

**i) Shareholder Rights:**

During the year, the Company's quarterly/half yearly/yearly results are published in one English daily newspaper circulated all over India/substantially all over India, and in one Marathi daily newspaper having regional circulation, and on the website of the Stock Exchange. The same are uploaded on the website of the Company– www.minalindustrieslimited.in and are not circulated separately to the Shareholders.

**ii) Modified opinion in Audit Report:**

There is no audit qualification in the Company's financial statements for the year ended on March 31, 2024. The Company continues to adopt best practices to ensure the regime of unqualified financial statements.

**iii) Reporting of Internal Auditor:**

The Company has appointed M/s MMY & Associates. as the Internal Auditors of the Company. The Internal Auditor report their findings to the Audit Committee of the Company.

**Proceeds from Public Issues, Rights Issue, Preferential Issue, Bonus Issue etc.**

During the year, the Company has not raised any money through Public Issue, Rights Issue, Preferential Issue, Bonus Issue etc.

No funds were raised through preferential allotment or Qualified Institutional Placement as per the Regulation 32(7A) of Listing Regulations.

**Certificate from Company Secretary in practice:**

The Company has received a certificate from Mr. Prakash D Naringrekar, Designated Parter of HSPN & Associates LLP, Practising Company Secretaries, Mumbai that none of the Directors on the board of the company have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Board/Ministry of Corporate Affairs or any such statutory authority. The Certificate of Company Secretary in practice is annexed herewith as a part of the report.

13. The disclosures of the compliance with corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 are provided in the Annual Report at various sections of Annual Report. The Company has complied with all the requirements of Corporate Governance Report as mentioned in the Schedule V (C) of the SEBI (LODR) Regulations, 2015.

    In compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated a Code of Conduct for prohibition and prevention of Insider Trading for its designated employees. The code lays down Guidelines and procedures to be followed and disclosures to be made while dealing with equity shares of the company. All the Directors and Senior Management have affirmed compliance with the Code of Conduct / Ethics as approved and adopted by the Board of Directors.

14. **Disclosures with respect to demat suspense account/ unclaimed suspense account**

The Company is in process of transfer of shares to a separate Suspense Account under Regulation 39(4) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

**15. Succession planning**

The Nomination and Remuneration Committee works with the Board on the leadership succession plan to ensure orderly succession in appointments to the Board and in senior management. The Company strives to maintain an appropriate balance of skills and experience within the organization and the Board in an endeavour to introduce new perspectives while maintaining experience and continuity.

**16. Code of Conduct**

The Company has laid down a Code of Conduct, for all its Board Members and Senior Management Personnel for avoidance of conflicts of interest. The declarations with regard to its compliance have ***been received for the year 2023-2024*** from all the Board Members and Senior Management Personnel. There were no material financial and commercial transactions, in which Board Members or Senior Management Personnel had personal interest, which could lead to potential conflict of interest with the Company during the year. The Code of Conduct is also available on Company's website on following web link: http://www.minalindustrieslimited.in

Declaration of Compliance with the Code of Conduct

I hereby confirm that:

The Company has obtained from all the members of the Board and Senior Management Personnel, affirmation(s) that they have complied with the Code of Conduct for Board Members and Senior Management Personnel in respect of the financial year ended March 31, 2024.

Sd/-<br>
Shrikant J. Parikh<br>
Managing Director & CEO<br>
DIN: 00112642

Place of Signature: Mumbai, Maharashtra<br>
Date : July 20 2024.

CERTIFICATE ON CORPORATE GOVERNANCE FROM PRACTICING COMPANY SECRETARIES

To,
The Shareholders,
Minal Industries Limited,
603- l, Minal Co-Op Hsg. So Ltd,
Off Sakivihar Road,
Andheri-East,
Mumbai – 400072.

The Corporate Governance Report prepared by Centenial Surgical Suture Limited ("the Company"), contains details as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") with respect to Corporate Governance for the year ended March 31, 2024 pursuant to the Listing Agreement of the Company with the BSE Limited (collectively referred to as the "Stock Exchanges").

**Management's Responsibility**

The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.

**Auditor's Responsibility**

Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether for the year ended March 31, 2024 the Company has complied, with the conditions of Corporate Governance as stipulated in the Listing Regulations.

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.

**Opinion**

In our opinion, based on our examination of the relevant records and to the best of our information and according to explanations given to us, and representations provided by the management, we certify that, the Company, has complied with the conditions of Corporate Governance as stipulated, in the above-mentioned Listing Regulations, *except non- compliances of Regulations 33(3), 34 & 39(4) respectively.*

**Other Matters and Restriction on use**

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

The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations, for the year ended March 31, 2024, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

**For HSPN & ASSOCIATES LLP,**
**Company Secretaries**
**Sd/-**

**Prakash D Naringrekar**
**Designated Partner**
**ACS: 5941**
**COP: 18955**

**Place: Mumbai.**
**Date: August 31 2024**
**UDIN: A005941F001094743**
**Peer review No: 2507/2022**

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)

We have examined the relevant Registers, Records, forms, returns and disclosures received from the Directors of MINAL INDUSTRIES LIMITED having CIN: L32201MH1988PLC216905 and having registered office at 603- l Minal Co-Op Hsg So Ltd, Off Sakivihar Road, Andheri-East Mumbai - 400072 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended March 31, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

| SR. No. | Name of the Director | Designation | DIN | Date of Appointment | Date of Resignation |
|---|---|---|---|---|---|
| 1. | Shrikant Jesinglal Parikh | Managing Director | 00112642 | 11/01/1988 | -- |
| 2. | Amulbhai Jethabhai Patel | Independent Non - Executive Director | 00183464 | 17/06/1994 | 26-08-2023 |
| 3. | Shankar Prasad Bhagat (upto 31-03-24) | Independent Non - Executive Director | 01359807 | 02/04/2012 | -- |
| 4. | Sona Akash Parikh | Director | 03283751 | 09/03/2015 | -- |
| 5. | Shubham Chand Jain | Independent Non - Executive Director | 10293473 | 26/08-2023 | -- |

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

**For HSPN & ASSOCIATES LLP,**
**Company Secretaries**

**Sd/-**

**Prakash D Naringrekar**
**Designated Partner**
**ACS: 5941**
**COP: 18955**

Place: Mumbai.
Date: August 31 2024.
UDIN: A005941F001094809
Peer review No.:2507/2022

**ANNEXURE - E**

## CONSERVATION OF ENERGY

Report on Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo and forming part of Board's Report for the year ended 31st March, 2024.

### A. Conservation of Energy:

i) **Steps taken or impact on conservation of energy:** The Company is taking adequate steps progressively on conservation of energy.

ii) **Steps taken by the Company for utilizing alternate sources of energy:** The company is not making use of alternate sources of energy.

iii) **Capital investment on energy conservation equipment's:** During the Financial year 2023-2024 the company has not spent amount on capital investment on energy conservation equipment's.

### B. Technology absorption: -

| | | |
|---|---|---|
| **1.** | The efforts made towards technology absorption | The company has installed certain precision equipment's. |
| **2.** | The benefits derived like product improvement, cost reduction, product development or import substitution | The installed equipment's has resulted in enhanced production capacity and better-quality product at lower power consumption |
| **3.** | In case of imported technology (imported during the last three years reckoned from the beginning of the financial year:<br><br>a) the details of technology imported<br><br>b) the year of import<br><br>c) whether the technology been fully absorbed<br><br>d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof | The company has not imported technology during the last three financial years. |

### C. Foreign Exchange Earnings and Outgo:

Amount in INR

| YEAR | 2023-2024 | 2022-2023 |
|---|---|---|
| Foreign Exchange earned (CIF value of Imported Goods) | NIL | NIL |
| Foreign Exchange spent (FOB value of Exports) | NIL | NIL |

Annexure F

COMPLIANCE CERTIFICATE
[As per Regulation 17(8) of SEBI (LODR) Regulation, 2015]

To,
The Board of Directors,
Minal Industries Limited

We, Shrikant J Parikh, Chief Executive Officer & Managing Director and Harshala K Karangutkar Chief Financial Officer & Executive Director of the Company hereby certify that in respect of the financial year ended on March 31, 2024:

A) We have reviewed Financial Statements and the Cash Flow Statement for the year March 31, 2024 and that to the best of our knowledge and belief:

1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2) These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B) There are, to the best of our knowledge and belief, no transactions entered into by the 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.

1) significant changes in internal control over financial reporting during the year;

2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

3) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

| | | |
|---|---|---|
| | Sd/- | Sd/- |
| Place of Signature: Mumbai, Maharashtra | Shrikant J Parikh | Harshala K Karangutkar |
| Date: July 20 2024 | Chief Executive Officer | Chief Financial Officer |

**Independent Auditors' Report**

**To the Members of Minal Industries Limited**

**Report on the Audit of the Standalone**

**Financial Statements Opinion**

We have audited the accompanying standalone financial statements of **Minal Industries Limited** ("the Company"), which comprise the balance sheet as at March 31, 2024, the statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of material 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"), as amended, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and its loss including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

**Basis for Opinion**

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs), as specified under sub-section (10) of Section 143 of the Act. Our responsibilities under those SAs 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 together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the 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.

**Material uncertainty related to going concern**

We draw attention to Note.40 of the standalone financial statement which explains that the Company has incurred total accumulated loss of Rs. 2035.91 lakhs for the year ended March 31, 2024 and Rs. 1689.87 lakhs for the year ended March 31, 2023. The Company's ability to meet its obligations is dependent on uncertain events including time bound monetisation of assets. These factors indicate the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern. In response to this matter, management continues to strengthen its strategy to expand its market in order for the Company to increase its sales and eventually generate profit. In spite of these events or conditions which may cast a doubt on the ability of the company to continue as a going concern, the management is of the opinion that going concern basis of accounting is appropriate in view of the continued financial support from its Promoters. Accordingly, the standalone financial statements of the Company have been prepared on a going concern basis.

Our opinion is not modified in respect of the above matter.

**Emphasis of Matter**

a. We draw attention to note 32.1 of the standalone financial statement which explains that interest income for the year ended March 31, 2024 has not been accrued for loan given to Minal Infojewels Limited ('Subsidiary') since uncertainty exists for interest already accrued and pending realisation till March 31, 2024 due to accumulated losses of the Subsidiary. As explained to us, the management is in the process of identification of growth opportunities for the Subsidiary which will ultimately allow the Company to realise the aggregate interest and loan amount outstanding as at March 31, 2024.

b. We draw attention to note32.2 of the standalone financial statement which explains that no further adjustment is necessary for impairing the carrying cost (net of provisions) of investments of Rs. 635 lakhs and loans amounting to Rs. 1,187.96 lakhs which is outstanding as an 31st March,2024. As explained to us, the management is in the process of identification of growth opportunities for the Subsidiary which will ultimately appreciate the value of investments made and loans given by the Company outstanding as at March 31, 2024.

Our opinion is not modified in respect of the above matter.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalonefinancial statements for the financial year ended March 31, 2024. 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. 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 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 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 financial statements.

| Key audit matters | How our audit addressed the key audit matter |
|---|---|
| **Valuation of Inventories (as described in note no. 1.1(IX) of the significant accounting policies, and note no. 6 for details in standalone financial statements)** | |
| The Company held Rs.1,028.09 Lakhs of inventories as on March 31, 2024. Considering the primary nature of business, reduction in volume of operations and the size of the inventory balance relative to the total assets of the Company and the estimates and judgements described below, the valuation of inventory required significant audit attention.<br><br>As disclosed in note 6 inventories are held at the lower of cost or net realisable value. At year end, the valuation of inventory is reviewed by management and the cost of inventory is reduced where inventory is forecast to be sold below cost.<br><br>The determination of whether inventory will be realised for a value less than cost requires management to exercise judgement and apply assumptions. Management undertake the following procedures for determining the level of write down required:<br><br>- Use inventory ageing reports together with historical trends to estimate the likely future saleability of slow moving and older inventory lines;<br><br>- Perform a line-by-line analysis of remaining inventory to ensure it is stated at the lower of cost and net realisable value and a specific write down is recognised if required. Refer to | We have performed the following procedures over the valuation ofinventory:<br><br>a. We tested that the ageing report used by manageme correctly agedinventory items.<br><br>b. On a sample basis we tested the net realisable value o inventory linesto recent selling prices.<br><br>From the procedures performed we have no matters to report. |

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

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Company's Annual Report but does not include the standalone financial statements and our auditor's report thereon.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the audit or otherwise appears to be materially misstated.

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

**Responsibilities of the Management for the Standalone Financial Statements**

The Company's Board of Directors are responsible for the matters stated in sub-section (5) of Section 134 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 including other comprehensive income, cash flows and changes in equity of the Company in accordance with the 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 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 standalone 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, the management are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also 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 isstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under clause (i) of sub-section (3) of Section 143 of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to standalone financial statements 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 managements and Board of Directors use of the going concern basis of accounting in preparation of standalone Financial Statement 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.

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 requirementsregarding 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 for the financial year ended March 31, 2024, and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by sub-section (3) of Section 143 of the Act, we report that:

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in paragraph (i) (vi) below on reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014, as amended. Further, in the absence of sufficient appropriate audit evidence, we are unable to verify whether the backup of books of account and other books and papers maintained in electronic mode has been maintained on a daily basis on servers physically located in India during the year;

c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of changes in equity dealt with by this Report are in agreement with the books of account;

d. In our opinion, the aforesaid standalone financial statements comply with the 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, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of sub-section (2) of Section 164 of the Act;

f. With respect to the adequacy of the internal financial controls with reference to these standalone financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report;

g. 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 current year is in accordance with the provisions of section 197 read with Schedule V to the Act.

h. The modification relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph (b) above on reporting under section 143(3)(b) and paragraph (i) (vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014, as amended. The going concern matter described under material uncertainty related to Going Concern paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.

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

(i) The Company has disclosed the impact of pending litigations as at March 31, 2024 in its tandalone financial statements - Refer Note. 33 to the standalone financial statements;

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

(iii) Unclaimed dividends of Rs. 1.89 lakhs as disclosed in Note.18 has not been transferred to the Investor Education and Protection Fund by the Company during the year ended, March 31, 2024.

(iv) (a)The Management has represented that, to the best of its 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 persons or entities, including foreign entity ("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 to or on behalf of the Ultimate Beneficiaries;

(b) The Management has represented that, to the best of its knowledge and belief, no

funds (which are either material either individually or in aggregate) have been received by the Company from any person or entity, including foreign entity ("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 ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and.

(c) Based on the audit procedures that have been considered reasonable and appropriate on the circumstances, nothing has come to our notice that has caused us to believe that the representation under sub-cluse (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

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

(vi) As described in note 41 to the financial statements and based on our examination, we found that the company did not use accounting software with a feature for recording audit trails (edit logs) for maintaining its books of account.

For **HPVS & Associates,**
Chartered Accountants
Firm Registration No.: 137533W
Sd/-
**Vaibhav L Dattani**
M. No. 144084
Unique Document Identification Number (UDIN) for this document is: 24144084BKFWVK7687
Place: Mumbai
Date: July 20, 2024

**ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT**
**Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Minal Industries Limited of even date**

In terms of the information and explanations sought by us and given by the company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(i) (a) (A) The Company has not maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(B) The Company does not have any Intangible assets and accordingly, reporting under this Clause is not applicable to the Company.

(b) No physical verification of fixed assets has been conducted by the management during the year or in the recent past. In our opinion, the frequency of verification needs to be improved to be commensurate with the size of the Company and the nature of its business.

(c) The title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), as disclosed in Note 2 to the financial statements, are held in the name of the Company.

(d)The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year.

(e) Based on the information and explanations furnished to us, no proceedings have been initiated during the year or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(ii) (a) The physical verification of inventory has been conducted at reasonable intervals by the management during the year and, in our opinion, the coverage and procedure of such verification by management is appropriate. The discrepancies noticed on physical verification of inventory by the management, as compared to book records were not material and have been appropriately dealt with in the books of account. No discrepancies of 10% or more in aggregate for each class of inventory were noticed in respect of such physical verification.

(b) During the year, the Company has not been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate from banks and financial institutions [on the basis of security of current assets] and accordingly, the question of our commenting on whether the quarterly returns or statements are in agreement with the unaudited books of account of the Company does not arise.

(iii) (a) During the year the Company has not provided loans, advances in the nature of loans, stood guarantee and provided security to companies.

(b) During the year the Company has not made investments, given loans, provided guarantee, provided security or granted advances in the nature of loans to companies, firms, limited liability partnerships or any other parties.

(c) The Company has neither given loans nor granted advances in the nature of loans to companies, firms, limited liability partnerships or any other parties. Accordingly, reporting under clause 3 (iii) (c) of the Order is not applicable to the Company.

(d) Details of overdue amount for more than ninety days in respect of loans is given below.

| **No. of cases** | Principal amount overdue# | Interest overdue# | Total overdue | Remarks |
|---|---|---|---|---|
| **2** | 1,230.58 | 276.99 | 1,507.57 | Reasonable steps have not been taken by the Company to recover the overdue amounts. |

#(Refer note 35.3)

(e) There were no loans / advances in nature of loans which were granted to same parties, and which fell due during the year and were renewed/extended. Further, no fresh loans were granted to any party to settle the overdue loans/advances in nature of loan.

(f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to any parties as defined in clause (76) of section 2 of the Act. Accordingly, reporting under clause 3 (iii) (f) of the Order is not applicable to the Company.

(iv) The Company has complied with the provisions of the Section 185 of the Act in respect of grant of loans and providing guarantees and securities, as applicable. The Company has complied with the provisions of Section 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, to the extent applicable.

(v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Act and the rules made thereunder, to the extent applicable.

Accordingly, reporting under clause 3 (v) of the Order is not applicable to the Company.

(vi) The Central Government has not prescribed the maintenance of cost records under sub section (1) of section 148 of the Act for any of the products or services rendered by the Company. Accordingly, reporting under clause 3 (vi) of the Order is not applicable to the Company.

(vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues applicable to it. No undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

(b) There are no dues of sales tax, wealth tax, service tax, goods and service tax, income tax, duty of excise, duty of

excise, value added tax, and cess which have not been deposited on account of any dispute except as follows:

(viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, reporting under clause 3 (viii)of the Order is not applicable to the Company.

(ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest to any lender.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) The Company has not obtained any term loans during the year. Accordingly, reporting under clause 3 (ix) (c) of the Order is not applicable to the Company.

(d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) On an overall examination of the standalone financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, an associate or a joint venture.

(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Accordingly, reporting under clause 3 (ix) (f) of the Order is not applicable to the Company.

(x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, reporting under clause 3 (x) (a) of the Order is not applicable to the Company.

(b) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, reporting under clause 3 (x) (b) of the Order is not applicable to the Company.

(xi) (a) No material fraud by the Company or on the Company has been noticed or reported during the year.

(b) During the year, no report under sub-section (12) of section 143 of the Act has been filed by cost auditor/secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) No whistle-blower complaints have been received during the year by the Company.

(xii) As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, the reporting under clause 3 (xii) of the Order is not applicable to the Company.

(xiii) Transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and the details have been disclosed in the notes to the standalone financial statements, as required by the applicable accounting standards.

(xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.

(b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.

(xv) The Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, reporting under clause 3 (xv) of the Order is not applicable to the Company.

(xvi) (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, reporting under clause 3 (xvi) (a) of the Order is not applicable to the Company.

(b) The Company is not engaged in any non-banking financial / housing finance activities. Accordingly, reporting under clause 3 (xvi) (b) of the Order is not applicable to the Company.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, reporting under clause 3 (xvi) (c) of the Order is not applicable to the Company.

(d) We have been informed by the management that as at March 31, 2024 as per the definition of Group under Core Investment Companies (Reserve Bank) Directions 2016, the Group does not have any CICs, which are part of the Group. We have not, however, separately evaluated whether the information provided by the management is accurate and complete. Accordingly, the reporting under clause (xvi) (d) of the Order is not applicable to the Company.

(xvii) The Company has not incurred any cash losses in the financial year and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly reporting under clause 3 (xviii) of the Order is not applicable to the Company.

On the basis of the financial ratios disclosed in note 38 to the standalone financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, 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 that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a year 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 further state 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 year of one year from the balance sheet date will get discharged by the Company as and when they fall due.

(xix) The requirements of Corporate Social Responsibility (CSR) contribution under section 135 of the Act are not applicable to the Company. Accordingly, reporting under clause 3 (xx) (a) & (b) of the Order is not applicable to the Company.

(xx) The reporting under clause 3 (xxi) of the Order is not applicable in respect of audit of standalone financial statements Accordingly, no comment in respect of the said clause has been included in this report.

For **HPVS & Associates,**
Chartered Accountants
Firm Registration No.: 137533W

Sd/-

**Vaibhav L Dattani**
M. No. 144084
Unique Document Identification Number (UDIN) for this document is: 24144084BKFWVK7687
Place: Mumbai
Date: July 20, 2024

**ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT**

**Report on the internal financial controls with reference to the aforesaid Standalone Financial Statements under Clause**

**(i) of sub-section (3) of Section 143 of the Act**

We have audited the internal financial controls over financial reporting of **Minal Industries Limited** ("the Company") as of March 31, 2024, 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 (the "Guidance Note") 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 the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these standalone financial statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under subsection (10) of Section 143 of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the 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 with reference to these standalone financial statements 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 with reference to these standalone financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these standalone financial statements, 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 standalone financial statements, whether due to fraud or error.

Because of the matter described in Disclaimer of Opinion paragraph below, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on internal financial controls system over financial reporting of the Company.

**Meaning of Internal Financial Controls Over Financial Reporting with reference to these Standalone Financial Statements**

A Company's internal financial control over financial reporting with reference to these standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting with reference to these standalone financial statements 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 standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the standalone financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting with reference to these Standalone Financial Statements.**

Because of the inherent limitations of internal financial controls over financial reporting with reference to these standalone financial statements, 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 with reference to these standalone financial statements 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.

**Disclaimer of Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has not established its internal financial control over financial reporting on criteria based on or 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. Because of this reason, we are unable to obtain sufficient appropriate audit evidence to provide
a basis for our opinion whether the Company had adequate internal financial controls over financial reporting and whether such internal financial controls were operating effectively as at March 31, 2024.

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

For **HPVS & Associates,**
Chartered Accountants
Firm Registration No.: 137533W

Sd/-

**Vaibhav L Dattani**
M. No. 144084
Unique Document Identification Number (UDIN) for this document is: 24144084BKFWVK7687
Place: Mumbai
Date: July 20, 2024

**Standalone Balance Sheet as at 31st March, 2024**
**CIN:L32201MH1988PLC216905**

**(₹ in Lakhs)**

| Particulars | Note No. | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|---|
| **I ASSETS** | | | |
| **Non-current assets** | | | |
| (a) Property, plant and equipment | 2 | 46.02 | 49.69 |
| (b) Investments in subsidiaries | 3 | 612.32 | 631.07 |
| (c) Financial assets | | | |
| (i) Investments | 4 | 0.01 | 0.01 |
| (ii) Other financial assets | 5 | 300.00 | 400.00 |
| **Total non-current assets** | | **958.35** | **1,080.77** |
| **Current assets** | | | |
| (a) Inventories | 6 | 1,028.09 | 1,061.17 |
| (b) Financial assets | | | |
| (i) Trade receivables | 7 | 409.13 | 344.79 |
| (ii) Cash and cash equivalents | 8 | 4.34 | 25.81 |
| (iii) Loans | 9 | 1,230.68 | 1,465.27 |
| (iv) Other financial assets | 10 | 286.40 | 388.41 |
| (c) Current tax assets (net) | 11 | 44.86 | 36.26 |
| (d) Other current assets | 12 | 29.93 | 25.19 |
| **Total current assets** | | **3,033.43** | **3,346.90** |
| **Total assets** | | **3,991.78** | **4,427.67** |
| **II EQUITY AND LIABILITIES** | | | |
| **Equity** | | | |
| (a) Equity share capital | 13 | 3,838.01 | 3,838.01 |
| (b) Other equity | 14 | 50.04 | 396.07 |
| **Total equity** | | **3,888.05** | **4,234.08** |
| **Non-current liabilites** | | | |
| (a) Provisions | 15 | 0.20 | 4.22 |
| (b) Deferred tax liabilities (net) | 28 | 0.48 | 4.69 |
| **Total non-current liabilites** | | **0.68** | **8.91** |
| **Current liablities** | | | |
| (a) Financial liabilities | | | |
| (i) Borrowings | 16 | 17.31 | - |
| (ii) Trade payables | 17 | | |
| - Total outstanding, dues of micro enterprises and small enterprises | | 0.35 | 0.16 |
| - Total outstanding, dues of creditors other than micro and small enterprises | | 82.22 | 181.71 |
| (iii) Other financial liabilities | 18 | 1.89 | 1.89 |
| (b) Other current liabilities | 19 | 1.28 | 0.92 |
| **Total current liabilites** | | **103.05** | **184.68** |
| **Total equity and liabilities** | | **3,991.78** | **4,427.67** |

**The accompanying notes form an integral part of the standalone financial statements**

**As per our attached report of even date**
**For HPVS & Associates**
Chartered Accountants
Firm's Registration No. 137533W

Vaibhav Dattani

Partner
Membership No.: 144084
UDIN : 24144084BKFWVK7687

Date : July 20, 2024
Place : Mumbai

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

sd/-
Shrikant Parikh
Managing Director
DIN : 00112642

sd/-
Sona Parikh
Director
DIN : 03283751

sd/-
Piyush Talyani
Company Secretary
Membership No.: A60447

Date : July 20, 2024
Place : Mumbai

**Standalone Statement of Profit and Loss for the year ended 31st March, 2024**
**CIN:L32201MH1988PLC216905**

**(₹ in Lakhs)**

| **Particulars** | **Note No.** | **For the year ended 31st March, 2024** | **For the year ended 31st March, 2023** |
|---|---|---|---|
| **I INCOME** | | | |
| Revenue from operations | 20 | 105.33 | 429.54 |
| Other income | 21 | 62.44 | 60.29 |
| **Total Income (i)** | | **167.77** | **489.83** |
| **II EXPENSES** | | | |
| Cost of material consumed | 22 | 3.01 | 497.49 |
| Changes in inventories of finished goods | 23 | 33.08 | (180.50) |
| Employee benefits expense | 24 | 47.92 | 27.20 |
| Finance costs | 25 | 0.25 | 6.26 |
| Depreciation and amortisation expense | 26 | 3.67 | 2.83 |
| Other expenses | 27 | 19.20 | 38.51 |
| **Total expenses (ii)** | | **107.13** | **391.79** |
| **III Profit before exceptional items and tax (I-II)** | | **60.64** | **98.04** |
| **IV** Exceptional items | 41 | (408.99) | - |
| **V Profit/(loss) before tax (III-IV)** | | **(348.35)** | **98.04** |
| **VI Tax expense/(credit)** | | | |
| Current tax | 28 | 3.82 | - |
| Deferred tax | 28 | (4.69) | (1.99) |
| **Total tax expense/(credit)** | | **(0.87)** | **(1.99)** |
| **VII Profit/(loss) for the year (V-VI)** | | **(347.48)** | **100.04** |
| **VIII Other comprehensive income/(loss)** | | | |
| Items that will not be reclassified to profit or loss | | | |
| (a) Re-measurements of the defined benefit plans | | 1.92 | (1.58) |
| (b) Income tax relating to items that will not be reclassified to profit or loss | | (0.48) | 0.40 |
| **Total Other comprehensive income/(loss)** | | **1.44** | **(1.18)** |
| **XI Total comprehensive income/(loss) (VII+VIII)** | | **(346.04)** | **98.86** |
| **X** Earnings per equity share of ₹ 2 each | 30 | | |
| Basic (in ₹) | | (0.18) | 0.05 |
| Diluted (in ₹) | | (0.18) | 0.05 |

**The accompanying notes form an integral part of the standalone financial statements**

**As per our attached report of even date**
**For HPVS & Associates**
Chartered Accountants
Firm's Registration No. 137533W

Vaibhav Dattani

Partner
Membership No.: 144084
UDII 24144084BKFWVK7687

Date : July 20, 2024
Place : Mumbai

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

| | |
|---|---|
| sd/- | sd/- |
| Shrikant Parikh | Sona Parikh |
| Managing Director | Director |
| DIN : 00112642 | DIN : 03283751 |

sd/-
Piyush Talyani
Company Secretary
Membership No.: A60447

Date : July 20, 2024
Place : Mumbai

**MINAL INDUSTRIES LTD**
**Standalone Statement of Cash flows for the year ended 31st March, 2024**
**CIN:L32201MH1988PLC216905**

(₹ in Lakhs)

| Particulars | For the year ended 31st March, 2024 | For the year ended 31st March, 2023 |
|---|---|---|
| **A. Cash flow from operating activities** | | |
| **Profit before tax** | **(348.35)** | **98.04** |
| **Adjustment for:** | | |
| Depreciation and amortisation expense | 3.67 | 2.83 |
| Interest income | (15.52) | (42.89) |
| Interest expense | 0.25 | - |
| Provision from gratuity | 0.52 | - |
| Provision from loan & interest | 390.61 | - |
| Provision from investment | 18.38 | - |
| Unrealised exchange gain | (46.91) | (17.40) |
| Share in loss in partnership firm | 0.58 | 0.45 |
| **Operating profit before working capital changes** | **3.24** | **41.03** |
| **Adjustments for:** | | |
| Increase in trade receivables | (64.34) | (254.16) |
| Increase in other current assets | (4.75) | (14.92) |
| (Increase)/decrease in inventories | 33.08 | (180.50) |
| Increase/(decrease) in trade payables | (98.88) | 169.93 |
| Decrease in other financial liabilities and provision | (4.02) | - |
| Increase in other current liabilities | 0.36 | 0.61 |
| **Cash flow from operations** | **(135.31)** | **(238.01)** |
| Income taxes paid (net of refund received) | - | (3.04) |
| **Net cash used from operating activities (A)** | **(135.31)** | **(241.05)** |
| | | |
| **B. Cash flow from Investing Activities** | | |
| Loan given during the year | (0.10) | (13.04) |
| Capital contribution in partnership firm | 0.20 | - |
| Purchase of investments | - | (0.05) |
| Redemption/ (investment) in term deposits | 100.00 | 244.03 |
| Interest income | 8.52 | 31.09 |
| **Net cash generated in investing activities (B)** | **108.61** | **262.03** |
| | | |
| **C. Cash flow from financing activities** | | |
| Proceeds from borrowings | 17.31 | - |
| Interest expense | (0.25) | - |
| **Net cash generated from financing activities (C)** | **17.07** | **-** |
| **Net Increase/(decrease) in cash and cash equivalents (A+B+C)** | **(9.64)** | **20.98** |
| | | |
| **Cash and cash equivalents at the beginning of the year** | **25.81** | **4.83** |
| **Cash and cash equivalents at the end of the year (refer note 8)** | **4.34** | **25.81** |

**Reconciliations part of cash flows**

-

| Particulars | 01st April, 2023 | Cash flows (net) | 31st March, 2024 |
|---|---|---|---|
| Borrowings (current) | - | 17.31 | 17.31 |
| | **-** | **17.31** | **17.31** |

-

| Particulars | 01st April, 2022 | Cash flows(net) | 31st March, 2023 |
|---|---|---|---|
| Borrowings (current) | - | - | - |
| | **-** | **-** | **-** |

**Note:**
The cash flow Statement is prepared using the "indirect method" set out in IND AS-7 - Statement of Cash Flows.

**The accompanying notes form an integral part of the standalone financial statements**

**As per our attached report of Even Date**
**For HPVS & Associates**
Chartered Accountants
Firm's Registration No. 137533W

Vaibhav Dattani

Partner
Membership No.: 144084
UDIN : 24144084BKFWVK7687

Date : July 20, 2024
Place : Mumbai

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

sd/-
Shrikant Parikh
Manging Director
DIN : 00112642

sd/-
Sona Parikh
Director
DIN : 03283751

sd/-
Piyush Talyani
Company Secretary
Membership No.: A60447

Date : July 20, 2024
Place : Mumbai

## Standalone Statement of Changes in Equity for the year ended 31st March, 2024

**A. Equity share capital** (₹ in lakhs)

| Particulars | Amount |
|---|---|
| **As at 31st March, 2022** | **3,838.01** |
| Movement during the year | - |
| **As at 31st March, 2023** | **3,838.01** |
| Movement during the year | - |
| **As at 31st March, 2024** | **3,838.01** |

**B. Other equity** (₹ in lakhs)

| Particulars | Reserves and surplus | | | | | | Total |
|---|---|---|---|---|---|---|---|
| | Retained earnings | Capital Reserve | Securities premium reserve | Investment allowance reserve | Revaluation reserve | General reserve | |
| **Opening balance as at 01st April, 2022** | **(1,788.73)** | **80.33** | **1,167.29** | **2.78** | **1.62** | **833.92** | **297.21** |
| Profit for the year | 100.04 | - | - | - | - | - | **100.04** |
| Other comprehensive income for the year, net of income tax | (1.18) | - | - | - | - | - | **(1.18)** |
| **Closing balance as at 31st March, 2023** | **(1,689.87)** | **80.33** | **1,167.29** | **2.78** | **1.62** | **833.92** | **396.07** |
| Profit for the year | (347.48) | - | - | - | - | - | **(347.48)** |
| Other comprehensive income for the year, net of income tax | 1.44 | - | - | - | - | - | **1.44** |
| **Closing balance as at 31st March, 2024** | **(2,035.91)** | **80.33** | **1,167.29** | **2.78** | **1.62** | **833.92** | **50.04** |

**The accompanying notes form an integral part of the standalone financial statements**

**As per our attached report of even date**
**For HPVS & Associates**
Chartered Accountants
Firm's Registration No. 137533W

Vaibhav Dattani

Partner
Membership No.: 144084
UDIN : 24144084BKFWVK7687

Date : July 20, 2024
Place : Mumbai

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

sd/-
Sona Parikh
Director
DIN : 03283751

sd/-
Shrikant Parikh
Managing Director
DIN : 00112642

Piyush Talyani
Company Secretary
Membership No.: A60447

Date : July 20, 2024
Place : Mumbai

Notes to the Standalone Financial Statements as at and for the year ended 31st March, 2024

1. General information

Minal industries Limited (“the Company”) (CIN L32201MH1988PLC216905) is primarily engaged in the business of manufacturing and export of Diamond Studded Gold & Silver Jewellry. Minal Industries Limited is a public limited company incorporated in India on January 11, 1988 under the Companies Act, 1956 and listed on the Bombay Stock Exchange. The registered office of the Company is Plot No. 16(P)-17, 28 & 29(P), M.I.D.C., SEEPZ, Andheri (East) Mumbai - 400 096.

1.1. Material Accounting Policies

(I) Statement of compliance

Standalone Financial Statements have been prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (Ind AS) prescribed under the section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation and disclosures requirement of Division II of revised Schedule III of the Companies Act 2013, (Ind AS Compliant Schedule III), as applicable to standalone financial statement. Accordingly, the Company has prepared these Standalone Financial Statements which comprise the Balance Sheet as at 31 March 2024, the Statement of Profit and Loss, the Statement of Cash Flows and the Statement of Changes in Equity for the year ended as on that date, and accounting policies and other explanatory information (together hereinafter referred to as “Standalone Financial Statements” or “financial statements”). These financial statements are approved for issue by the Board of Directors on July 20, 2024.

(II) Basis of preparation of financial statements

The Standalone Financial Statements have been prepared on the historical cost basis except for certain financial instruments measured at fair values at the end of each reporting year, as explained in the accounting policies below :

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. In estimating the fair value of an asset or a liability, the Company takes in account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102, leasing transactions that are within the scope of Ind AS 116, fair value of plan within the scope of Ind AS 19 and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorized 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 measurements in its entirety, which are described as follows:

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

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

Level 3 inputs are unobservable inputs for the asset or liability.

The Financial Statement is presented in INR and all values are rounded to the nearest Lakhs except when otherwise stated.

**MINAL INDUSTRIES LIMITED**

**Notes to the Standalone Financial Statements as at and for the year ended 31st March, 2024.**

Current and non-current classification

An asset is classified as current when it satisfies any of the following criteria:

- It is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle. It is held primarily for the purpose of being traded;
- It is expected to be realized within 12 months after the reporting date; or
- It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

All other assets are classified as non-current.

A liability is classified as current when it satisfies any of the following criteria:

- It is expected to be settled in the Company's normal operating cycle;
- It is held primarily for the purpose of being traded;
- It is due to be settled within 12 months after the reporting date; or the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified 12 months as its operating cycle.

Deferred tax assets and liabilities are classified as non- current only.

**(III) Revenue Recognition**

**Sale of Goods**

The Company recognises revenue when control over the promised goods or services is transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

The Company has generally concluded that it is the principal in its revenue arrangements as it typically controls the goods or services before transferring them to the customer.

Revenue is adjusted for variable consideration such as discounts, rebates, refunds, credits, price concessions, incentives, or other similar items in a contract when they are highly probable to be provided. The amount of revenue excludes any amount collected on behalf of third parties.

The Company recognises revenue generally at the point in time when the products are delivered to customer or when it is delivered to a carrier for export sale, which is when the control over product is transferred to the customer. In contracts where freight is arranged by the Company and recovered from the customers, the same is treated as a separate performance obligation and revenue is recognized when such freight services are rendered.

**MINAL INDUSTRIES LIMITED**

**Notes to the Standalone Financial Statements as at and for the year ended 31st March, 2024**

**a. Interest Income**

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

**b. Foreign Currencies**

The functional currency of the Company is determined on the basis of the primary economic environment in which it operates. The functional currency of the Company is Indian National Rupee (INR).

The transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognized in Standalone Statement of Profit and Loss in the period in which they arise except for:

- Exchange differences on foreign currency borrowings relating to assets under construction for future Productive use, which are included in the cost of those assets when they are regarded as n adjustment to interest costs on those foreign currency borrowings;

- Exchange differences on transactions entered into in order to hedge certain foreign currency risks

**(IV) Borrowing Costs:**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognized in the Statement of Profit and Loss in the year in which they are incurred.

The Company determines the amount of borrowing costs eligible for capitalisation as the actual borrowing costs incurred on that borrowing during the year less any interest income earned on temporary investment of specific borrowings pending their expenditure on qualifying assets, to the extent that an entity borrows funds specifically for the purpose of obtaining a qualifying asset. In case if the Company borrows generally and uses the funds for obtaining a qualifying asset, borrowing costs eligible for capitalisation are determined by applying a capitalisation rate to the expenditures on that asset.

Borrowing Cost includes exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the finance cost.

**Notes to the Standalone Financial Statements as at and for the year ended 31st March, 2024**

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

**(V) Employee Benefits**

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

For defined benefit retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting year. Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected immediately in the Balance sheet with a charge or credit recognised in other comprehensive income in the year in which they occur. Re-measurement recognised in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to Statement of profit and loss. Past service cost is recognised in Statement of profit and loss in the year of a plan amendment or when the company recognises corresponding restructuring cost whichever is earlier. Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- re-measurement

The Company presents the first two components of defined benefit costs in Statement of profit and loss in the line item ‘Employee benefits expenses’. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognised in the Balance sheet represents the actual deficit or surplus in the Company’s defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

A liability for a termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognises any related restructuring costs.

**a) Defined benefit plans – gratuity**

i. The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plan is the present value of defined benefit obligations at the end of the reporting period. The defined benefit obligation is calculated annually by actuaries through actuarial valuation using the projected unit credit method.

ii. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailment and non-routine settlements.
- Net interest expense or income.

Notes to the Standalone Financial Statements as at and for the year ended 31st March, 2024

iii. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and fair value of plan assets. This cost is included in employee benefit expenses in the statement of the profit & loss.

iv. Re-measurement comprising of actuarial gains and losses arising from

- Re-measurement of Actuarial(gains)/losses
- Return on plan assets, excluding amount recognized in effect of asset ceiling
- Re-measurement arising because of change in effect of asset ceiling are recognised in the period in which they occur directly in other comprehensive income. Re-measurements are not reclassified to Statement of Profit and Loss in subsequent periods.

v. Ind AS 19 requires the exercise of judgment in relation to various assumptions including future pay rises, inflation and discount rates and employee and pensioner demographics. The Company determines the assumptions in conjunction with its actuaries, and believes these assumptions to be in line with best practice, but the application of different assumptions could have a significant effect on the amounts reflected in the income statement, other comprehensive income and balance sheet. There may be also interdependency between some of the assumptions.

b) Short-term and other long-term employee benefits

i. A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.
ii. Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

iii. Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date.

(VI) Taxes

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current income tax

Current tax is the amount of tax payable based on the taxable profit for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961

Deferred tax

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

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. Further, deferred tax is not recognised on the items that does not give rise to equal taxable and deductible temporary differences. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at the end of each reporting year and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities are recognised on taxable temporary differences arising on investments in subsidiaries, joint ventures and associates, except where the company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting year and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting year.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum Alternate Tax

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as a deferred tax asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

**Current and deferred tax for the year**

Current and deferred tax are recognised in profit or loss, except when they are relating to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.
Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.

(VII) Property, Plant and Equipment

The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing costs for qualifying assets and any expected costs of decommissioning. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the year in which the costs are incurred. Major shut-down and overhaul expenditure is capitalised as the activities undertaken improves the economic benefits expected to arise from the asset.

An item of property, plant and equipment 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 Statement of Profit and Loss. Property, plant and equipment held for use in the production, supply or administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses, if any. The Company has elected to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements on transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation is recognised so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of following categories of assets, in whose case the life of the assets has been assessed as under based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support etc.

Property, plant and equipment are measured at acquisition cost less accumulated depreciation and accumulated impairment losses. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by Management. The Company depreciates property, plant and equipment over their estimated useful lives using the straight-line method as prescribed under Part C of schedule II of the Companies Act,2013.

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end. Leasehold land is amortized over the period of lease. The cost of an item of property, plant and equipment comprises of its purchase price including import duties and other non-refundable purchase taxes or levies, directly attributable cost of bringing the asset to its working condition for its intended use and the initial estimate of decommissioning, restoration and similar liabilities, if any. Any trade discounts and rebates are deducted in arriving at the purchase price.

| Assets | Estimated useful lives |
|---|---|
| Building | 30 Years |
| Plant and Machinery | 15 Years |
| Office equipment | 5 Years |
| Computer equipment | 3 Years |
| Furniture and fixtures | 10 Years |
| Vehicles | 8 Years |

The management believes that the estimated useful lives are realistic and reflects fair approximation of the period over which the assets are likely to be used. At each financial year end, management reviews the residual values, useful lives and method of depreciation of property, plant and equipment and values of the same are adjusted prospectively where needed.

The carrying amount of an item of property, plant and equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the de-recognition of an item of property, plant and equipment is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognized in the Statement of Profit and Loss when the item is derecognized.

The company has policy to expense out the assets which is acquired during the year and value of such assets is below ₹ 5000.

(VIII) Impairment of Non-Financial Assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the Standalone Statement of Profit and Loss.

The carrying amounts of the Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated in order to determine the extent of the impairment loss, if any.

Any reversal of the previously recognised impairment loss is limited to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognised.

**(IX) Inventories**

Inventories are valued after providing for obsolescence as follows:

i) Raw material, stores & spares, packing material are valued at lower of cost and net realisable value. However, these items are considered to be realisable at cost, if the finished products, in which they will be used, are expected to be sold at or above cost.

ii) Work-in-progress and Finished Goods are valued at lower of cost and net realisable value. Cost of finished goods and work-In –progress include cost of direct material and labour and a proportion of manufacturing overheads based on the normal operating capacity but excluding borrowing cost.

iii) Waste/Scrap inventory is valued at net realisable value.

iv) Obsolete, defective and unserviceable stock is duly provided for wherever applicable.

v) Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition

vi) Costs of inventories are determined on weighted average basis. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

**(X) Investment in subsidiaries and associates**

Investment in subsidiaries & associates are shown at cost. Where the carrying amount of an investment in greater than its estimated recoverable amount, it is written down immediately to its recoverable amount and the difference is transferred to the Standalone Statement of Profit and Loss. On disposal of investment, the difference between the net disposal proceeds and the carrying amount is charged or credited to the Standalone Statement of Profit and Loss.

**(XI) Fair Value Measurement**

The Company measures financial instruments at fair value in accordance with accounting policies at each reporting date. 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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of asset or a liability is measured using the assumptions that market participants would use in pricing the asset or liability, assuming that market participant at in their economic best interest.

A fair value measurement of a non-financing asset takes into account a market participant's ability to generate economic benefit by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole.

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

**a) Financial Instruments**

**Financial assets**

Financial assets and financial liabilities are recognised when an entity becomes a party to the contractual provisions of the instrument.

**Subsequent measurement**

On initial recognition, a financial asset is recognised at fair value, in case of Financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset.

**Financial assets are subsequently classified as measured at:**

- amortised cost.
- fair value through profit and loss (FVTPL).
- fair value through other comprehensive income (FVOCI).

Financial assets are not reclassified subsequent to their recognition, except if and in the period the Company changes its business model for managing financial assets.

**Trade Receivables and Loans**

Trade receivables are initially recognised at fair value. Subsequently, these assets are held at amortised cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

**Financial liabilities**

**Initial recognition and measurement.**

All financial liabilities are recognised initially at fair value and transaction cost that is attributable to the acquisition of the financial liabilities is also adjusted. These liabilities are classified as amortised cost.

**Subsequent measurement**

Subsequent to initial recognition, these liabilities are measured at amortised cost using the effective interest method.

These liabilities include borrowings.

**De-recognition of financial liabilities**

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de- recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Standalone Statement of profit and loss.

**b) Impairment of financial assets**

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive. When estimating the cash flows, the Company is required to consider –

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

**(XII) Trade receivables**

The Company applies approach permitted by Ind AS 109, financial instruments, which requires expected lifetime losses to be recognised from initial recognition of receivables.

**Other financial assets**

For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition and if credit risk has increased significantly, impairment loss is provided.

**(XIII) Cash and Cash Equivalents**

Cash and cash equivalent in the Balance Sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to insignificant risk of changes in value.

For the purpose of the Statement of cash flows, cash and cash equivalent consists of cash and short term deposits, as defined above.

**(XIV) Provisions, Contingent liabilities, Contingent assets and Commitments**

Provisions are recognised when the Company has a present obligation (legal or constructive), as a result of past events, and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognised in the Standalone Statement of Profit and Loss as a finance cost. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate.

A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a liable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non -occurrence of one or more uncertain future events not wholly within the control of the Company.

Claims against the Company where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

Contingent assets are not recognised in financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised. However, major contingent assets (if any) are disclosed in the notes to financial statements.

**Onerous contracts**

Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist where the Company has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract.

**(XV) Earnings per Equity Share**

Basic EPS is computed by dividing the net profit or loss after tax for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year.

Diluted EPS is computed by dividing the net profit or loss for the year by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive

**1.2. Key sources of estimation uncertainty and critical accounting judgements**

The preparation of Standalone financial statements, in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. The management bases its estimates on historical experience and various other assumptions that are believed to be reasonable under the circumstances. Actual results may differ from those estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognized in the Standalone Financial Statements is included in the following notes:

**a. Property, plant and equipment**

The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful lives and the expected residual value at the end of its lives. The useful lives and residual values of Company's assets are determined by Management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology. Such lives are dependent upon an assessment of both the technical lives of the assets, and also their likely economic lives based on various internal and external factors including relative efficiency, the operating conditions of the asset, anticipated technological changes, historical trend of plant load factor, historical planned and scheduled maintenance. It is possible that the estimates made based on existing experience are different from the actual outcomes and could cause a material adjustment to the carrying amount of property, plant and equipment.

b. Impairment of investments in subsidiaries:

Determining whether the investments in subsidiaries are impaired requires an estimate in the value in use of investments. In considering the value in use, the Directors have anticipated various factors of the underlying businesses / operations of the investee companies as more fully described. Any subsequent changes to the cash flows due to changes in the factors could impact the carrying value of investments.

c. Defined benefit plans

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

d. Contingencies

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that are possible but not probable of crystalising or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognized. The cases which have been determined as remote by the Company are not disclosed.

Contingent assets are neither recognized nor disclosed in the Standalone Financial Statements unless when an inflow of economic benefits is probable.

e. Provisions

The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

f. Income taxes
Significant judgements are involved in determining the provision for income taxes, including amount expected to be paid / recovered for uncertain tax positions. In assessing the realizability of deferred tax assets arising from unused tax credits, the management considers convincing evidence about availability of sufficient taxable income against which such unused tax credits can be utilized. The amount of the deferred income tax assets considered realizable, however, could change if estimates of future taxable income changes in the future.

**1.3. Recent Accounting Pronouncements**

The Ministry of Corporate Affairs ("MCA") notifies new standards / amendments under Companies (Indian Accounting Standards) Rules as issued from time to time. As of 31st March 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company that has not been applied.

Notes to standalone financial statements as at and for the year ended 31st March, 2024

**Note 2: Property, plant and equipment**

(₹ in Lakhs)

| Particulars | Buildings | Plant & machinery | Furniture and fixtures | Vehicles | Office equipment | Computers & printers | Electrical fitting | Total |
|---|---|---|---|---|---|---|---|---|
| **Cost/deemed cost:** | | | | | | | | |
| **At 01st April, 2022** | 108.13 | 11.16 | 34.37 | 22.76 | 1.16 | 4.75 | 9.29 | 191.60 |
| Additions | - | - | - | - | - | - | - | - |
| Deductions | - | - | - | - | - | - | - | - |
| **At 31st March, 2023** | 108.13 | 11.16 | 34.37 | 22.76 | 1.16 | 4.75 | 9.29 | 191.60 |
| Additions | - | - | - | - | - | - | - | - |
| Deductions | - | - | - | - | - | - | - | - |
| **At 31st March, 2024** | 108.13 | 11.16 | 34.37 | 22.76 | 1.16 | 4.75 | 9.29 | 191.60 |
| **Accumulated depreciation & impairment:** | | | | | | | | |
| **At 01st April, 2022** | 55.61 | 11.16 | 34.37 | 22.76 | 1.16 | 4.75 | 9.29 | 139.08 |
| Depreciation | 2.83 | - | - | - | - | - | - | 2.83 |
| Deductions | - | - | - | - | - | - | - | - |
| **At 31st March, 2023** | 58.44 | 11.16 | 34.37 | 22.76 | 1.16 | 4.75 | 9.29 | 141.92 |
| Depreciation | 3.67 | - | - | - | - | - | - | 3.67 |
| Deductions | - | - | - | - | - | - | - | - |
| **At 31st March, 2024** | 62.11 | 11.16 | 34.37 | 22.76 | 1.16 | 4.75 | 9.29 | 145.58 |
| **Net book value** | | | | | | | | |
| **At 31st March, 2024** | 46.02 | - | - | - | - | - | - | 46.02 |
| **At 31st March, 2023** | 49.69 | - | - | - | - | - | - | 49.69 |

Notes to standalone financial statements as at and for the year ended 31st March, 2024

**Note 3:- Investments in subsidiaries** (₹ in Lakhs)

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|
| **A. Investment in equity instruments** | | |
| **Unquoted subsidiaries (at cost or deemed cost)** | | |
| Minal International FZE | | |
| 1 (March 31, 2023: 1) Equity Shares of AED 1,50,000 each fully paid up | 18.38 | 18.38 |
| Minal Infojewels Limited | | |
| 1,23,50,000 (March 31, 2023: 1,23,50,000) Equity Shares of ₹ 10 each fully paid up | 1,235.00 | 1,235.00 |
| **B. Investment in partnership firm** | | |
| **Unquoted subsidiary (at cost or deemed cost)** | | |
| M/s RSBL Jewels | | |
| (99% Equity Interest in the capital) | (22.68) | (22.31) |
| **Total investment in subsidiary** | **1,230.69** | **1,231.07** |
| **Less: Aggregate amount of provision for impairment in the value of investment** | | |
| - Minal Infojewels Limited | (600.00) | (600.00) |
| - Minal International FZE | (18.38) | - |
| **Aggregate amount of provision for impairment in the value of investment** | **(618.38)** | **(600.00)** |
| **Total investment in subsidiary (net)** | **612.32** | **631.07** |
| **Unquoted** | | |
| Aggregate carrying value | 612.32 | 631.07 |

**Details of investment in partnership firm** (₹ in Lakhs)

| Name of Partners | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|
| **Minal Industries Limited** | | |
| Capital - Debit balance | (22.68) | (22.31) |
| Share of profit (percentage) | 99% | 99% |
| **Shree Mehul Dinesh Kumar Kothari** | | |
| Capital - Credit balance | 11.64 | 11.68 |
| Share of profit (percentage) | 1% | 1% |

**Note 4:- Investment (non-current)** (₹ in Lakhs)

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|
| **Investment in equity shares** | | |
| **Unquoted- (at fair value through profit and loss)** | | |
| Sterling Centre Premises Owners Co-op Society Ltd. | 0.01 | 0.01 |
| 1 (March 31, 2023: 1) Equity Shares of ₹ 500 each fully paid up | | |
| **Total** | **0.01** | **0.01** |
| **Unquoted** | | |
| Aggregate carrying value | 0.01 | 0.01 |
| **Investment at fair value through profit and loss** | **0.01** | **0.01** |

**Note 5:- Other non-current financial assets (unsecured)** (₹ in Lakhs)

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|
| Bank balance with maturity more than 12 months | 300.00 | 400.00 |
| Less: Allowance for doubtful receivables | - | - |
| **Total** | **300.00** | **400.00** |
| **Note:** | | |
| Considered good | 300.00 | 400.00 |
| Considered doubtful, provided | - | - |
| **Total** | **300.00** | **400.00** |

**Note 6:- Inventories** (₹ in Lakhs)

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|
| Finished goods (at cost or net realisable value) | 1,028.09 | 1,061.17 |
| **Total** | **1,028.09** | **1,061.17** |

Cost of inventory recognised as an expense and included in changes in inventories of finished goods for the year ended 31st March, 2024 ₹36.08 lakhs (FY 2022-23 ₹ 497.49 lakhs).

**Note 7 : Trade receivables** (₹ in Lakhs)

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|
| Trade receivables considered good- Secured | - | - |
| Trade receivables considered good-Unsecured | 409.13 | 344.79 |
| Trade receivables which have significant increase in credit risk | - | - |
| Less: Allowance for expected credit risk | - | - |
| Trade receivable credit impaired | - | - |
| Less: Allowance for expected credit risk | - | - |
| **Total** | **409.13** | **344.79** |

**Ageing as at 31 March 2024:** (₹ in Lakhs)

| Particulars | Not yet due | outstanding from following periods from the date of transaction: less than 6 months | 6 months to 1 year | 1 to 2 years | 2 to 3 years | More than 3 years | Total |
|---|---|---|---|---|---|---|---|
| Undisputed trade receivables - considered good | - | 90.33 | 15.00 | 303.80 | - | - | 409.13 |
| Undisputed trade receivables - which have significant increase in credit risk | - | - | - | - | - | - | - |
| Undisputed trade receivables - credit impaired | - | - | - | - | - | - | - |
| Disputed trade receivables - considered good | - | - | - | - | - | - | - |
| Disputed trade receivables - which have significant increase in credit risk | - | - | - | - | - | - | - |
| Disputed trade receivables - credit impaired | - | - | - | - | - | - | - |
| Less: Allowance for doubtful debts | - | - | - | - | - | - | - |
| **Total** | **-** | **90.33** | **15.00** | **303.80** | **-** | **-** | **409.13** |

**Ageing as at 31 March 2023:** (₹ in Lakhs)

| Particulars | Not yet due | outstanding from following periods from the date of transaction: less than 6 months | 6 months to 1 year | 1 to 2 years | 2 to 3 years | More than 3 years | Total |
|---|---|---|---|---|---|---|---|
| Undisputed trade receivables - considered good | - | 121.03 | 223.76 | - | - | - | 344.79 |
| Undisputed trade receivables - which have significant increase in credit risk | - | - | - | - | - | - | - |
| Undisputed trade receivables - credit impaired | - | - | - | - | - | - | - |
| Disputed trade receivables - considered good | - | - | - | - | - | - | - |
| Disputed trade receivables - which have significant increase in credit risk | - | - | - | - | - | - | - |
| Disputed trade receivables - credit impaired | - | - | - | - | - | - | - |
| Less: Allowance for doubtful debts | - | - | - | - | - | - | - |
| **Total** | **-** | **121.03** | **223.76** | **-** | **-** | **-** | **344.79** |

**Note:**

1. Trade receivables from related parties details has been described in note 35

2. Trade receivables does not include any receivables from directors and officers of the company

3. Credit risk management regarding trade receivables has been described in note 37(i)

**Note 8 : Cash and cash equivalents** (₹ in Lakhs)

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|
| **Balances with banks:** | | |
| In current accounts | 3.10 | 25.22 |
| Cash on hand | 1.24 | 0.59 |
| **Total** | **4.34** | **25.81** |

**Note 9 : Loans (non current) (unsecured)** (₹ in Lakhs)

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 | |
|---|---|---|---|
| **Loans** | | | |
| to related parties (refer note 35) | 2,686.81 | 2,665.27 | |
| to others | 0.10 | - | |
| Less: Allowance for doubtful loans (Considered doubtful) | (1,456.24) | (1,200.00) | |
| **Total** | **1,230.68** | **1,465.27** | |
| **Note:** | | | |
| (a) Secured, considered good | - | - | |
| (b) Unsecured, considered good | 1,230.68 | 1,465.27 | |
| (c) Doubtful, allowance for bad and doubtful loans | 1,456.24 | 1,200.00 | 256.24 |

**Note:**

1. All the above loans have been given for business purpose.

2. Details of loans repayable on demand:

(₹ in Lakhs)

| Particulars | As at 31st March, 2024: Loan outstanding | % to the total loans | As at 31st March, 2023: Loan outstanding | % to the total loans |
|---|---|---|---|---|
| Loans to related party | 1,230.58 | 99.99% | 1,465.27 | 100% |

**Note 10 : Other current financial assets (unsecured)** (₹ in Lakhs)

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|
| Security deposits | 2.40 | 2.40 |
| Interest receivable | | |
| - from related party (refer note 35) | 411.37 | 386.01 |
| - on fixed deposit | 7.01 | - |
| Less: Allowance for doubtful receivables (Considered doubtful) | (134.38) | - |
| **Total** | **286.40** | **388.41** |
| **Note:** | | |
| Considered good | 286.40 | 388.41 |
| Considered doubtful, provided | 134.38 | - |

**Note 11 : Income tax asset (net)** (₹ in Lakhs)

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|
| Advance tax and tax deducted at source (net) | 44.86 | 36.26 |
| **Total** | **44.86** | **36.26** |

**Note 12 : Other current assets** (₹ in Lakhs)

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|
| **Unsecured, considered good** | | |
| **Other than capital advance** | | |
| Prepayments | 0.06 | 0.06 |
| Indirect tax balances/recoverable/credits | 29.88 | 25.13 |
| **Total** | **29.93** | **25.19** |
| **Note:** | | |
| **Other advances** | | |
| Considered good | 29.93 | 25.19 |
| Considered doubtful, provided | - | - |
| **Total** | **29.93** | **25.19** |

**Note 13 : Equity share capital** (₹ in Lakhs)

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|
| **Share Capital** | | |
| **(a) Authorised :** | | |
| 31,50,00,000 ( Previous year 31,50,00,000) Equity Shares of ₹ 2 each | 6,300.00 | 6,300.00 |
| **(b) Issued and subscribed :** | | |
| 19,19,00,650 (Previous year 19,19,00,650) Equity Shares of ₹ 2 each fully paid - up | 3,838.01 | 3,838.01 |
| | **3,838.01** | **3,838.01** |

**13.1:- Reconciliation of the number of shares outstanding at the beginning and at the end of the year** (₹ in Lakhs)

| Issued Subscribed and paid up share capital | As at 31st March, 2024 | | As at 31st March, 2023 | |
|---|---|---|---|---|
| | No. of shares | Amount | No. of shares | Amount |
| Balance at the beginning of the year | 191,900,650 | 3,838.01 | 191,900,650 | 3,838.01 |
| Add: shares issued during the year | - | - | - | - |
| **Balance at the end of the year** | **191,900,650** | **3,838.01** | **191,900,650** | **3,838.01** |

**13.2:- Rights, preferences and restrictions attached to equity shares**

The Company has a single class of equity shares having par value of ₹ 1 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

**13.3:- Shareholders holding more than 5% share in the company are set out below**

| Name of the Shareholders | As at 31st March, 2024 | | As at 31st March, 2023 | |
|---|---|---|---|---|
| | No. of shares | % holding | No. of shares | % holding |
| Jesinghbai Parikh | 108,118,055 | 56.34% | 108,118,055 | 56.34% |
| Aanishka Construction Private Limited | 9,829,085 | 5.12% | 9,829,085 | 5.12% |
| Mahendra Chandulal Shah | 21,000,000 | 10.94% | 21,000,000 | 10.94% |
| Champak Kirtilal Mehta | 21,000,000 | 10.94% | 21,000,000 | 10.94% |
| **Total** | **159,947,140** | **83.34%** | **159,947,140** | **83.34%** |

**13.4:- Promoter's shareholding**

| Particulars | As at 31st March, 2024 | | As at 31st March, 2023 | |
|---|---|---|---|---|
| | No. of shares | % of total shares | No. of shares | % of total shares |
| Jesingbhai Badarmal Parikh | 108,118,055 | 56.34% | 108,118,055 | 56.34% |
| Vikram Jesingbhai Parikh | 616,550 | 0.32% | 616,550 | 0.32% |
| Akash vikram Parikh | 4,000 | 0.00% | 4,000 | 0.00% |
| Anila Shrikant Parikh | 5,742,600 | 2.99% | 5,742,600 | 2.99% |
| Amulbhai Jethabhai Patel | 16,000 | 0.01% | 16,000 | 0.01% |
| Sona Akash Parikh | 4,000 | 0.00% | 4,000 | 0.00% |
| **Total** | **114,501,205** | **59.67%** | **114,501,205** | **59.67%** |

13.5:- There are no bonus shares issued during the period of five years immediately preceding the reporting date.

13.6:- There are no shares reserved for issue under options and contracts / commitments for the sale of shares / disinvestment.

13.7:- There are no shares allotted as fully paid up pursuant to contract without payment being received in cash during the period of five years immediately preceding the date of balance

**Note 14 : Other equity** (₹ in Lakhs)

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|
| General reserve | 833.92 | 833.92 |
| Retained earning | (2,035.91) | (1,689.87) |
| **Other Reserves** | | |
| Capital reserve | 80.33 | 80.33 |
| Securities premium reserve | 1,167.29 | 1,167.29 |
| Investment allowance reserve | 2.78 | 2.78 |
| Revaluation reserve | 1.62 | 1.62 |
| **Total** | **50.04** | **396.07** |

**Nature and purpose of reserve**

**1. Retained Earnings**

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained earnings includes re-measurement loss / (gain) on defined benefit plans, net of taxes that will not be reclassified to Statement of Profit and Loss. Retained earnings is a free reserve available to the Company.

**2. Capital Reserve**

Reserve is primarily created on amalgamation as per statutory requirement. This reserve is utilised in accordance with the specific provisions of the Companies Act 2013.

**3. Security Premium**

Securities Premium is credited when shares are issued at premium including non-cash transaction. This reserve is utilised in accordance with the specific provisions of the Companies Act

**4. Revaluation Reserve**

It is created through the revaluation of assests as per the Companies Act, 2013 and Indian Accounting Standard notified by Ministry of Corporate Affirs (MCA) .

**5. General reserve**

Under the erstwhile Indian Companies Act 1956, a general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. The purpose of these transfers was to ensure that if a dividend distribution in a given year is more than 10% of the paid-up capital of the Company for that year, then the total dividend distribution is less than the total distributable reserves for that year.

Consequent to introduction of Companies Act 2013, the requirement of mandatory transfer of a specified percentage of the net profit to general reserve has been withdrawn and the Company can optionally transfer any amount from the surplus of profit and loss to the General reserves. This reserve is utilised in accordance with the specific provisions of the Companies Act 2013.

**Note 15 :- Provisions** ( ₹ in Lakhs)

| Particulars | As At 31st March, 2024 | As At 31st March, 2023 |
|---|---|---|
| **Provision for employee benefit** | | |
| - Provision for gratuity (refer note 34) | 0.20 | 4.22 |
| **Total** | **0.20** | **4.22** |

**Note 16 :- Borrowings (current, at amortised cost)** ( ₹ in Lakhs)

| Particulars | As At 31st March, 2024 | As At 31st March, 2023 |
|---|---|---|
| Bank overdraft (secured) | 17.31 | - |
| **Total** | **17.31** | **-** |

**Terms of Repayments -** Bank overdraft is repayable on demand
**Rate of Interest -**7.60%
**Security:** Secured through fixed deposit

**Note 17 :- Trade payables** ( ₹ in Lakhs)

| Particulars | As At 31st March, 2024 | As At 31st March, 2023 |
|---|---|---|
| Total outstanding, dues of micro enterprises and small enterprises | 0.35 | 0.16 |
| Total outstanding, dues of creditors other than micro enterprises and small enterprises | 82.22 | 181.71 |
| **Total** | **82.57** | **181.87** |

**Disclosure pertaining to micro and small enterprises (as per information available with the Company):** ( ₹ in Lakhs)

| Description | As At 31st March, 2024 | As At 31st March, 2023 |
|---|---|---|
| Principal amount outstanding as at end of year | 0.35 | 0.16 |
| Principal amount overdue more than 45 days | - | - |
| Interest due and unpaid as at end of year | - | - |
| Interest paid to the supplier | - | - |
| Payments made to the supplier beyond the appointed day during the year | - | - |
| Interest due and payable for the period of delay | - | - |
| Interest accrued and remaining unpaid as at end of year | - | - |
| Amount of further interest remaining due and payable in succeeding year | - | - |

**Ageing**
**At 31st March 2024:** ( ₹ in Lakhs)

| Particulars | Unbilled dues | Not yet due | outstanding from following periods from date of transaction | | | | |
|---|---|---|---|---|---|---|---|
| | | | less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| MSME | - | - | 0.35 | - | - | - | 0.35 |
| Others | 2.78 | - | 72.92 | 0.73 | - | 5.80 | 82.22 |
| Disputed dues - MSME | - | - | - | - | - | - | - |
| Disputed dues - Others | - | - | - | - | - | - | - |
| **Total** | **2.78** | **-** | **73.26** | **0.73** | **-** | | **82.57** |

**Ageing**
**At 31st March 2023:** ( ₹ in Lakhs)

| Particulars | Unbilled dues | Not yet due | outstanding from following periods from date of transaction | | | | |
|---|---|---|---|---|---|---|---|
| | | | less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| MSME | - | - | 0.16 | - | - | - | 0.16 |
| Others | - | - | 175.91 | - | - | 5.80 | 181.71 |
| Disputed dues - MSME | - | - | - | - | - | - | - |
| Disputed dues - Others | - | - | - | - | - | - | - |
| **Total** | **-** | **-** | **176.07** | **-** | **-** | **5.80** | **181.87** |

**Note 18:- Other financial liabilities (current, at amortied cost)** ( ₹ in Lakhs)

| Particulars | As At 31st March, 2024 | As At 31st March, 2023 |
|---|---|---|
| Unclaimed dividend* | 1.89 | 1.89 |
| **Total** | **1.89** | **1.89** |

* Unclaimed dividend is outstanding for more than seven years as on 31.03.2024

**Note 19 :- Other current liabilities** ( ₹ in Lakhs)

| Particulars | As At 31st March, 2024 | As At 31st March, 2023 |
|---|---|---|
| Advance from customers | 0.40 | - |
| Statutory liabilities | 0.18 | 0.17 |
| Salary payable | 0.70 | 0.75 |
| **Total** | **1.28** | **0.92** |

**Note 20 :- Revenue from operations** (₹ in Lakhs)

| Particulars | For the year ended 31st March, 2024 | For the year ended 31st March, 2023 |
|---|---|---|
| **Sale of products** | | |
| Domestic turnover | 90.33 | 429.54 |
| **Other operating revenue** | | |
| Sale of services | 15.00 | - |
| **Total** | **105.33** | **429.54** |

The Company has assessed and determined the following categories for disaggregation of revenue in addition to that provided under segment disclosure (refer note 31)

(₹ in Lakhs)

| Particulars | For the year ended 31st March, 2024 | For the year ended 31st March, 2023 |
|---|---|---|
| Revenue from contracts with customer | 90.33 | 429.54 |
| Other operating revenue | 15.00 | - |
| **Total revenue from operations** | **105.33** | **429.54** |
| India | 105.33 | 429.54 |
| Outside India | - | - |
| **Total revenue from operations** | **105.33** | **429.54** |

Contract liability is the Company's obligation to transfer goods or services to a customer for which the Company has received consideration from the customer in advance.

**Contract balances** (₹ in Lakhs)

| Particulars | For the year ended 31st March, 2024 | For the year ended 31st March, 2023 |
|---|---|---|
| Trade receivables (refer note 7) | 409.13 | 344.79 |
| **Contract liabilities** | | |
| Advance from customers (refer note 19) | 0.40 | - |

**Significant changes in the contract liability balance during the year are as follows:** (₹ in Lakhs)

| Particulars | For the year ended 31st March, 2024 | For the year ended 31st March, 2023 |
|---|---|---|
| Opening balance | - | - |
| Less: Revenue recognized during the year from balance at the beginning of the year | - | - |
| Add: Advance received during the year not recognized as revenue | 0.40 | - |
| **Closing balance** | **0.40** | **-** |

The Company does not have any significant adjustments between the contracted price and revenue recognised in the statement of profit and loss account

**Note 21 :- Other income** (₹ in Lakhs)

| Particulars | For the year ended 31st March, 2024 | For the year ended 31st March, 2023 |
|---|---|---|
| **Interest income earned on financial assets designated as amortised cost** | | |
| Bank deposits | 15.52 | 30.20 |
| from related parties (refer note 35) | - | 12.69 |
| Net profit on foreign currency transactions and translation | 46.91 | 17.40 |
| **Total** | **62.44** | **60.29** |

**Note 22 :- Cost of material consumed** (₹ in Lakhs)

| Particulars | For the year ended 31st March, 2024 | For the year ended 31st March, 2023 |
|---|---|---|
| Cost of material consumed | 3.01 | 497.49 |
| **Total** | **3.01** | **497.49** |

**Note 23 :- Changes in inventories of finished goods** (₹ in Lakhs)

| Particulars | For the year ended 31st March, 2024 | For the year ended 31st March, 2023 |
|---|---|---|
| Opening stock of finished goods | 1,061.17 | 880.67 |
| Closing stock of finished goods | 1,028.09 | 1,061.17 |
| **Total** | **33.08** | **(180.50)** |

**Note 24 :- Employee benefits expense** (₹ in Lakhs)

| Particulars | For the year ended 31st March, 2024 | For the year ended 31st March, 2023 |
|---|---|---|
| Salaries and Wages | 47.23 | 26.97 |
| Gratuity expense (refer note 34 ) | 0.52 | - |
| Staff welfare expenses | 0.17 | 0.23 |
| **Total** | **47.92** | **27.20** |

**Note 25 : Finance costs** (₹ in Lakhs)

| Particulars | For the year ended 31st March, 2024 | For the year ended 31st March, 2023 |
|---|---|---|
| Other borrowing costs | 0.00 | 1.56 |
| Interest on loan | 0.25 | 4.70 |
| **Total** | **0.25** | **6.26** |

**Note 26 :- Depreciation and amortisation expense** (₹ in Lakhs)

| Particulars | For the year ended 31st March, 2024 | For the year ended 31st March, 2023 |
|---|---|---|
| Depreciation on property, plant and equipment | 3.67 | 2.83 |
| **Total** | **3.67** | **2.83** |

**Note 27 :- Other expenses** (₹ in Lakhs)

| Particulars | For the year ended 31st March, 2024 | For the year ended 31st March, 2023 |
|---|---|---|
| Repairs and maintenance | - | 0.10 |
| Communication charges | 0.01 | - |
| Printing and stationery | - | 0.03 |
| Rent, rates and taxes | 0.42 | - |
| Remunertaion to auditors (refer note 29) | 5.20 | 5.35 |
| Legal and professional fees | 6.34 | 7.39 |
| Insurance | 0.46 | 0.50 |
| Annual listing fees | 4.85 | 5.14 |
| Software charges | - | 0.15 |
| Office expenses | 0.36 | 0.36 |
| Share of loss in partnership firm | 0.58 | 0.45 |
| Business promotion expenses | - | 0.04 |
| Director sitting fees | 0.60 | 0.60 |
| Manufacturing expenses | - | 0.26 |
| Miscellaneous charges | 0.38 | 18.14 |
| **Total** | **19.20** | **38.51** |

**Note 28:- Current tax**

Indian companies are subject to Indian income tax on a standalone basis. For each fiscal year, the entity profit and loss is subject to the higher of the regular income tax payable or the Minimum Alternative Tax ("MAT").

Statutory income taxes are assessed based on book profits prepared under generally accepted accounting principles in India adjusted in accordance with the provisions of the (Indian) Income Tax Act, 1961. Statutory income tax is charged at 30% plus a surcharge and education cess.

MAT is assessed on book profits adjusted for certain items as compared to the adjustments followed for assessing regular income tax under normal provisions. MAT for the fiscal year 2022-23 is charged at 15% plus a surcharge and education cess. MAT paid in excess of regular income tax during a year can be set off against regular income taxes within a period of fifteen years succeeding the fiscal year in which MAT credit arises subject to the

The Company has elected to exercise the option permitted under Section 115BAA of the Income Tax Act, 1961 to pay corporate income tax at 22% plus surcharge and cess (aggregating to tax rate of 25.17%) from the financial year 2023-24.

In view of this exercise of the option to transition to the new regime, the Company has recognised provision for current tax and deferred tax for the year ended

**A. Income tax expense** (₹ in Lakhs)

| Particulars | For the year ended 31st March,2024 | For the year ended 31st March, 2023 |
|---|---|---|
| **Current tax:** | | |
| Current tax on profits for the year (a) | 3.82 | 0.00 |
| Deferred tax (b) | (4.69) | (1.99) |
| **Total tax expense** | **(0.87)** | **(1.99)** |

A reconciliation of income tax expense applicable to accounting profit before tax at the statutory income tax rate to recognised income tax expense for the year indicated are as follows:

(₹ in Lakhs)

| Particulars | For the year ended 31st March,2024 | For the year ended 31st March, 2023 |
|---|---|---|
| **Profit before tax** | | |
| Accounting Profit before tax | (348.33) | 98.04 |
| Enacted tax rate in india | 25.17% | 26.75% |
| Computed tax expense | (87.67) | 26.23 |
| Expenses not deductible in determining taxable profit | 96.66 | (26.23) |
| Others | (9.86) | (2) |
| Tax expense for the year | (0.87) | (1.99) |
| **Effective rate of tax** | **0.00%** | **0.00%** |

Wherever the Company has a present obligation and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation, such amounts have been adequately provided for, and the Company does not currently estimate any probable material incremental tax liabilities in respect of these matters (refer note 33).

**B. Deferred tax liabilities (net)**

Significant components of deferred tax assets/(liabilities) recognised in the financial statements are as follows:

(₹ in Lakhs)

| Deferred tax balance in relation to | As at 31-Mar-23 | Recognised / reversed through profit and loss | Recognised in / reclassified from other comprehensive income | As at 31-Mar-24 |
|---|---|---|---|---|
| Property, plant and equipment | (6.15) | 6.15 | - | - |
| Provisions for employee benefit | 1.46 | (1.46) | (0.48) | (0.48) |
| **Total** | **(4.69)** | **4.69** | **(0.48)** | **(0.48)** |

(₹ in Lakhs)

| Deferred tax balance in relation to | As at 31-Mar-22 | Recognised / reversed through profit and loss | Recognised in / reclassified from other comprehensive income | As at 31-Mar-23 |
|---|---|---|---|---|
| Property, plant and equipment | (7.77) | 1.62 | - | (6.15) |
| Provisions for employee benefit | 0.69 | 0.38 | 0.40 | 1.46 |
| **Total** | **(7.08)** | **1.99** | **0.40** | **(4.69)** |

Deferred Tax assets are recognized for the future tax consequences to the extent it is probable that future taxable profits will be available against which the deductible temporary differences can be utilized.

**Note 29:- Auditors remuneration (excluding tax) included in other expense** **( ₹ in Lakhs)**

| Particulars | For the year ended 31st March, 2024 | For the year ended 31st March, 2023 |
|---|---|---|
| Statutory audit fees (including limited review) | 5.20 | 5.20 |
| other services | - | 0.15 |
| **Total** | **5.20** | **5.35** |

**Note 30:- Earnings per share (EPS)**

| Particulars | For the year ended 31st March, 2024 | For the year ended 31st March, 2023 |
|---|---|---|
| Profit attributable to equity shareholders ( ₹ in Lakhs) | (346.04) | 100.04 |
| Weighted average number of equity shares | 19,19,00,650 | 19,19,00,650 |
| Basic EPS (Amount in ₹) | #VALUE! | #VALUE! |
| Diluted EPS (Amount in ₹) | #VALUE! | #VALUE! |

**Note 31:- Segment Reporting**

In accordance with the principles given in Ind-AS 108 notified by Companies (Indian Accounting Standards) Rules 2015, the Company has determined its primary business segment as "Manufacturing and Trading of Gems and Jewelery".

The information relating to revenue from external customers and location of non-current assets of its single reportable segment has been disclosed as below :

**a) Revenue from operations** **( ₹ in Lakhs)**

| Particulars | For the year ended 31st March, 2024 | For the year ended 31st March, 2023 |
|---|---|---|
| Domestic | 105.33 | 429.54 |
| Export | - | - |
| **Total** | **105.33** | **429.54** |

**b) Non-current assets**

All non-current assets of the Company are located in India.

**c) Customer contributing more than 10% of Revenue** **( ₹ in Lakhs)**

| Particulars | For the year ended 31st March, 2024 | For the year ended 31st March, 2023 |
|---|---|---|
| Minal Infojewels Limited | 105.33 | 429.54 |

**Note 32:-**

**32.1:-** As per IndAS 115 – 'Revenue from Contracts with Customers', income is defined as a transaction which increases in economic benefits during the accounting period in the form of inflows or enhancements of assets or decreases of liabilities that result in an increase in equity, other than those relating to contributions from equity participants.

Interest income for the year ended March 31, 2024 has not been accrued for loan given to Minal Infojewels Limited ('Subsidiary') and Minal International FZE ('Subsidiary') since uncertainty exists for interest already accrued and pending realisation till March 31, 2024 due to accumulated losses of the Subsidiary. However, the management is in the process of identification of growth opportunities for the Subsidiary which will ultimately allow to realise the aggregate interest and loan amount outstanding as at March 31, 2024.

**32.2** :-Company's investments in Subsidiaries viz. Minal Infojewels Limited ('MIJL') is 49.40% amounting to Rs 1,235.00 lakhs and Minal International FZE ('MIF') is 100% amounting to Rs. 18.38 lakhs which is long term in nature and Company has made aggregate provision for investments of Rs. 600 lakhs for MIJL and Rs. 18.38 lakhs for MIF in the books as on the March 31, 2024. The Company has also given loans to MIJL aggregating to Rs. 2,387.97 lakhs and to MIF(including interest on loan) aggregating to Rs. 390.61 lakhs of which aggregate provision is made amounting to Rs. 1,200.00 lakhs for MIJL and aggregate provision is made amounting to Rs. 390.61 lakhs for MIF in the books as on the March 31, 2024.

MIJL has earned a net profit of Rs 187.94 lakhs during the year ended 31st March, 2024. However, It has incurred losses for the past years and has accumulated negative reserves to the tune of Rs 1,037.89 lakhs as on 31st March, 2024 and, as of that date, MIJL current assets exceeded its current liabilities by Rs 4,635.37 lakhs.

These factors raise substantial doubt that the said Subsidiary Company will be able to continue as a going concern. However, as per management projections no further adjustment is necessary for impairing the carrying cost (net of provisions) of investments of Rs. 635 lakhs and loans amounting to Rs. 1187.96 lakhs which is outstanding as an 31st March, 2024.

**Note 33:- Contingent liabilities:**

**( ₹ in Lakhs)**

| **Particulars** | **As at 31st March, 2024** | **As at 31st March, 2023** |
|---|---|---|
| Disputed claims/levies (excluding interest, if any) in respect of: | | |
| - Income Tax | 6.72 | 6.72 |
| - Rent & Services Charges due for Sachin Surat SEZ | 61.09 | 61.09 |
| - Penalty under the Maharashtra Stamp Act, 1958 | 30.84 | 30.84 |
| **Total** | **98.65** | **98.65** |

**Note 33A:- Commitments:**

Commitments for the F.Y 2023-24 - Rs. Nil (P.Y 2022-23 - Rs. Nil)

**Note 34: Disclosures as required by Indian Accounting Standards (Ind AS 24) Employee benefit**

**34.1:- Defined benefit plans:**

The Company provides for gratuity for employees as per the Payment of Gratuity Act, 1972. The amount of gratuity shall be payable to an employee on the termination of employment after rendering continuous service for not less than five years, or on their superannuation or resignation. However, in case of death of an employee, the minimum period of five years shall not be required. The amount of gratuity payable on retirement / termination is the employee's last drawn basic salary per month computed proportionately for 15 days salary multiplied by the number of years of service completed.

These plans typically expose the Company to the following actuarial risks:

**Interest Risk:**
A fall in the discount rate, which is linked, to the G-Sec rate will increase the present value of the liability requiring higher provision. A fall in the discount rate generally increases the mark to market value of the assets depending on the duration of asset.

**Longevity risk:**
The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

**Salary risk:**
The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

The most recent actuarial valuation of the plan assets and the present value of the defined benefit obligation were carried out at 31st March, 2024 by Independent actuarial Agency. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method.

The following tables summarise the components of net benefit expenses recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the respective plans:

**Gratuity (Unfunded)**

( ₹ in Lakhs)

| Particulars | Gratuity For the year ended 31st March, 2024 | Gratuity For the year ended 31st March, 2023 |
|---|---|---|
| **Liabilities recognised in balance sheet** | | |
| **Change in defined benefit obligations (DBO) during the year** | | |
| Present value of DBO at beginning of the year | 4.22 | 2.64 |
| Current service cost | 0.20 | 0.34 |
| Interest cost | 0.32 | 0.19 |
| Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions | - | - |
| Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions | 0.01 | (0.10) |
| Actuarial (Gains)/Losses on Obligations - Due to Change in Experience Adjustment | (1.93) | 1.14 |
| Liability transferred out/divestment | - | - |
| Benefits paid | (2.62) | - |
| **Present value of DBO at the end of the year** | 0.20 | 4.22 |
| **Net liability recognised in the Balance Sheet** | | |
| Present value of defined benefit obligation | 0.20 | 4.22 |
| Fair value of plan assets | - | - |
| | (0.20) | (4.22) |
| **Amount recognised in balance sheet** | | |
| Net liability current | 0.00 | 0.04 |
| Net liability non-current | 0.20 | 4.18 |
| **Expense recognised in the Statement of Profit and Loss** | | |
| Current service cost | 0.20 | 0.34 |
| Interest cost on benefits obligation (net) | 0.32 | 0.19 |
| Total expense included employee benefits expense | **0.52** | **0.53** |
| **Recognized in the other comprehensive Income for the year** | | |
| Actuarial changes arising from changes in demographic assumptions | | |
| Actuarial changes arising from changes in financial assumptions | 0.01 | (0.10) |
| Actuarial (Gains)/Losses on Obligations - Due to Change in Experience Adjustment | (1.93) | 1.14 |
| **Recognised in the other comprehensive** | **(1.92)** | **1.04** |
| **Maturity analysis of the benefit payments** | | |
| within the next 12 months (next annual reporting period) | 0.00 | 0.05 |
| Between 2 and 5 years | 0.05 | 0.27 |
| Between 6 and 10 years | 0.15 | 3.90 |
| 11 years and above | 0.00 | 0.00 |
| **Principal actuarial assumptions** | | |
| Discount rate | 7.21% | 7.48% |
| Expected return on plan assets | | |
| Salary escalation | 7% | 7% |
| Withdrawal Rates | 2% | 2% |
| Mortality Rate During Employment | 100% of IALM (2012 - 14) | 100% of IALM (2012 - 14) |
| | projected unit credit (PUC) | |
| Estimate of amount of contribution in the immediate next year | NA | NA |

**Experience adjustments**

| Gratuity | 2023-24 | 2022-23 | 2021-22 |
|---|---|---|---|
| Present value of DBO | 0.20 | 4.22 | 2.64 |
| Surplus / (Deficit) | (0.20) | (4.22) | (2.64) |
| Experience adjustments on plan assets | - | - | - |

The discount rate is based on the prevaling market yields of Government of India securities as at the Balance sheet date for the estimated term of the obligation.

In assessing the Company's post retirement liabilities, the Company monitors mortality assumptions and uses up-to-date mortality tables, the base being the Indian assured lives mortality (2012-14) ultimate.

The estimates of future salary increase, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

**Sensitivity analysis:**

The significant actuarial assumptions for the determination of the defined benefit obligation are the discount rate, the salary growth rate and the average life expectancy. The calculation of the net defined benefit liability is sensitive to these assumptions. The following table summarises the effects of changes in these actuarial assumptions on the defined benefit liability

( ₹ in Lakhs)

| Particulars | For the year ended 31st March, 2024 | For the year ended 31st March, 2023 |
|---|---|---|
| **Quantitative sensitivity analysis for significant assumption is as below:** | | |
| **Increase / (decrease) on present value of defined benefits obligation at the end of the year:** | | |
| Half percentage point increase in discount rate | (0.00) | (0.26) |
| Half percentage point decrease in discount rate | 0.02 | 0.28 |
| Half percentage point increase in rate of salary Increase | 0.02 | 0.28 |
| Half percentage point decrease in rate of salary Increase | (0.00) | (0.26) |

Sensitivity due to mortality & withdrawls are not material & hence impact of change due to these not calculated.

The present value of the defined benefit obligation calculated with the same method (projected unit credit) as the defined benefit obligation recognised in the balance sheet. The sensitivity analysis is based on a change in one assumption while not changing all other assumptions. This analysis may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in the assumptions would occur in isolation of one another since some of the assumptions may be co-related.

**Note 35:- Disclosures as required by Indian Accounting Standards (Ind AS 24) related party disclosure**

**35.1:- List of Related Parties**

**1. Subsidiaries**

Minal International FZE –UAE
Minal Infojewels Ltd
M/S RSBL Jewels-Partnership Firm

| **2. List of Related Parties other than subsidiaries** | **Nature of Relation** |
|---|---|
| Selection INC | Others |

| **3. Key Managerial Personnel** | **Designation** |
|---|---|
| Mr. Shrikant Parikh | Executive Director & MD |
| Ms. Harshala karangutkar | Chief Financial Officer |
| Mr. Amulbhai Jethabhai patel | Non- Executive Independent Director |
| Shri. Shankar Bhagat | Non- Executive non Independent Director |
| Mrs. Sona Parikh | Non- Executive Independent Director |

**35.2:- Transaction during the year with related parties** (₹ in Lakhs)

| Particulars | For the year ended 31st March, 2024 | For the year ended 31st March, 2023 |
|---|---|---|
| **1. Sale of Goods/ Services** | | |
| Minal Infojewels Ltd | 105.33 | 429.54 |
| | **105.33** | **429.54** |
| **2. Interest Income on Loan** | | |
| Minal International FZE | - | 12.69 |
| | **-** | **12.69** |
| **3. Loans given** | | |
| Minal Infojewels Ltd | - | 95.00 |
| | **-** | **95.00** |
| **4. Advance received** | | |
| Selection INC | 0.40 | - |
| | **0.40** | **-** |
| **5. Loans repaid by** | | |
| Minal Infojewels Ltd | 0.82 | 99.24 |
| | **0.82** | **99.24** |
| **6. Investment made** | | |
| M/S RSBL Jewels-Partnership Firm | (0.37) | (0.05) |
| | **(0.37)** | **(0.05)** |

(₹ in Lakhs)

| **Compensation to key management personnel:** | **FY 2023-24** | **FY 2022-23** |
|---|---|---|
| Short-term employee benefits | 36.00 | 18.00 |
| Post-employment benefits | - | - |
| Other long-term benefits | - | - |
| Termination benefits | - | - |
| **Total compensation to key management personnel** | **36.00** | **18.00** |

**Notes:**

1. As the future liability for gratuity is provided on an actuarial basis for the Company as a whole, the amount pertaining to individual is not ascertainable and therefore not included above.

2. The Company pays sitting fees at the rate of 15,000 for meeting of the Board and Audit committees . The amount paid to them by way of sitting fees during current year is Rs. 0.60 lakhs (previous year Rs. 0.60 lakhs), which is not included above.

**Terms and conditions**

**Sales:**

The sales to related parties are made on terms equivalent to those that prevail in arm's length transactions and in the ordinary

**Loans to subsidiaries:**

The Company had given loans to subsidiaries for general corporate purposes. The loan balance as on 31st March 2024 was Rs. 1,230.58 lakhs
(As on 31 March 2023: Rs.1,465.27 lakhs). These loans are unsecured and carry an interest rate ranging from 5%-5.25% repayable within a period of one year.

**35.3:- Amount due to / from** (₹ in Lakhs)

| Particulars | For the year ended 31st March, 2024 | For the year ended 31st March, 2023 |
|---|---|---|
| **1. Loans given** | | |
| Minal Infojewels Ltd* | 1,187.96 | 1,187.97 |
| Minal International FZE –UAE* | - | 252.56 |
| Selection INC | 42.62 | 24.74 |
| | **1,230.58** | **1,465.27** |
| **2. Interest Receivable** | | |
| Minal International FZE –UAE* | - | 109.02 |
| Minal Infojewels Ltd | 276.99 | 276.99 |
| | **276.99** | **386.01** |
| **3. Investment made** | | |
| Minal International FZE –UAE | - | 18.38 |
| Minal Infojewels Limited | 635.00 | 635.00 |
| Capital in M/s RSBL Jewels | (22.68) | (22.31) |
| | **612.32** | **631.07** |
| **4. Trade receivables** | | |
| Minal Infojewels Limited | 409.13 | 344.36 |
| | **409.13** | **344.36** |
| **5. Advances receivables** | | |
| Selection INC | 0.40 | **-** |
| | **0.40** | **-** |

*Amount net of impairment

**Note 36:- FINANCIAL INSTRUMENT**

**36.1(a) Capital Risk Management**

The Company's objective is to maintain a strong & healthy capital ratios and establish a capital structure that would maximise the return to stakeholders through optimum utilisation of its funds. The Company monitors its capital using gearing ratio, which is net debt divided to total equity. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents, Bank balances other than cash and cash equivalents and current investments.

( ₹ in Lakhs)

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|
| Long term borrowings | - | - |
| Current maturity of long term borrowings | - | - |
| Short term borrowings | 17.31 | - |
| Less :- Cash & cash equivalent | (4.34) | (25.81) |
| Less :- Bank Balance other than above | - | - |
| Net debt | 12.97 | - |
| Total equity | 3,888.05 | 4,234.08 |
| Gearing Ratio* | 0.003 | - |

* Ratio is Not applicable for the F.Y 2022-23, since there is no borrowing in the company

(i) Equity includes all capital and reserves of the Company that are managed as capital.

**36.1.(b) Categories of Financial instruments**

The accounting classification of each category of financial instruments, and their carrying amounts, are set out below:

**As at 31st March, 2024**

( ₹ in Lakhs)

| Particulars | Amortised cost | Fair value through other comprehensive income | Fair value through profit and loss | Total Carrying Value | Tatal Fair Value |
|---|---|---|---|---|---|
| **Financial assets** | | | | | |
| Investment | - | - | 0.01 | 0.01 | 0.01 |
| Other financial assets | 586.40 | - | - | 586.40 | 586.40 |
| Cash and cash equivalents | 4.34 | - | - | 4.34 | 4.34 |
| Trade receivables | 409.13 | - | - | 409.13 | 409.13 |
| Loans | 1,230.68 | - | - | 1,230.68 | 1,230.68 |
| **Total** | **2,230.55** | **-** | **0.01** | **2,230.56** | **2,230.56** |
| **Financial liabilities** | | | | | |
| Borrowings | 17.31 | - | - | 17.31 | 17.31 |
| Trade payables | 82.57 | - | - | 82.57 | 82.57 |
| Other financial liabilities | 1.89 | - | - | 1.89 | 1.89 |
| **Total Financial Liabilities** | **101.77** | **-** | **-** | **101.77** | **101.77** |

**As at 31st March, 2023**

( ₹ in Lakhs)

| Particulars | Amortised cost | Fair value through other comprehensive income | Fair value through profit and loss | Total Carrying Value | Tatal Fair Value |
|---|---|---|---|---|---|
| **Financial assets** | | | | | |
| Investment | - | - | 0.01 | 0.01 | 0.01 |
| Other financial assets | 788.41 | - | - | 788.41 | 788.41 |
| Trade receivables | 344.79 | - | - | 344.79 | 344.79 |
| Cash and cash equivalents | 25.81 | - | - | 25.81 | 25.81 |
| Loans | 1,465.27 | - | - | 1,465.27 | 1,465.27 |
| **Total** | **2,624.27** | **-** | **0.01** | **2,624.28** | **2,624.28** |
| **Financial liabilities** | | | | | |
| Trade payables | 181.87 | - | - | 181.87 | 181.87 |
| Other financial liabilities | 1.89 | - | - | 1.89 | 1.89 |
| **Total Financial Liabilities** | **183.76** | **-** | **-** | **183.76** | **183.76** |

**Fair value hierarchy of financial instruments:**

The carrying amounts of trade receivables, trade payables, capital creditors, cash and cash equivalents, other bank balances, other financial assets and other financial liabilities (other than those specifically disclosed) are considered to be the same as their fair values, due to their short term nature.

( ₹ in Lakhs)

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 | Level | Valuation techniques and key inputs |
|---|---|---|---|---|
| Non-current investments in unquoted equity shares measured at FVTPL | 0.01 | 0.01 | 3 | Cost is approximate estimate of fair value |

**Sensitivity Analysis of Level 3:**

| Particulars | Valuation technique | Significant unobservable inputs | Changes | Valuation techniques and key inputs |
|---|---|---|---|---|
| Non-current investments in unquoted equity shares measured at FVTPL | NAV method | Cost is approximate estimate of fair | - | No sensitivity in the fair value of the investments. |

**Reconciliation of Level 3 fair value measurement** ( ₹ in Lakhs)

| Particulars | Amount |
|---|---|
| **Balance as at 1 April 2022** | 0.01 |
| Additions made during the period | - |
| **Balance as at 31 March 2023** | **0.01** |
| Additions made during the period | - |
| **Balance as at 31 March 2024** | **0.01** |

**Details of Financial assets/ liabilities measured at amortised cost but fair value disclosed in category wise**

( ₹ in Lakhs)

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 | Level | Valuation techniques and key inputs |
|---|---|---|---|---|
| **Financial liabilities** | | | | |
| **Borrowings** | | | | |
| Carrying Value | 17.31 | - | 2 | Inputs other than quoted prices included within level 1 that are observable for asset or liability, either directly (i.e. asprices) or indirectly (derived from prices) |
| Fair Value | 17.31 | - | | |

**Note 37: FINANCIAL RISK MANAGEMENT**

The Company's activities expose it to a variety of financial risks: market risk, credit risk, liquidity risk and foreign exchange risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimise potential adverse effects on its financial performance.

**(i) Credit risk**

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to ₹ 409.13 Lakhs and ₹ 344.79 Lakhs as of 31st March, 2024 and 31st March, 2023, respectively. The Company has its entire revenue from group companies. Hence no credit risk is perceived. Credit risk on cash and cash equivalents is limited as the Company generally invest in deposits with banks.

**(ii) Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk because funds are borrowed at floating interest rates. Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rate.

**The following table provides a break-up of the Company's fixed and floating rate borrowings:**

( ₹ in Lakhs)

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|
| Fixed Rate Borrowings | 17.31 | - |
| Floating Rate Borrowings | - | - |
| **Total net borrowings** | **17.31** | **-** |
| Add : Upfront Fees | - | - |
| **Total gross borrowings** | **17.31** | **-** |

**(iii) Liquidity Risk management**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

**Liquidity exposure as at 31 March 2024** (₹ in Lakhs)

| Particulars | < 1 year | 1-5 Years | > 5 years | Total |
|---|---|---|---|---|
| **Financial Assets** | | | | |
| Non-current investments | - | - | 0.01 | 0.01 |
| Other financial assets | 286.40 | 300.00 | - | 586.40 |
| Loans | 1,230.68 | - | - | 1,230.68 |
| Trade receivables | 409.13 | - | - | 409.13 |
| Cash and cash equivalents | 4.34 | - | - | 4.34 |
| **Total** | **1,930.55** | **300.00** | **0.01** | **2,230.56** |
| **Financial Liabilities** | | | | |
| Borrowings | 17.31 | - | - | 17.31 |
| Other financial liabilities | 1.89 | - | - | 1.89 |
| Trade payables | 82.57 | - | - | 82.57 |
| **Total** | **101.77** | **-** | **-** | **101.77** |

**Liquidity exposure as at 31 March 2023** (₹ in Lakhs)

| Particulars | < 1 year | 1-5 Years | > 5 years | Total |
|---|---|---|---|---|
| **Financial Assets** | | | | |
| Non-current investments | - | - | 0.01 | 0.01 |
| Other financial assets | 388.41 | 400.00 | - | 788.41 |
| Loans | 1,465.27 | - | - | 1,465.27 |
| Trade receivables | 344.79 | - | - | 344.79 |
| Cash and cash equivalents | 25.81 | - | - | 25.81 |
| **Total** | **2,224.27** | **400.00** | **0.01** | **2,624.28** |
| **Financial Liabilities** | | | | |
| Other financial liabilities | 1.89 | - | - | 1.89 |
| Trade payables | 181.87 | - | - | 181.87 |
| **Total** | **183.76** | **-** | **-** | **183.76** |

**(iv) Foreign Currency Risk Management**

The Company operates only in domestic market, however Company has given loan to its foreign subsidiary in foreign currency. The Company is exposed to exchange rate fluctuation to the extent of loan given.

(₹ in Lakhs)

| Foreign currency exposure | Amount in Foreign Currency (USD) | | Amount in INR | |
|---|---|---|---|---|
| | As at 31st March, 2024 | As at 31st March, 2023 | As at 31st March, 2024 | As at 31st March, 2023 |
| **Assets** | | | | |
| Loan Receivable | 0.55 | 3.64 | 24.74 | 277.30 |
| Interest Receivable | - | 1.33 | - | 109.02 |
| **Liabilities** | | | | |
| Advance received from customer | 0.01 | - | 0.41 | - |

The following table details the Company's sensitivity to a 1% increase and decrease in the INR against the relevant foreign currencies. 1% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year-end for a 1% change in foreign currency rates, with all other variables held constant. A positive number below indicates an increase in profit or equity where INR strengthens 1% against the relevant currency. For a 1% weakening of INR against the relevant currency, there would be a comparable impact on profit or equity, and the balances below would be negative.

(₹ in Lakhs)

| Particulars | Increase (strengthening of INR) | | Decrease (weakening of INR) | |
|---|---|---|---|---|
| | 31st March, 2024 | 31st March, 2023 | 31st March, 2024 | 31st March, 2023 |
| **Receivable** | | | | |
| USD/INR | (0.25) | (3.86) | 0.25 | 3.86 |
| **Payable** | | | | |
| USD/INR | 0.004 | - | (0.004) | - |

**Note. 38 - Financial Ratios**

| Sr. No | Particulars | Numerator | Denominator | For the year ended 31st March, 2024 | For the year ended 31st March, 2023 | Variance (%) | Reasons for Variance |
|---|---|---|---|---|---|---|---|
| 1 | Current Ratio | Current Assets | Current Liabilities | 29.44 | 18.12 | 62% | Current ratio has increased on account of decrease in trade payables and increase in trade receivables |
| 2 | Debt-Equity Ratio | Total Borrowing | Total Equity | 0.0045 | NA | NA | NA |
| 3 | Debt Service Coverage Ratio | Profit before Tax, Exceptional Items, Depreciation, Net Finance Charges | Interest on Borrowings + Interest on Lease Liabilities + Lease Repayment +Scheduled principal repayments of Borrowings (i.e. excluding prepayments and refinancing of debts) during the year | 3.73 | NA | NA | NA |
| 4 | Return on Equity Ratio | Net profit after tax | Average Equity | -0.09 | 0.02 | -458% | Return on equity has decreased mainly due to exceptional items |
| 5 | Inventory Turnover (no. of days) | Cost of Goods Sold | Average Inventory | 0.03 | 0.33 | -90% | Decreased primarily due to decrease in Inventory and reduced Cost of goods sold |
| 6 | Trade receivables turnover (no. of days) | Revenue from operations | Average Trade Receivables | 0.28 | 2.06 | -86% | Decreased primarily due to decrease in Revenue from operations |
| 7 | Trade payables turnover (no. of days) | Gross Purchases | Average Trade payables | 0.40 | 5.15 | -92% | Decreased primarily due to decrease in cost of goods sold |
| 8 | Net Capital Turnover | Revenue from operations | Working capital | 0.04 | 0.14 | -74% | Decreased primarily due to decrease in Revenue from operations and increase in working capital |
| 9 | Net Profit Margin (%) | Net profit after tax for the year | Revenue from Operations | -329.91% | 23.29% | -1517% | Decreased mainly due to exceptional item |
| 10 | Return on Capital Employed | Profit before tax plus finance cost | Tangible Net worth + Total borrowings + Deferred Tax | -8.91% | 2.46% | -462% | Decreased mainly due to exceptional item |
| 11 | Return on Investment | Earnings from Investment | Average Funds Invested | 5.48% | 5.80% | -5% | NA |

**Note 39:-** Disclosures under regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015:

Details of loans and advances in the nature of loans to related parties: **( ₹ in Lakhs)**

| Particulars | As at 31st March, 2024 | | As at 31st March, 2023 | |
|---|---|---|---|---|
| | Maximum amount outstanding during the year | Amount outstanding* | Maximum amount outstanding during the year | Amount outstanding* |
| **1. Loan Given:** | | | | |
| Minal International FZE UAE(Subsidiary) | 256.24 | - | 252.56 | 252.56 |
| Minal Infojewels Ltd (Subsidiary) | 1187.96 | 1187.96 | 1,187.97 | 1,187.97 |
| Selection INC | 42.62 | 42.62 | 24.74 | 24.74 |
| | **1486.82** | **1230.58** | **1465.27** | **1,465.27** |

*Amount outstanding is net of impairment

**Note 40** :- The Company has loss of ₹ 347.48 Lakhs during the year ended March 31, 2024 and Profit of ₹ 100.04 Lakhs during year ended March 31, 2023. The net accumulated losses of the company being ₹ 2035.91 Lakhs as on year ended March 31, 2024. Management continues to strengthen its strategy to expand its market in order for the Company to increase its sales and eventually generate profit. In spite of these events or conditions which may cast a doubt on the ability of the company to continue as a going concern, the management is of the opinion that going concern basis of accounting is appropriate in view of the continued financial support from its Promoters. Accordingly, the standalone financial statements of the Company have been prepared on a going concern basis.

**Note 41** :- The company did not use accounting software with a feature for recording audit trails (edit logs) for maintaining its books of account.

**Note 42** :- **Exceptional Items:**
During the year ended March 31, 2024, the Company has reassessed the recoverabily of the loans given to and interest receivable and investments 'made in subsidiaries and recognised an impairment provision of Rs 408.99 lakhs which has been disclosed as an exceptional item,

**Note 43:** The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post employment benefits has received Presidential assent in September 2020. However, the effective date of the Code is yet to be notified and final rules for quantifying the financial impact are also yet to be issued. In view of this, the company will assess the impact of the Code when relevant provisions are notified and will record related impact, if any, in the period

**Note 44:- Additional Regulatory Information Required by schedule III of the companies act, 2013**

i) The Company does not have any benami property, where any proceeding has been initiated or pending against the Company for holding any benami property

ii) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

iii) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the
a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (ultimate
b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

iv) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in
a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party
b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

v) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

vi) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of

vii) The Company does not have any transactions with companies which are struck off.

viii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period

ix) The Company is not declared willful defaulter by any bank or financials institution or lender during the year

**Note 45** : The company evaluates events and transactions that occur subsequent to the balance sheet date but prior to the approval of financial statements to determine the necessity for recognition and/or reporting of subsequent events and transactions in the financial statements. As of 20th July, 2024 there were no subsequent events and transactions to be recognized or reported that are not already disclosed.

**Note 46**: Previous year's figures have been regrouped / reclassified wherever necessary, to conform to current period's classification.

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

| | |
|---|---|
| Sd/- | sd/- |
| Shrikant Parikh | Sona Parikh |
| Managing Director | Director |
| DIN : 00112642 | DIN : 03283751 |

sd/-
Piyush Talyani
Company Secretary
Membership No.: A60447

Date : July 20, 2024
Place : Mumbai

## INDEPENDENT AUDITORS' REPORT

**To the Members of Minal Industries Limited**
**Report on the Audit of the Consolidated Financial Statements**
**Opinion**

We have audited the accompanying consolidated financial statements of Minal Industries Limited ("the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), comprising of the consolidated balance sheet as at March 31, 2024 and the consolidated statement of Profit and Loss including other comprehensive income, consolidated cash flow statement and the consolidated statement of changes in equity and for the year then ended, and notes to the consolidated financial statements and notes to the consolidated financial statements including a summary of material accounting policies and other explanatory information (hereinafter referred to as 'the consolidated financial statements').

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended ("the Act")in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group at March 31, 2024, their consolidated loss including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under sub-section (10) of section 143 of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India, together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence obtained by us and the audit evidence obtained by other auditors in terms of their reports referred to in the 'Other Matters' section below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Material uncertainty related to going concern

We draw attention to note 44 of the consolidated financial statements which explains that the financial statements of the group have been prepared on a going concern basis notwithstanding the negative net worth and continuing losses aggregating to Rs. (1,665.38) Lakhs as at March 31, 2024. These factors indicate the existence of a material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern. The ability of the Holding company to continue as a going concern is dependent on the undertaking of its Promoters to provide continuing financial support to enable the Company to meet its liabilities as and when they fall due.

Our Opinion is not modified in respect of above matters.

**Emphasis of Matter**

We draw attention to note 35 of the consolidated financial statement which explains that interest income for the year ended March 31, 2024, has not been accrued for loan given to Minal Infojewels Limited ('Subsidiary') and Minal International FZE ('Subsidiary') since uncertainty exists for interest already accrued and pending realisation till March 31, 2024, due to accumulated losses of the Subsidiary. As explained to us, the management is in the process of identification of growth opportunities for the Subsidiary which will ultimately allow the Company to realise the aggregate interest and loan amount
outstanding as at March 31, 2024.

Our Opinion is not modified in respect of above matter.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. 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 consolidated 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 consolidated financial statements. The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

| Key audit matters | How our audit addressed the key audit matter |
|---|---|
| Valuation of Inventories (as described in note no. 2(XV) of the significant accounting policies, and note no. 7 for details in consolidated financial statements) | |
| The Group held Rs. 6,545.82 Lakhs of inventories as on March 31, 2024. Considering the primary nature of business, reduction in volume of operations and the size of the inventory balance relative to the total assets of the Company and the estimates and judgements described below, the valuation of inventory required significant audit attention.<br><br>As disclosed in note 7, inventories are held at<br>the lower of cost or net realisable value. At year<br>end, the valuation of inventory is reviewed by<br>management and the cost of inventory is reduced where inventory is forecast to be sold below cost.<br><br>The determination of whether inventory will be | Our audit procedures included, among other things, an assessment of the methodology and the appropriateness of the valuation models and inputs used by management to value investments.<br><br>Further, we assessed the valuation of all individual investments to determine whether the valuations performed by the Holding Company were within a predefined tolerable differences threshold.<br><br>As part of these audit procedures we assessed the accuracy of key inputs used in the valuation including observable and non-observable inputs. |

| | |
|---|---|
| realised for a value less than cost requires<br><br>management to exercise judgement and apply assumptions. Management undertake the following procedures for determining the level<br><br>of write down required:<br><br><br>a. Use inventory ageing reports together with<br><br>historical trends to estimate the likely future<br><br>saleability of slow moving and older inventory<br><br>lines;<br><br><br>Perform a line-by-line analysis of remaining<br><br>inventory to ensure it is stated at the lower of<br><br>cost and net realisable value and a specific<br><br>write down is recognised if required. Refer to<br><br>note 7 of the consolidated financial statements<br><br>Inventories. | We also evaluated the Holding Company's assessment whether objective evidence of impairment exists for individual investments.<br><br>Based on these procedures, we have not noted any material differences<br><br>outside the predefined tolerable differences threshold |

**Information Other than the Consolidated Financial Statements and Auditor's Report Thereon.**

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the consolidated financial statements and our auditor's reports thereon.

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

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

**Responsibilities of the Management and Board of Directors for the Consolidated Financial Statements.**

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the 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 Standard) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of their respective companies 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

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

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

Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements.

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under clause (i) of sub section (3) of section 143 of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements 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 the management.

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

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended March 31, 2024 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

a. We did not audit the financial statements and other financial information, in respect of two subsidiaries, whose financial statements and other financial information include total assets of Rs. 7,578.59 lakhs as at March 31, 2024 and total revenues of Rs. 3,955.14 lakhs and Net cash inflow for the year Rs. 2.52 lakhs for the year ended on that date. These financial statements and other financial information have been audited by its respective independent auditor. The independent auditors report on the financial statements and other financial information of these entities have been furnished to us by the management and our opinion on the statement, in so far as it relates to the amounts and disclosures included in respect of the subsidiary is based solely on the report of such auditor and the procedures performed by us as stated in paragraph above.

   One of these subsidiaries are located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial statements of such subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiaries located outside India is based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

b. The consolidated financial results include unaudited financial statements and other unaudited financial information in case of one subsidiary partnership firm, whose financial statements and other financial information reflect total assets of Rs.30.77 lakhs as at March 31, 2024, total revenue of Rs. Nil, total net loss after tax of (Rs 0.58 lakhs) for the year ended. These unaudited financial statements and other unaudited financial information have been furnished to us by the management.

   Our opinion, in so far as it relates to the affairs of this subsidiary partnership firm is based solely on such unaudited financial Statement and other unaudited financial information. In our opinion and according to the information and explanations given to us by the managements, the financial statements and other financial information related to aforesaid subsidiary partnership firm is not material to the Group Our opinion above on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiary, incorporated in India, as noted in the 'Other Matter' paragraph we give in the "Annexure A" a statement on the matters specified in paragraph 3(xxi) of the Order.

2. As required by sub-section (3) of the Section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiary, as noted in the 'Other Matters' paragraph we report, to the extent applicable, that:

   a. We/the Other Auditor's whose report we rely upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

   b. In our opinion, proper books of account as required by law relating to the preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors except for the matters stated in paragraph (i) (vi) below on reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014, as amended.

   c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the statement of Other Comprehensive Income, Consolidated Statement of Cash Flow and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

   d. In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended.

   e. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2024 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies, none of the directors of the Group Companies incorporated in India is disqualified as on March 31, 2024 from being appointed as a director in terms of sub-section (2) of section 164 of the Act.

f. The modification relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph (b) above on reporting under section 143(3)(b) and paragraph (i) (vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014, as amended. The going concern matter described under material uncertainty related to Going Concern paragraph above, in our opinion, may have an adverse effect on the functioning of the Group.

g. With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary companies incorporated in India, and operating effectiveness of such, refer to our separate Report in "Annexure B" to this report.

h. In our opinion and based on the consideration of report of other statutory auditor of the subsidiary company incorporated in India, the managerial remuneration for the year ended March 31, 2024 has been paid/provided by the Holding Company and its subsidiary Company incorporated in India to their respective directors is in accordance with the provisions of section 197 read with Schedule (V) of the Act.

i. With respect to the other matters to be included in the Auditor's Report in accordance with Rule (11) of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditor on separate financial
statements as also the other financial information of the subsidiaries, as noted in the "Other Matters" paragraph:

(i) The consolidated financial statements disclose the impact of pending Litigations on the consolidated financial position of the Group in its consolidated financial statements – refer note 36 to the consolidated financial statements.

(ii) The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses during the financial year on March 31, 2024; and

(iii) Unclaimed dividends of Rs. 1.89 lakhs as disclosed in note 21 has not been transferred to the Investor Education and Protection Fund by the Group incorporated in India during the year ended, March 31, 2024.

i. (a) The respective managements of the Holding Company and its subsidiary which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiary that, to the best of its 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 Holding Company or any of such subsidiary to or in any other persons or entities, 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 respective Holding Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The respective managements of the Holding Company and its subsidiary Which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditor of such subsidiary that, to the best of its knowledge and belief, no funds have been received by the respective Holding Company or any of such subsidiary from any person(s) or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiary 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 the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiary which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (A) and (B) above, contain any material misstatement.

IV. The Holding Company or its subsidiaries has not declared or paid any dividend during the financial year.

v. Based on our examination which included test checks, and based on the other auditor Report of its subsidiary company incorporated in India whose financial statements have been audited under the Act, we found that the Holding Company did not use accounting software with a feature for recording audit trails (edit logs) for maintaining its books of account. Further, with respect to one subsidiary, accounting software for maintaining its books of account, which has a feature of recording audit trail (edit log) facility has not been operated throughout the year for all relevant transactions recorded in the respective software.

For **HPVS & Associates,**
Chartered Accountants
Firm Registration No.: 137533W
Sd/-

**Vaibhav L Dattani**
M. No. 144084
Unique Document Identification Number (UDIN) for this document is:
24144084BKFWVN8219
Place: Mumbai
Date: July 20, 2024

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

Referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" section of our report to the Members of Minal Industries Limited of Even Date In terms of the information and explanations sought by us and given by the company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(xxi) Qualifications or adverse remarks by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated financial statements are:

| Name | CIN | Holding Company / Subsidiary | Clause number of the CARO report which is qualified or is adverse |
|---|---|---|---|
| Minal Infojewels Limited | U36912MH2010PLC267930 | Subsidiary | Clause i (a)<br>Clause i (b)<br>Clause iii (b)<br>Clause iii (c)<br>Clause iii (e)<br>Clause iv (a)<br>Clause ix (a)<br>Clause xviii |
| Minal Industries Limited | L32201MH1988PLC216905 | Holding Company | Clause i (a) (A)<br>Clause i (b)<br>Clause iii (d) |

For **HPVS & Associates,**
Chartered Accountants
Firm Registration No.: 137533W
Sd/-

**Vaibhav L Dattani**
M. No. 144084
Unique Document Identification Number (UDIN) for this document is:
24144084BKFWVN8219
Place: Mumbai
Date: July 20, 2024

**Report on the Internal Financial Controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act.**

In conjunction with our audit of the consolidated financial statements of Minal Industries Limited (hereinafter referred to as the "Holding Company") as of and for the year ended March 31, 2024, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its Subsidiary (the Holding Company and its Subsidiary together referred to as "the Group"), which are companies incorporated in India, as of that date.

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

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

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Holding Company's internal financial controls over financial reporting with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under sub-section (10) of Section 143 of the Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting with reference to these consolidated financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting with reference to consolidated financial statements includes 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 consolidated financial statements, whether due to fraud or error.

Because of the matter described in the Disclaimer of Opinion paragraph below, we were not able to obtain sufficient appropriate Audit evidence to provide a basis for an audit opinion on the internal financial controls system over the financial reporting of the Group.

**Meaning of Internal Financial Controls over Financial Reporting with reference to consolidated financial statements**

A Group's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to consolidated financial statements 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 the preparation of the consolidated financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding the prevention or timely detection of unauthorised acquisition, use, or disposition of the Group's assets that could have a material effect on the consolidated financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting with reference to consolidated financial statements**

Because of the inherent limitations of internal financial controls over financial reporting with reference to consolidated financial statements, 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 with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Disclaimer of Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Holding Company and its subsidiary companies, which are companies incorporated in India have not established internal financial control over financial reporting on criteria based on or 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. Because of this reason, we are unable to obtain sufficient appropriate audit evidence to provide a basis for our opinion on whether the Group had adequate internal financial controls over financial reporting and whether such internal financial controls were operating effectively as of March 31, 2024.

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

**Other Matters**

Our report under Clause (i) of sub-section (3) of Section 143 of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting with reference to consolidated financial statements of the Holding Company, in so far as it relates to the Subsidiaries, which are companies incorporated in India, is based on the corresponding report of the auditor of such subsidiaries incorporated in India.

**For HPVS & Associates,**
Chartered Accountants
Firm Registration No.: 137533W

**Vaibhav L Dattani**
M. No. 144084
Unique Document Identification Number (UDIN) for this document is: 24144084BKFWVN8219
Place: Mumbai
Date: July 20 2024

**Consolidated Balance Sheet as at 31st March, 2024**

(₹ in Lakhs)

| Particulars | Note No. | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|---|
| **ASSETS** | | | |
| **Non-current assets** | | | |
| A. Property, plant and equipment | 2A | 295.09 | 333.93 |
| B. Right of use assets | 2B | 72.28 | 82.61 |
| C. Other intangible assets | 3 | 18.43 | 2.81 |
| D. Financial assets | | | |
| i) Investment | 4 | 0.01 | 0.01 |
| ii) Other financial assets | 5 | 301.98 | 409.09 |
| E. Deferred tax assets | | - | 3.81 |
| F. Other non-current assets | 6 | 13.59 | 11.29 |
| **Total non-current assets** | | **701.38** | **843.54** |
| **Current assets** | | | |
| A. Inventories | 7 | 6,545.82 | 6,243.25 |
| B. Financial assets | | | |
| i) Trade receivables | 8 | 1,456.44 | 922.57 |
| ii) Cash and cash equivalents | 9 | 27.48 | 46.41 |
| iii) Loans | 10 | 89.88 | 53.77 |
| iv) Other financial assets | 11 | 9.57 | 176.73 |
| C. Current Tax Assets | 12 | 44.86 | 36.26 |
| D. Other current assets | 13 | 239.33 | 105.24 |
| **Total current assets** | | **8,413.38** | **7,584.25** |
| **TOTAL ASSETS** | | **9,114.76** | **8,427.79** |
| **EQUITY AND LIABILITIES** | | | |
| **Equity** | | | |
| A. Equity share capital | 14 | 3,838.01 | 3,838.01 |
| B. Other equity | 15 | 1,504.99 | 1,639.18 |
| Equity attributable to owners of the Group | | **5,343.00** | **5,477.20** |
| C. Non-controlling interests (NCI) | 15 | 751.88 | 664.66 |
| **Total Equity** | | **6,094.88** | **6,141.85** |
| **LIABILITIES** | | | |
| **Non-current liabilities** | | | |
| A. Financial liabilities | | | |
| i) Borrowings | 16 | 1,029.22 | - |
| ii) Lease Liability | 17 | 64.96 | 90.75 |
| B. Provisions | 18 | 34.46 | 65.57 |
| C. Deferred tax liabilities (net) | | 16.45 | 4.69 |
| **Total non-current liabilities** | | **1,145.09** | **161.01** |
| **Current liabilities** | | | |
| A. Financial liabilities | | | |
| i) Borrowings | 19 | 214.91 | 1,091.62 |
| ii) Lease Liability | 17 | 15.38 | - |
| iii) Trade payables | 20 | | |
| - Total outstanding, dues of micro enterprises and small enterprises | | 30.07 | 0.16 |
| - Total outstanding, dues of creditors other than micro and small enterprises | | 1,511.74 | 824.38 |
| iv) Other financial liabilities | 21 | 18.02 | 177.11 |
| B. Other current liabilities | 22 | 50.13 | 0.92 |
| C. Provisions | 23 | 7.04 | 12.59 |
| D. Current tax liabilities (net) | 24 | 27.50 | 18.15 |
| **Total current liabilities** | | **1,874.79** | **2,124.93** |
| **TOTAL EQUITY AND LIABILITIES** | | **9,114.76** | **8,427.79** |

**The accompanying notes form an integral part of the consoldiated financial statements**

**As per our attached report of even date**
**For HPVS & Associates**
Chartered Accountants
Firm's Registration No. 137533W

Vaibhav L Dattani

Partner
Membership No.: 144084
UDIN : 24144084BKFWVN8219

Date : July 20, 2024
Place : Mumbai

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

sd/-
Shrikant Parikh
Managing Director
DIN : 00112642

sd/-
Sona Parikh
Director
DIN : 03283751

sd/-
Piyush Talyani
Group Secretary
Membership No.: A60447

Date : July 20, 2024
Place : Mumbai

**Consolidated Statement of Profit and Loss for the year ended 31st March 2024**

**(₹ in Lakhs)**

| **Particulars** | **Note no.** | **For the year ended 31st March, 2024** | **For the year ended 31st March, 2023** |
|---|---|---|---|
| **INCOME** | | | |
| Revenue from operations | 25 | 3,784.68 | 2,679.76 |
| Other income | 26 | 232.90 | 233.86 |
| **Total income** | | **4,017.58** | **2,913.62** |
| **EXPENSES** | | | |
| Cost of material consumed | 27 | 2,483.35 | 1,643.90 |
| Changes in Inventory of finished goods | 28 | (222.66) | (153.59) |
| Employee benefits expense | 29 | 387.12 | 213.00 |
| Finance costs | 30 | 19.66 | 170.10 |
| Depreciation and amortisation expense | 31 | 52.66 | 68.18 |
| Other expenses | 32 | 1,057.01 | 1,001.13 |
| **Total Expenses** | | **3,777.14** | **2,942.70** |
| **Profit/(loss) before exceptional items and tax** | | **240.45** | **(29.08)** |
| **Exeptional items** | | (408.99) | - |
| **(Loss) before tax** | | **(168.54)** | **(29.08)** |
| **Tax expense / (credit)** | | | |
| Current tax | 33 | 37.85 | - |
| Deferred tax | 33 | 1.48 | 1.73 |
| **Total tax expense/(credit)** | | **39.33** | **1.73** |
| **(Loss) for the year** | | **(207.88)** | **(30.81)** |
| **Other comprehensive income / (loss)** | | | |
| (i) Items that will not be reclassified to profit or loss | | | |
| (a) Re-measurements of the defined benefit plans | | 34.14 | (25.56) |
| (b) Income tax relating to items that will not be reclassified to profit or loss | | (8.86) | 6.63 |
| **Total (A)** | | **25.28** | **(18.93)** |
| (ii) Items that will be reclassified to profit or loss | | | |
| (a) Foreign currency translation reserve (FCTR) | | 20.76 | 15.18 |
| (b) Income tax relating to items that will be reclassified to profit or loss | | (5.22) | - |
| **Total (B)** | | **15.53** | **15.18** |
| **Total Other comprehensive income/(loss) for the year(A+B)** | | **40.81** | **(3.75)** |
| **Total comprehensive (loss) for the year (3+4)** | | **(167.07)** | **(34.55)** |
| **Profit for the year attributable to:** | | | |
| -Owners of the Group | | (282.63) | 31.40 |
| -Non-controlling interest | | 74.75 | (63.22) |
| **Other comprehensive income for the year attributable to:** | | | |
| -Owners of the Group | | 28.75 | 5.23 |
| -Non-controlling interest | | 12.06 | (8.98) |
| **Total comprehensive income for the year attributable to:** | | | |
| -Owners of the Group | | (253.88) | 36.64 |
| -Non-controlling interest | | 86.81 | (72.20) |
| **Earnings per equity share (₹)** | | | |
| (Face value of equity share of ₹2 each) | | | |
| **Basic in (₹)** | 34 | (0.11) | (0.02) |
| **Diluted in (₹)** | 34 | (0.11) | (0.02) |

**The accompanying notes form an integral part of the consoldiated financial statements**

**As per our attached report of even date**
**For HPVS & Associates**
Chartered Accountants
Firm's Registration No. 137533W

Vaibhav L Dattani
Partner
Membership No.: 144084
UDIN : 24144084BKFWVN8219

Date : July 20, 2024
Place : Mumbai

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

sd/-
Shrikant Parikh
Managing Director
DIN : 00112642

sd/-
Sona Parikh
Director
DIN : 03283751

sd/-
Piyush Talyani
Group Secretary
Membership No.: A60447

Date : July 20, 2024
Place : Mumbai

**Statement of Consolidated Cash Flows for the year ended 31st March, 2024**

**(₹ in lakhs)**

| | Particulars | For the Year ended 31st March, 2024 | For the Year ended 31st March, 2023 |
|---|---|---|---|
| **A.** | **Cash flow from operating activities** | | |
| | **Profit before tax** | (168.54) | (29.08) |
| | **Adjustment for:** | | |
| | Depreciation and amortisation expense | 52.66 | 68.18 |
| | Interest income | (16.46) | (216.46) |
| | Interest expense | 5.21 | 170.10 |
| | Provision for gratuity | 0.10 | - |
| | Provision for loan and interest | 390.61 | - |
| | Provision for investment | 18.38 | - |
| | Unrealised exchange gain | (46.91) | (17.40) |
| | Share in loss in partnership firm | 0.58 | - |
| | **Operating profit before working capital changes** | **235.62** | **(24.65)** |
| | **Adjustments for:** | | |
| | Increase In Inventory | (302.56) | (1,327.06) |
| | (Increase)/Decrease In trade receivable | (533.86) | 286.41 |
| | Decrease in financials assets | 58.13 | 2.37 |
| | Increase in other current assets | (134.08) | - |
| | Increase in Other non current assets | (2.30) | (8.60) |
| | Increase in trade payables | 720.68 | 685.97 |
| | Increase/ (Decrease) in other financial liability | (159.09) | 159.28 |
| | Increase / (Decrease) in other current liability | 49.21 | (15.44) |
| | **Cash Flow from Operations** | **(68.25)** | **(241.72)** |
| | Income taxes paid (net of refund received) | (36.52) | (3.04) |
| | **Net cash used from operating activities (A)** | **(104.77)** | **(244.76)** |
| **B.** | **Cash flow from Investing Activities** | | |
| | Loan given during the year (net) | (18.24) | 24.86 |
| | Purchase of property, plant and equipment (net) | (19.12) | (37.50) |
| | Purchase of investment (net) | - | (27.63) |
| | Movement of bank balance other than cash and cash equivalent | - | 1.84 |
| | Redemption in term deposits (net) | 100.00 | - |
| | Interest income | 8.04 | 168.31 |
| | **Net cash generated in investing activities (B)** | **70.68** | **129.88** |
| **C.** | **Cash flow from financing activities** | | |
| | Repayment of lease liability | (15.37) | (10.00) |
| | Proceed received from Borrowings (Net) | 30.79 | 280.50 |
| | Interest paid | (0.25) | (170.10) |
| | **Net cash generated from financing activities (C.)** | **15.17** | **100.40** |
| | **Net decrease in cash and cash equivalents (A+B+C)** | **(18.92)** | **(14.48)** |
| | **Cash and cash equivalents at the beginning of the year** | 46.41 | 61.90 |
| | **Cash and cash equivalents at the end of the year (refer note 9)** | 27.48 | 46.41 |

**Reconciliation part of cash flows**

**(₹ in lakhs)**

| Particulars | 01st April, 2023 | New leases Recognition/ Derecognition | Cash flows (net) | Others | 31st March, 2024 |
|---|---|---|---|---|---|
| Borrowings (Non current and current) | 1,091.62 | - | 30.79 | 121.71 | 1,244.12 |
| Lease Liabilities (including current maturities) | 90.74 | - | (15.37) | 4.97 | 80.34 |

**(₹ in lakhs)**

| Particulars | 01st April, 2022 | New leases Recognition/ Derecognition | Cash flows (net) | Others | 31st March, 2023 |
|---|---|---|---|---|---|
| Borrowings (Non current and current) | 811.12 | - | 280.50 | - | 1,091.62 |
| Lease Liabilities (including current maturities) | 100.74 | 0 | (15.38) | 5.38 | 90.74 |

**Note:**

The Cash flow statement is prepared using the “indirect method” set out in IND AS-7 - Statement of Cash Flows

**The accompanying notes form an integral part of the consoldiated financial statements**

**As per our attached report of even date**
**For HPVS & Associates**
Chartered Accountants
Firm's Registration No. 137533W

Vaibhav Dattani
Partner
Membership No.: 144084
UDIN : 24144084BKFWVN8219

Date : July 20, 2024
Place : Mumbai

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

sd/-
Shrikant Parikh
Managing Director
DIN : 00112642

sd/-
Sona Parikh
Director
DIN : 03283751

sd/-
Piyush Talyani
Group Secretary
Membership No.: A60447

Date : July 20, 2024
Place : Mumbai

## Consolidated Statement of Changes in Equity for the year ended 31st March, 2024

A. Equity share capital (₹ in lakhs)

| Particulars | Amount |
|---|---|
| As at 31st March, 2022 | 3,838.01 |
| Movement during the year | - |
| As at 31st March, 2023 | 3,838.01 |
| Movement during the year | - |
| As at 31st March, 2024 | 3,838.01 |

B. Other equity (₹ in lakhs)

| Particulars | Reserves and surplus | | | | | | Items of Other Comprehensive Income/(Loss) (OCI) | Total equity attributable to equity holders of the Company | Non controlling interests | Total |
|---|---|---|---|---|---|---|---|---|---|---|
| | Retained earnings | Capital Reserve | Securities premium reserve | Investment allowance reserve | Revaluation reserve | General reserve | FCTR | | | |
| Opening balance as at 01st April, 2022 | (1,612.58) | 80.33 | 1,167.29 | 2.78 | 1.62 | 833.92 | 1,053.70 | 1,527.07 | 736.43 | 2,263.50 |
| Changes in accounting policy or prior period errors | 75.47 | | | | | | | 75.47 | 0.42 | 75.89 |
| Restated balance at the beginning of the current period as at 01st April, 2022 | (1,537.11) | 80.33 | 1,167.29 | 2.78 | 1.62 | 833.92 | 1,053.70 | 1,602.54 | 736.85 | 2,339.39 |
| Loss for the year | 31.40 | - | - | - | - | - | | 31.40 | (63.22) | (32.82) |
| Other comprehensive income for the year, net of income tax | (9.95) | | | | | | 15.18 | 5.23 | (8.98) | (3.75) |
| Closing balance as at 31st March, 2023 | (1,515.66) | 80.33 | 1,167.29 | 2.78 | 1.62 | 833.92 | 1,068.88 | 1,639.18 | 664.66 | 2,302.82 |
| Loss for the year | (282.63) | - | - | - | - | - | | (282.63) | 74.75 | (207.88) |
| Other comprehensive income for the year, net of income tax | 13.22 | | | | | | 15.53 | 28.75 | 12.06 | 40.81 |
| Others | 119.70 | - | - | - | - | - | | 119.70 | 0.41 | 120.11 |
| Closing balance as at 31st March, 2024 | (1,665.38) | 80.33 | 1,167.29 | 2.78 | 1.62 | 833.92 | 1,084.42 | 1,504.99 | 751.88 | 2,256.88 |

The accompanying notes form an integral part of the consolidated financial statements

As per our attached report of even date
For HPVS & Associates
Chartered Accountants
Firm's Registration No. 137533W

Vaibhav L Dattani
Partner
Membership No.: 144084
UDIN : 24144084BKFWVN8219

Date : July 20, 2024
Place : Mumbai

For and on behalf of the Board of Directors

Sona Parikh
Director
DIN : 03283751

Shrikant Parikh
Managing Director
DIN : 00112642

Piyush Talyani
Company Secretary
Membership No.: A60447

Date : July 20, 2024
Place : Mumbai

# Notes to the Consolidated Financial Statements as at and for the year ended March 31, 2024

**1. GENERAL INFORMATION:**

Minal Industries Limited ("the Company" or "the Holding") is primarily engaged in the manufacturing and export of diamond-studded Gold & Silver Jewellery.

The Consolidated Financial Statements comprise the financial statements of Minal Industries Limited (CIN L32201MH1988PLC16905) ("the Company" or "the Parent" or "the Holding") and its subsidiaries (Collectively referred to as "the Group") for the year ended 31st March 2024. The following entities are included in the consolidation:

| Name of the Company | Country of Incorporation | Shareholdingeither directlyor through subsidiaries for the years/period | Nature of Operations (commenced/ planned) |
|---|---|---|---|
| Minal Infojewels Limited | India | 49.40 % | Manufacturing and export of Diamond studded Gold & Silver Jewellery |
| Minal International FZE | United ArabEmirates | 100% | Trading in Gold, Silver,Diamond & related Jewellery |
| RSBL | India | 99% | Export of Diamond studded Gold & SilverJewellery |

The Company is a public limited company, domiciled in India and incorporated in under the provision of Companies Act, 1956. The registered office of the Company is located at Plot No. 16 (P)-17, 28 & 29(P), M.I.D.C.,SEEPZ, Andheri (East), Mumbai – 400 096.

**2. MATERIAL ACCOUNTING POLICIES**

**I. Statement of Compliance**

The consolidated financial statements of the Group comprise the Consolidated Balance Sheet as at 31 March 2024, the Consolidated Statement of Profit and Loss, Consolidated Statement of Changes in Equity and the Consolidated statement of Cash Flows for the year ended as on that date and material accounting policies and explanatory notes (together hereinafter referred to as "Consolidated Financial Statements" or "financial statements").

The consolidated financial Statements have been prepared in accordance with the accounting principlesgenerally accepted in India including Indian Accounting Standards (Ind AS) prescribed under the section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and the provisions of the Companies Act, 2013 ("the Act") to the extent notified. presentation and disclosures requirement of Division II of revised Schedule III of the Companies Act 2013, (Ind AS Compliant Schedule III), as applicable to Consolidated financial statement.

These consolidated financial statements are approved for issue by the Board of Directors on July 20, 2024

**II. Basis of Preparation and Presentation**.

The consolidated financial statements have been prepared on a going concern basis, the historical cost basis and on an accrual basis, except for certain financial assets and liabilities (including derivative instruments), defined benefit plan's – plan assets and equity settled share-based payments measured at fair value at the end of each reporting year ( and acquisition of subsidiaries where assets and liabilities are measured at fair values as at the date of acquisition in accordance with Ind AS 103.

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. In estimating the fair value of an asset or a liability, the Group takes in account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determine on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102, leasing transactions that are within the scope of Ind AS 116, fair value of plan assets within scope the of Ind AS 19 and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements 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 measurements in its entirety, which are described as follows:

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

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

Level 3 inputs are unobservable inputs for the asset or liability.

The Consolidated Financial Statements comprises of Minal Industries Limited and all its subsidiaries, being the entities that it controls. Control is assessed in accordance with the requirement of Ind AS 110 – Consolidated Financial Statements.

The Consolidated Financial Statements are presented in Indian Rupees (₹) and all values are rounded to the nearest lakhs, except when otherwise indicated

Notes to the Consolidated Financial Statements as at and for the year ended March 31, 2024

**III.** Basis of Consolidation

The Consolidated Financial Statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved where the Company:

- has power over the investee
- is exposed to, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns

The Company reassess whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Company has less than majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including;

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit and loss and other comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Consolidation Procedure:

(a) The financial statements of the Company and its subsidiaries are combined on a line-by-line basis by adding together like items of assets, liabilities, equity, incomes, expenses and cash flows, after fully eliminating intra-group balances and intragroup transactions.

(b) Profits or losses resulting from intra-group transactions that are recognised in assets, such as Inventory and Property, Plant and Equipment, are eliminated in full. In case of foreign subsidiaries, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognised in the Foreign Currency Translation Reserve (FCTR).

(c) The audited/unaudited financial statements of foreign subsidiaries have been prepared in accordance with the Generally Accepted Accounting Principle of its Country of Incorporation or Ind AS.

(d) The Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances.

(e) The carrying amount of the parent's investment in each subsidiary is offset (eliminated) against the parent's portion of equity in each subsidiary.

(f) The difference between the proceeds from disposal of investment in subsidiaries and the carrying amount of its assets less liabilities as on the date of disposal is recognised in the Consolidated Statement of Profit and Loss being the profit or loss on disposal of investment in subsidiary.

(g) Non-Controlling Interest's share of profit/loss of consolidated subsidiaries for the year is identified and adjusted against the income of the Group in order to arrive at the net income attributable to shareholders of the Company.

(h) Non-Controlling Interest's share of net assets of consolidated subsidiaries is identified and presented in the Consolidated Balance Sheet.

**IV. Business Combinations**:

Business combinations are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition date fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. Acquisition-related costs are generally recognised in Statement of Profit and Loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value at the acquisition date, except that:

- deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Taxes and Ind AS 19 Employee Benefits respectively;

- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share- based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 Share-based Payments at the acquisition date; and

- assets (or disposal groups) that are classified as held for sale in accordance with Ind AS 105 Non- current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

Goodwill arising on business combination is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the fair value of net identifiable assets acquired and liabilities assumed. After initial recognition, Goodwill is tested for impairment annually and measured at cost less any accumulated impairment losses if any.

In case of bargain purchase, before recognizing gain in respect thereof, the Group determines whether there exists clear evidence of the underlying reasons for classifying the business combination as a bargain purchase. Thereafter, the group reassesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and recognizes any additional assets or liabilities that are identified in that reassessment. The Group then reviews the procedures used to measure the amounts that Ind AS requires for the purposes of calculating the bargain purchase. If the gain remains after this reassessment and review, the Group recognizes it in other comprehensive income and accumulates the same in equity as capital reserve. This gain is attributed to the acquirer. If there does not exist clear evidence of the underlying reasons for classifying the business combination as a bargain purchase, the Group recognises the gain, after reassessing and reviewing, directly in equity as capital reserve.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non- controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at fair value or, when applicable, on the basis specified in another Ind AS.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control) and the resulting gain or loss, if any, is recognised in the Consolidated Statement of Profit and Loss. If the initial accounting for a business combination is incomplete by the end of the financial year, the provisional amounts for which the accounting is incomplete shall be disclosed in the consolidated financial statements and provisional amounts recognized at the acquisition date shall be retrospectively adjusted during the measurement period. During the measurement period, the group shall also recognize additional assets or liabilities if the new information is obtained about facts and circumstances that existed as of the acquisition date and if known, would have resulted in the recognition of those assets and liabilities as of that date. However, the measurement period shall not exceed the period of one year from the acquisition date.

Business combinations involving entities or businesses under common control shall be accounted for using the pooling of interest method. The net assets of the transferor entity or business are accounted at their carrying amounts on the date of the acquisition subject to necessary adjustments required to harmonize accounting policies. Any excess or shortfall of the consideration paid over the share capital of transferor entity or business is recognised under equity.

## V. Foreign Currencies

The functional currency of the Company and its subsidiaries is determined on the basis of the primaryeconomic environment in which it operates. The functional currency of the Company is Indian National Rupee (INR).

**Transactions and Balances**

All transactions in foreign currencies are translated to the respective functional currencies using the prevailing exchange rates on the date of such transactions. All monetary assets and liabilities denominated in foreign currencies are translated to the functional currency at the closing exchange rate at the end of each reporting year. All non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated to the functional currency at the exchange rate when the fair value was determined. All foreign currency differences are generally recognized in the Consolidated Statement of Profit and Loss, except for non-monetaryitems denominated in foreign currency and measured based on historical cost, as they are not translated.

**Translation of Foreign Operations**

For the purpose of presenting Consolidated Financial Statements, the assets and liabilities of the Group's foreign operations that have a functional currency other than Indian rupees are translated into Indian rupees using exchange rates prevailing at the reporting date. Income and expense items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognized in other comprehensiveincome (OCI) and held in foreign currency translation reserve (FCTR), a component of equity. When a foreign operation is disposed off, the relevant amount recognized in FCTR is transferred to the Consolidated Statementof Profit and Loss as part of the profit or loss on disposal. Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the exchange rate prevailing at the reporting date Exchange differences arising are recognised in other comprehensive income.

## VI. Property, Plant and Equipment:

The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing costs for qualifying assets and any expected costs of decommissioning. Major shut-down and overhaul expenditure is capitalised as the activities undertaken improves the economic benefits expected to arise from the asset.

Major overhaul costs are depreciated over the estimated life of the economic benefit derived from the overhaul. The carrying amount of the remaining previous overhaul cost is charged to the Statement of Profit and Loss if the next overhaul is undertaken earlier than the previously estimated life of the economic benefit.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, asappropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably. Property, Plant and Equipment which are significant to the total cost of that item of Property, Plant and Equipment and having different useful life are accounted separately.

Assets in the course of construction are capitalised in the assets under Capital work in progress. At the point when an asset is operating at management's intended use, the cost of construction is transferred to the appropriate category of property, plant and equipment and depreciation commences. Costs associated with the commissioning of an asset and any obligatory decommissioning costs are capitalised where the asset is available for use but incapable of operating at normal levels revenue (net of cost) generated from production during the trial period is capitalised.

An item of property, plant and equipment 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 Consolidated Statement of Profit and Loss.

Property, plant and equipment except freehold land held for use in the production, supply or administrative purposes, are stated in the consolidated balance sheet at cost less accumulated depreciation and accumulated impairment losses, if any.

Depreciation commences when the assets are ready for their intended use. Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation is recognized so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using straight-line method as per the useful lives and residual value prescribed in Schedule II to the Companies Act, 2013 except in case of the following class of assets wherein useful lives are determined based on technical assessment made by a technical expert engaged by the management taking into account the nature of assets, the estimated usage of assets, the operating conditions of the assets, anticipated technological changes, in order to reflect the actual usage.

The Group has estimated the following useful lives to provide depreciation on its certain fixed assets based onassessment made by experts and management estimates.

| Assets | Estimated useful lives |
|---|---|
| Building | 30 Years |
| Plant and Machinery | 15 Years |
| Office equipment | 5 Years |
| Computer equipment | 3 Years |
| Furniture and fixtures | 10 Years |
| Vehicles | 8 Years |

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

The group has policy to expense out the assets which is acquired during the year and value of such assets is below Rs. 5000

**VII.** Intangible Assets (other than goodwill)

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over theirestimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting year, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses if any The cost of intangible assets having finite lives, which are under development and before ready for itsintended use, are disclosed as 'Intangible Assets under development.

Useful lives of intangible assets

Estimated useful lives of the intangible assets are as follows:

| Assets | Estimated useful lives |
|---|---|
| Computer Software | 3 - 5 Years |

An intangible asset is derecognised on disposal, or when no further economic benefits are expected from use or disposal. Gain/loss on de-recognition are recognised in statement of profit and loss.

**VIII. Impairment of Non-Financial Assets - Property, Plant and Equipment and Intangible Assets**

The Group assesses at each reporting date as to whether there is any indication that any Property, Plant and Equipment, and Other Intangible Assets or group of assets, called Cash Generating Units (CGU) may be impaired. If any such indication exists, the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Consolidated Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted totheir present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets. The impairment loss recognised in prior accounting period is reversed ifthere has been a change in the estimate of recoverable amount Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

**IX.** Revenue Recognition:

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchangefor transferring promised goods or services having regard to the terms of the contract. If the consideration in a contract includes a variable amount, the group estimates the amount of consideration to which it will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated having regard to various relevant factors including historical trend and constrained until it is highly probable thata significant revenue reversal in the amount of cumulative revenue recognised will not occur when theassociated uncertainty with the variable consideration is subsequently resolved. Compensation towards shortfall in offtake are recognised on collection or earlier when there is reasonable certainty to expect ultimate collection.

Revenue from port operations services/ multi-model service including cargo handling and storage are recognized on proportionate completion method basis based on services completed till reporting date. Revenue on take-or-pay charges are recognised for the quantity that is difference between annual agreed tonnage and actual quantity of cargo handled.

Interest on delayed payments leviable as per the relevant contracts are recognised on actual realisation or accrued based on an assessment of certainty of realization supported by acknowledgement from customers.

The amount recognised as revenue is exclusive of goods & services tax where applicable.

**Trade receivables**

A receivable is recognised when the goods or services are delivered and to the extent that it has an unconditional contractual right to receive cash or other financial assets (i.e., only the passage of time is required before payment of the consideration is due).

**Contract liabilities**

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract including Advance received from Customer.

**Contract assets**

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays considerationor before payment is due, a contract asset is recognised for the earned consideration.

**X. Other Income**

Other income is comprised primarily of interest income, mutual fund income, dividend, exchange gain/ loss. Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset’s net carrying amount on initial recognition. Unrealised gain/loss on mutual unit accounted in Statement of Profit and Loss bases mark to market basis and realised gain/loss accounted on the redemption basis.

Dividend income from investments is recognised when the shareholder’s right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably).

**XI. Leases**

The Group assesses whether a contract is or contains a lease, at inception of the contract. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

**Group as lessor**

Leases for which the group is a lessor are classified as finance or operating leases. Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income.

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Group to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Group’s net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the group’s net investment outstanding in respect of the lease.

Subsequent to initial recognition, the group regularly reviews the estimated unguaranteed residual value and applies the impairment requirements of Ind AS 109, recognizing an allowance for expected credit losses on the lease receivables. Finance lease income is calculated with reference to the gross carrying amount of the lease receivables, except for credit impaired financial assets for which interest income is calculated with reference to their amortised cost (i.e. after a deduction of the loss allowance).

**Group as lessee**
The Group applies a single recognition and measurement approach for all leases, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

**Right-of-use assets**
The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognised right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The lease term of Group's ROU assets which comprises only Buildings varies from 3 to 30 years.

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. Right-of- use assets are subject to impairment test.

The Company accounts for sale and lease back transaction, recognising right-of-use assets and lease liability, measured in the same way as other right-ofuse assets and lease liability. Gain or loss on the sale transaction isrecognised in statement of profit and loss.

**Lease liabilities**
At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term and are not paid at the commencement date, discounted by using the rate implicit in the lease. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees.

The variable lease payments that do not depend on an index or a rate are recognised as expense in the period on which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest (using the effective interest method) and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

**Short-term leases and leases of low-value assets**

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered of low value (i.e., below Rs. 50,000). Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

Most of the contracts that contains extension terms are on mutual agreement between both the parties and hence the potential future rentals cannot be assessed. Certain contracts where the extension terms are unilateral are with unrelated parties and hence there is no certainty about the extension being exercised. The group uses weighted average incremental borrowing rate for lease liabilities measurement.

**XII. Borrowing Costs:**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which areassets that necessarily take a substantial period of time to get ready for their intended use, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in the Statement of Profit and Loss in the year in which they are incurred.

The Group determines the amount of borrowing costs eligible for capitalisation as the actual borrowing costs incurred on that borrowing during the year less any interest income earned on temporary investment of specific borrowings pending their expenditure on qualifying assets, to the extent that an entity borrows funds specifically for the purpose of obtaining a qualifying asset. If any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. In case if the Group borrows generally and uses the funds for obtaining a qualifying asset, borrowing costs eligible for capitalisation are determined by applying a capitalisation rate to the expenditures on that asset. Borrowing Cost includes exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the finance cost.

**XIII.** Employee Benefits

**Retirement benefit costs and termination benefits:**

**Defined contribution plans:**

Payments to defined contribution retirement benefit plans are recognised as an expense when employees haverendered service entitling them to the contributions

**Defined benefit plans:**

For defined benefit retirement benefit plans, the cost of providing benefits is determined using the projected unitcredit method, with actuarial valuations being carried out at the end of each annual reporting year. Re- measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected immediately in the statement of financial position with a charge or credit recognised in other comprehensive income in the year in which they occur. Re-measurement recognised in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to profit or loss. Actuarial valuations are being carried out at the end of each annual reporting period for defined benefit plans. Past service cost is recognised in profit or loss in the year of a plan amendment or when the Group recognizes corresponding restructuring cost whichever is earlier. Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

- Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- Net interest expense or income; and
- Re-measurement

The Group presents the first two components of defined benefit costs in profit or loss in the line item ‘Employee benefits expenses. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognised in the statement of financial position represents the actual deficit or surplus in the Group’s defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

A liability for a termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognises any related restructuring costs.

The group pays gratuity to the employees whoever has completed five years of service with the Company atthe time of resignation/ superannuation. The gratuity is paid @ 15 days salary for each completed year of service as per the Payment of Gratuity Act, 1972

**Short-term and other long-term employee benefits:**

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the year the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date

## XIV. Tax Expense

Income tax expense represents the sum of the tax currently payable and deferred tax.

**Current tax**

Current tax is the amount of expected tax payable based on the taxable profit for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961. The group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period

**Deferred tax**

Deferred tax is recognised using the balance sheet approach on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill. Recognize of Deferred Tax Liability (DTL)/ Deferred Tax Asset (DTA) for taxable temporary differences in cases where the initial recognition of an asset or liability results in equal taxable and deductible temporary differences.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting year and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the assetto be recovered.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as a deferred tax asset if there is convincing Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as a deferred tax asset if there is convincing evidence that the Group will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Group.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year in whichthe liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting year.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

**Current and Deferred Tax for the year**

Current and deferred tax are recognised in profit or loss, except when they are relating to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.

## XV. Inventories

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any, Cost is determined by the weighted average cost method.

Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. Cost of inventories includes cost of purchase price, cost of conversion and other cost incurred in bringing the inventories to their present location and condition.

## XVI. Financial Instruments

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

Financial assets and financial liabilities are recognised when the group becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs 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 Statement of 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 directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit and loss are recognised immediately in Statement of Profit and Loss.

a) **Investments and other financial assets**:

**Initial recognition and measurement**

Financial assets are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition or issue of the financial asset. Purchases and sales of financial assets are recognised on the trade date, which is the date on which the group becomes a party to the contractual provisions of the instrument.

**Classification of Financial Assets**.

Financial assets are classified, at initial recognition and subsequently measured at amortised cost, fair value through other comprehensive income (OCI) and fair value through profit and loss.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated at FVTPL:

i) The asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and

ii) The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows.

A debt instrument is classified as FVTOCI only if it meets both of the following conditions and is not recognised at FVTPL;

- The asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments included within the FVTOC category are measured initially as well as at each reporting date at fair value. Fair value movement are recognised in the Other Comprehensive Income (OCI). However, the Group recognises interest income, impairment losses & reversals and foreign exchange gain or loss in the Consolidate Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to Consolidated Statement of Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. The equity instruments which are strategic investments and held for long term purposes are classified as FVTOCI. If the group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment. However, the group may transfer the cumulative gain or loss within equity

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

All other financial assets are classified as measured at FVTPL.

In addition, on initial recognition, the group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVTOCI or at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets at FVTPL are measured at fair value at the end of each reporting year, with any gains and losses arising on remeasurement recognised in consolidated statement of profit and loss. The net gain or loss recognised in consolidated statement of profit and loss incorporates any dividend or interest earned on the financial asset and is included in the other income' line item. Dividend on financial assets at FVTPL is recognised when:

- The Group's right to receive the dividends is established,
- It is probable that the economic benefits associated with the dividends will flow to the entity,
- The dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

**Derecognition of Financial Assets**

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire,or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

**Impairment**

The Group applies the expected credit loss model for recognizing impairment loss on financial assets measured at amortised cost, debt instruments at FVTOCI, lease receivables, trade receivables, other contractual rights to receive cash or other financial asset, and financial guarantees not designated as at FVTPL.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit impaired financial assets). The Group estimates cash flows by considering all contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) through the expected life of that financial instrument.

The Group measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit riskon a financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. 12-month expected credit losses are portion of the life-time expected credit losses and represent the lifetime cash shortfalls that will result if default occurs within the 12 months after the reporting date and thus, are not cash shortfalls that are predicted over the next 12 months.

If the group measured loss allowance for a financial instrument at lifetime expected credit loss model in the previous period, but determines at the end of a reporting period that the credit risk has not increased significantly since initial recognition due to improvement in credit quality as compared to the previous period, the Group again measures the loss allowance based on 12-month expected credit losses.

When making the assessment of whether there has been a significant increase in credit risk since initial recognition, the group uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115, the Group always measures the loss allowance at an amount equal tolifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Group has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based ona provision matrix which takes into account historical credit loss experience and adjusted for forward-lookinginformation.

The impairment requirements for the recognition and measurement of a loss allowance are equally applied to debt instruments at FVTOCI except that the loss allowance is recognised in other comprehensive income and is not reduced from the carrying amount in the balance sheet.

The Group has performed sensitivity analysis on the assumptions used and based on current indicators of future economic conditions, the Group expects to recover the carrying amount of these assets.

*Effective interest Method:

b)**Financial Liabilities & Equity Instruments**

**Classification as Debt or Equity**

Debt and equity instruments issued by the group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

**Equity Instruments**

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 group are recognised at the proceeds received, net of direct issue costs.

Repurchase of the group's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in Statement of Profit and Loss on the purchase, sale, issue or cancellation of the group's own equity instruments.

**Financial Liabilities**

Financial liabilities are classified as either financial liabilities 'at FVTPL' or 'other financial liabilities'

Initial recognition and measurement financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at fair value.

**Financial liabilities at FVTPL**:

Financial liabilities are classified as at FVTPL when the financial liability is either held for trading or it is designated as at FVTPL.

A financial liability is classified as held for trading if:

- It has been incurred principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

A financial liability other than a financial liability held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;
- the financial liability forms part of a group of financial assets or financial liabilities or both,
  which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and Ind AS 109 permits the entire combined contract to be designated as at FVTPL in accordance with Ind AS 109.

Financial liabilities at FVTPL are stated at fair value with any gains or losses arising on remeasurement recognised in Consolidated Statement of Profit and Loss. The net gain or loss recognised in Consolidated Statement of Profit and Loss incorporates an interest paid on the financial liability and is include in the Consolidated Statement of Profit and Loss. For liabilities designated as FVTPL, fair value gains/losses attributable to changes in own credit risk are recognised in OCI.

The Group derecognises financial liabilities when, and only when, the Group's obligations are

discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the Consolidated Statement of Profit and Loss.

**Other financial liabilities:**

The Group enters into deferred payment arrangements (acceptances) whereby overseas lenders such as banks and other financial institutions make payments to supplier's banks

for import of raw materials and property, plant and equipment. The banks and financial institutions are subsequently repaid by the Group at a later date providing working capital benefits. These arrangements are in the nature of credit extended in normal operating cycle and these arrangements for raw materials are recognised as Acceptances (under trade payables) and arrangements for property, plant and equipment are recognised as borrowings. Interest borne by the Group on such arrangements is accounted as finance cost. Other financial liabilities are subsequently measured at amortised cost using the effective interest method

**Derecognition of Financial Liabilities:**

A financial liability is derecognized when the obligation specified in the contract is discharged, cancelled or expires. An exchange between a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the Statement of Profit or Loss.

**Offsetting financial instruments**

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

### Reclassification of financial assets

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Group's senior management determines change in the business model as a result of external or internal changes which are significant to the Group's operations. Such changes are evident to external parties. A change in the business model occurs when the Group either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting year following the change in business model. The Group does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

| Original classification | Revised classification | Accounting treatment |
|---|---|---|
| Amortised cost | FVTPL | Fair value is measured at reclassification date. Difference between previous amortised cost and fair value is recognised in Statement of Profit and Loss. |
| FVTPL | Amortised Cost | Fair value at reclassification date becomes its new gross carrying amount. EIR is calculated based on the new gross carrying amount. |
| Amortised cost | FVTOCI | Fair value is measured at reclassification date. Difference between previous amortised cost and fair value is recognised in OCI. No change in EIR due to reclassification. |
| FVTOCI | Amortised cost | Fair value at reclassification date becomes its new amortised cost carrying amount. However, cumulative gain or loss in OCI is adjusted against fair value. Consequently, the asset is measured as if it had always been measured at amortised cost. |
| FVTPL | FVTOCI | Fair value at reclassification date becomes its new carrying amount. No other adjustment is required. |
| FVTOCI | FVTPL | Assets continue to be measured at fair value. Cumulative gain or loss previously recognised in OCI is reclassified to Statement of Profit and Loss at the reclassification date. |

### XVII. Provisions and Commitments

A provision is recognised when the Group has a present obligation (legal or constructive), as a result of past events and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.

When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Onerous Contracts - Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist where the group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract. The unavoidable costs under a contract reflect the least net cost of exiting from thecontract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it. The cost of fulfilling a contract comprises the costs that relate directly to the contract (i.e., both incremental costs and an allocation of costs directly related to contract activities).

Provisions are reviewed at each Balance Sheet date.

### XVIII. Contingent Liabilities

Disclosure of contingent liability is made when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources embodying economic benefits will be required to settle or a reliable estimate of amount cannot be made.

Contingent liabilities are reviewed at each Balance Sheet date.

### XIX. Cash and Cash Equivalents

Cash and short-term deposits in the Balance Sheet comprise cash at banks, cheque on hand, short-term deposits with a maturity of three months or less from the date of acquisition, which are subject to an insignificant risk of changes in value.

For the purpose of the Statement of cash flows Cash and cash equivalents comprise cash at banks and on hand, short-term deposits with an original maturity of three months or less and liquid investments, which are subject to insignificant risk of changes in value.

### XX. Earnings per Equity Share

Basic earnings per share is computed by dividing the profit / loss after tax by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for treasury shares, bonus issue, bonus element in a rights issue to existing shareholders,share split and reverse share split (consolidation of shares).

Diluted earnings per share is computed by dividing the profit / loss after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per shareand the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares including the treasury shares held by the Group to satisfy the exercise of the share options by the employees

**XXI.** Current and Non-Current Classification

The Group presents assets and liabilities in the balance sheet based on current and non-current classification.An asset is classified as current when it satisfies any of the following criteria:

- Expected to be realized or intended to be sold or consumed in Group normal operating cycle; Held primarilyfor the purpose of trading;
- Expected to be settled within twelve months after the reporting period or
- Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at leasttwelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when it satisfies any of the following criteria:

- It is expected to be settled in Group normal operating cycle;
- It is held primarily for the purpose of trading;
- it is due to be settled within twelve months after the reporting date; or the Group does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

The Group classifies all other liabilities as non-current

**XXII.** Key sources of estimation uncertainty and critical accounting judgements

The preparation of consolidated financial statements, in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. The management bases its estimates on historical experience and various other assumptions that are believed to be reasonable under the circumstances. Actual results may differ from those estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognized in the Consolidated Financial Statements is included in the following notes:

**a. Depreciation / amortisation and useful lives of property, plant and equipment / intangible asset**

Management reviews the useful lives of property, plant and equipment at least once a year. Such lives are dependent upon an assessment of both the technical lives of the assets and also their likely economic lives based on various internal and external factors including relative efficiency and operating costs. This reassessment may result in change in depreciation and amortisation expected in future periods.

**b.Taxes**

The group has two tax jurisdictions i.e. at India and UAE. Significant judgements are involved in determining the provision for income taxes.

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

MAT is assessed on book profits adjusted for certain items as compared to the adjustments followed for assessing regular income tax under normal provisions. MAT paid in excess of regular income tax during a year can be set off against regular income taxes within a specified period in which MAT credit arises, subject to the limits prescribed.

**c. Defined benefit plans**

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

**d. Fair Value Measurement**

When the fair values of financials assets and financial liabilities recorded or disclosed in the financial statements cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques which involve various judgements and assumptions including the Discounted Cash Flows model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgements include considerationof inputs such as liquidity risk, credit risk and volatility.

**e. Impairment** of Financial Assets and Non-Financial Assets

The impairment provisions for Financial Assets are based on assumptions about risk of default and expected cash loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

In case of non-financial assets, the Group estimates asset's recoverable amount, which is higher of an assetsor Cash Generating Units (CGU's) fair value less costs of disposal and its value in use.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to theasset. In determining fair value less costs of disposal, recent market transactions are taken into account, if nosuch transactions can be identified, an appropriate valuation model is used.

**f. Contingencies**

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Group. Potential liabilities that are possible but not probable of crystalising or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognized. The cases which have been determined as remote by the Group are not disclosed.

Contingent assets are neither recognized nor disclosed in the consolidated financial statements unless when an inflow of economic benefits is probable.

**g. Provisions**

The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances

**4. Recent Accounting Pronouncements:** The Ministry of Corporate Affairs ("MCA") notifies new standards / amendments under Companies (Indian Accounting Standards) Rules as issued from time to time. As of 31st March 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company that has not been applied.

**Note 2A: Property, plant and equipment** (₹ in Lakhs)

| Particulars | Factory building | Building | Plant & equipment | Furniture and fixtures | Vehicles | Office equipment | Computers & printers | Electrical fittings | Total |
|---|---|---|---|---|---|---|---|---|---|
| **Cost/deemed cost** | | | | | | | | | |
| **At 01st April 2022** | **539.03** | **108.13** | **632.14** | **154.49** | **44.85** | **91.90** | **126.43** | **49.21** | **1,746.18** |
| Additions | 7.45 | - | 23.03 | - | - | 7.48 | 3.25 | 3.75 | **44.96** |
| Deductions | - | - | - | - | - | - | - | - | **-** |
| **At 31st March, 2023** | **546.48** | **108.13** | **655.17** | **154.49** | **44.85** | **99.38** | **129.68** | **52.96** | **1,791.13** |
| Additions | - | - | - | 1.35 | - | 2.54 | 4.73 | - | **8.62** |
| Deductions | - | - | 6.50 | - | - | - | - | - | **6.50** |
| **At 31st March, 2024** | **546.48** | **108.13** | **648.67** | **155.84** | **44.85** | **101.92** | **134.41** | **52.96** | **1,793.26** |
| **Accumulated depreciation & impairment** | | | | | | | | | **-** |
| **At 01st April 2022** | **333.34** | **55.61** | **568.51** | **141.29** | **44.00** | **91.51** | **120.64** | **44.95** | **1,399.85** |
| Depreciation | 17.84 | 2.83 | 27.80 | 3.02 | 0.12 | 1.96 | 2.88 | 0.91 | **57.36** |
| Deductions | - | - | - | - | - | - | - | - | **-** |
| **At 31st March, 2023** | **351.18** | **58.44** | **596.31** | **144.31** | **44.12** | **93.47** | **123.52** | **45.86** | **1,457.21** |
| Depreciation | 21.96 | - | 6.84 | 4.83 | 0.73 | 1.87 | 2.25 | 2.48 | **40.96** |
| Deductions | - | - | - | - | - | - | - | - | **-** |
| **At 31st March, 2024** | **373.14** | **58.44** | **603.15** | **149.14** | **44.85** | **95.34** | **125.77** | **48.34** | **1,498.17** |
| **Net book value** | | | | | | | | | **-** |
| **At 31st March, 2024** | **173.34** | **49.69** | **45.52** | **6.70** | **-** | **6.58** | **8.64** | **4.62** | **295.09** |
| **At 31st March, 2023** | **195.30** | **49.69** | **58.86** | **10.18** | **0.73** | **5.91** | **6.16** | **7.10** | **333.93** |

**Note 2B. Right-of-use-assets** (₹ in Lakhs)

| Particulars | Leasehold Land | Building | Total |
|---|---|---|---|
| **At 01st April, 2022** | **123.91** | **67.68** | **191.59** |
| Addition | **-** | **-** | **-** |
| Disposal | **-** | **-** | **-** |
| **At 31st March, 2023** | **123.91** | **67.68** | **191.59** |
| Addition | **-** | **-** | **-** |
| Disposal | **-** | **-** | **-** |
| **At 31st March, 2024** | **123.91** | **67.68** | **191.59** |
| **Accumulated depreciation & impairment** | | | |
| **At 01st April, 2022** | **30.98** | **62.04** | **93.02** |
| Depreciation | 10.33 | 5.64 | **15.97** |
| Disposal | **-** | **-** | **-** |
| **At 31st March, 2023** | **41.30** | **67.68** | **108.98** |
| Depreciation | 10.33 | - | **10.33** |
| Disposal | **-** | **-** | **-** |
| **At 31st March, 2024** | **51.63** | **67.68** | **119.31** |
| **Net book value** | | | |
| **At 31st March, 2024** | **72.28** | **-** | **72.28** |
| **At 31st March, 2023** | **82.61** | **-** | **82.61** |

**Note 3: Intangible assets** ( ₹ in Lakhs)

| Particulars | Computer software |
|---|---|
| **Cost/deemed cost** | |
| **At 01st April, 2022** | **10.00** |
| Additions | - |
| Deletion | - |
| **At 31st March, 2023** | **10.00** |
| Additions | 17.00 |
| Deletion | - |
| **At 31st March, 2024** | **27.00** |
| **Accumulated amortization** | |
| **At 01st April, 2022** | **6.70** |
| Amortization | 0.49 |
| Deletion | - |
| **At 31st March, 2023** | **7.19** |
| Amortization | 1.38 |
| Deletion | - |
| **At 31st March, 2024** | **8.57** |
| **Net book value** | |
| **At March 31, 2024** | **18.43** |
| **At March 31, 2023** | **2.81** |

**Note 4:-Investment (non-current)** (₹ in Lakhs)

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|
| **Investment in equity instruments** | | |
| **Unquoted- (at fair value through profit and loss)** | | |
| Sterling Centre Premises Owners Co-op Society Ltd. | 0.01 | 0.01 |
| 1 (March 31, 2023: 1) Equity Shares of ₹ 500 each fully paid up | | |
| **Total** | **0.01** | **0.01** |
| **Unquoted** | | |
| Aggregate book value | 0.01 | 0.01 |
| **Investment at fair value through profit and loss** | **0.01** | **0.01** |

**Note 5:-Other non-current financial assets (unsecured)** (₹ in Lakhs)

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|
| Security deposit (at amortised cost) | 1.98 | 9.09 |
| Bank balance with maturity more than 12 months | 300.00 | 400.00 |
| Less: Allowance for doubtful balances | - | - |
| **Total** | **301.98** | **409.09** |
| **Notes:** | | |
| Considered good | 301.98 | 409.09 |
| Considered doubtful, provided | - | - |

**Note 6:- Other non current assets** (₹ in Lakhs)

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|
| **Others** | | |
| Other advances | 9.65 | 6.77 |
| Deposit with government authorities | 3.94 | 4.52 |
| Less: Allowance for doubtful advances | - | - |
| **Total** | **13.59** | **11.29** |
| **Notes:** | | |
| Considered good | **13.59** | **11.29** |
| Considered doubtful, provided | - | - |

**Note 7:- Inventories** (₹ in Lakhs)

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|
| Raw materials (at cost) | 4,971.12 | 4,882.80 |
| Finished goods (at cost or net realisable value) | 1,544.31 | 1,321.65 |
| Stores and spares (at cost) | 30.38 | 38.81 |
| **Total** | **6,545.82** | **6,243.25** |

Cost of inventory recognised as an expense and included in changes in inventories of finished goods for the year ended 31st March,2024 ₹ 2,260.69 lakhs ( FY 2022-23 ₹ 1,491.31 lakhs)

**Note 8:- Trade receivables** (₹ in Lakhs)

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|
| Trade receivables considered good- Secured | - | - |
| Trade receivables considered good- Unsecured | 1,456.44 | 922.57 |
| Trade receivables which have significant increase in credit risk | - | - |
| Less: Allowance for doubtful debts | - | - |
| Trade receivable - credit impaired | - | - |
| Less: Allowance for doubtful debts | - | - |
| **Total** | **1,456.44** | **922.57** |

**Ageing as at 31st March 2024:** (₹ in Lakhs)

| Particulars | Unbilled | Not due | Date of transaction | | | | | Total |
|---|---|---|---|---|---|---|---|---|
| | | | less than 6 months | 6 months- 1 year | 1-2 years | 2-3 years | > 3 years | |
| Undisputed trade receivables - considered good | - | - | 1,115.29 | - | - | - | 341.15 | 1,456.44 |
| Undisputed trade receivables - which have significant increase in credit risk | - | - | - | - | - | - | - | - |
| Undisputed trade receivables - credit impaired | - | - | - | - | - | - | - | - |
| Disputed trade receivables - considered good | - | - | - | - | - | - | - | - |
| Disputed trade receivables - which have significant increase in credit risk | - | - | - | - | - | - | - | - |
| Disputed trade receivables - credit impaired | - | - | - | - | - | - | - | - |
| Less: Allowance for doubtful debts | - | - | - | - | - | - | - | - |
| **Total** | **-** | **-** | **1,115.29** | **-** | **-** | **-** | **341.15** | **1,456.44** |

**Ageing as at 31st March 2023:** (₹ in Lakhs)

| Particulars | Unbilled | Not due | Date of transaction | | | | | Total |
|---|---|---|---|---|---|---|---|---|
| | | | less than 6 months | 6 months- 1 year | 1-2 years | 2-3 years | > 3 years | |
| Undisputed trade receivables - considered good | - | - | 913.24 | 2.33 | 7.00 | - | - | 922.57 |
| Undisputed trade receivables - which have significant increase in credit risk | - | - | - | - | - | - | - | - |
| Undisputed trade receivables - credit impaired | - | - | - | - | - | - | - | - |
| Disputed trade receivables - considered good | - | - | - | - | - | - | - | - |
| Disputed trade receivables - which have significant increase in credit risk | - | - | - | - | - | - | - | - |
| Disputed trade receivables - credit impaired | - | - | - | - | - | - | - | - |
| Less: Allowance for doubtful debts | - | - | - | - | - | - | - | - |
| **Total** | **-** | **-** | **913.24** | **2.33** | **7.00** | **-** | **-** | **922.57** |

**Notes:**

1. Trade receivables from related parties details has been described in note. 42

2. Trade receivables does not include any receivables from directors and officers of the Group

3. Credit risk management regarding trade receivables has been described in note. 39.1

**Note 9:- Cash and cash equivalents** **( ₹ in Lakhs)**

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|
| **Balances with banks** | | |
| In current accounts | 25.20 | 44.13 |
| Cash on hand | 2.27 | 2.28 |
| **Total** | **27.48** | **46.41** |

**Note 10:- Loans (current) (unsecured)** **( ₹ in Lakhs)**

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|
| **Loans** | | |
| to related parties (refer note 42) | 42.62 | 25.36 |
| to others | 47.27 | 28.42 |
| Less: Allowance for doubtful loans | - | - |
| **Total** | **89.88** | **53.77** |
| **Notes:** | | |
| (a) Secured, considered good | - | - |
| (b) Unsecured, considered good | 89.88 | 53.77 |
| (c) Doubtful, Allowance for bad and doubtful loans | - | - |

**10.1. Details of loans repayable on demand** **( ₹ in Lakhs)**

| Particulars | As at 31st March, 2024 | | As at 31st March, 2023 | |
|---|---|---|---|---|
| | Loan outstanding | % to the total loans | Loan outstanding | % to the total loans |
| Loans | 71.03 | 79% | 53.77 | 100% |

**Note 11: Other current financial assets (unsecured)** **( ₹ in Lakhs)**

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|
| Security deposits | 2.56 | 2.52 |
| Interest receivable on fixed deposits | 7.01 | 174.20 |
| **Total** | **9.57** | **176.73** |

**Note 12: Income tax asset (net)** **( ₹ in Lakhs)**

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|
| Advance tax and tax deducted at source (net) | 44.86 | 36.26 |
| **Total** | **44.86** | **36.26** |

**Note 13: Other current assets** **( ₹ in Lakhs)**

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|
| **Unsecured, considered good** | | |
| **Other than capital advance** | | |
| Prepayment | 8.19 | 0.06 |
| Indirect tax balances/recoverbale/credit | 80.33 | 100.90 |
| Insurance claim receivables | 0.56 | 0.93 |
| Other advances | 150.26 | 3.36 |
| **Total** | **239.33** | **105.24** |
| **Notes:** | | |
| **Other advances** | | |
| Considered good | 239.33 | 105.24 |
| Considered doubtful, provided | - | - |
| **Total** - | **239.33** | **105.24** |

**Note 14: Equity Share Capital** **( ₹ in Lakhs)**

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|
| **Share Capital** | | |
| **(a) Authorised :** | | |
| 31,50,00,000 ( Previous year 31,50,00,000) Equity Shares of ₹ 2 each | 6,300.00 | 6,300.00 |
| **(b) Issued and subscribed :** | | |
| 19,19,00,650 (Previous year 19,19,00,650) Equity Shares of ₹ 2 each fully paid - up | 3,838.01 | 3,838.01 |
| **Total** | **3,838.01** | **3,838.01** |

**14.1. Reconciliation of the number of the shares outstanding at the beginning and at the end of the year**

| Issued, Subscribed and paid up share capital | As at 31st March, 2024 | | As at 31st March, 2023 | |
|---|---|---|---|---|
| | No. of Shares | ( ₹ in Lakhs) | No. of Shares | ( ₹ in Lakhs) |
| Balance at the beginning of the year | 191,900,650 | 3,838.01 | 191,900,650 | 3,838.01 |
| Movement during the year | - | - | - | - |
| **Balance at the end of the year** | **191,900,650** | **3,838.01** | **191,900,650** | **3,838.01** |

**14.2. Rights, Preferences and Restrictions attached to equity shares**

The Holding Group has one class of equity shares having a par value of ₹ 2 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Group after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the share holder.

**14.3.Details shareholders holding more than 5 % shares in the Group**

| Particulars | As at 31st March, 2024 | | As at 31st March, 2023 | |
|---|---|---|---|---|
| | No. of shares | % of shares | No. of shares | % of shares |
| Jesinghbai Parikh | 108,118,055 | 56.34% | 108,118,055 | 56.34% |
| Aanishka Construction Pvt Ltd | 9,829,085 | 5.12% | 9,829,085 | 5.12% |
| Mahendra Chandulal Shah | 21,000,000 | 10.94% | 21,000,000 | 10.94% |
| Champak Kirtilal Mehta | 21,000,000 | 10.94% | 21,000,000 | 10.94% |
| **Total** | **159,947,140** | **83.35%** | **159,947,140** | **83.35%** |

**14.4 Shareholders holding more than 5% share in the Group are set out below**

| Promoter Name | As at 31st March, 2024 | | As at 31st March, 2023 | |
|---|---|---|---|---|
| | No. of shares | % of total shares | No. of shares | % of total shares |
| **Promoter / Promoter Group** | | | | |
| Jesingbhai Badarmal Parikh | 108,118,055 | 56.34% | 108,118,055 | 56.34% |
| Vikram Jesingbhai Parikh | 616,550 | 0.32% | 616,550 | 0.32% |
| Akash vikram Parikh | 4,000 | 0.00% | 4,000 | 0.00% |
| Anila Shrikant Parikh | 5,742,600 | 2.99% | 5,742,600 | 2.99% |
| Amulbhai Jethabhai Patel | 16,000 | 0.01% | 16,000 | 0.01% |
| Sona Akash Parikh | 4,000 | 0.00% | 4,000 | 0.00% |
| **Total** | **114,501,205** | **59.67%** | **114,501,205** | **59.67%** |

**14.5** There are no bonus shares issued during the period of five years immediately preceding the reporting date.

**14.6** There are no shares reserved for issue under options and contracts / commitments for the sale of shares /

**14.7** There are no shares allotted as fully paid up pursuant to contract without payment being received in cash during the period of 5 years immediately preceding the reporting date.

**Note 15: Other equity** **( ₹ in Lakhs)**

| **Particulars** | **As at 31st March, 2024** | **As at 31st March, 2023** |
|---|---|---|
| General reserve | 833.92 | 833.92 |
| Retained earning | (1,665.38) | (1,515.66) |
| **Other Reserves** | | |
| Capital reserve | 80.33 | 80.33 |
| Securities premium reserve | 1,167.29 | 1,167.29 |
| Investment allowance reserve | 2.78 | 2.78 |
| Revaluation reserve | 1.62 | 1.62 |
| **Other Comprehensive Income** | | |
| Foreign currency translation reserve (FCTR) | 1,084.42 | 1,068.88 |
| **Total** | **1,504.99** | **1,639.18** |

**Nature and purpose of reserves**

**1. Retained Earnings**

Retained earnings are the profits that the Group has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained earnings includes re-measurement loss / (gain) on defined benefit plans, net of taxes that will not be reclassified to Statement of Profit and Loss. Retained earnings is a free reserve available to the Group.

**2. Securities Premium**

Securities Premium is credited when shares are issued at premium including non-cash transaction. This reserve is utilised in accordance with the specific provisions of the Companies Act 2013.

**3. Revaluation Reserve**

It is created through the revaluation of assests as per the Companies Act, 2013 and Indian Accounting Standard notified by Ministry of Corporate Affirs (MCA) .

**4. General reserve**

Under the erstwhile Indian Companies Act 1956, a general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. The purpose of these transfers was to ensure that if a dividend distribution in a given year is more than 10% of the paid-up capital of the group for that year, then the total dividend distribution is less than the total distributable reserves for that year.

Consequent to introduction of Companies Act 2013, the requirement of mandatory transfer of a specified percentage of the net profit to general reserve has been withdrawn and the Group can optionally transfer any amount from the surplus of profit and loss to the General reserves. This reserve is utilised in accordance with the specific provisions of the Companies Act 2013.

**5. Foreign currency translation reserve (FCTR)**

Exchange differences relating to the translation of the results and net assets of the Group's foreign operations from their functional currencies to the Group's presentation currency (i.e. Currency Units) are recognised directly in other comprehensive income and accumulated in the foreign currency translation reserve. Exchange differences previously accumulated in the foreign currency translation reserve are reclassified to profit or loss on the disposal of the foreign operation.

**6. Capital Reserve**

Reserve is primarily created on amalgamation as per statutory requirement. This reserve is utilised in accordance with the specific provisions of the Companies Act 2013.

**Note 16: Non current borrowings** **( ₹ in Lakhs)**

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|
| **Unsecured** | | |
| From related party | 1,029.22 | - |
| **Total** | **1,029.22** | **-** |

**Terms of Repayments -** Repayable after 1 year
**Rate of Interest -** Nil

**Note 17: Lease liabilities** **( ₹ in Lakhs)**

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|
| Lease Liabilities | 80.34 | 90.75 |
| **Total** | **80.34** | **90.75** |

**17.1. Reconciliation of lease liabilities** **( ₹ in Lakhs)**

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|
| Lease Liabilities during the beginning of the year | 90.75 | 100.74 |
| Add:- Interest accrued | 4.97 | 5.38 |
| Less :-Lease payments | 15.38 | 15.38 |
| Lease Liabilities during the end of the year | 80.34 | 90.75 |

**17.2. The minimum lease rentals in respect of right of use assets acquired under leases are as follows (undiscounted):**

**( ₹ in Lakhs)**

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|
| Less than 1 year | 15.38 | - |
| 1-5 years | 61.50 | 76.88 |
| More than 5 years | 30.75 | 46.13 |
| **Total** | **107.63** | **123.01** |

**17.3:- Breakup of lease liabilities** **( ₹ in Lakhs)**

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|
| Current | 15.38 | - |
| Non current | 64.96 | 90.75 |
| **Total** | **80.34** | **90.75** |

**17.4.** Building and leasehold land have been taken on lease by the group. The terms of lease rent are for the period of 12 years depending on the lease agreement with the lessor. Such leases are renewable by mutual consent. There is no contingent rent, no sub-leases and no restrictions imposed by the lease arrangements.

**17.5.** The group does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

**17.6.** The group has recognized for the year March-2024: ₹ Nil (PY ₹ Nil) as rent expenses which pertains to short term lease/ low value asset which was not recognized as part of right-of-use asset.

**Note 18: Non current provisions** **( ₹ in Lakhs)**

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|
| **Provision for employee benefits** | | |
| Provision for gratuity (refer note 37.2) | 34.46 | 65.57 |
| **Total** | **34.46** | **65.57** |

**Note 19: Current borrowings** (₹ in Lakhs)

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|
| **Secured** | | |
| Loan from bank | 17.31 | - |
| **Unsecured Loan** | | |
| Loans from related parties (refer note 42) | 156.10 | 1,043.26 |
| Loans from others | 41.50 | 48.36 |
| **Total** | **214.91** | **1,091.62** |

**Note 19.1: Details of securities and terms of repayment:**

**Loan from bank**

**Terms of Repayments -** Repayable on demand

**Rate of Interest -** 7.60%

**Security -** Secured by fixed deposits

**Loans from related parties**

**Terms of Repayments -** Repayable on demand

**Rate of Interest -** Nil

**Loans from others**

**Terms of Repayments -** Repayable on demand

**Rate of Interest -** Nil

**Note 20:- Trade payables** (₹ in Lakhs)

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|
| Total outstanding, dues of micro enterprises and small enterprises | 30.07 | 0.16 |
| Total outstanding, dues of creditors other than micro enterprises and small enterprises | 1,511.74 | 824.38 |
| **Total** | **1,541.81** | **824.54** |

**20.1:- Details of dues to micro, small and medium enterprise as defined under MSMED Act, 2006** (₹ in Lakhs)

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|
| Principal amount due outstanding as at end of year | 30.07 | 0.16 |
| Interest due on above and unpaid as at end of year | - | - |
| Interest paid to the supplier | - | - |
| Payments made to the supplier beyond the appointed day during the year | - | - |
| Interest due and payable for the period of delay | - | - |
| Interest accrued and remaining unpaid as at end of year | - | - |
| Amount of further interest remaining due and payable in suceeding year | - | - |
| **Total** | **30.07** | **0.16** |

**Ageing as at 31st March 2024** (₹ in Lakhs)

| Particulars | Unbilled dues | Not yet due | Outstanding from following periods from date of transaction | | | | |
|---|---|---|---|---|---|---|---|
| | | | less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| MSME | - | - | 23.82 | 6.25 | - | - | 30.07 |
| Others | 2.78 | - | 1,436.80 | - | 1.48 | 70.68 | 1,511.74 |
| Disputed dues - MSME | - | - | - | - | - | - | - |
| Disputed dues - Others | - | - | - | - | - | - | - |
| **Total** | **2.78** | **-** | **1,460.62** | **6.25** | **1.48** | **70.68** | **1,541.81** |

**Ageing as at 31st March 2023** (₹ in Lakhs)

| Particulars | Unbilled dues | Not yet due | Outstanding from following periods from date of | | | | Total |
|---|---|---|---|---|---|---|---|
| | | | less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| MSME | - | - | 0.16 | - | - | - | 0.16 |
| Others | - | - | 701.31 | 47.78 | 71.92 | 3.37 | 824.38 |
| Disputed dues - MSME | - | - | - | - | - | - | - |
| Disputed dues - Others | - | - | - | - | - | - | - |
| **Total** | **-** | **-** | **701.47** | **47.78** | **71.92** | **3.37** | **824.54** |

**Note 21: Other financial liabilities (current, at amortied cost)** (₹ in Lakhs)

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|
| Unclaimed Dividend* | 1.89 | 1.89 |
| Others | 16.13 | 175.22 |
| **Total** | **18.02** | **177.11** |

* Unclaimed dividend is outstanding for more than seven years as on 31.03.2024

**Note 22: Other current liabilities** (₹ in Lakhs)

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|
| Advance from customers | 0.40 | - |
| Statutory liabilities | 5.10 | 0.17 |
| Salary payable | 28.12 | 0.75 |
| Others | 16.51 | - |
| **Total** | **50.13** | **0.92** |

**Note 23: Current provisions** **( ₹ in Lakhs)**

| **Particulars** | **As at 31st March, 2024** | **As at 31st March, 2023** |
|---|---|---|
| **Provision for employee benefits** | | |
| Provision for gratuity (refer note 37.2) | 7.04 | 12.59 |
| **Total** | **7.04** | **12.59** |

**Note 24: Current tax laibility** **( ₹ in Lakhs)**

| **Particulars** | **As at 31st March, 2024** | **As at 31st March, 2023** |
|---|---|---|
| Provision for income tax expenses (net) | 27.50 | 18.15 |
| **Total** | **27.50** | **18.15** |

**Note 25: Revenue from operations** **( ₹ in Lakhs)**

| **Particulars** | **For the year ended 31st March, 2024** | **For the year ended 31st March, 2023** |
|---|---|---|
| **Income from contracts with customers** | | |
| Revenue from manufacturing activity | | |
| - Export | 3,781.67 | 2,679.76 |
| - Local | 3.01 | - |
| **Total** | **3,784.68** | **2,679.76** |

The group has assessed and determined the following categories for disaggregation of revenue in addition to that provided under segment disclosure (refer note 41)

**( ₹ in Lakhs)**

| **Particulars** | **For the year ended 31st March, 2024** | **For the year ended 31st March, 2023** |
|---|---|---|
| Revenue from contracts with customer | 3,784.68 | 2,679.76 |
| **Total revenue from operations** | **3,784.68** | **2,679.76** |
| India | 3.01 | - |
| Outside India | 3,781.67 | 2,679.76 |
| **Total revenue from operations** | **3,784.68** | **2,679.76** |

Contract liability is the group’s obligation to transfer goods or services to a customer for which the Group has received consideration from the customer in advance.

**Contract balances** **( ₹ in Lakhs)**

| **Particulars** | **For the year ended 31st March, 2024** | **For the year ended 31st March, 2023** |
|---|---|---|
| Trade receivables (refer note 8) | 1,456.44 | 922.57 |
| **Contract liabilities** | | |
| Advance from customers (refer note ……..) | 0.40 | - |

**Significant changes in the contract liability balance during the year are as follows:** **( ₹ in Lakhs)**

| **Particulars** | **For the year ended 31st March, 2024** | **For the year ended 31st March, 2023** |
|---|---|---|
| Opening balance | - | - |
| Less: Revenue recognized during the year from balance at the beginning of the year | - | - |
| Add: Advance received during the year not recognized as revenue | 0.40 | - |
| **Closing balance** | **0.40** | **-** |

The Group does not have any significant adjustments between the contracted price and revenue recognised in the statement of profit and loss account

**Note 26:Other income** **( ₹ in Lakhs)**

| **Particulars** | **For the year ended 31st March, 2024** | **For the year ended 31st March, 2023** |
|---|---|---|
| **Interest income earned on financial assets designated as amortised cost** | | |
| - Bank deposits | 15.58 | 28.67 |
| - Security deposits | 0.46 | 0.64 |
| - Others | 0.42 | 187.15 |
| Foreign exchange gain (net) | 81.91 | 17.40 |
| Others | 134.53 | - |
| **Total** | **232.90** | **233.86** |

**Note 27: Cost of material consumed** **( ₹ in Lakhs)**

| **Particulars** | **For the year ended 31st March, 2024** | **For the year ended 31st March, 2023** |
|---|---|---|
| **A) Raw Material** | | |
| Opening Stock | 4,882.80 | 3,715.24 |

**Note 32: Other expenses** **( ₹ in Lakhs)**

| Particulars | For the year ended 31st March, 2024 | For the year ended 31st March, 2023 |
|---|---|---|
| Rent,Rates & Taxes | 9.47 | 39.95 |
| Repairs and Maintainance | 13.25 | 15.51 |
| Freight expenses | 188.78 | 153.17 |
| Labour charges | 398.02 | 438.42 |
| Packing material | 34.22 | 12.74 |
| Commission and brokerage charges | 165.98 | 128.09 |
| Advertisement expenses | 12.40 | 0.42 |
| Legal & Professional charges* | 49.82 | 43.51 |
| Director sitting fees | 0.60 | 0.60 |
| Electricity expenses | 65.29 | 65.41 |
| Travelling, Conveyance and Car expense | 28.61 | 14.52 |
| Insurance | 4.25 | 3.02 |
| Import and Export clearing charges | 6.56 | 2.73 |
| Share of loss in partnership firm | 0.58 | 0.45 |
| Sundry balance written off | 30.03 | - |
| Miscellaneous expenses | 49.15 | 82.60 |
| **Total** | **1,057.01** | **1,001.13** |

*Auditors remuneration (excluding tax) included in Legal & Professional charges

**Note 33:- Income tax**

Indian companies are subject to Indian income tax on a standalone basis. For each fiscal year, the entity profit and loss is subject to the higher of the regular income tax payable or the Minimum Alternative Tax (“MAT”).

Statutory income taxes are assessed based on book profits prepared under generally accepted accounting principles in India adjusted in accordance with the provisions of the (Indian) Income Tax Act, 1961. Statutory income tax is charged at 30% plus a surcharge and education cess.

MAT is assessed on book profits adjusted for certain items as compared to the adjustments followed for assessing regular income tax under normal provisions. MAT for the fiscal year 2022-23 is charged at 15% plus a surcharge and education cess. MAT paid in excess of regular income tax during a year can be set off against regular income taxes within a period of fifteen years succeeding the fiscal year in which MAT credit arises subject to the limits prescribed.

Group has one subsidiary at United Arab Emirates (UAE) which is currently not subjected to tax as per prevailing local law.

The Group has elected to exercise the option permitted under Section 115BAA of the Income Tax Act, 1961 to pay corporate income tax at 22% plus surcharge and cess (aggregating to tax rate of 25.17%) from the financial year 2023-24.

In view of this exercise of the option to transition to the new regime, the Group has recognised provision for current tax and deferred tax for the year ended 31st March 24 at the tax rate of 25.17%.

**A. Current tax expense**

| Particulars | For the year ended 31st March,2024 |
|---|---|
| **Current tax:** | |
| Current income tax | 13.16 |
| Income tax of earlier year | 24.69 |
| Deferred tax | 1.48 |
| **Total** | **39.33** |

A reconciliation of income tax expense applicable to accounting profit before tax at the statutory income tax rate to recognised income tax expense for the year indicated are as follows:

| Particulars | For the year ended 31st March,2024 |
|---|---|
| **Profit before tax** | |
| Accounting Profit before tax | (207.88) |
| Enacted tax rate in india | 25.17% |
| Computed tax expense | (52.32) |
| Income not taxable due to carried forward losses | (48.86) |
| Tax expense attributable to prior period | 24.69 |
| Expenses not deductible in determining taxable profit | 96.66 |
| Others | 19.16 |
| Tax expense for the year | 39.33 |
| **Effective rate of tax** | **-18.92%** |

Wherever the group has a present obligation and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation, such amounts have been adequately provided for, and the Group does not currently estimate any probable material incremental tax liabilities in respect of these matters (refer

**B. Deferred tax liabilities (net)**

Significant components of deferred tax assets/(liabilities) recognised in the financial statements are as follows:

| Deferred tax balance in relation to | For the year ended 31st March, 2023 | Recognised / reversed through profit and loss | Recognised in / reclassified from other comprehensive income |
|---|---|---|---|
| Property, plant and equipment | (3.64) | (19.14) | - |
| Others | 2.76 | 17.66 | (8.87) |
| Foreign currency translation reserves | - | - | (5.22) |
| **Total** | **(0.88)** | **(1.48)** | **(14.09)** |

| Deferred tax balance in relation to | For the year ended 31st March, 2022 | Recognised / reversed through profit and loss | Recognised in / reclassified from other comprehensive income |
|---|---|---|---|
| Property, plant and equipment | (5.37) | 1.73 | - |
| Others | 9.39 | | (6.63) |
| **Total** | **4.02** | **1.73** | **(6.63)** |

Deferred Tax assets are recognized for the future tax consequences to the extent it is probable that future taxable profits will be available against which the deductible temporary differences can be utlilized.

**Note 34:- Earnings per share (EPS)** **( ₹ in Lakhs)**

| Particulars | For the year ended 31st March, 2024 | For the year ended 31st March, 2023 |
|---|---|---|
| Profit attributable to equity shareholders ( ₹ in Lakhs) | (282.63) | 31.40 |
| Weighted average number of equity shares | 191,900,650 | 191,900,650 |
| Basic EPS (Amount in ₹) | (0.15) | 0.02 |
| Diluted EPS (Amount in ₹) | (0.15) | 0.02 |

**Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2024**

**Note 35:**

As per IndAS 115 – 'Revenue from Contracts with Customers', income is defined as a transaction which increases in economic benefits during the accounting period in the form of inflows or enhancements of assets or decreases of liabilities that result in an increase in equity, other than those relating to contributions from equity participants.

Interest income for the year ended March 31, 2024 has not been accrued for loan given to Minal Infojewels Limited ('Subsidiary') and Minal International FZE ('Subsidiary') since uncertainty exists for interest already accrued and pending realisation till March 31, 2024 due to accumulated losses of the Subsidiary. However, the management is in the process of identification of growth opportunities for the Subsidiary which will ultimately allow to realise the aggregate interest and loan amount outstanding as at March 31, 2024.

**Note 36:- Contingent liabilities:**

**( ₹ in Lakhs)**

| **Particulars** | **As at 31st March, 2024** | **As at 31st March, 2023** |
|---|---|---|
| Disputed claims/levies (excluding interest, if any) in respect of: | | |
| - Income Tax | 9.82 | 6.72 |
| - MVAT Act, 2002 | 6.70 | 6.70 |
| - Rent & Services Charges due for Sachin Surat SEZ | 74.35 | 74.35 |
| - Penalty under the Maharashtra Stamp Act, 1958 | 30.84 | 30.84 |
| - Bond Cum undertaking given by the Group executed in favour of the Presidentof India | 2,138.00 | 2,138.00 |
| **Total** | **2,259.71** | **2,256.61** |

**Note 36A:- Commitments:**

Commitments for the F.Y 2023-24 - Rs. Nil (P.Y 2022-23 - Rs. Nil)

**Note 37: Disclosures as required by Indian Accounting Standards (Ind AS 19) Employee benefit**

**37.1 Employee benefits plans**

The Group's contribution to Provident Fund ₹ 20.18 Lakhs (Previous year ₹ 8.39 Lakhs ) is recognised as an expense and included in Employee

**37.2 Defined benefit plans:**

**(a) Gratuity (Unfunded):**

"The Group provides for gratuity, a defined benefit retirement plan covering eligible employees. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount equivalent to 15 days' salary for each completed year of service . Vesting occurs upon completion of five continuous years of service in accordance with Indian law.

The Group is typically expose the Group to actuarial risks such as: interest rate risk, longevity risk and salary risk.

**Interest Risk:**

A fall in the discount rate, which is linked, to the G-Sec rate will increase the present value of the liability requiring higher provision. A fall in the discount rate generally increases the mark to market value of the assets depending on the duration of asset.

**Longevity risk:**

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

**Salary risk:**

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

The most recent actuarial valuation of the plan assets and the present value of the defined benefit obligation were carried out at 31st March, 2024 by Independent actuarial Agency. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method.

The following tables summarise the components of net benefit expenses recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the respective plans:

Gratuity (Unfunded): ( ₹ in Lakhs)

| Particulars | For the year ended 31st March, 2024 | For the year ended 31st March, 2023 |
|---|---|---|
| **Liabilities recognised in balance sheet** | | |
| **Change in defined benefit obligations (DBO) during the year** | | |
| Present value of DBO at beginning of the year | 78.16 | 53.59 |
| Current service cost | 5.49 | 5.91 |
| Interest cost | 5.85 | 3.88 |
| Actuarial (Gains)/Losses on Obligations - Due to change in demographic assumptions | - | - |
| Actuarial (Gains)/Losses on Obligations - Due to change in financial assumptions | 0.01 | - |
| Actuarial (Gains)/Losses on Obligations - Due to change in experience adjustment | (34.15) | 15.77 |
| Liability transferred out/divestment | - | - |
| Benefits paid | (13.86) | - |
| **Present value of DBO at the end of the year** | **41.50** | **79.16** |
| | | |
| **Net liability recognised in the balance sheet** | | |
| Present value of defined benefit obligation | 41.50 | 79.16 |
| Fair value of plan assets | - | - |
| | **41.50** | **79.16** |
| **Amount recognised in balance sheet** | | |
| Net liability current | 7.04 | 65.57 |
| Net liability non-current | 34.46 | 12.59 |
| | **41.50** | **78.16** |
| **Expense recognised in the Statement of profit and loss** | | |
| Current service cost | 5.49 | 5.91 |
| Interest cost on benefits obligation (net) | 5.85 | 3.88 |
| **Total expense included employee benefits expense** | **11.34** | **9.79** |
| | | |
| **Recognized in the other comprehensive Income for the year** | | |
| Actuarial (Gains)/Losses on Obligations - Due to change in demographic assumptions | | |
| Actuarial (Gains)/Losses on Obligations - Due to change in financial assumptions | 0.01 | - |
| Actuarial (Gains)/Losses on Obligations - Due to change in experience adjustment | (34.15) | 15.77 |
| **Recognised in the other comprehensive** | **(34.14)** | **15.77** |
| | | |
| **Maturity analysis of the benefit payments** | | |
| within the next 12 months (next annual reporting period) | 9.39 | 18.38 |
| Between 2 and 5 years | 31.24 | 60.04 |
| Between 6 and 10 years | 0.87 | 0.74 |
| 11 years and above | - | - |
| | | |
| **Principal actuarial assumptions** | | |
| Discount rate | 7.21% | 7.48% |
| Expected return on plan assets | | |
| Salary escalation | 7% | 7% |
| Withdrawal Rates | 2% | 2% |
| Mortality rate during employment | 100% of IALM (2012 - 14) | 100% of IALM (2012 - 14) |
| | projected unit credit (PUC) | |
| Estimate of amount of contribution in the immediate next year | NA | NA |

**Experience adjustments**

| Gratuity | 2023-24 | 2022-23 |
|---|---|---|
| Present value of DBO | 41.50 | 79.16 |
| Surplus / (Deficit) | (41.50) | (79.16) |
| Experience adjustments on plan assets | - | - |

The discount rate is based on the prevaling markey yields of Government of India securities as at the Balance sheet date for the estimated term if the obligation.

The estimates of future salary increase, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

In assessing the Group's post retirement liabilities, the Group monitors mortality assumptions and uses up-to-date mortality tables, the base being the Indian assured lives mortality (2012-14) ultimate.

**(b) Sensitivity analysis**

The significant actuarial assumptions for the determination of the defined benefit obligation are the discount rate, the salary growth rate and the average life expectancy. The calculation of the net defined benefit liability is sensitive to these assumptions. The following table summarises the effects of changes in these actuarial assumptions on the defined benefit liability

( ₹ in Lakhs)

| Particulars | For the year ended 31st March, 2024 | For the year ended 31st March, 2024 |
|---|---|---|
| **Quantitative sensitivity analysis for significant assumption is as below:** | | |
| **Increase / (decrease) on present value of defined benefits obligation at the end of the year:** | | |
| Half percentage point increase in discount rate | 0.01 | (2.45) |
| Half percentage point decrease in discount rate | 2.83 | 2.60 |
| Half percentage point increase in rate of salary Increase | 2.82 | 2.59 |
| Half percentage point decrease in rate of salary Increase | (0.02) | (2.48) |

**Sensitivity due to martality & withdrawls are not material & hence impact of change due to these not calculated**

The present value of the defined benefit obligation calculated with the same method (projected unit credit) as the defined benefit obligation recognised in the balance sheet. The sensitivity analysis is based on a change in one assumption while not changing all other assumptions. This analysis may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in the assumptions would occur in isolation of one another since some of the assumptions may be co-related.

**Note 38:- Financial Instruments**

**38.1(a) Capital risk management**

The Group's objective is to maintain a strong & healthy capital ratios and establish a capital structure that would maximise the return to stakeholders through optimum utilisation of its funds. The Group monitors its capital using gearing ratio, which is net debt divided to total equity. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents, Bank balances other than cash and cash equivalents and current investments. The Group does not have any debt and also any sub-ordinated liabilities:

( ₹ in Lakhs)

| Particulars | As at 31st March, | As at 31st March, 2023 |
|---|---|---|
| Long term borrowings | 1,029.22 | - |
| Short term borrowings | 214.91 | 1,091.62 |
| Less :- Cash & cash equivalent | (27.48) | (46.41) |
| Net debt | 1,216.65 | 1,045.20 |
| Total equity | 6,094.88 | 6,141.85 |
| Gearing Ratio* | **0.20** | **0.17** |

(i) Equity includes all capital and reserves of the group that are managed as capital.

**38.1.(b) Categories of financial instruments**

The accounting classification of each category of financial instruments, and their carrying amounts, are set out below:

**As at 31st March, 2024** ( ₹ in Lakhs)

| Particulars | Amortised cost | Fair value through other comprehensive income | Fair value through profit and loss | Total carrying value | Tatal fair value |
|---|---|---|---|---|---|
| **Financial assets** | | | | | |
| Investment | - | - | 0.01 | 0.01 | 0.01 |
| Other financial assets | 311.56 | - | - | 311.56 | 311.56 |
| Cash and cash equivalents | 27.48 | - | - | 27.48 | 27.48 |
| Trade receivables | 1,456.44 | - | - | 1,456.44 | 1,456.44 |
| Loans | 89.88 | - | - | 89.88 | 89.88 |
| **Total** | **1,885.35** | **-** | **0.01** | **1,885.36** | **1,885.36** |
| **Financial liabilities** | | | | | |
| Borrowings | 1,244.12 | - | - | 1,244.12 | 1,244.12 |
| Lease liabilities | 80.34 | - | - | 80.34 | 80.34 |
| Trade payables | 1,541.81 | - | - | 1,541.81 | 1,541.81 |
| Other financial liabilities | 18.02 | - | - | 18.02 | 18.02 |
| **Total** | **2,884.29** | **-** | **-** | **2,884.29** | **2,884.29** |

**As at 31st March, 2023** ( ₹ in Lakhs)

| Particulars | Amortised cost | Fair value through other comprehensive income | Fair value through profit and loss | Total carrying value | Tatal fair value |
|---|---|---|---|---|---|
| **Financial assets** | | | | | |
| Investment | - | - | 0.01 | 0.01 | 0.01 |
| Other financial assets | 585.81 | - | - | 585.81 | 585.81 |
| Trade receivables | 922.57 | - | - | 922.57 | 922.57 |
| Cash and cash equivalents | 46.41 | - | - | 46.41 | 46.41 |
| Loans | 53.77 | - | - | 53.77 | 53.77 |
| **Total** | **1,608.57** | **-** | **0.01** | **1,608.58** | **1,608.58** |
| **Financial liabilities** | | | | | |
| Borrowings | 1,091.62 | - | - | 1,091.62 | 1,091.62 |
| Lease laibilities | 90.75 | - | - | 90.75 | 90.75 |
| Trade payables | 824.54 | - | - | 824.54 | 824.54 |
| Other financial liabilities | 177.11 | - | - | 177.11 | 177.11 |
| **Total** | **2,184.02** | **-** | **-** | **2,184.02** | **2,184.02** |

**Fair value hierarchy of financial instruments:**

The carrying amounts of trade receivables, trade payables, capital creditors, cash and cash equivalents, other bank balances, other financial assets and other financial liabilities (other than those specifically disclosed) are considered to be the same as their fair values, due to their short term nature.

( ₹ in Lakhs)

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 | Level | Valuation techniques and key inputs |
|---|---|---|---|---|
| Non-current investments in unquoted equity shares measured at FVTPL | 0.01 | 0.01 | 3 | Cost is approximate estimate of fair value |

**Sensitivity Analysis of Level 3:**

| Particulars | Valuation technique | Significant unobservable inputs | Changes | Valuation techniques and key inputs |
|---|---|---|---|---|
| Non-current investments in unquoted equity shares measured at FVTPL | NAV method | Cost is approximate estimate of fair value | - | No sensitivity in the fair value of the investments. |

**Reconciliation of Level 3 fair value** ( ₹ in Lakhs)

| Particulars | Amount |
|---|---|
| **Balance as at 01st April, 2022** | 0.01 |
| Additions made during the period | - |
| **Balance as at 31st March, 2023** | **0.01** |
| Additions made during the period | - |
| **Balance as at 31st March, 2024** | **0.01** |

**Details of Financial assets/ liabilities measured at amortised cost but fair value disclosed in category wise**

( ₹ in Lakhs)

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 | Level | Valuation techniques and key inputs |
|---|---|---|---|---|
| **Financial liabilities** | | | | |
| **Borrowings** | | | | |
| Carrying value | 1,244.12 | 1,091.62 | 2 | Inputs other than quoted prices included within level 1 that are observable for asset or liability, either directly (i.e. asprices) or indirectly (derived from prices) |
| Fair value | 1,244.12 | 1,091.62 | | |

**Note 39: Financial risk management:**

The group's activities expose it to a variety of financial risks: market risk, credit risk, liquidity risk and foreign exchange risk. The Group's focus is to foresee the unpredictability of financial markets and seek to minimise potential adverse effects on its financial performance.

**(i) Credit risk**

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. To manage this, the Group periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable.

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to ₹ 1,456.44 Lakhs and ₹ 922.57 Lakhs as of 31st March, 2024 and 31st March, 2023, respectively.

**(ii) Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group is exposed to interest rate risk because funds are borrowed at both fixed and floating interest rates. Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rate.

**The following table provides a break-up of the Group's fixed and floating rate borrowings:**

( ₹ in Lakhs)

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|
| Fixed rate borrowings | 17.31 | - |
| Floating rate borrowings | - | - |
| **Total net borrowings** | **17.31** | **-** |
| Add : Upfront fees | - | - |
| **Total gross borrowings** | **17.31** | **-** |

**(iii) Liquidity risk management**

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

**Liquidity exposure as at 31st March, 2024** ( ₹ in Lakhs)

| Particulars | < 1 year | 1-5 Years | > 5 years | Total |
|---|---|---|---|---|
| **Financial Assets** | | | | |
| Non-current investments | - | - | 0.01 | 0.01 |
| Other financial assets | 9.57 | 301.98 | - | 311.56 |
| Loans | 89.88 | - | - | 89.88 |
| Trade receivables | 1,456.44 | - | - | 1,456.44 |
| Cash and cash equivalents | 27.48 | - | - | 27.48 |
| **Total** | **1,583.37** | **301.98** | **0.01** | **1,885.36** |
| **Financial Liabilities** | | | | |
| Borrowings | 214.91 | 1,029.22 | - | 1,244.12 |
| Lease liabilities | 15.38 | 57.56 | 7.40 | 80.34 |
| Other financial liabilities | 18.02 | - | - | 18.02 |
| Trade payables | 1,541.81 | - | - | 1,541.81 |
| **Total** | **1,790.11** | **1,086.78** | **7.40** | **2,884.29** |

**Liquidity exposure as at 31st March, 2023** ( ₹ in Lakhs)

| Particulars | < 1 year | 1-5 Years | > 5 years | Total |
|---|---|---|---|---|
| **Financial Assets** | | | | |
| Non-current investments | - | - | 0.01 | 0.01 |
| Other financial assets | 176.73 | 409.09 | - | 585.81 |
| Loans | 53.77 | - | - | 53.77 |
| Trade receivables | 922.57 | - | - | 922.57 |
| Cash and cash equivalents | 46.41 | - | - | 46.41 |
| **Total** | **1,199.49** | **409.09** | **0.01** | **1,608.58** |
| **Financial Liabilities** | | | | |
| Borrowings | 1,091.62 | | - | 1,091.62 |
| Lease liabilities | - | 75.37 | 15.38 | 90.75 |
| Other financial liabilities | 177.11 | - | - | 177.11 |
| Trade payables | 824.54 | - | - | 824.54 |
| **Total** | **2,093.27** | **75.37** | **15.38** | **2,184.02** |

**(iv) Foreign currency risk management**

The Group operates only in domestic market, however Group has given loan to its foreign subsidiary in foreign currency. The Group is exposed to exchange rate fluctuation to the extent of loan given.

( ₹ in Lakhs)

| Foreign currency exposure | Amount in USD | | Amount in INR | |
|---|---|---|---|---|
| | As at 31st March, 2024 | As at 31st March, 2023 | As at 31st March, 2024 | As at 31st March, 2023 |
| **Assets** | | | | |
| Trade receivable | 13.46 | 7.05 | 1,115.29 | 575.61 |
| Loan receivable | 0.55 | 3.64 | 24.74 | 277.30 |
| Interest receivable | - | 1.33 | - | 109.02 |
| **Liabilities** | | | | |
| Trade payable | 13.76 | 4.71 | 1,152.27 | 391.48 |
| Advance received from customer | 0.01 | - | 0.41 | - |

The following table details the Group's sensitivity to a 1% increase and decrease in the INR against the relevant foreign currencies. 1% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year-end for a 1% change in foreign currency rates, with all other variables held constant. A positive number below indicates an increase in profit or equity where INR strengthens 1% against the relevant currency. For a 1% weakening of INR against the relevant currency, there would be a comparable impact on profit or equity, and the balances below would be negative.

( ₹ in Lakhs)

| Particulars | Increase (strengthening of INR) | | Decrease (weakening of INR) | |
|---|---|---|---|---|
| | 31st March, 2024 | 31st March, 2023 | 31st March, 2024 | 31st March, 2023 |
| **Receivable** | | | | |
| USD/INR | (11.40) | (9.62) | 11.40 | 9.62 |
| **Payable** | | | | |
| USD/INR | 11.53 | 3.91 | (11.53) | (3.91) |

**Note 40: Non-controlling interest**

**a) Financial information of Minal Infojewels Limited**
**(Voting rights held by non-controlling interests - 49.4% )**

**(₹ in Lakhs)**

| **Particulars** | **As at 31st March, 2024** | **As at 31st March, 2023** |
|---|---|---|
| Non-current assets | 353.87 | 392.14 |
| Current assets | 6,879.88 | 5,976.38 |
| Non-current liabilities | 3,527.14 | 3,510.89 |
| Current liabilities | 2,244.51 | 1,567.10 |
| Equity attributable to owners of the company | 721.87 | 637.52 |
| Non-controlling interest | 740.24 | 653.01 |
| Revenue | 3,955.14 | 2,866.02 |
| Expenses | 3,807.41 | 2,990.96 |
| Profit / (loss) for the year | 147.73 | (124.93) |
| Profit / (loss) attributable to owners of the Company | 73.04 | (61.77) |
| Profit / (loss) attributable to the non-controlling interest | 74.69 | (63.17) |
| Profit / (loss) for the year | 147.73 | (124.93) |
| Other comprehensive income attributable to owners of the Company | 11.79 | (8.78) |
| Other comprehensive income attributable to the non-controlling interest | 12.05 | (8.97) |
| Other comprehensive income for the year | 23.84 | (17.75) |
| Total comprehensive income attributable to owners of the Company | 84.83 | (70.54) |
| Total comprehensive income attributable to the non-controlling interest | 86.75 | (72.14) |
| Total comprehensive income for the year | 171.58 | (142.68) |

**(₹ in Lakhs)**

| **Particulars** | **As at 31st March, 2024** | **As at 31st March, 2023** |
|---|---|---|
| Net cash inflow / (outflow) from operating activities | (7.53) | (12.05) |
| Net cash inflow / (outflow) from investing activities | (17.58) | (16.08) |
| Net cash inflow / (outflow) from financing activities | 27.62 | (9.72) |
| Net cash inflow / (outflow) | 2.52 | (37.85) |

**b) Financial information of RSBL**
**(Voting rights held by non-controlling interests - 1% )**

**(₹ in Lakhs)**

| **Particulars** | **As at 31st March, 2024** | **As at 31st March, 2023** |
|---|---|---|
| Non-current assets | 1.48 | 1.70 |
| Current assets | 29.29 | 29.29 |
| Non-current liabilities | - | - |
| Current liabilities | 41.80 | 41.65 |
| Equity attributable to owners of the company | (22.69) | (22.31) |
| Non-controlling interest | 11.64 | 11.65 |
| Revenue | - | - |
| Expenses | 0.58 | 0.45 |
| Profit / (loss) for the year | (0.58) | (0.45) |
| Profit / (loss) attributable to owners of the Company | (0.57) | (0.45) |
| Profit / (loss) attributable to the non-controlling interest | (0.01) | (0.00) |
| Profit / (loss) for the year | (0.58) | (0.45) |
| Other comprehensive income attributable to owners of the Company | - | - |
| Other comprehensive income attributable to the non-controlling interest | - | - |
| Other comprehensive income for the year | - | - |
| Total comprehensive income attributable to owners of the Company | (0.57) | (0.45) |
| Total comprehensive income attributable to the non-controlling interest | (0.01) | (0.00) |
| Total comprehensive income for the year | (0.58) | (0.45) |

**(₹ in Lakhs)**

| **Particulars** | **As at 31st March, 2024** | **As at 31st March, 2023** |
|---|---|---|
| Net cash inflow / (outflow) from operating activities | (0.21) | (0.20) |
| Net cash inflow / (outflow) from investing activities | - | - |
| Net cash inflow / (outflow) from financing activities | 0.20 | 0.50 |
| Net cash inflow / (outflow) | (0.01) | 0.30 |

**Note 41: Segment information**

In accordance with the principles given in Ind-AS 108 notified by Companies (Indian Accounting Standards) Rules 2015, the Group has determined its primary business segment as "Manufacturing and Trading of Gems and Jewelery".

The information relating to revenue from external customers and location of non-current assets of its single reportable segment has been disclosed as below :

**a) Revenue from operations** **(₹ in Lakhs)**

| Particulars | For the year ended 31st March, 2024 | For the year ended 31st March, 2023 |
|---|---|---|
| Domestic | 3.01 | - |
| Export | 3,781.67 | 2,679.76 |
| **Total** | **3,784.68** | **2,679.76** |

**b) Non-current assets**
All non-current assets of the group are located in India.

**c) Customer contributing more than 10% of Revenue** **(₹ in Lakhs)**

| Particulars | For the year ended 31st March, 2024 | For the year ended 31st March, 2023 |
|---|---|---|
| Selection INC | 3,604.03 | 2,675.30 |
| **Total** | **3,604.03** | **2,675.30** |

**Note 42: Related party disclosures as per Ind AS 24:**

| **(a) Name of related parties** | **Nature of relation** |
|---|---|
| Minal Infracons Private Limited | Other |
| Minal Infrastructures & Properties Private Limited | Other |
| Minal Lifestyles Private Limited | Other |
| Minal Exim Private Limited | Other |
| Affinity Investments Private Limited | Other |
| Clicks Metro Online Private Limited | Other |
| Minal Jewels | Other |
| C Mahendra Export | Other |
| Anila Jewels | Other |
| Twinkle Lifestyles Pvt Ltd | Other |
| Selection INC | Other |
| Wishrocks Inc | Other |
| Vikram Parikh | Other |
| Glitz Design | Other |
| **Key Managerial Personnel** | **Designation** |
| Mr. Shrikant Parikh | Executive Director & MD |
| Ms. Harshala karangutkar | Chief Financial Officer |
| Mr. Amulbhai Jethabhai patel | Non- Executive Independent Director |
| Shri. Shankar Bhagat | Non- Executive non Independent Director |
| Mrs.Sona Parikh | Non- Executive Independent Director |

**(b) Transactions with related parties:** ( ₹ in Lakhs)

| Particulars | For the year ended 31st March, 2024 | For the year ended 31st March, 2023 |
|---|---|---|
| **1. Purchase of goods / services** | | |
| Selection Inc. | 1,460.18 | 1,055.66 |
| Minal Exim Private Limited | - | 5.56 |
| Affinity Investment Private Limited | 145.16 | 125.53 |
| | **1,605.35** | **1,186.75** |
| **2. Sale of goods / services** | | |
| Selection Inc. | 3,604.03 | 2,675.30 |
| | **3,604.03** | **2,675.30** |
| **3. Loans taken from** | | |
| Shrikant J Parikh | 56.00 | 25.60 |
| | **56.00** | **25.60** |
| **4. Loans repaid to** | | |
| Shrikant J Parikh | 13.00 | 21.09 |
| | **13.00** | **21.09** |
| **5. Loan given to** | | |
| Vikram Parikh | - | 0.61 |
| | **-** | **0.61** |
| **6. Advance given to** | | |
| Nirvani trust | 20.00 | 0.10 |
| Zamkar trust | - | 0.10 |
| Minal Lifestyles Private Limited | 0.05 | - |
| | **20.05** | **0.20** |
| **7. Advance received** | | |
| Selection INC | 0.40 | - |
| | **0.40** | **-** |
| **8. Advance received back** | | |
| Nirvani trust | 0.10 | - |
| | **0.10** | **-** |

( ₹ in Lakhs)

| Nature of transaction | FY 2023-24 | FY 2022-23 |
|---|---|---|
| Short-Term employee benefits | 36.00 | 18.00 |
| Post-employment benefits | - | - |
| Other long-term benefits | - | - |
| Termination benefits | - | - |
| **Total compensation to key management personnel** | **36.00** | **18.00** |

**Notes :**

1. As the future liability for gratuity is provided on an actuarial basis for the Group as a whole, the amount pertaining to individual is not ascertainable and therefore not included above.

2. The Group pays sitting fees at the rate of ₹15,000 for meeting of the Board and Audit committees. The amount paid to them by way of sitting fees during current year is ₹0.60 lakhs (Previous Year ₹0.60 lakhs), which is not included above.

**Terms and Conditions**

**Sales**

The sales to related parties are made on terms equivalent to those that prevail in arm's length transactions and in the ordinary course of business.

**Purchase**

The purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions and in the ordinary course of business. Purchase transactions are based on made on normal commercial terms and conditions and market rates.

**Loans given:**

Loan are given to related parties at Interest free.

**Loans taken:**

Loan are taken from related parties at Interest free.

**(c) Amount due to/from:** ( ₹ in Lakhs)

| Particulars | For the year ended 31st March, 2024 | For the year ended 31st March, 2023 |
|---|---|---|
| **1. loans given** | | |
| Selection INC. | 42.62 | 24.74 |
| | **42.62** | **24.74** |
| **2. Trade receivables** | | |
| Selection INC. | 1,115.29 | 575.61 |
| | **1,115.29** | **575.61** |
| **3. Trade payables** | | |
| Selection INC. | 1,065.65 | 343.60 |
| | **1,065.65** | **343.60** |
| **4. Loans taken** | | |
| Shrikant J Parikh | 1,029.22 | 986.22 |
| | **1,029.22** | **986.22** |
| **5. Advances receivables** | | |
| Selection INC. | 0.40 | - |
| Nirvani trust | 20.00 | 0.10 |
| Zamkar trust | 0.10 | 0.10 |
| Minal Exim Private Limited | 4.99 | 12.26 |
| Affinity Investment Private Limited | 34.70 | 44.60 |
| Minal Lifestyles Private Limited | 0.05 | - |
| | **60.24** | **57.06** |

**Note 43: Disclosure of additional information pertaining to the holding company and subsidiaries as per Schedule III of Companies Act, 2013**

**( ₹ in Lakhs)**

| Name of entity in the group | Net Assets, i.e. total assets minus total liabilities | | Share in profit or loss | | Share in other comprehensive income | | Share in total comprehensive income | |
|---|---|---|---|---|---|---|---|---|
| | As % of consolidated net assets | Amount | As % of consolidated profit or loss | Amount | As % of consolidated other comprehensive income | Amount | As % of total comprehensive income | Amount |
| **Parent company** | | | | | | | | |
| Minal Industries Limited | 64.73% | 3,888.06 | 167.15% | (347.47) | 3.52% | 1.44 | 207.12% | (346.03) |
| **Subsidiaries** | | | | | | | | |
| **Indian** | | | | | | | | |
| Minal Infojewels Limited | 24.34% | 1,462.11 | -35.11% | 72.98 | 28.86% | 11.78 | -50.73% | 84.76 |
| RSBL Jewels | -0.18% | (11.04) | 0.28% | (0.58) | 0.00% | - | 0.35% | (0.58) |
| **Foreign** | | | | | | | | |
| Minal International FZE | -1.41% | (84.47) | 3.64% | (7.57) | 38.06% | 15.53 | -4.77% | 7.96 |
| Non-controlling interest in all subsidiaries | 12.52% | 751.88 | -35.96% | 74.75 | 29.56% | 12.06 | -51.96% | 86.81 |
| **Total** | **100%** | **6,006.54** | **100%** | **(207.88)** | **100%** | **40.81** | **100%** | **(167.07)** |

**Note 44.** The Group has loss of ₹ (207.88 Lakhs) during the year ended March 31, 2024 and loss of ₹ (30.81 Lakhs) during the year ended March 31, 2023. The net accumulated losses under retained earning of the Group being ₹ (1,665.38 Lakhs) as on year ended March 31, 2024. Management continues to strengthen its strategy to expand its market in order for the Group to increase its sales and eventually generate profit. In spite of these events or conditions which may cast a doubt on the ability of the Group to continue as a going concern, the management is of the opinion that going concern basis of accounting is appropriate in view of the continued financial support from its Promoters. Accordingly, the standalone financial statements of the Group have been prepared on a going concern basis.

**Note 45:** The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post employment benefits has received Presidential assent in September 2020. However, the effective date of the Code is yet to be notified and final rules for quantifying the financial impact are also yet to be issued. In view of this, the group will assess the impact of the Code when relevant provisions are notified and will record related impact, if any, in the period the Code becomes effective.

**Note 46.** The Holding Company did not use accounting software with a feature for recording audit trails (edit logs) for maintaining its books of account. Further, with respect to one subsidiry namely Minal Infojewel Limited, accounting software for maintaining its books of account, which has a feature of recording audit trail (edit log) facility has not been operated throughout the year for all relevant transactions recorded in the respective software.

**Note 47. Additional regulatory information required by schedule III to the Companies Act, 2013**

i) The Group does not have any benami property, where any proceeding has been initiated or pending against the Group for holding any benami

ii) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

iii) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the
a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (ultimate

b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

iv) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

a) 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

b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

v) The Group does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961

vi) The Group has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

vii) The Group does not have any transactions with companies which are struck off.

viii) The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

ix) The Group is not declared willful defaulter by any bank or financials institution or lender during the year.

**Note 48** : The group evaluates events and transactions that occur subsequent to the balance sheet date but prior to the approval of financial statements to determine the necessity for recognition and/or reporting of subsequent events and transactions in the financial statements. As of July, 20, 2024 there were no subsequent events and transactions to be recognized or reported that are not already disclosed.

**Note 49** : Previous year's figures have been regrouped / reclassified wherever necessary, to conform to current period's classification.

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

| | |
|---|---|
| **Shrikant Parikh**<br>**Managing Director**<br>DIN : 00112642 | **Sona Parikh**<br>**Director**<br>DIN : 03283751 |

**Piyush Talyani**
**Company Secretary**
Membership No.: A60447

Date : July 20, 2024
Place : Mumbai