

Date: September 08, 2021

To
BSE LIMITED,
1st Floor, P.J. Towers,
Dalal Street,
Mumbai - 400 001

Scrip Code: 543244

Subject: 2nd Annual Report of the Company for the Financial Year ended March 31, 2021
Reference: Regulation 34 of SEBI (LODR) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 34 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and amendments thereof, Shine Fashions (India) Limited hereby submits the Annual Report of the Company for the Financial Year 2020-21 along with Notice convening the 2nd Annual General Meeting which will be held on Thursday, September 30, 2021 at 11:30 am at its Registered Office.

Kindly take the same on your records.

Thanking you.
Yours faithfully

For Shine Fashions (India) Ltd



Anish Menta
Director

NOTICE OF 2ND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 2ND ANNUAL GENERAL MEETING OF THE MEMBERS OF SHINE FASHIONS (INDIA) LIMITED WILL BE HELD ON THURSDAY, 30TH DAY OF SEPTEMBER, 2021 AT 11.30 A.M. IST AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT OFFICE NO. 605, 6TH FLOOR, MARATHON CHAMBER, P.K ROAD, PANCH RASTA, MULUND WEST MUMBAI CITY 400080 MAHARASHTRA INDIA

Ordinary Business

1. To consider and adopt, the Audited Financial Statements for the financial year ended March 31, 2021 and Auditor 's thereon and Board 's Report for the financial year 2020-21.

“RESOLVED THAT the Audited Balance Sheet as at 31st March, 2021 and Statement of Profit and Loss for the year ended on that date together with Notes, Schedules and Cash Flow Statement, Board's Report (including Report Management Discussion and Analysis), the Report of Statutory Auditors and the Report of the Secretarial Auditors thereon placed before the member of the company, is be and are hereby received, approved and adopted.”

RESOLVED FURTHER THAT Board of the Directors of the Company and/or Company secretary of the company, be and is hereby severally authorized to sign and submit e-form and all relevant e-forms, documents, in respect of aforesaid resolution with the Registrar of Companies and to do all such acts, deeds and things as may be necessary or expedient in their entire discretion, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

2. To re-appoint Director Mr. Anil Zaverchand Mehta (DIN: 08560132) who retires by rotation at the Annual General Meeting and being eligible has offered himself for re-appointment.

“RESOLVED THAT Mr. Anil Zaverchand Mehta (DIN: 08560132), Director of the Company who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a director of the Company whose period of office is liable to determination by retirement of directors by rotation” as per Section 152(6) of the Companies Act, 2013.”

RESOLVED FURTHER THAT Board of the Directors of the Company and/or Company secretary of the company, be and is hereby severally authorized to sign and submit e-form and all relevant e-forms, documents, in respect of

aforesaid resolution with the Registrar of Companies and to do all such acts, deeds and things as may be necessary or expedient in their entire discretion, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

Special Business

3. Sub-division of Share Capital into smaller amount and consequent changes in the Memorandum of Association of the Company

To consider and if thought fit, to pass the following resolution as a Special Resolution.

“RESOLVED THAT pursuant to the provisions of section 13, 14, 61, 64 and all other applicable provisions, if any of the Companies Act, 2013 and the rules made there under including the statutory modification(s) or re-enactment(s) thereof for the time being in force and the relevant provisions of the Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 issued by the Securities Exchange Board of India (SEBI) and the other Rules, Regulations, Circulars, Notifications, etc. issued there under the consent of the Shareholders of the Company, be and is hereby accorded to approve the sub-division of the nominal value of equity shares of the Company from the existing nominal value of Rs. 10/- (Rupees Ten Only) each fully paid up into 2 (Two) equity shares of Rs. 5/- (Rupee Five only) each fully paid up of the Company, keeping the paid share capital intact and consequently, the existing Clause V of the Memorandum of Association of the Company be deleted and substituted by the following new Clause V:

“The authorized share capital of the Company is Rs. 5,00,00,000/- (Rupees Five Crores) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 5/- (Rupees Five) each”

RESOLVED FURTHER THAT pursuant to Sub-Division of the equity shares of the Company as proposed above, the nominal value of 10 (Rupees Ten only) of each of all the issued, subscribed and paid-up equity shares of the Company existing on the Record Date to be fixed by the Board of Directors of the Company shall stand sub-divided into equity shares of nominal value of 5/- (Rupee Five only) each fully paid.

RESOLVED FURTHER THAT upon Sub-Division of equity shares, as aforesaid, the existing share certificate(s) in relation to the existing equity shares of the nominal value of Rs. 10/- (Rupees Ten) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the “Record Date” to be fixed by the Board of Directors of the Company and

Company may without requiring the surrender of existing share certificate(s) directly issue and dispatch the new share certificate(s) of the Company, in lieu thereof, subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in the case of members who hold the equity shares / opt to receive the sub-divided equity shares in dematerialized form, the subdivided equity shares of nominal value of Rs. 5/- (Rupee Five) each shall be credited to the respective beneficiary account of the members with their respective depository participants and the Company shall undertake such Corporate Action(s) as may be necessary in relation to the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do on behalf of the Company all such acts, deeds and things as may be required or considered necessary in the above connection or incidental thereto or to delegate all or any of the powers herein vested in them to give effect to the above resolution.”

**By Order of the Board
For Shine Fashions (India) Limited**

**Mr. Anish Mehta
Director
DIN: 08560153**

Registered Office:
Office No. 605, 6th Floor, Marathon Chamber,
P.K Road, Panch Rasta, Mulund West
Mumbai City 400080 Maharashtra India

Email: amfabricsmumbai@gmail.com
Website: <http://amfabrics.in/>

Date: 08/09/2021
Place: Mulund, Mumbai

NOTES

1. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Listing Regulation (Including any Statutory Modification or re-enactment thereof for the time being in force), the Company is not providing e-Voting facility as per Provisions of Companies Act, 2013 as it is not mandatory for SME listed companies to provide e-voting facility.
2. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the special business under Item No. 3 of the accompanying Notice, is given in the Annexure-1.
3. A member entitled to attend and vote at the meeting is entitled to appoint another person as a proxy to attend and vote at the meeting on his behalf and such proxy need not be a member of the company.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Proxies in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting
6. In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014 a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.
7. Corporate Members intending to send their authorized representative(s) to attend the Annual General Meeting are requested to forward a certified copy of Board Resolution authorizing their representative to attend and vote at the Annual General Meeting either to the Company in advance or submit the same at the venue of the General Meeting.
8. At the ensuing Annual General Meeting, Mr. Anil Zaverchand Mehta is liable to retire by rotation and being eligible, offer themselves for re-appointment.
9. Details of Directors seeking appointment / reappointment at the 2nd Annual General Meeting in pursuance of provisions of the Companies Act, 2013 & Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are given as an Annexure to the Notice.
10. As per Section 72 of the Act, members are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nomination are requested to send their request in Form SH-13 for

nomination and Form SH-14 for cancellation/ variation as the case may be to the RTA.

11. In compliance with the aforementioned MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website and of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.
12. Members to whom hard copy of Annual Reports have been provided are requested to bring their copies of the Annual Report to the Meeting. The copies of Annual Reports shall not be made available at the venue of the Meeting.
13. Members (Physical / Demat) who have not registered their email addresses with the company can get the same registered with the company by requesting in member updation form by sending an email to amfabricsmumbai@gmail.com. Please submit duly filled and signed member updation form to the abovementioned email. Upon verification of the Form the email will be registered with the Company.
14. Members seeking any information with regard to any matter to be placed at the AGM, are requested to write to the Company through an email i.e. amfabricsmumbai@gmail.com.
15. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to amfabricsmumbai@gmail.com.
16. The Annual Report of your Company for the Financial Year 2020-21 and notice of Annual General Meeting is displayed on the website of the Company.
17. Members are requested to register / update their E-mail address with the Company to receive Annual Report and other communication electronically.
18. To support the 'Green Initiative', the members who have not registered their email addresses are requested to register the same with RTA/ Depositories
19. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on 17th September, 2021 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes.

20. A person who is not a member on the cut-off date should accordingly treat this Notice as for information purposes only.
21. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the administrative office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
22. KRS & Co., have been appointed as the Scrutiniser to scrutinise the voting process in a fair and transparent manner. The Scrutiniser shall immediately after conclusion of voting at meeting, unblock the votes in the presence of at least 2 witnesses not in the employment of the Company and make a Scrutiniser's Report of the votes cast in favor or against, if any, and forward it to the Chairman of the Company.

Annexure to the Notice of the 2nd Annual General Meeting

ANNEXURE 1 - Statement pursuant to Section 102 (1) of the Companies Act, 2013

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 3 of the accompanying Notice dated 08th September, 2021.

Item No. 3:

The Equity Shares of your Company have been listed on the Bombay Stock Exchange (BSE) where they are actively traded. With a view to have more participation from the investors in the scrip and in order to increase the liquidity and make the equity shares of the Company more affordable to deal with by small investors, the Board of Directors of your Company in its meeting held on 8th September, 2021 has recommended Sub-Division of 50,00,000 (Fifty Lakh) Equity Shares of nominal value of Rs. 10/- (Rupees Ten) each fully paid up into 1,00,00,000 (One Crore) Equity Shares of nominal value of Rs. 5/- (Rupees Five) fully paid up, thereby keeping the paid-up capital intact.

The consent of the members is sought through a special resolution for sub-division of equity shares of the Company into smaller denomination and consequently to amend the Memorandum of Association of the Company. The Record Date for the aforesaid sub-division of the Equity Shares will be fixed in due course after approval of the Members is obtained.

The draft of revised Memorandum of Association of the Company, reflecting the said changes are available for inspection by the members at the Registered Office of the Company from 11.00.a.m. to 1.00 p.m. on all working days up to the date of the 2nd Annual General Meeting of the Company.

The Directors, KMP and their relatives of the Company may be deemed to be concerned or interested in the above said resolution to the extent of their respective shareholdings, if any, in the company to the same extent as that of every other member of the Company.

The Board of Directors recommends passing of the proposed resolution in Item No.3 as the same is in the best interest of the company and the investors.

**By Order of the Board
For Shine Fashions (India) Limited**

**Mr. Anish Mehta
Director
DIN: 08560153**

ROUTE MAP



ATTENDANCE SLIP

2nd Annual General Meeting, Thursday 30th Day of September, 2021 at 11.30 AM

Name of the Shareholder

Regd. Folio No. _____/

DP ID _____

Client ID/Ben.

A/C _____

No. of shares held _____

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 2nd Annual General Meeting of the Company on **Thursday 30th Day of September, 2021 at 11.30 AM** at registered office of the Company situated at Office No. 605, 6th Floor, Marathon Chamber, P.K Road, Panch Rasta, Mulund West Mumbai City 400080 Maharashtra India

Member's/Proxy's name

in Block Letters

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

Particulars of Directors seeking Appointment / Reappointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 read with the Secretarial Standards-2 prescribed for General Meetings:

Name of Director	Mr. Anil Zaverchand Mehta
Type	Director
Date of Birth	30/03/1960
Age	61 years
Date of Appointment as Director	11/09/2019
Date of Appointment as Managing Director	NA
No. of Equity Shares held in company as on 31st March, 2021	299700
Educational Qualification & Expertise in Specific Functional area	T.Y. B.Com
Experience	More than 20 years of experience
Directorships held in other Companies	Shinetex Industries Private Limited
Particulars of Committee Chairmanship / Membership held in other Companies	NA
Relationship with other Directors inter-se	Mr. Anish Anil Mehta – Son
No. of board meetings attended during the financial year 2020-21	Nine (9)
Terms and Conditions	There is no change in the terms and condition.
Remuneration Sought to be paid	0
Remuneration last paid	0

BALLOT FORM

Sequence No.:

1	Name & Registered Address of the Sole / first named Member	
2	Name(s) of the Joint Holder(s), (if any)	
3	Registered folio No./DP ID No./Client ID No* (*Applicable to investors holding Shares in dematerialized form).	
4	Number of Equity Shares held	
5	EVEN (E-Voting Event Number)	
6	User ID	
7	Password	

8 I/We hereby exercise my/our vote(s) in respect of the Resolutions set out in the Notice of the 2nd Annual General Meeting (“AGM”) of the Company to be held on Thursday, September 30, 2021 by conveying my/our assent or dissent to the said Resolutions by placing the tick (☐) mark at the appropriate box below:

Item No.	Brief Description of Resolution	Type of Resolution	No. of Equity Shares for which votes cast	(FOR)	(AGAINST)
				I/We assent to the Resolution	I/We dissent to the Resolution
1	Adoption of Audited Financial Statements together with the reports of the Board of Directors and the Auditors thereon for the year ended March 31, 2021.	Ordinary			
2	Appointment of Director in place of Mr. Anil Zaverchand Mehta, who retires by rotation and being eligible offers	Ordinary			

	himself for re-Appointment				
3	Sub-division of Share Capital into smaller amount and consequent changes in the Memorandum of Association of the Company	Special			

Date:-

Place:-

Signature of Member / Power of Attorney Holder / Authorized Representative

INSTRUCTIONS

A. GENERAL INFORMATION

- B. The facility for voting through Ballot / Polling Paper shall also be made available at the meeting and Members attending the meeting.

C. PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING BY BALLOT

- 1) Members desiring to cast their vote by Ballot Form (no other form or photocopy thereof is permitted) should complete and sign the Ballot Form and send it to the Scrutinizer, Mr. Ketan Shirodkar, Proprietor, KRS & Co., Practicing Company Secretary, in the enclosed self addressed business reply envelope so as to reach the Scrutinizer not later than, Tuesday, September 28, 2021. Ballot Form received after this date will be treated as invalid. Ballot Forms deposited in person or sent by courier or registered/speed post at the expense of the Member will also be accepted.
- 2) The Ballot Form should be signed by the Member as per the specimen signature registered with the Company/Depository Participants. In case of joint holding, the Ballot Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. There will be one Ballot Form for every Folio / Client ID irrespective of the number of joint holders. A Power of Attorney ("POA") holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot Form is not permitted through proxy.
- 3) For shares held by corporate and institutional shareholders (companies, mutual funds, trusts, societies, etc.), the duly completed Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/Authorization together with attested specimen signature(s) of the duly authorized signatory(ies).
- 4) Votes should be cast in case of each resolution, either in favour or against, by putting the tick mark in the column provided in the Ballot Form for assent / dissent.
- 5) A Shareholder need not use all the votes or cast all the votes in the same way.
- 6) The voting rights of the Members shall be in proportion to their shares of the paid-up equity capital of the Company as on 17 September, 2021 ("Cut-off Date") as per the Register of Members and as informed to the Company by the depositories in case of Beneficial Owners.
- 7) Ballot Form received after September 28, 2021 will be strictly treated as if the reply from the Members has not been received.
- 8) A Member may request for a duplicate physical copy of Ballot Form, if so required, by sending an e-mail to the company mentioning their Folio / DP ID and Client ID No. However, duly filled in and signed duplicate Ballot Form should reach the Scrutinizer not later than the date specified in Serial No. 7 above.
- 9) Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Ballot Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.

- 10)The decision of the Scrutinizer on the validity of the Ballot Form and any other related matters shall be final.
- 11)The results declared along with the Scrutinizer's Report, shall be placed on the Company's website. Simultaneously, the same will also be communicated to the BSE Limited.

Board's Report

Dear Members

The Board of Directors present the Company's 2nd Annual Report and the Company's audited financial statements for the financial year ended March 31, 2021.

Financial Results

The Company's financial performance for the year ended March 31, 2021 is summarized below

Particulars	2020-21	2019-20
	In Rs.	In Rs.
Income	6,93,08,592	7,96,30,154
Less: Expenses	6,66,91,181	7,49,68,892
Profit/ (Loss) before tax	26,17,411	46,61,262
Less: Current tax	(5,90,000)	(9,36,000)
Less: Deferred tax	(2,68,117)	(2,76,879)

Exception Income	-	-
Exception expenditure	-	-
Profit after Tax	2295528	3448383

Appropriation

		In Rs.
Interim Dividend	-	-
Final Dividend	-	-
Tax on distribution of dividend	-	-
Transfer to General Reserve	-	-
Balance carried to Balance sheet	-	-

Operations

The Company continues to be engaged in the activities pertaining to importing, supplying and trading of non-woven interlining fabrics, woven fusible interlinings and microdot fusible interlinings.

There was no change in nature of the business of the Company, during the year under review.

Dividend

With a view to conserve resources, your Board of Directors have thought it prudent not to recommend any dividend for the financial year under review.

Unpaid Dividend & Investor Education & Protection Fund IEPF

Your Company has not declared dividend till date and thus there was no unpaid dividend hence it was not required to transfer any amount to the Investor Education & Protection Fund (IEPF)

Transfer to reserves:

The Company has not transferred any amount to General Reserve.

Details of material changes from the end of the financial year

There are no material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this Financial Statements relate and the date of this Report.

However, the outbreak of corona virus (COVID-19) pandemic globally and in India had cause significant disturbance and slowdown of economic activity. Operations and revenue have been impacted due to COVID-19.

In view of recent surge in Covid-19 cases few states re-enforced lockdown like restrictions for a short period which currently is not expected to have any significant impact on company's operations/ results. The company continues to remain vigilant and cautious in this regard.

Report on Performance of Subsidiaries, Associates and Joint Venture Companies

During the year under review, your Company did not have any Subsidiary, Associate Company and Joint Venture and thus AOC-1 was not required and not annexed.

Deposits

Your Company has neither accepted or renewed any deposits during the year nor has

any outstanding deposits in terms of Section 73 to 76 of the Companies Act, 2013.

Share Capital

As on 31st March, 2021, the Issued, Subscribed and Paid-up Share Capital of your Company stood at Rs. 1,39,90,000/- (Rupees One Crores Thirty-Nine Lacs Ninety Thousand), comprising 13,99,000 (Thirteen Lacs Ninety-Nine Thousand) Equity Shares of Rs. 10/- each.

The Company has neither issued shares with differential voting rights nor granted any stock options or issue any sweat equity or issued any bonus shares.

Further, the Company has not bought back any of its securities during the year under review and hence no details / information invited in this respect.

Loans from Directors or Directors' relatives

During the financial year under review, the Company has not borrowed any amount(s) from Directors.

Contracts or arrangement with related parties

All Related Party Transactions entered into by Company during the Financial Year 2020-21 were on arm's length basis and in the ordinary course of business and were at arm's length. There are no material significant Related Party Transactions entered into by the Company with Promoters, Directors, Key Managerial Personnel or other Designated Persons which may have a potential conflict with the interest of the Company. Prior approval of the Audit Committee and the Board of Directors of the Company was obtained for all the Related Party Transactions. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 was not required and thus not attached. Attention of Shareholders is also drawn to the disclosure of transactions with related parties as set out in Notes of Financial Statements, forming part of the Annual Report.

There were no such transactions with any person or entity belonging to the promoter/promoter group which hold(s) 10% or more shareholding in the listed entity.

Conservation of, Energy, Technology absorption and Foreign Exchange Earnings and Outgo

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo etc. are furnished in **Annexure A** which forms part of this Report.

Annual Return and Management Discussion & Analysis Report

The Company has placed its Annual Return, referred to in Section 92(3) in the format

on the said web-address: - [http:// www.amfabrics.in](http://www.amfabrics.in)

Further, pursuant to Regulation 34(3) read with schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 company has also attached its Management Discussion and Analysis report for the financial year ended March 31, 2021 as **Annexure B**.

Loan, Guarantees or Investments under section 186 of the Companies Act, 2013

There were no loans, guarantees and Investments covered under Section 186 of the Companies Act 2013 provided during the financial year under review.

Disclosure of Internal Financial Controls and their adequacy

Your Company maintains adequate internal control system and procedure commensurate with its size and nature of operations. The internal control system is designated to provide a reasonable assurance over reliability in financial reporting, ensure appropriate authorization of transaction, safeguarding the assets of the Company and prevent misuse/losses and legal compliance.

The internal control system includes a well-defined delegation of authority and a comprehensive Management Information System coupled with quarterly reviews of operational and financial performance, a well-structured budgeting process and Internal Audit. The Internal Audit reports are periodically reviewed by the management and the Audit Committee and necessary improvements are undertaken, if required.

Board of Director's & Key Managerial Personnel Change in Directorship & Key Managerial Personnel

There has been following changes in the Directorship of the Company during the Financial Year under review:

Ms. Purvi Anil Sanghvi was appointed as Whole-time Director and Chief Executive Officer (CEO) by Board w.e.f. 09-12-2020.

Ms. Nidhi Jain was appointed as Company Secretary (CS) by Board w.e.f. from 15-05-2020.

Ms. Binal Anish Mehta was appointed as Chief Financial Officer (CFO) w.e.f. 19-03-2021

Ms. Khushbu Shah resigned from the post of Chief Financial Officer (CFO) w.e.f. 19-03-2021

Retirement by Rotation

As per the provisions of Section 152 of the Companies Act, 2013, Mr. Anil Zaverchand Mehta will retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re- appointment. The Board of directors recommended its re-appointment for the member's approval.

Disclosures

Meeting of Board

Nine Meetings of the Board of Directors were held during the year. The particulars of the meetings held and attended by each Director are detailed below.

Sr. No.	Date of meeting	Board Strength	No. of Directors Present
1.	23.06.2020	6	6
2.	21.09.2020	6	6
3.	05.10.2020	6	6
4.	09.12.2020	6	6
5.	22.12.2020	6	6
6.	05.01.2021	6	6
7.	23.02.2021	6	6
8.	24.02.2021	6	6

9.	19.03.2021	6	6
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Board Leadership

At Shine Fashions (India) Limited, it is our belief that an enlightened Board consciously creates a culture of leadership to provide a long-term vision and policy approach to improve the quality of governance. The Board's actions and decisions are aligned with the Company's best interests. The Board is committed to the goal of sustainably elevating the Company's value creation. The Company has defined guidelines and an established framework for the meetings of the Board and its Committees. These guidelines seek to systematize the decision-making process at the meetings of the Board and its Committees in an informed and efficient manner.

Board Composition and Category of Directors

The Company's policy is to maintain an optimum combination of Executive and Non-Executive Directors.

The composition of the Board, Category, DIN and shareholding of Directors are as follows:

Sr. No	Name of the Director	Category	Director Identification Number (DIN)	No. of Equity Shares held as on March 31, 2021
1	Anil Zaverchand Mehta	Director	08560132	299700
2	Anish Anil Mehta	Managing Director	08560153	400050
3	Purvi Anil Sanghvi	Whole-time Director & CEO	08560154	50
4	Nikita Dungarshi Mange	Director	08712794	-
5	Priyank Ramesh Doshi	Director	08712814	-

6	Nikita Nikhil Rathod	Director	08728821	-
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***Promoter Director**

- Mr. Anil Zaverchand Mehta and Mr. Anish Anil Mehta and Ms. Purvi Anil Sanghvi are relatives.
- None of the other Directors is related to any other Director on the Board.

Executive Directors' Profile

A brief resume of the Directors, nature of their expertise in specific functional areas etc. are available on the website of the Company.

Familiarization Programmes for Board Members

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

Periodic presentations are made at the Board and Committee meetings on business and performance updates of the Company including Finance, Sales, Marketing of the Company's major business segments, practices relating to Human Resources, overview of business operations of major subsidiaries, global business environment, business strategy and risks involved.

Monthly / quarterly updates on relevant statutory, regulatory changes and landmark judicial pronouncements encompassing important laws are regularly circulated to the Directors.

Secretarial Standards

The Company has followed the applicable Secretarial Standards, i.e., SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings' respectively.

Declaration of Independent Director

Pursuant to the provisions of Section 149 of the Act, the Independent Directors have submitted declarations that each of them meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. There has been no change in the circumstances affecting their status as Independent Directors of the Company during the year under review. In the opinion of the Board, the Independent Directors possess appropriate balance of skills, experience and knowledge, as required for conducting the affairs of the Company

Audit Committee

The Audit Committee comprises of

1. Mr. Priyank Ramesh Doshi, Chairman,
2. Ms. Nikita Dundarshi Mange, Independent Director,
3. Mrs. Nikita Nikhil Rathod, Independent Director and
4. Ms. Purvi Anil Sanghvi, Whole-time Director.

During the year, all the recommendations made by the Audit Committee were accepted by the Board.

Preamble

The Audit Committee of Directors was constituted pursuant to the provisions of Section 177 of the Companies Act, 2013. The composition of the Audit Committee is in conformity with the provisions of the said section.

Terms of reference of Audit Committee:

The Audit Committee shall have the authority to investigate into any matter that may be prescribed under Company Law for the time being in force and within its terms of reference.

Role of the Audit Committee, inter-alia, includes the following: -

- Oversight of the Company's financial reporting processes and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing with the Management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditor's independence and performance and effectiveness of audit process;
- Approval of transactions with related parties and any subsequent modification of such transaction in accordance with the Act read with the Rules made thereunder and the SEBI Regulations.
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing with the Management, performance of statutory and internal

- auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of the internal audit;
 - Discussion with the internal auditors on any significant findings and follow up thereon;
 - Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
 - Discussion with the 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;
 - Looking into the reasons for substantial defaults in payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors, if any;
 - Verifying effective operation and adequacy of internal control systems.

Composition of Audit Committee

Name of Members	Designation	Membership in Committee
Priyank Ramesh Doshi	Independent Director	Chairman
Nikita Dundarshi Mange	Independent Director	Member
Nikita Nikhil Rathod	Independent Director	Member
Purvi Anil Sanghvi	Wholetime Director	Member

The Audit Committee have not met during the financial year ended 31st March 2021.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee of Directors as constituted by the Board of Directors of the Company in accordance with the requirements of Section 178 of the Act.

The Board has in accordance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013, formulated the policy setting out the criteria for determining qualifications, positive attributes, independence of a Director and policy relating to remuneration for Directors, Key Managerial Personnel and other employees.

Terms of reference of Nomination & Remuneration Committee

- Formulating criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.
- Formulation of criteria for evaluation of Independent Directors and the Board and also criteria for evaluation of performance of the Independent Directors.
- Devising a policy on Board diversity.
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal.
- To carry out evaluation of every Director's performance.
- Such other matters as may be delegated by the Board of Directors of the Company; and
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- Recommend to the Board, the Sitting Fees payable for attending the meetings of the Board/Committee thereof, and any other benefits such as Commission, if any, payable to the Non- Executive Directors.
- Setting the overall Remuneration Policy and other terms of employment of Directors, wherever required.
- Removal should be strictly in terms of the applicable law/s and in compliance of principles of natural justice.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

Composition of Nomination & Remuneration Committee

Name of Members	Designation	Membership in Committee
Priyank Ramesh Doshi	Independent Director	Chairman
Nikita Dundarshi Mange	Independent Director	Member
Nikita Nikhil Rathod	Independent Director	Member
Purvi Anil Sanghvi	Whole-time Director	Member

Attendance Record

The Nomination & Remuneration Committee have not met during the financial year ended 31st March 2021.

Major criteria / gist defined in the policy framed for appointment of and payment of remuneration to the Directors of the Company, are as under:

- Minimum Qualification
- Positive Attribute
- Independence
- Experience

Policy is available on Company's website of the Company and can be accessed via the link provided herein [http:// www.amfabrics.in](http://www.amfabrics.in)

Stakeholders Relationship Committee

During the year under review, pursuant to Section 178 of the Companies Act, 2013, the Board of Directors of the Company has constituted the Stakeholder 's



Shruti Bhanushali & Co.

Company Secretaries

FORM NO. MR.3

SECRETARIAL AUDIT REPORT

For The Financial Year Ended 31st March, 2021

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

To
The Members,
Shine Fashions (India) Limited

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

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

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

- (i) The Companies Act, 2013 (**the Act**) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('**SCRA**') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, External Commercial Borrowings and Overseas Direct Investment (**Not applicable to the Company during the Audit Period**)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('**SEBI Act**'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Share





Shruti Bhanushali & Co.

Company Secretaries

and Takeovers) Regulations, 2011

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. ("**PIT Regulations**")

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**Not applicable to the Company during the Audit Period**)

(d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**Not applicable to the Company during the Audit Period**)

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not applicable to the Company during the Audit Period**)

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Not applicable to the Company during the Audit Period**) and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (**Not applicable to the Company during the Audit Period**).

(vi) As identified, no law is specifically applicable to the Company.

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except the Company has filed the compliance required under Regulation 13 of SEBI LODR 2015 with a delay of 8 days.

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 composition of the Board of Directors during the period under review was in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance and a system exists for seeking and obtaining





Shruti Bhanushali & Co.

Company Secretaries

further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

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.

**For M/s. Shruti Bhanushali & Co.
Practicing Company Secretaries**

Shruti Bhanushali
M. No. 43684
C.P. No: 16318
UDIN: A043684C000923992



Place: Mumbai
Date: 08-09-2021

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



Shruti Bhanushali & Co.

Company Secretaries

'Annexure A'

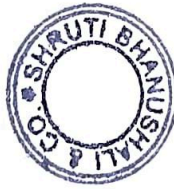
To
The Members,
Shine Fashions (India) Limited

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. 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 and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the 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 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 efficacy or effectiveness with which the management has conducted the affairs of the company.

**For M/s. Shruti Bhanushali & Co.
Practicing Company Secretaries**

Shruti Bhanushali
M. No. 43684
C.P. No: 16318
UDIN: A043684C000923992



Place: Mumbai
Date: 08-09-2021

INDEPENDENT AUDITOR'S REPORT

To the Members of **SHINE FASHION (INDIA) LIMITED**

Report on the Financial Statements

We have audited the accompanying financial statements of **SHINE FASHION (INDIA) LIMITED** ("the Company") which comprise the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.



An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We are also responsible to 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 entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify the opinion. Our conclusions are based on the audit evidence obtained up to the date of the auditor's report. However, future events or conditions may cause an entity to cease to continue as a going concern.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, and its Profit and its Cash Flow for the year ended on that date.

Emphasis of Matter

1. We draw to attention to Note No. 36 of the Financial Statements, which states the impact of Coronavirus (COVID - 19) on the operations of the Company.
2. Note No. 34 regarding the balances of Sundry Creditors, Debtors and loans & advances etc. being not confirmed by the parties and hence our inability to state whether these balances are recoverable/payable to the extent stated.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors Report) Order 2016 (the Order) as amended issued by the Central Government of India in terms of sub-section (ii) of Section 143 of the Act, we give in the 'Annexure A' a statement on the matters specified in paragraphs 3 & 4 of the Order.

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



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

b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

c. the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;

d. in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e. On the basis of written representations received from the directors as on March 31, 2021, taken on record by the board of directors, none of the directors is disqualified as on March 31, 2021, from being appointed as a director in terms of section 164(2) of the Act.

f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".

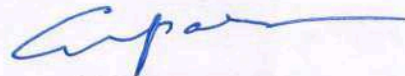
g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The company does not have any pending litigations which would impact its financial position.

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

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

For, Thakur Vaidyanath Aiyar & Co.
Chartered Accountants
Firm's registration number: 090038N



C V Parameswar
Partner

Membership number: 011541
UDIN NO. 21011541AAAACF9676

Place: Mumbai
Date: 30.06.2021



"Annexure A" to the Independent Auditors' Report

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

i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;

(b) The Fixed Assets have been physically verified by the management during the year which in our opinion is reasonable having regard to the size of the Company and nature of its business. As per the information given to us no material discrepancy has been noticed on such verification.

(c) According to the information and explanations given to us, the Company does not having any immovable properties. Therefore, clause (c) is not applicable.

ii) As informed to us physical verification of Inventories has been conducted by the management during the year at reasonable intervals. In our opinion the frequency of verification is reasonable. As explained to us there were no material discrepancies noticed between the physical stock and book records.

iii) Based on the audit procedures applied by us and according to the information and explanations given to us, the Company has not given unsecured loans to any parties listed in the register maintained under section 189 of the Companies Act, 2013. Hence clause 3(iii) of the Order is not applicable for the year.

iv) In our opinion and according to the information and explanations given to us, the company has not entered into any transactions requiring compliance with Provision of section 185 and 186 of the Companies Act, 2013.

v) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public, are not applicable.

vi) The requirement of maintenance of cost record under section 148(1) of the Companies Act 2013 is not applicable to the Company for the year.

vii) (a) According to information and explanations given to us and on the basis of our examination of the books of account and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Goods and Service Tax (GST), Duty of Customs, Duty of Excise and any other material statutory dues with the appropriate authorities, wherever applicable.

According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2021 for a period of more than six months from the date on when they become payable.

b) According to the information and explanation given to us and on the basis of our examination of the records of the Company, there are no dues of income tax, service and goods tax (GST) and duty of customs which have not been deposited on account of dispute.

viii) According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to a financial institution, bank, Government or dues to debenture holders.



ix) Based upon the audit procedures performed and the information and explanations given by the management, the Company has raised moneys by way of initial public offer and not availed term loan during the year.

x) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.

xi) In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of the Companies Act, 2013.

xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.

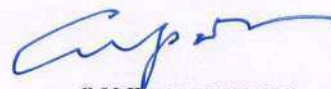
xiii) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.

xiv) Based upon the audit procedures performed and the information and explanations given by the management, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company.

xv) Based upon the audit procedures performed and the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company.

xvi) In our opinion, the Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company.

For, Thakur Vaidyanath Aiyar & Co.
Chartered Accountants
Firm's registration number: 000038N



C V Parameswar
Partner

Membership number: 011541
UDIN NO. 21011541AAAACF9676

Place: Mumbai
Date: 30.06.2021



“Annexure B”

To the Independent Auditor’s Report on the Financial Statements of SHINE FASHION (INDIA) LIMITED

(Referred to in paragraph 2(f) under ‘Report on Other Legal & Regulatory Requirements of our report of even date to the financial statements of the Company for the year ended March 31, 2021):

Report on the Internal Financial Controls over financial reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **SHINE FASHION (INDIA) LIMITED** (“the Company”) as of March 31, 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

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

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



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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

For, Thakur Vaidyanath Aiyar & Co.
Chartered Accountants
Firm's registration number: 000038N



C V Parameswar
Partner
Membership number: 011541
UDIN NO. 21011541AAAACF9676

Place: Mumbai
Date: 30.06.2021



Shine Fashions (India) Limited
Balance Sheet as at 31st March, 2021
CIN: L17299MH2019PLC330440

(Amount in Rs.)

Particulars	Note	As at 31st March, 2021	As at 31st March, 2020
EQUITY AND LIABILITIES			
Shareholder's Funds			
Share Capital	3	1,39,90,000	1,00,00,000
Reserves and Surplus	4	3,60,26,349	2,32,58,383
Non-Current Liabilities			
Deferred Tax Liabilities	5	8,762	2,76,879
Long Term Provisions	6	-	10,000
Current Liabilities			
Short Term Borrowings	7	70,59,869	-
Trade Payables		25,93,563	62,96,433
Other Current Liabilities	9	9,50,568	16,50,218
Short Term Provisions	10	5,90,000	9,36,000
Total		6,12,19,111	4,24,27,912
Assets			
Non-Current Assets			
Property, Plant & Equipment			
Tangible Assets	11	31,210	47,177
Intangible Assets	11	3,22,099	4,02,624
Long Term Loans and Advances	12	2,29,600	1,22,000
Current Assets			
Inventories	13	36,85,149	41,41,633
Trade Receivables	14	5,25,87,191	3,34,95,283
Cash and Cash Equivalents	15	4,13,343	4,42,171
Other Current Assets	16	39,50,519	37,77,024
Total		6,12,19,111	4,24,27,912
Notes forming a part of the Financial Statements	1-37		

As per our report of even date
For Thakur Vaidyanath Aiyar & Co
Chartered Accountants
Firm Registration No.: 000038N



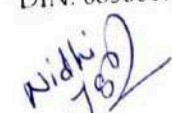
C V Parameswar
Partner
Membership No.: 011541
Place: Mumbai
Date: June 30, 2021



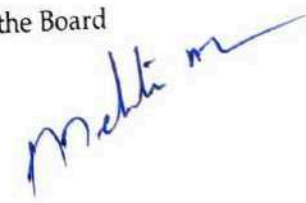
For and on Behalf of the Board




Anish A. Mehta
Director
DIN: 08560153



Nidhi Jain
Company Secretary
ACS: 40056



Anil Z. Mehta
Director
DIN: 08560132



Binal Mehta
CFO

Shine Fashions (India) Limited
Statement of Profit and Loss for the year ended 31st March, 2021
CIN: L17299MH2019PLC330440

Particulars	Note	(Amount in Rs.)	
		For the year ended 31st March, 2021	For the year ended 31st March, 2020
INCOME:			
Revenue From Operations	17	6,88,07,006	7,91,08,803
Other Income	18	5,01,586	5,21,351
Total Revenue		6,93,08,592	7,96,30,154
EXPENSES:			
Purchase of stock-in-trade	19	6,20,58,070	6,96,69,519
Changes in inventory of stock-in-trade	20	4,56,484	32,66,640
Finance Cost	21	1,87,634	25,865
Employee Benefits Expenses	22	17,35,051	4,52,915
Depreciation and Amortization	23	96,492	3,247
Other Expenses	24	21,57,450	15,50,706
Total Expenses		6,66,91,181	7,49,68,892
Profit/(Loss) Before Tax		26,17,411	46,61,262
Tax Expenses			
Current tax		5,90,000	9,36,000
Deferred tax		(2,68,117)	2,76,879
Profit / (Loss) after tax for the year		22,95,528	34,48,383
Earning per equity share (Face Value of Rs.10 each)			
Basic	25	1.97	3.45
Diluted	25	1.97	3.45
Notes forming a part of the Financial Statements	1-37		

As per our report of even date

For Thakur Vaidyanath Aiyar & Co

Chartered Accountants

Firm Registration No.: 000038N

For and on Behalf of the Board



C V Parameswar

Partner

Membership No.: 011541

Place: Mumbai

Date: June 30, 2021





Anish A. Mehta

Director

DIN: 08560153



Nidhi Jain

Company Secretary

ACS: 40056



Anil Z. Mehta

Director

DIN: 08560132



Binal Mehta

CFO

Shine Fashions (India) Limited
Statement of cash flows for the Year ended March 31, 2021

(Amount in Rs.)

	For the year ended 31st March, 2021		For the year ended 31st March, 2020	
A) CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit before tax		26,17,411		46,61,262
Add: Depreciation & Ammortization	96,492		3,247	
Add: Short provision of Income tax of last year	1,07,636		-	
Add: Financial expenses	1,87,634		25,865	
Less: Interest income	(208)		(1,603)	
	3,91,554		27,509	
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		30,08,965		46,88,771
(Increase) / Decrease in Inventory	4,56,484		32,66,640	
(Increase) / Decrease in Trade receivables	(1,90,91,908)		(1,26,08,366)	
(Increase) / Decrease in Loans & Advances and other current assets	(13,49,094)		(32,14,336)	
Increase / (Decrease) in Trade payables	(37,02,870)		62,96,433	
Increase / (Decrease) in Current Liabilities & Provisions	(7,09,650)	(2,43,97,038)	16,43,615	(46,16,014)
Cash generated from Operations		(2,13,88,073)		72,757
Income tax paid		(10,43,636)		-
NET CASH FROM OPERATING ACTIVITIES (A)		(2,24,31,709)		72,757
B) CASH FLOW FROM INVESTMENTS ACTIVITIES				
Takeover of Business		-		3,10,972
Interest received		208		1,603
NET CASH FROM INVESTMENT ACTIVITIES (B)		208		2,78,677
C) CASH FLOW FROM FINANCING ACTIVITIES				
Financial expenses		(1,87,634)		(25,865)
Issue expenses		(4,29,561)		-
Increase in Capital		1,59,60,000		1,00,000
Increase / (Decrease) in Borrowings		70,59,868		-
NET CASH FROM FINANCING ACTIVITIES (C)		2,24,02,673		74,135
NET INCREASE/ (DECREASE) IN CASH AND CASH EQUIVALENTS (A)+(B)+(C)		(28,828)		4,25,569
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD		4,42,171		-
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD		4,13,343		4,25,569
COMPONENTS OF CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD				
Current Accounts With Scheduled Banks		2,46,125		3,85,630
Cash in Hand		1,67,218		39,938
Fixed Deposit with bank		-		16,603
		4,13,343		4,42,171

As per our report of even date
For Thakur Vaidyanath Aiyar & Co
Chartered Accountants
Firm Registration No.: 000038N

C V Parameswar
Partner
Membership No.: 011541
Place: Mumbai
Date: June 30, 2021

For and on Behalf of the Board

Anish A. Mehta
Director
DIN: 08560153

Nidhi Jain
Company Secretary
ACS: 40056

Anil Z. Mehta
Director
DIN: 08560132

Binal Mehta
CFO



Shine Fashions (India) Limited
Statement of cash flows for the Year ended March 31, 2021

(Amount in Rs.)

	For the year ended 31st March, 2021		For the year ended 31st March, 2020	
A) CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit before tax		26,17,411		46,61,262
Add: Depreciation & Ammortization	96,492		3,247	
Add: Short provision of Income tax of last year	1,07,636		-	
Add: Financial expenses	1,87,634		25,865	
Less: Interest income	(208)		(1,603)	
	3,91,554		27,509	
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		30,08,965		46,88,771
(Increase) / Decrease in Inventory	4,56,484		32,66,640	
(Increase) / Decrease in Trade receivables	(1,90,91,908)		(1,26,08,366)	
(Increase) / Decrease in Loans & Advances and other current assets	(13,49,094)		(32,14,336)	
Increase / (Decrease) in Trade payables	(37,02,870)		62,96,433	
Increase / (Decrease) in Current Liabilities & Provisions	(7,09,650)	(2,43,97,038)	16,43,615	(46,16,014)
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NET CASH FROM INVESTMENT ACTIVITIES (B)		208		2,78,677
C) CASH FLOW FROM FINANCING ACTIVITIES				
Financial expenses		(1,87,634)		(25,865)
Issue expenses		(4,29,561)		
Increase in Capital		1,59,60,000		1,00,000
Increase / (Decrease) in Borrowings		70,59,868		-
NET CASH FROM FINANCING ACTIVITIES (C)		2,24,02,673		74,135
NET INCREASE/ (DECREASE) IN CASH AND CASH EQUIVALENTS (A)+(B)+(C)		(28,828)		4,25,569
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD		4,42,171		-
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD		4,13,343		4,25,569
COMPONENTS OF CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD				
Current Accounts With Scheduled Banks		2,46,125		3,85,630
Cash in Hand		1,67,218		39,938
Fixed Deposit with bank		-		16,603
		4,13,343		4,42,171

As per our report of even date
For Thakur Vaidyanath Aiyar & Co
Chartered Accountants
Firm Registration No.: 000038N

C V Parameswar
Partner
Membership No.: 011541
Place: Mumbai
Date: June 30, 2021



For and on Behalf of the Board

Anish A. Mehta
Director
DIN: 08560153
Nidhi Jain
Company Secretary
ACS: 40056

Anil Z. Mehta
Director
DIN: 08560132
Bimal Mehta
CFO



1 Corporate Information:

Shine Fashions (India) Limited was incorporated on 11th September, 2019. The company is engaged in the business of import and trading of various types of fabrics and textile raw materials. The company took over the business of proprietorship firm AM FABRICS on 30th September, 2019.

2 Significant Accounting Policies:

2.1 Basis of Preparation of Financial Statements

These financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2015. The financial statements are prepared on accrual basis under the historical cost convention. The accounting policies, in all material respects, have been consistently applied by the Company and are consistent with those used in the previous year. The financial statements are presented in Indian rupees.

2.2 Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires the Management to make estimate and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of revenue and expenses for the year and disclosures of contingent liabilities as at the Balance Sheet date. The estimates and assumptions used in the accompanying financial statements are based upon the Management's evaluation of the relevant facts and circumstances as at the date of the financial statements. Actual results could differ from these estimates. Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates, if any, are recognized in the year in which the estimates are revised and future years affected.

2.3 Property, plant and equipment

Tangible Assets

Tangible Assets except land are stated at cost of acquisition less accumulated depreciation. Cost of acquisition is inclusive of freight, insurance, duties, levies, interest on specific borrowings attributable to acquisition construction of fixed assets and all incidentals attributable to bringing the asset to its working condition for the intended use.

Borrowing costs relating to acquisition of Fixed Assets which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance, all other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognized in the statement of profit and loss when the asset is derecognized.



Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Goodwill arising on acquisition of business is carried at cost as established at the date of acquisition of the business.

Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalized development costs which meet capitalization criteria, are not capitalized and expenditure is reflected in the statement of profit and loss in the year in which the expenditure is incurred.

Gains or losses arising from derecognition of an Intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

2.4 Depreciation / Amortization

Tangible Assets

Depreciation on Tangible Assets is provided on Straight Line Method (SLM) basis using the rates arrived at based on the useful lives as per Schedule II to the Companies Act, 2013.

Intangible Assets

Intangible assets are amortized on a straight line basis over the estimated useful economic life.

Amortization of Goodwill

Goodwill arising out of acquisition of business is amortized over five years on a straight line basis.

2.5 Impairment

All the fixed assets are assessed for any indication of impairment, at the end of each financial year. On such indication, the impairment loss, being the excess of carrying value over the recoverable value of assets, is charged to the profit and loss account in the respective financial years. The impairment loss recognized in the prior years is reversed in cases where the recoverable value exceeds the carrying value, upon reassessment in the subsequent years.

For the purposes of impairment testing, Goodwill is allocated to each of the Company's cash generating units (CGUs) that are expected to benefit from the synergies of the combination. A CGU to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro-rata basis based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of CGU, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

2.6 Borrowing costs

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur.



Foreign currency translation

A foreign currency transaction is recorded, on initial recognition in the reporting currency (INR), by applying exchange rate prevailing on the date of the transaction.

On the balance sheet date, monetary items are reported using the closing foreign currency exchange rate.

Exchange differences arising on the settlement of transactions or on reporting the company's monetary items on the balance sheet date are recognised as income or expense for that period.

2.8 Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

Revenue is recognized only when risks and rewards incidental to ownership are transferred to customers, it can be reliably measured and it is reasonable to expect ultimate collection. Sales are stated net of trade discount, duties and taxes.

Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other Income" in the statement of profit and loss.

2.9 Retirement and other employee benefits

(A) Short-term employee benefits

All employee benefits payable within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, wages, etc. and the expected cost of bonus, ex-gratia, and incentives are recognised in the period during which the employee renders the related service.

(B) Post-employment benefits

(i) Defined contribution plan

Since the number of employees of the Company is less than 20, Employee's Provident Fund is not applicable to the Company. Therefore, there is no contribution made under Provident Fund.

(ii) Defined benefit plans

Since the number of employees of the Company is less than 10, Gratuity is not applicable to the Company. Therefore, there is no contribution made under Gratuity.

2.10 Taxation



Tax expense comprises of current tax & deferred tax.

Current tax is measured as the amount expected to be paid to recovered from the tax authorities in accordance with the Income Tax Act, 1961.

Deferred tax is accounted for in accordance with Accounting Standard 22 on "Accounting for Taxes on Income", (AS 22) issued by the Institute of Chartered Accountants of India. Deferred tax assets and liabilities are recognised for future tax consequences attributable to timing differences between taxable income and accounting income that are capable of reversal in one or more subsequent years and are measured using relevant enacted tax rates. The carrying amount of deferred tax assets at each Balance sheet date is reduced to the extent that it is no longer reasonably certain that sufficient future taxable income will be available against which the deferred tax asset can be realised.

2.11 Inventories

Inventories encompass goods purchased and held for resale. Inventories are valued at the lower of cost and net realisable value. The cost of inventories comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. The cost of inventories is assigned by using the first-in, first-out (FIFO) basis.

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

2.12 Trade Receivables

Trade Receivables are amounts due from customers for sale of goods or services performed in the ordinary course of business. Trade Receivables are recognised initially at fair value. They are subsequently measured at amortised cost using the effective interest method, net of provision for impairment. The carrying value less impairment provision of trade receivables, are assumed to be approximate to their fair values.

2.13 Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks, cash on hand and demand deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, cash in banks and demand deposits.

2.14 Provisions, Contingent Liabilities and Contingent Assets

A Provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent Liabilities are not recognized in the financial statements. Contingent Assets are neither recognized nor disclosed in the financial statements.

2.15 Earnings per Equity Share

Basic earnings per share is calculated by dividing the net profit or loss after tax for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares. Potential equity shares are anti-dilutive when their conversion to equity shares would increase earnings per share from continuing ordinary activities or decrease loss per share from continuing ordinary activities.



Shine Fashions (India) Limited
Notes Forming Part of the Accounts
Note-3 : Share Capital

Particulars	(Amount in Rs.)	
	As at 31st March, 2021	As at 31st March, 2020
a. Authorised 50,00,000 (Previous Year 50,00,000) Equity Shares of Rs.10/- each	5,00,00,000	5,00,00,000
b. Issued, Subscribed & Paid Up 13,99,000 (Previous Year 10,00,000) Equity Shares Rs 10/- each fully paid up	1,39,90,000	1,00,00,000
Total	1,39,90,000	1,00,00,000

c. Reconciliation of shares outstanding at the beginning and at the end of the reporting period:

	As at 31 March, 2021		As at 31 March, 2020	
	Number	Amount in Rs.	Number	Amount in Rs.
Shares outstanding at the beginning of the year	10,00,000	1,00,00,000.00	-	-
10,000 Equity Shares of face value Rs.10 issued at the time of incorporation of company on 11th Sept 2019	-	-	10,000	1,00,000.00
10,000 fully paid up Equity Shares of face value Rs.10 issued as purchase consideration for taking over A M Fabrics at a premium of Rs.2961 per share on 1st December 2019.	-	-	10,000	1,00,000.00
980,000 fully paid up Equity shares of face value Rs.10 issued as bonus during the year	-	-	9,80,000	98,00,000.00
<u>Shares Issued during the year</u>				
3,99,000 fully paid up equity share of face value Rs. 10 issued in the IPO.	3,99,000	39,90,000.00	-	-
Shares bought back during the year	-	-	-	-
Outstanding at the end of the year	13,99,000	1,39,90,000.00	10,00,000	1,00,00,000.00

c.1 In the previous year, the company had issued 10,000 fully paid up shares of face value Rs.10 each at Rs 2,971/- per share on 01st December 2019 by passing a special resolution, pursuant to discharge of purchase consideration on take over of A.M. Fabrics (Proprietor Mr. Anil ZAVERCHAND MEHTA) as per one of the main objects of the company.

c.2 In the previous year, the company had allotted 9,80,000 fully paid up shares of face value Rs.10 each on 28th December 2019, pursuant to bonus issue approved by the shareholders at the EGM conducted on 20th December 2019. The book closure date fixed by the Board was 2nd December 2019.

d. **Terms/Rights Attached to Equity Shares**

d.1 The Equity Shares of the Company have voting rights and other specified rights as prescribed under the Companies Act 2013. The Equity shares are also subjected to restrictions as prescribed under the Companies Act, 2013.

d.2 The Company has only one class of Equity Shares having face value of Rs. 10 per share. Each shareholder of Equity Share is entitled to one vote per share.

d.3 In the event of liquidation of the Company, the shareholders of equity shares will be entitled to receive the realised value of assets of the company, remaining after payment of all Preferential Dues. The distribution will be in proportion to the number of Equity Shares held by the shareholders.

e. **Details of shareholders holding more than 5% shares in the Company**

Name of Shareholders	Equity Shares		Equity Shares	
	As at 31 March, 2021		As at 31 March, 2020	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Anil Zaverchand Mehta	2,99,700	21.42	9,99,700	99.97
Anish Anil Mehta	4,00,050	28.60	50	0.01
Binal Anil Sanghvi	3,00,050	21.45	50	0.01



Shine Fashions (India) Limited
Notes Forming Part of the Accounts

(Amount in Rs.)

Particulars	As at 31st March, 2021	As at 31st March, 2020
Note-4: Reserves & Surplus		
(A) Securities Premium		
Balance as at the beginning of the year	1,98,10,000	-
Add: Additions during the year	1,19,70,000	2,96,10,000
<u>Less: Utilised</u>		
Issue of bonus shares	-	98,00,000
Issue expenses	14,97,561	
Balance as at the end of the year	3,02,82,439	1,98,10,000
(B) Profit & Loss Account		
Balance as at the beginning of the year	34,48,383	-
Add:- Profit / (Loss) for the Current Year	22,95,528	34,48,383
	57,43,910	34,48,383
Balance as at the end of the year		
Total (A+B)	3,60,26,349	2,32,58,383
Note-5: Deferred Tax Liability (Net)		
Deferred tax liabilities	8,762	2,76,879
Total	8,762	2,76,879
Note-6: Long-Term Provisions		
Provision for Gratuity	-	10,000
Total	-	10,000
Note-7: Short-Term Borrowings		
ICICI Bank Overdraft Account	70,59,869	-
Total	70,59,869	-
Terms and conditions of loans		
<p>1. Bank Overdraft from ICICI Bank is secured by way of hypothecation of the company entire stocks of raw materials, work in progress, finished goods, consumable stores and spares and such other movables including book debts, bills.</p> <p>2. Unconditional and irrevocable personal guarantees of Directors</p> <p>3. Exclusive charges by way of extension of equitable mortgage of office situated at 605, 6th Floor, Marathon Chambers, Mulund (West) - 400 080</p>		
Note-8: Trade Payables		
Creditors - MSMEs	11,800	-
Creditors - Others	25,81,763	62,96,433
Total	25,93,563	62,96,433
Note-9: Other Current Liabilities		
Statutory liabilities	63,212	-
<u>Other payables</u>		
Outstanding expenses	8,46,286	
Advance received from customers	41,070	16,50,218
Total	9,50,568	16,50,218
Note-10: Short-Term Provisions		
Provision for Tax (net of tax payment)	5,90,000	9,36,000
Total	5,90,000	9,36,000



NOTE NO. 11 : Property, Plant & Equipment as at 31st March, 2021

(Amount in Rs.)

Particulars	Gross Block				Depreciation				Net Block	
	Opening Balance 1.4.2020	Addition during the year	Deletion / adjustment during the year	Total as at 31.03.2021	Opening Balance 1.4.2020	For the year	Deletion for the year	Total as at 31.03.2021	As at 31.03.2021	As at 31.03.2020
Tangible Assets										
Computer Equipments	50,424	-	-	50,424	3,247	15,967	-	19,214	31,210	47,177
Intangible Assets										
Goodwill	4,02,624	-	-	4,02,624	-	80,525	-	80,525	3,22,099	4,02,624
Total	4,53,048	-	-	4,53,048	3,247	96,492	-	99,739	3,53,309	4,49,801
Previous year	-	4,53,048	-	4,53,048	-	3,247	-	3,247	4,49,801	-



Shine Fashions (India) Limited
Notes Forming Part of the Accounts

Particulars	(Amount in Rs.)	
	As at 31st March, 2021	As at 31st March, 2020
Note- 12: Long Term Loans and Advances Unsecured, Considered Good		
Security Deposits	2,29,600	1,22,000
Total	2,29,600	1,22,000
Note- 13: Inventories*		
Textile products	36,85,149	41,41,633
Total	36,85,149	41,41,633

*Hypothecated as charge against short term-borrowings. Refer note 7.

Note- 14: Trade Receivables Unsecured, considered good		
Outstanding for a period exceeding six months	34,44,603	-
Others	4,91,42,588	3,34,95,283
Total	5,25,87,191	3,34,95,283
Note- 15: Cash and Cash Equivalents		
Balances with banks	2,46,125	3,85,630
Cash on hand	1,67,218	39,938
Fixed Deposit	-	16,603
Total	4,13,343	4,42,171
Note- 16: Other Current Assets		
Custom License	-	11,63,213
Duties & Taxes	1,68,210	1,40,357
Advance paid to suppliers	37,79,608	14,05,454
Prepaid expenses	2,700	-
Preliminary expenses	-	10,68,000
Total	39,50,518	37,77,024

Shine Fashions (India) Limited
Notes Forming Part of the Accounts

Particulars	(Amount in Rs.)	
	For the year ended 31st March, 2021	For the year ended 31st March, 2020
Note- 17: Revenue from Operation		
Sale of Goods		
Textile products	6,88,07,006	7,91,08,803
Total	6,88,07,006	7,91,08,803
Note- 18: Other Incomes		
Foreign exchange gain	4,63,726	2,90,996
Interest on fixed deposits	208	1,603
DEPB License gain	37,652	2,28,752



Total

5,01,586

5,21,351



Note- 19: Purchase of stock-in-trade		
Textile products	6,20,58,070	6,96,69,519
Total	6,20,58,070	6,96,69,519
Note- 20: Changes in inventory of stock-in-trade		
Stock at beginning of the year	41,41,633	74,08,273
Less: Stock at end of the year	36,85,149	41,41,633
Total	4,56,484	32,66,640
Note- 21: Finance Cost		
Bank interest	50,354	-
Bank charges	1,37,280	25,865
Total	1,87,634	25,865
Note- 22: Employee Benefits Expenses		
Salaries and Incentives	6,95,835	2,42,915
Provision for Gratuity	-	10,000
Director remuneration	10,00,000	2,00,000
Staff Welfare	39,216	-
Total	17,35,051	4,52,915
Note- 23: Depreciation and Amortization		
Depreciation on Tangible Assets	15,967	3,247
Amortization of Goodwill	80,525	-
Total	96,492	3,247
Note- 24: Other Expenses		
Accounting Charges	17,700	30,000
Statutory Audit Fees (excluding GST)	60,000	-
Freight charges	6,88,346	1,13,703
Job work on textile products	2,70,588	-
Office expenses	44,035	66,700
Legal & Professional Fee	1,40,992	1,50,300
Printing & Stationery	61,710	1,45,900
Prior period expense	67,797	-
Rent	5,74,250	2,02,000
Rates & taxes	13,769	74,942
Repairs & Maintenance	3,000	9,700
Stores, consumables and packing materials	97,861	6,93,074
Telephone and internet expenses	8,981	2,542
Travelling and conveyance expenses	1,07,103	54,055
Miscellaneous expenses	1,318	7,790
Total	21,57,450	15,50,706



Shine Fashions (India) Limited
Notes Forming Part of the Accounts
Additional Information to Financial Statements

25 Dues To Micro And Small Enterprises

Disclosures under Section 22 of The Micro, Small and Medium Enterprises Development Act, 2006

Particulars	As at 31st March, 2021	As at 31st March, 2020
Principal Amount remaining unpaid to any supplier as at the end of the accounting year	11,800	-
Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	500	-
The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
The amount of interest due and payable for the year	-	-
The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
The amount of further interest due and payable even in the succeeding year, until date when the interest dues as above are actually paid	-	-

Dues to Micro and small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the Auditors.

26 Earnings Per Share

Particulars	As at 31st March, 2021	As at 31st March, 2020
Net Profit After Tax (Rs.)	22,95,528	34,48,383
Number of Shares Outstanding at the Beginning of the year	10,00,000	10,000
Number of Shares Outstanding at the End of the year	13,99,000	10,00,000
Weighted Average Number of Shares Outstanding for the year	11,66,250	9,99,064
Face Value of each Equity Share (Rs.)	10	10
Basic Earnings Per Share (Rs.)	1.97	3.45
Diluted Earnings Per Share (Rs.)	1.97	3.45



The Management has identified the following individuals as related parties of the Company for the year ended 31st March, 2021 for the purposes of reporting as per AS 18 - Related Party Transactions (Relatives are disclosed to the extent of transactions entered or outstanding at the year-end):

List of Related Parties

Directors:

Mr. Anil Zaverchand Mehta
 Mr. Anish Anil Mehta

Key Management Personnel (KMPs):

Mr. Anil Zaverchand Mehta
 Mr. Anish Anil Mehta
 Ms. Khushbu Shah, CFO (upto 18-03-2021)
 Mrs. Binal Anish Mehta, CFO (from 19-03-2021)
 Ms. Nidhi Jain, Company Secretary

Relatives of Directors/KMPs:

Mrs. Indu Anil Mehta

Entities over which KMPs and relatives of such personnel are able to exercise significant influence:

Shine Fashion (Proprietorship of Binal Anish Mehta)

		March 31, 2021	March 31, 2020
	Particulars		
	<u>Transactions during the year</u>		
A)	Entities over which KMPs and relatives of such personnel are able to exercise significant influence:		
	<u>Sale of Goods</u>	-	74,43,335
	Shine India		
	<u>Purchase of Goods</u>	-	92,55,952
	Shine India		
	<u>Payment for Goods</u>	-	18,12,617
	Shine India		
B)	Key Management Personnel		
	<u>Allotment of Shares</u>	-	99,940
	Anil Zaverchand Mehta	-	10
	Anish Anil Mehta	-	10
	Purvi Anil Sanghvi		
	<u>Purchase of Net Assets</u>	-	2,93,07,376
	Anil Zaverchand Mehta		
	<u>Purchased Goodwill</u>	-	4,02,624
	Anil Zaverchand Mehta		
	<u>Issue of Shares at Premium for Discharge of Purchase Consideration</u>		
	Anil Zaverchand Mehta	-	2,97,10,000



	<u>Allotment of Bonus Shares</u>		
	Anil Zaverchand Mehta	-	97,97,060
	Anish Anil Mehta	-	490
	Purvi Anil Sanghvi	-	490
	<u>Director Remuneration</u>		
	Anish Anil Mehta	10,00,000	2,00,000
	<u>Salary</u>		
	Khushbu Shah	1,43,635	5,032
	Nidhi Jain	1,50,000	-
C)	Relatives of Key Management Personnel		
	<u>Allotment of Shares</u>		
	Sagar Harishkumar Doshi	-	10
	<u>Allotment of Bonus Shares</u>		
	Sagar Harishkumar Doshi	-	490
	<u>Rent</u>		
	Indu Anil Mehta	3,28,750	50,000
	<u>Closing Balance</u>		
A)	Key Management Personnel		
	<u>Director remuneration payable</u>		
	Anish Anil Mehta	38,989	64,342
	<u>Salary payable</u>		
	Khushbu Shah	-	5,032
	Nidhi Jain	15,000	-
B)	Relatives of Key Management Personnel		
	<u>Rent payable</u>		
	Indu Anil Mehta	1,22,843	50,000



Shine Fashions (India) Limited
 Notes Forming Part of the Accounts
 28 Auditors' Remuneration (excluding GST)

Particulars	For the year ended 31st March,	For the year ended 31st March,
Statutory Audit Fees	60,000	-
Reimbursement of Expenses	-	-
Total	60,000	-

29 (a) Earnings in Foreign Currency:

Particulars	For the year ended 31st March,	For the year ended 31st March,
Export of goods	-	-
Total	-	-

30 Value of Imports Calculated on CIF Basis

Particulars	For the year ended 31st March,	For the year ended 31st March,
Raw materials	3,44,05,113	5,51,89,999
Stock-in-trade	-	-
Capital goods	3,44,05,113	5,51,89,999
Total	3,44,05,113	5,51,89,999

31 Contingent liability and commitments

Particulars	For the year ended 31st March,	For the year ended 31st March,
Contingent liabilities (to the extent not provided for)	-	-
Total	-	-

32 Segment Reporting

As the Company's business activity primarily falls within a single business and geographical segment, there are no additional disclosures to be provided in terms of Accounting Standard 17 on 'Segment Reporting'.

33 In the opinion of the Board, Current Assets and Loans and Advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.

34 Creditors, Debtors (Including Credit Balances) Advances etc, are subject to confirmation and reconciliation.

35 The Government of India, on September 20, 2019, vide the Taxation Laws (Amendment) Ordinance 2019, inserted a new section 115BAA in the Income Tax Act, 1961, which provides an option to the Company for paying Income Tax at reduced rates as per the provisions/conditions defined in the said section. The Company has opted to continue with the Section 115BAA regime for the current financial year.



36 The Management has made an assessment of the impact of COVID-19 on the Company's operations, financial performance and position as at and for the financial year ended March 31, 2021 and has concluded that there is no impact which is required to be recognised in the financial statements. Accordingly, no adjustments have been made to the financial statements. However, the Company shall continue to closely monitor any material developments in the external business environment and future economic conditions which may have significant impact on its business.

37 The figures of previous year have been regrouped / reclassified wherever necessary.

As per our report of even date
For Thakur Vaidyanath Aiyar & Co
Chartered Accountants
Firm Registration No.: 000038N



C V Parameswar
Partner
Membership No.: 011541
Place: Mumbai
Date: June 30, 2021

For and on Behalf of the Board



Anish A. Mehta
Director
DIN: 08560153



Nidhi Jain
Company Secretary
ACS: 40056



Anil Z. Mehta
Director
DIN: 08560132



Biral Mehta
CFO

