

# MID INDIA INDUSTRIES LIMITED

CIN: L17124MP1991PLC006324

Registered Office: Textile Mill Area, Station Road, Mandsaur M.P. 458001 IN

Corporate Office: 401, Princess Centre, 6/3, New Palasia, Indore 452003(M.P.)

Tel. 07422-234999; Email id- csmidindia@gmail.com, Website:www.midindiaindustries.com

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**Date: 21<sup>st</sup> August, 2023**

**To,  
The Secretary  
Corporate Relationship Department  
BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400 001

**Sub: Submission of Integrated Annual Report for the Financial Year 2022-23 along with Notice convening the 32<sup>nd</sup> Annual General Meeting as per Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Ref: MID INDIA INDUSTRIES LIMITED (BSE Quote: 500277; ISIN: ).**

With reference to the above captioned subject, we wish to inform you that the 32<sup>nd</sup> Annual General Meeting ('AGM') of the Company is scheduled to be held on Monday, 18<sup>th</sup> September 2023 through Video Conference ("VC") /Other Audio Visual Means ("OAVM"), in compliance with relevant circulars issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI') as amended from time to time. In accordance with the circulars issued by the MCA & SEBI, the dispatch of Integrated Annual Report of the Company for the financial year 2022-23 along with the Notice convening 32<sup>nd</sup> AGM is being sent to those members of the Company whose email addresses are registered with the Company and/or Depository Participant(s).

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of an Integrated Annual Report of the Company for the financial year 2022-23 containing the Notice convening 32<sup>nd</sup> AGM of the Company.

The Integrated Annual Report for the financial year 2022-23 along with Notice convening the 32<sup>nd</sup> AGM is also uploaded on the Company's website at [www.midindiaindustries.com](http://www.midindiaindustries.com) and the website of Central Depository Services (India) Limited at [www.evotingindia.com](http://www.evotingindia.com).

Kindly take the same on your record and acknowledge.

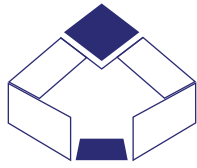
Thanking You,

Yours Faithfully,

**FOR MID INDIA INDUSTRIES LIMITED**

**Shailendra Agrawal  
Company Secretary & Compliance officer  
FCS-12104**

**Encl: a/a**



**Mid India Industries Limited**

**32<sup>nd</sup>  
ANNUAL  
REPORT**

**22-23**

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[www.midindiaindustries.com](http://www.midindiaindustries.com)

# INSIDE THIS REPORT

## CORPORATE INFORMATION

NOTICE	01
BOARD'S REPORT	16
MANAGEMENT DISCUSSION & ANALYSIS REPORT	28
CORPORATE GOVERNANCE REPORT	30
INDEPENDENT AUDITOR'S REPORT	49
FINANCIAL STATEMENTS & NOTES	57

## CORPORATE INFORMATION

BOARD OF DIRECTORS		COMPANY SECRETARY
<p>Mr. Sanjay Singh Mr. Bhawani Shankar Soni Mrs. Deepika Gandhi Mr. Aneet Jain Mr. Rakesh Kumar Jain Mr. Bhushan Tambe Ms. Awani Kothari</p>	<p>Executive/Chairman &amp; Managing Director Executive Whole Time Director Non Executive Independent Director Non Executive Independent Director Non Executive Independent Director Non Executive Independent Director Non Executive Independent Director</p>	<p>CS Shailendra Agrawal</p>
<p><b>REGISTERED OFFICE</b> MID INDIA INDUSTRIES LIMITED L17124MP1991PLC006324 Textile Mill Area, Station Road, Mandsaur (M.P.) - 458001 IN Tel.: 07422 234999 E-mail Id: csmidindia@gmail.com Website: www.midindiaindustries.com</p>		<p><b>CORPORATE OFFICE</b> 401, Princess Centre 6/3, New Palasia, Indore (M.P.) - 452003 Tel.: 0731 2433231, 2543402</p>
<p><b>STATUTORY AUDITORS</b> ATM &amp; ASSOCIATES Chartered Accountants 206, TBC Tower, Geeta Bhawan Square, Indore (M.P.)</p>	<p><b>INTERNAL AUDITOR</b> KAUSHAL &amp; AGRAWAL Chartered Accountants 218, D.M. Tower, 21/1 Race Course Road, Indore (M.P.)</p>	<p><b>SECRETARIAL AUDITOR</b> L. N. JOSHI &amp; COMPANY Company Secretaries 122, Krishna Business Centre, 11, P U 4, Next to Medanta Hospital, Rasoma Square, Indore - 452010 (M.P.)</p>
<p><b>REGISTRAR &amp; SHARE TRANSFER AGENT</b> ANKIT CONSULTANCY PRIVATE LIMITED Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) - 452010 Tel.: 0731 4065797, 4065799, Fax: 0731 4065798 E-mail Id: compliance@ankitonline.com</p>		

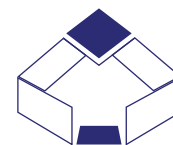
# MID INDIA INDUSTRIES LIMITED

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Registered Office: Textile Mill Area, Station Road, Mandasaur - 458001 (M.P.) India

Corporate Office: 401, Princess Centre, 6/3, New Palasia, Indore - 452003 (M.P.)

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## NOTICE OF 32<sup>nd</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 32<sup>nd</sup> Annual General Meeting (AGM) of the Members of **MID INDIA INDUSTRIES LIMITED** will be held on Monday, 18<sup>th</sup> day of September, 2023 at 2.00 P.M. (IST) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) for which purpose the Registered office of the company shall be deemed as the venue for the Meeting and the proceedings of the Annual General Meeting shall be deemed to be made thereat, to transact the following businesses:

### ORDINARY BUSINESSES

1. To consider and adopt the Audited Financial Statement of the Company together with the Report of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2023.
2. To appoint a Director in place of Mr. Bhawani Shankar Soni (DIN: 01591062) Whole Time Director of the Company, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.

### SPECIAL BUSINESSES:

#### 3. INCREASE IN REMUNERATION OF MR. BHAWANI SHANKAR SONI (DIN: 01591062), WHOLE TIME DIRECTOR OF THE COMPANY

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

**“RESOLVED THAT** in pursuant to Special Resolution passed in this regards by the members of the Company at 31<sup>st</sup> Annual General Meeting held on 03<sup>rd</sup> September, 2022 and in accordance with the provisions of Section 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, the consent of the members be and are hereby accorded to increase the remuneration of Mr. Bhawani Shankar Soni (DIN: 01591062) Whole-Time Director of the Company from Rs. 26,000/- per months to Rs. 1,00,000/- per months with effect from 01<sup>st</sup> October, 2023 for the remaining period of his tenure ending on 04<sup>th</sup> June, 2025. The remuneration payable to him with effect from 01<sup>st</sup> October, 2023 shall be as under:

a) Salary: Rs. 1,00,000/- per month (Rupees One Lacs Only)

b) Perquisites: In addition to the above salary Mr. Bhawani Shankar Soni (DIN: 01591062), Whole Time Director shall also be entitled to the perquisites (evaluated as per Income Tax Rule wherever applicable and at actual cost to the Company in other cases) like benefits of furnished accommodation/House Rent Allowance with gardener and security guard, gas, electricity, water and furnishings, chauffeur driven car and telephone at residence, medical reimbursement, personal accident insurance, leave and leave travel concession, club fees, provident fund, Superannuation fund, exgratia & gratuity in accordance with the scheme(s) and rule(s) applicable to the members of the staff or any modification(s) that may be made in any scheme/rule for the aforesaid benefits. However, perquisites shall be restricted to an amount equal to 25% of annual salary.

**RESOLVED FURTHER THAT** wherein a financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to him shall not exceed the ceiling limit prescribed in Section II of Part II of Schedule V to the Companies Act, 2013 for that year, which will be payable to him as minimum remuneration for that year.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to vary, alter, increase or enhance/change from time to time, subject to overall limit on remuneration payable to all the managerial personnel taken together, as laid down in the Companies Act, 2013, read with Schedule V thereto, and subject to the requisite approvals, if any, being obtained.

#### 4. APPOINTMENT OF MR. BHUSHAN TAMBE (DIN: 10227749) AS A NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

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

**“RESOLVED THAT** Mr. Bhushan Tambe (DIN: 10227749), who was appointed as an Additional Director of the Company with effect from 11<sup>th</sup> August, 2023, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office as such up to this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (“the Act”) and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions if any of the Companies Act, 2013 (“the Act”), read with Schedule IV to the Act and Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] the appointment of Mr. Bhushan Tambe

(DIN: 10227749), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, who is eligible for appointment, as a Non Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 11<sup>th</sup> August, 2023 to 10th August, 2028 (both days inclusive) be and is hereby approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall include any committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

#### 5. APPOINTMENT OF MS. AWANI KOTHARI (DIN: 10227740) AS A NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

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

“**RESOLVED THAT** Ms. Awani Kothari (DIN: 10227740), who was appointed as an Additional Director of the Company with effect from 11<sup>th</sup> August, 2023, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office as such up to this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (“the Act”) and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions if any of the Companies Act, 2013 (“the Act”), read with Schedule IV to the Act and Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] the appointment of Ms. Awani Kothari (DIN: 10227740), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, who is eligible for appointment, as a Non Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 11<sup>th</sup> August, 2023 to 10<sup>th</sup> August, 2028 (both days inclusive) be and is hereby approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall include any committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

#### 6. DISPOSAL OF PLANT & MACHINERIES AND OTHERS ASSETS EXCEPT LAND SITUATED AT TEXTILE MILL AREA, STATION ROAD, MANDSAUR MP.

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and any other applicable provisions if any, of Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) and the Memorandum and Articles of Association of the Company and subject to compliance of all applicable laws and regulations and such permissions, approvals, consents and sanctions as may be necessary from the concerned/statutory authorities and subject to such other terms and conditions as may be imposed by them, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to “the Board” which term shall be deemed to include any duly constituted Committee thereof) to sell, transfer or otherwise dispose of plant & machineries, furniture, fixture, scrap, structure and other assets but excluding Land situated at Textile Mill Area, Station Road, Mandsaar (M.P.) to any prospective buyer, in such manner/ arrangements, for consideration not less than Rs. 50 (Fifty) Lacs in lump sum or in tranches on such terms and conditions as the Board may consider appropriate with effect from such date as may be decided by the Board in the best interest of the Company.

**RESOLVED FURTHER THAT** the Board or the constituted committee of Directors be and is hereby authorized to finalize the terms and conditions without further referring the matter to the Members of the Company, as well as the means, methods or modes in respect thereof and to finalize and execute all required documents including agreements, memorandum, deeds of assignment and other documents with such modifications as may be required from time to time and to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in its discretion for completion of the transaction as aforesaid in the best interest of the Company, including to seek registration of any such documents, deeds as may be necessary, filing intimations, applying for and/or behalf of the Company and seeking approvals/consents of necessary parties, including without limitation regulatory authorities, for giving effect to this resolution and that the Board shall also have the power and authority to delegate all or any of its powers conferred herein, to the aforesaid committee of two Directors as it may deem fit to give effect to this resolution.”

Date: 11<sup>th</sup> August, 2023  
Place: Indore

By order of the Board of Directors

#### MID INDIA INDUSTRIES LIMITED

(CIN: L17124MP1991PLC006324)

Registered Office: Textile Mill Area, Station Road, Mandsaar (M.P.) - 458001

Website: www.midindiaindustries.com

Email id: csmidindia@gmail.com

Tel. 07422-234999

**Shailendra Kumar Agrawal**

Company Secretary

FCS - 12104

## NOTES

- 01.** In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular no. 02/2021 dated January 13, 2021, General Circular no. 19/2021 dated December 08, 2021, General Circular no. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated 5<sup>th</sup> May, 2022 followed by Circular No. 10/2022 dated 28<sup>th</sup> December, 2022 (collectively "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, circular no. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021, SEBI circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022 followed by SEBI circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> January, 2023 (collectively "SEBI Circulars"), have permitted companies to conduct AGM through Video Conferencing (VC) or other audio-visual means (OAVM), subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circulars and SEBI Circulars and the applicable provisions of Companies Act, 2013 and rules made there under, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 32<sup>nd</sup> AGM of the Company is being convened and conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The Company has availed the facility of Central Depository Services (India) Limited (CDSL) for convening the 32<sup>nd</sup> AGM through VC/OAVM, a detailed process in which the members can attend the AGM through VC/OAVM has been enumerated in Note number 32 of this Notice.
- 02.** The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013 (the Act).
- 03. ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT:** In compliance with the aforesaid MCA and SEBI circulars physical copies of the financial statements (including Board's Report, Auditor's Report or other documents required to be attached therewith) for the Financial Year ended 31<sup>st</sup> March, 2023 pursuant to Section 136 of the Act and Notice calling the AGM pursuant to Section 101 of the Act read with the Rules framed thereunder are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company/R&STA or the Depositories. The Company will not be dispatching physical copies of such statements and Notice of AGM to any Member.
- To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company/R&STA in case the shares are held by them in physical form after complying due procedure.
- 04.** Members who have not registered their e-mail address and those members who have become the member of the Company after Friday 11<sup>th</sup> August, 2023 being the cut-off date for sending soft copy of the Notice of 32<sup>nd</sup> AGM and Annual Report for the financial year 2022-23, may access the same from Company's website at [www.midindiaindustries.com](http://www.midindiaindustries.com), website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).
- 05.** A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.
- Since the 32<sup>nd</sup> AGM of the Company will be convened through VC/ OAVM, where there will be no physical attendance of members, the requirement of appointment of proxies pursuant to the provisions of Section 105 of the Act has been dispensed with. Accordingly, attendance slip and proxy form will not be annexed to this Notice.
- 06.** Pursuant to the provisions of Sections 112 and 113 of the Act, corporate/ Institutional member can authorize their representatives to attend the AGM through VC/OAVM and cast their votes through e-voting. Provided a scan copy (PDF) of the Board Resolution authorizing such representative to attend the AGM of the Company through VC/OAVM on its behalf and to vote through remote e-voting shall be sent to the Scrutinizer through the registered email address of the member(s) at [lnjoshics@gmail.com](mailto:lnjoshics@gmail.com) with a copy marked to the Company at [csmidindia@gmail.com](mailto:csmidindia@gmail.com).
- 07.** Pursuant to Provision of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Book of the Company will remain closed during the period from Tuesday, 12<sup>th</sup> September, 2023 to Monday, 18<sup>th</sup> September, 2023 (both days inclusive) for the purpose of 32<sup>nd</sup> Annual General Meeting.
- 08.** The Statement as required under Section 102 of the Act setting out material facts concerning the businesses with respect to Item Nos. 3 to 6 forms part of this Notice is annexed hereto.
- As per the provisions of Clause 3.A.II of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Businesses as appearing at Item Nos. 3 to 6 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.

09. In terms of the Article of Association of the Company read with Section 152 of the Companies Act 2013, Mr. Bhawani Shankar Soni (DIN: 01591062), Whole Time Director is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offer himself for re-appointment. Although his term is fixed and shall not break due to this retirement. The Board of the Directors of the Company recommends his re-appointment.
10. The relevant details, pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards -2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/retire by rotation at the AGM are provided as an annexure to the Notice forms integral part of this notice. Requisite declarations have been received from Director/s for seeking appointment/ re-appointment.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Further, as per SEBI Circular dated April 20, 2018 all securities holders holding securities in physical form should submit their PAN and Bank account details to the RTA.
12. Members who hold shares in dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant(s) and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participant(s). The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details.
13. Members who are holding shares in physical form are advised to submit particulars of their PAN details, e-mail address, Mobile Number, bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number etc. to our Registrar and Share Transfer Agent in prescribed Form ISR-1 quoting their folio number and enclosing the self-attested supporting document and other forms pursuant to SEBI Circular No. SEBI/HO/ MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021 read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.
14. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website [www.midindiaindustries.com](http://www.midindiaindustries.com) and on the website of the Company's Registrar and Transfer Agents <http://ankitonline.com>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
15. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
- Further, SEBI vide its circular dated 16<sup>th</sup> March, 2023 in supersession of earlier circular dated 3<sup>rd</sup> November, 2021, read with clarification dated 14<sup>th</sup> December, 2021 introduced common and simplified norms for processing investor's service request by Registrar and Transfer Agent(s) (RTAs) and norms for furnishing PAN, KYC details and Nomination. Accordingly, the RTA cannot process any service requests or complaints received from the holder(s) / claimant(s), till PAN, KYC and Nomination documents / details are updated. Moreover, on or after 1<sup>st</sup> October, 2023, in case any of the above cited documents / details are not available in the folios, RTA shall be constrained to freeze such folios. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing the aforesaid details. This communication was also intimated to the Stock Exchange and available on the website of the Company. In view of this requirement and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are once again requested to update their KYC details (through Form ISR-1, Form ISR-2 and Form ISR-3, as applicable) and consider converting their holdings to dematerialized form. Members can download Forms to make their service request with RTA from link <https://www.midindiaindustries.com/intimation-for-holders-of-physical-securities> or contact the Company's Registrar and Transfer Agent for assistance in this regard.

16. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Members who are either not desiring to register Nomination or would want to opt out, are requested to fill and submit Form No. ISR-3. The said forms can be downloaded from the RTA website at <http://ankitonline.com>. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.
17. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
18. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
19. 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.
20. Members desirous of obtaining any information concerning to the accounts and operations of the Company are requested to send their queries to the Company Secretary at least 7 (seven days) before the date of the meeting so that the required information can be made available at the meeting.
21. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Act and relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. Monday, 18<sup>th</sup> September, 2023. Members seeking to inspect such documents can send an email to [csmidindia@gmail.com](mailto:csmidindia@gmail.com).
22. Members are requested to contact the Registrar and Share Transfer Agent for all matter connected with Company's shares at Ankit Consultancy Private Limited, 60 Pardeshipura, Electronic Complex, Indore (M.P.).
23. **Investor Grievance Redressal:** The Company has designated an exclusive e-mail ID i.e [csmidindia@gmail.com](mailto:csmidindia@gmail.com) to enable the investors to register their complaints / send correspondence, if any.
24. **Webcast:** Members who are entitled to participate in the AGM can view the proceedings of AGM by logging in the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) using the login credentials.
25. The Company has appointed Mr. L.N. Joshi, Practicing Company Secretary (Membership No. FCS-5201; CP No.4216) to act as the scrutinizer for conducting the remote e-voting process as well as the e-voting during AGM (insta poll), in a fair and transparent manner.
26. The voting rights of Shareholders shall be in proportion of shares held by them to the total paid up equity shares of the company as on Monday 11<sup>th</sup> September, 2023, being the cut-off date.
27. A person who is not a Member as on Monday 11<sup>th</sup> September, 2023 should treat this Notice for information purposes only.
28. A person who has acquired the shares and has become a member of the Company after dispatch of notice of AGM and prior to the Cut-off date i.e. Monday 11<sup>th</sup> September, 2023 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting during AGM (insta poll) following the procedure mentioned in this Notice.
29. The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company - [www.midindiaindustries.com](http://www.midindiaindustries.com) as soon as possible after the Meeting is over.
30. The procedure for joining the AGM through VC/OAVM is mentioned in this Notice. Since the AGM will be held through VC/OAVM, the route map is not annexed in this Notice.
31. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto, Secretarial Standard on General Meetings ("SS-2"), Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the facility for remote e-voting and e-voting in respect of the businesses to be transacted at the AGM is being provided by the Company through Central Depository Services (India) Limited ("CDSL"). Necessary arrangements have been made by the Company with CDSL to facilitate remote e-voting and e-voting during the AGM.



**32. THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND EVOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

(I) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

(ii) The voting period begins on Friday 15<sup>th</sup> September, 2023 from 9.00 A.M. and ends on Sunday, 17<sup>th</sup> September, 2023 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday 11<sup>th</sup> September, 2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iv) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

(v) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

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

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

(vi) Login method for e-Voting and joining virtual meeting for physical shareholders and shareholders other than individual holding in Demat form.

1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

2) Click on “Shareholders” module.

3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

**For physical shareholders and other than individual shareholders holding shares in Demat.**

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

(vii) After entering these details appropriately, click on “SUBMIT” tab.

(viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for the relevant company i.e. Mid India Industries Limited on which you choose to vote.

(xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**(xviii) Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [csmidindia@gmail.com](mailto:csmidindia@gmail.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

11. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/camera along with good Internet speed.

12. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

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

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

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

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

**35. DECLARATION OF RESULTS:**

A. The scrutinizer shall, immediately after the conclusion of voting during the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairperson of the Company or the person authorized by him, who shall countersign the same.

B. Based on the scrutinizer's report, the Company will submit within 2 (two) working days of the conclusion of the AGM to the Stock Exchange, details of the voting results as required under Regulation 44(3) of the SEBI Listing Regulations.

C. The results declared along with the scrutinizer's report, will be hosted on the website of the Company at [www.midindiaindustries.com](http://www.midindiaindustries.com) and on the website of CDSL, i.e. [www.evotingindia.com](http://www.evotingindia.com), immediately after the declaration of the result by the Chairperson or a person authorized by him in writing and communicated to the Stock Exchange.

D. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Monday 18th September, 2023 subject to receipt of the requisite number of votes in favour of the Resolutions.

**36.** If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

**37.** All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

Date: 11<sup>th</sup> August, 2023  
Place: Indore

By order of the Board of Directors

**MID INDIA INDUSTRIES LIMITED**

(CIN: L17124MP1991PLC006324)

Registered Office: Textile Mill Area, Station Road, Mandsaur (M.P.) - 458001

Website: [www.midindiaindustries.com](http://www.midindiaindustries.com)

Email id: [csmidindia@gmail.com](mailto:csmidindia@gmail.com)

Tel. 07422-234999

**Shailendra Kumar Agrawal**  
Company Secretary  
FCS - 12104

## STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

**ITEM NO. 3: INCREASE IN REMUNERATION OF MR. BHAWANI SHANKAR SONI (DIN: 01591062), WHOLE TIME DIRECTOR OF THE COMPANY**

Members in their 31<sup>st</sup> Annual General Meeting held on 03rd September, 2022 accorded their approval for confirmation of re-appointment of Mr. Bhawani Shankar Soni (DIN: 01591062) as Whole-time Director of the company for a period of three years with effect from 05<sup>th</sup> June, 2022 to 04<sup>th</sup> June, 2025. Mr. Bhawani Shankar Soni (DIN: 01591062) has expertise in Internal & Foreign Trade and more than 2 decades of experience in the field of marketing and administration and also he will perform such duties as shall from time to time be entrusted to him by the Board of Directors subject to superintendence, guidance and control of the Board of Directors and keeping in view the contribution made by him, on the recommendation of Nomination and Remuneration Committee, your Board of Directors in their meeting held on 11<sup>th</sup> August, 2023 to increase the remuneration from Rs. 26,000/- per month to Rs. 1,00,000/- per month with effect from 01<sup>st</sup> October, 2023 for the remaining period of his tenure ending on 04<sup>th</sup> June, 2025, subject to approval of members in ensuing Annual General Meeting on the terms, conditions, salary, and perquisites as mention in Item no. 3 of the Notice.

The proposed remuneration will be in the limit prescribed for the managerial person in Schedule V of the Companies Act, 2013 amended up to date. Further, during the year, Company has earned operating profit but due to accumulated losses and subject to availability of opportunity profitability may affect in Coming years.

Further, information required as per Schedule V of the Companies Act, 2013 is given as follows:-

I. General information:				
1	Nature of industry		Real Estate and Trading Activities	
2	Date or expected date of commencement of commercial production		Already commenced commercial activities	
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus		Not Applicable	
4	Financial Performance based on given indicators		Figures In lacs	
	Financial Year	Revenue from operations	Profit/(loss) before Tax	Profit /(loss) after Tax
	2021-22	1897.95	78.81	51.93
	2020-21	164.68	(24.99)	(24.99)
	2019-20	848.04	(3.60)	(3.60)
5	Foreign investments or collaborations, if any		The company has no foreign investments or foreign collaborations. The company has not made any foreign investments or has any collaboration overseas.	
II. Information about the appointee:				
1	Background details		Mr. Bhawani Shankar Soni is an arts graduate. He has 43 years experience of Factory Management and administration.	
2	Past remuneration:-		Rs. 26,000/- per month	
3	Recognition or awards		None	
4	Job profile and his suitability		Mr. Bhawani Shankar Soni is a creative, self-motivated and result oriented. He has rich experience in planning, directing and implementing business decision and translates them in terms of business growth.	
5	Remuneration proposed		Rs. 1,00,000/- per month	
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.		Taking into consideration the size of the Company, the profile of Mr. Bhawani Shankar Soni, the responsibilities to be shouldered by him and the industry benchmarks, the remuneration proposed to be paid to the Whole-Time Director is very nominal commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.	

**II. Information about the appointee:**

7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	No pecuniary relationship directly or indirectly with the company, or relationship with any managerial personnel.
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**III. Other information:**

1	Reasons of loss or inadequate profits	- Economic slowdown - Tough Competition - Accumulated Losses Further Company does not have any manufacturing activities and real estate business yet to start.
2	Steps taken or proposed to be taken for improvement	The Company has initiated various steps to improve its operational performance/ liquidity, including cost control measures have been put in place. The Company has started trading activities in heavy plant & machineries and spare parts and earned operating profit in Financial Year 2022-23 and expected to continue in coming years.
3	Expected increase in productivity and profits in measurable terms	Trading Activities may generate operating profit.

The information and Disclosures of the remuneration package of all Directors have been mentioned in the Annual Report in the Corporate Governance Report Section under the Heading "Remuneration paid to Directors under Nomination and remuneration Section.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval of the Members.

Save and except Mr. Bhawani Shankar Soni, Whole Time Director and their relatives to the extent of their shareholding interest, if any, in the Company, none of the Directors and Key Managerial Personnel of the Company or their relatives, are concerned or interested in the proposed Special Resolution as set out at Item No. 3 of the Notice.

**ITEM NO. 4- APPOINTMENT OF MR. BHUSHAN TAMBE (DIN: 10227749) AS A NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its meeting held on 11<sup>th</sup> August, 2023, appointed Mr. Bhushan Tambe (DIN: 10227749) as an Additional Director as well as Non Executive Independent Director of the Company, not liable to retire by rotation, for a term of five years i.e. from 11<sup>th</sup> August, 2023, up to 10<sup>th</sup> August, 2028, subject to the approval of the Members in ensuing Annual General Meeting. According to the provision of Section 161(1) of the Companies Act, 2013 ('the Act'), Mr. Bhushan Tambe (DIN: 10227749) shall hold office as an Additional Director up to the date of this Annual General Meeting and is eligible to be appointed as a Non Executive Independent Director.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing his candidature for the office of Director. The profile and specific areas of expertise of Mr. Bhushan Tambe (DIN: 10227749) are provided as Annexure to this Notice. Mr. Bhushan Tambe (DIN: 10227749) has given his declaration to the Board that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director, he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is not restrained from acting as a Non Executive Independent Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Non Executive Independent Director in terms of Section 164 of the Act. In the opinion of the Board, Mr. Bhushan Tambe (DIN: 10227749) is a person of integrity, possesses the relevant expertise/experience, and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as a Non Executive Independent Director and he is independent of the management. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Mr. Bhushan Tambe (DIN: 10227749) has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further he has confirmed that, he had not been a partner of a firm that had transactions during last three financial years with Company amounting to ten percent or more of its gross turnover.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, a copy of the draft appointment letter in relation to appointment of Mr. Bhushan Tambe (DIN: 10227749) as a Non-executive Independent Director setting out the terms and conditions of the appointment would be available for inspection by the Members, by writing an email to the Company at [csmidindia@gmail.com](mailto:csmidindia@gmail.com).

Further, with effect from 1<sup>st</sup> January 2022, as per Regulation 25(2A) of the SEBI Listing Regulations, appointment or the re-appointment of an independent director shall be subject to approval of shareholders by way of a special resolution. Mr. Bhushan Tambe (DIN: 10227749) fulfils the requirement of an independent director as laid down under Section 149(6) of the Act and Regulation 16 and 25 of the SEBI Listing Regulations.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Bhushan Tambe (DIN: 10227749) on the Board of the Company and accordingly the Board recommends the appointment of Mr. Bhushan Tambe (DIN: 10227749) as a Non Executive Independent Director in compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations and the approval of the Members is sought for the appointment of Mr. Bhushan Tambe (DIN: 10227749) as Non Executive Independent Director of the Company, as proposed in the Resolution no. 4 for approval by the Members as a Special Resolution.

The disclosure under Regulation 36 of the SEBI Listing Regulations is provided as notes to this notice separately.

Except proposed appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution as set out at Item No. 4 of the Notice.

**ITEM NO. 5- APPOINTMENT OF MS. AWANI KOTHARI (DIN: 10227740) AS A NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its meeting held on 11<sup>th</sup> August, 2023, appointed Ms. Awani Kothari (DIN: 10227740) as an Additional Director as well as Non Executive Independent Director of the Company, not liable to retire by rotation, for a term of five years i.e. from 11<sup>th</sup> August, 2023, up to 10<sup>th</sup> August, 2028, subject to the approval of the Members in ensuing Annual General Meeting. According to the provision of Section 161(1) of the Companies Act, 2013 ('the Act'), Ms. Awani Kothari (DIN: 10227740) shall hold office as an Additional Director up to the date of this Annual General Meeting and is eligible to be appointed as a Non Executive Independent Director.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing her candidature for the office of Director. The profile and specific areas of expertise of Ms. Awani Kothari (DIN: 10227740) are provided as Annexure to this Notice. Ms. Awani Kothari (DIN: 10227740) has given her declaration to the Board that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director, she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is not restrained from acting as a Non Executive Independent Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Non Executive Independent Director in terms of Section 164 of the Act. In the opinion of the Board, Ms. Awani Kothari (DIN: 10227740) is a person of integrity, possesses the relevant expertise/experience, and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as a Non Executive Independent Director and she is independent of the management. In terms of Regulation 25(8) of SEBI Listing Regulations, she has confirmed that she is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties.

Ms. Awani Kothari (DIN: 10227740) has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further she has confirmed that, she had not been a partner of a firm that had transactions during last three financial years with Company amounting to ten percent or more of its gross turnover.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, a copy of the draft appointment letter in relation to appointment of Ms. Awani Kothari (DIN: 10227740) as a Non-executive Independent Director setting out the terms and conditions of the appointment would be available for inspection by the Members, by writing an email to the Company at [csmidindia@gmail.com](mailto:csmidindia@gmail.com).

Further, with effect from 1st January 2022, as per Regulation 25(2A) of the SEBI Listing Regulations, appointment or the re-appointment of an independent director shall be subject to approval of shareholders by way of a special resolution. Ms. Awani Kothari (DIN: 10227740) fulfils the requirement of an independent director as laid down under Section 149(6) of the Act and Regulation 16 and 25 of the SEBI Listing Regulations.

Given her experience, the Board considers it desirable and in the interest of the Company to have Ms. Awani Kothari (DIN: 10227740) on the Board of the Company and accordingly the Board recommends the appointment of Ms. Awani Kothari (DIN: 10227740) as a Non Executive Independent Director in compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations and the approval of the Members is sought for the appointment of Ms. Awani Kothari (DIN: 10227740) as Non Executive Independent Director of the Company, as proposed in the Resolution no. 5 for approval by the Members as a Special Resolution.

The disclosure under Regulation 36 of the SEBI Listing Regulations is provided as notes to this notice separately.

Except proposed appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution as set out at Item No. 5 of the Notice.

**ITEM NO. 6- DISPOSAL OF PLANT & MACHINERIES AND OTHERS ASSETS EXCEPT LAND SITUATED AT TEXTILE MILL AREA, STATION ROAD, MANDSAUR MP.**

Members are aware that Company was incorporated with primary business of manufacturer, stockists, import, export, spinners, ginners, weavers of all products and merchandize related to yarn, synthetics and textiles including cotton, linen, hemp, jute, silk, manmade synthetic fibers, synthetic yarn etc. Due to continued heavy losses and outdated machineries, your company has stopped manufacturing process and after heavy losses aforesaid manufacturing activities was closed and leased out Factory, Plant & Machinery of the Company in the year 2018-19 for the purpose of generation of Revenue owing to market situation and uncertain cash flows from the business and also changed its main object in financial year 2019-20 to diversify its business in real estate activities. Further Company has also started trading business in heavy plant machinery and spare parts and generated operating profit.

During the current financial year 2023-24, Board of Directors of the Company with mutual consent with TDB SPINNERS PRIVATE LIMITED (lessee) discontinued its lease agreement w.e.f. 01<sup>st</sup> May, 2023. As per permitted object clause of memorandum of association, Board of directors of the company are considering to start the real estate project in future to avail immense opportunities in real estate business as company having land situated in Mandsoor at prime location which may used for development of plots.

Pursuant to Section 180(1)(a) of the Companies Act, 2013 ("the Act") requires that the Board of Directors of the Company shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company without the consent of the Members by way of Special Resolution.

The Board proposes to sale/transfer/ dispose of the plant & machineries, furniture, fixture, scraps, structure and other assets but excluding Land situated at Textile Mill Area, Station Road, Mandsoor (M.P.) as mentioned in Item No. 6 of the notice on negotiation basis to a single buyer or on piecemeal basis to more than one buyer in order to get the maximum value of the same as may be considered appropriate by the Audit Committee and Board from time to time but total consideration shall not be less than Rs. 50 lacs.



The Board recommends the aforesaid special resolution for approval of the members as set out in item no. 6 of the Notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

Date: 11<sup>th</sup> August, 2023  
Place: Indore

By order of the Board of Directors

**MIDINDIA INDUSTRIES LIMITED**

(CIN: L17124MP1991PLC006324)

Registered Office: Textile Mill Area, Station Road, Mandsaur (M.P.) - 458001

Website: www.midindiaindustries.com

Email id: csmidindia@gmail.com

Tel. 07422-234999

**Shailendra Kumar Agrawal**

Company Secretary

FCS - 12104

**Additional Information of Director seeking appointment/re-appointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard of General Meeting:**

Name of Director	Mr. Bhawani Shankar Soni (Whole Time Director)	Mr. Bhushan Tambe (Additional as well as Independent Director)	Ms. Awani Kothari (Additional as well as Independent Director)
DIN	01591062	10227749	10227740
Date of Birth	14 <sup>th</sup> January, 1960	17 <sup>th</sup> September, 1983	18 <sup>th</sup> June, 1993
Date of Appointment	24 <sup>th</sup> May, 2019	11 <sup>th</sup> August, 2023	11 <sup>th</sup> August, 2023
Expertise / Experience in specific functional areas	43 years experience in Legal & administration	More than 9 year experience in the field of Legal, Financing, Accounting and management	More than 7 year experience in the field of Legal, Financing, Accounting and management
Qualification	B.A.	Post graduate in commerce and Associate member of Institute of Company Secretaries of India	Commerce Graduate and Associate member of Institute of Company Secretaries of India
No. & % of Equity Shares held in the Company including shareholding as a beneficial owner	27000 (0.17%)	Nil	Nil
List of outside Company's directorship held	ROCK AND ROLL RESORT AND CLUB PRIVATE LIMITED	Nil	Nil
List of Companies in which resigned in the past three years	Nil	Nil	Nil
Chairman / Member of the Committees of the Board of Directors of the Company	Nil	Nil	Nil
Salary or Sitting fees paid	26,000/- p.m. (Salary)	Nil	Nil
Chairman / Member of the Committees of the Board Directors of other Companies in which he / she is director	Nil	Nil	Nil
Chairman / Member of the Committees of the Board Directors of other Companies in which resigned in the past three years	Nil	Nil	Nil
Relationship between directors inter-se	None	None	None
Attendance at Board Meetings	During the year 1 <sup>st</sup> April, 2022 to 31 <sup>st</sup> March, 2023, four Board Meetings of the Company were held and Mr. Soni had attended all Meetings.	Not applicable since he was appointed during the current financial year 2023-24.	Not applicable since she was appointed during the current financial year 2023-24.

In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not applicable	<p>The role and capabilities as required in the case of an independent director are well defined in the Policy on Nomination, Appointment, and Removal of Directors. Further, the Board has a defined list of core skills / expertise / competencies, in the context of its business and sector for it to function effectively.</p> <p>The Nomination and Remuneration Committee of the Board has evaluated the profile of Mr. Bhushan Tambe and concluded that he possess the relevant skill and capabilities to discharge the role of Independent Director.</p>	<p>The role and capabilities as required in the case of an independent director are well defined in the Policy on Nomination, Appointment, and Removal of Directors. Further, the Board has a defined list of core skills / expertise / competencies, in the context of its business and sector for it to function effectively.</p> <p>The Nomination and Remuneration Committee of the Board has evaluated the profile of Ms. Awani Kothari and concluded that she possess the relevant skill and capabilities to discharge the role of Independent Director.</p>
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**BRIEF RESUME OF PROPOSED APPOINTEE**

S.No.	Name	Brief Resume
1	Mr. Bhushan Tambe	Mr. Bhushan Tambe is a post graduate in commerce and Associate member of Institute of Company Secretaries of India and having experience of more than 9 years' in legal, financing, accounting and management. Currently, He is also serving as Company Secretary of Indore Steel & Iron Mills Limited since last six years .
2	Ms. Awani Kothari	Ms. Awani Kothari graduate in commerce and Associate member of Institute of Company Secretaries of India and having experience of more than 7 years' in legal, financing, accounting and management. Currently, She is also serving as Company Secretary of Manjeet Fibers Private Limited since last seven years.

Date: 11<sup>th</sup> August, 2023  
Place: Indore

By order of the Board of Directors

**MIDINDIA INDUSTRIES LIMITED**

(CIN: L17124MP1991PLC006324)

Registered Office: Textile Mill Area, Station Road, Mandasaur (M.P.) - 458001

Website: [www.midindiaindustries.com](http://www.midindiaindustries.com)

Email id: [csmidindia@gmail.com](mailto:csmidindia@gmail.com)

Tel. 07422-234999

**Shailendra Kumar Agrawal**

Company Secretary

FCS - 12104

## BOARD'S REPORT

To,  
The Members,  
Mid India Industries Limited

Your Directors have the pleasure of presenting the 32<sup>nd</sup> Annual Report on the business and operations of the Company, together with the Audited Financial Statement of your company for the year ended 31<sup>st</sup> March, 2023.

### 1. STATE OF AFFAIRS AND FINANCIAL PERFORMANCE

#### 1.1 FINANCIAL HIGHLIGHTS AND SUMMARY OF FINANCIAL STATEMENTS

The financial statements of the Company for the financial year ended March 31, 2023, have been prepared in accordance with the Indian Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs and as amended from time to time.

The Company's performance during the financial year ended March 31, 2023 as compared to the previous financial year is summarized below:

(Amount in Thousands except EPS)

Particulars	Year ended 31 <sup>st</sup> March 2023	Year ended 31 <sup>st</sup> March 2022
Total Income	146,927.05	190,131.89
Total Expenditure	136,524.09	182,283.55
<b>Profit/(Loss) before exceptional items and tax</b>	<b>10,402.96</b>	<b>7,848.34</b>
Exceptional Item	(4,621.46)	32.60
<b>Profit/(Loss) before tax</b>	<b>5,781.50</b>	<b>7,880.94</b>
Provision for Tax		
Current Tax	-	1,229.43
Deferred Tax	1,285.01	1,458.16
<b>Profit/(Loss) after tax</b>	<b>4,496.49</b>	<b>5,193.35</b>
Other comprehensive Income ( Net of Tax)	(218.36)	31.20
<b>Total Comprehensive Income</b>	<b>4,278.13</b>	<b>5,224.55</b>
Paid up Equity Share Capital	163,000.00	163,000.00
Earning per share (Rs.10/- each) Basic & Diluted	0.26	0.32

#### 1.2 OPERATIONS AND STATE OF COMPANY'S AFFAIRS

During the Financial year under review, Company has trading in heavy plant machinery and spare parts business and achieved total income of Rs. 1469.27 lacs for the financial year ended March 31, 2023 as against Rs. 1901.32 lacs in the previous year. Further during the financial year, company has earned net profit before comprehensive income of Rs. 44.96 lacs in comparison to previous year earned net Profit of Rs. 51.93 lacs

Due to continued heavy losses and outdated machineries, your company has stopped manufacturing process and after heavy losses aforesaid manufacturing activities was closed and leased out Factory, Plant & Machinery of the Company in the year 2018-19 for the purpose of generation of Revenue owing to market situation and uncertain cash flows from the business and also changed its main object in financial year 2019-20 to diversify its business in real estate activities. Further Company has also started trading business in heavy plant & machineries and spare parts and generated operating profit.

During the current financial year Board of Directors of the Company with mutual consent with TDB SPINNERS PRIVATE LIMITED (lessee) discontinued its lease agreement w.e.f. 01<sup>st</sup> May, 2023. As per permitted object clause of memorandum of association, Board of directors of the company are considering to start the real estate project in future to avail immense opportunities in real estate business as company having land situated in Mandsaur at prime location which may be for development of plots.

### 2. ANNUAL RETURN

Pursuant to Section 134(3)(a) of the Companies Act, 2013, the draft annual return as on 31<sup>st</sup> March, 2023 prepared in accordance with Section 92(3) of the Act is made available on the website of your Company and can be assessed using the web link [https://www.midindiaindustries.com/\\_files/ugd/6b2668\\_d7c89d36f4f94bea93d2aaa091a059ce.pdf](https://www.midindiaindustries.com/_files/ugd/6b2668_d7c89d36f4f94bea93d2aaa091a059ce.pdf)

### 3. NUMBER OF MEETINGS OF THE BOARD, ITS COMMITTEES & AGM

The Board met Four (4) times during the FY 2022-23, the details of which are given in the Corporate Governance Report forming part of the

Annual Report. The maximum interval between any two meetings did not exceed 120 days, as prescribed in the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

Information on the Audit Committee, the Nomination and Remuneration Committee and the Stakeholders Relationship Committee and meetings of those Committees held during the year is given in the Corporate Governance Report.

Further, 31<sup>st</sup> Annual General Meeting of the Company for financial year 2021-22 was held on 3<sup>rd</sup> September, 2022.

#### 4. DIVIDEND

Due to inadequate profit and accumulated losses of earlier years, your Directors regret their inability to recommend any dividend for the financial year under review.

#### 5. AMOUNTS TRANSFERRED TO RESERVES

The Board of Directors has decided to retain the entire amount of profit for F.Y. 2022-23 appearing in the Statement of Profit and Loss Account. Accordingly, your company has not transferred any amount to General Reserves for the year ended 31<sup>st</sup> March, 2023.

#### 6. DEPOSITS

The Company has not accepted any deposits, within the meaning of Section 73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014 as amended from time to time.

#### DETAILS OF DEPOSITS WHICH ARE NOT IN COMPLIANCE WITH THE REQUIREMENTS OF CHAPTER V OF THE ACT:

Not applicable since company has not accepted any deposits, therefore, the question does not arise regarding non compliance with the requirements of Chapter V of the Act.

#### DISCLOSURE OF UNSECURED LOAN RECEIVED FROM DIRECTORS:

Pursuant to Section 2(31) of the Companies Act, 2013 read with Rule 2(1)(C)(viii) of Companies (Acceptance of Deposits) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), the Company had not received any unsecured loan from directors during the financial year 2022-23.

#### 7. DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATES

During the financial year ended on 31<sup>st</sup> March, 2023, the Company did not have any subsidiary, joint venture or associate company

#### 8. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP):

The Composition of the Board of Directors of the Company is in accordance with the provision of Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI (LODR) Regulations, 2015, with an appropriate combination of Executive, Non-Executive and Independent Directors.

During the year, there was no change in the director of the Company.

##### • Director retiring by rotation

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association, Mr. Bhawani Shankar Soni, Whole Time Director (DIN: 01591062) retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. However, his term is fixed and shall not break due to this retirement. The Board recommends his re-appointment for the consideration of the Members of the Company at the ensuing Annual General Meeting.

##### • Women Director

Pursuant to the provision of Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI (LODR) Regulations, 2015, Mrs. Deepika Gandhi holds position of a Non- Executive (Independent) Women Director of the Company.

##### • Key Managerial Personnel

During the year, there was no change in Key Managerial Personnel of the Company. However during the year company has re-appoint its KMP as details mentioned below:

(i) Board of Directors of the Company in their meeting held on 26<sup>th</sup> May, 2022 re-appointed Mr. Bhawani Shankar Soni (DIN: 01591062) as Whole Time Director of the Company for further period of three years w.e.f. 5<sup>th</sup> June, 2022 to 4<sup>th</sup> June, 2025 which has been subsequently approved by members in 31<sup>st</sup> Annual General Meeting held on 03<sup>rd</sup> September 2022.

(ii) Board of Directors in their Meeting held on 08<sup>th</sup> August, 2022, considered re-appointment of Shri Sanjay Singh (DIN: 01548011) as Chairman and Managing Director of the Company for a period of five years w.e.f. 1<sup>st</sup> October, 2022 till 30<sup>th</sup> September, 2027 which has been subsequently approved by members in 31<sup>st</sup> Annual General Meeting held on 03<sup>rd</sup> September 2022.

Further, during the Current Financial Year 2023-2024 on the recommendation of Nomination and Remuneration Committee, the Board at its Meeting held on 11<sup>th</sup> August, 2023 approved appointment of Mr. Bhushan Tambe (DIN: 10227749) and Ms. Awani Kothari (DIN: 10227740) as an Additional as well as Non-Executive Independent Director on the Board of Directors of the Company with effect from 11<sup>th</sup> August, 2023 to hold office up to the date of the Annual General Meeting of the Company to be held thereafter and subject to the approval of

the Members at the said Annual General Meeting, to hold office as an Independent Director for a term of 5 (five) consecutive years commencing from 11<sup>th</sup> August, 2023 to 10<sup>th</sup> August, 2028 (both days inclusive). The Company has received the requisite Notice from a Member in writing proposing their appointment as a Non-Executive Independent Director of the Company.

The following have been designated as the Key Managerial Personnel of the Company pursuant to Sections 2(51) and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time:

1. Shri Sanjay Singh (DIN:01548011), Chairman and Managing Director
2. Shri Bhawani Shankar Soni (DIN:01591062), Whole time Director
3. Shri Shailendra Kumar Agrawal, Company Secretary and Compliance officer
4. Shri Om Prakash Dhanotiya, Chief Financial Officer

#### **DISQUALIFICATIONS OF DIRECTORS:**

During the year declarations received from the Directors of the Company pursuant to Section 164 of the Companies Act, 2013. Board appraised the same and found that none of the director is disqualified for holding office as director.

#### **9. DECLARATION BY INDEPENDENT DIRECTOR**

The Independent Directors have submitted the declaration of independence, as required under Section 149(7) of the Companies Act, 2013, stating that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [the SEBI (LODR) Regulations, 2015] as amended from time to time.

Further in terms of Regulation 25(8) of the SEBI (LODR) Regulations, 2015, the Independent Directors have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence and that they are independent of the Management. The Board of Directors of the Company have taken on record the declaration and confirmation submitted by the Independent Directors after undertaking due assessment of the veracity of the same.

The Board is of the opinion that the Independent Directors of the Company hold highest standards of integrity and possess requisite expertise and experience required to fulfil their duties as Independent Directors.

In terms of Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors of the Company have confirmed that they have registered themselves with the databank maintained by The Indian Institute of Corporate Affairs, Manesar ("IICA"). The Independent Directors are also required to undertake online proficiency self-assessment test conducted by the IICA within a period of 2 (two) years from the date of inclusion of their names in the data bank, unless they meet the criteria specified for exemption.

During the year, all the Independent Directors of the Company are exempt from the requirement to undertake online proficiency self-assessment test. Further directors appointed during the current financial year 2023-24, Mr. Bhushan Tambe (DIN: 10227749) and Ms. Awani Kothari (DIN: 10227740), Non-Executive Independent Director of the Company are required to clear the online proficiency self-assessment test.

#### **10. DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of your Company, to the best of their knowledge, belief and ability and explanations obtained by them, confirm that:-

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

#### **11. MEETING OF INDEPENDENT DIRECTORS**

The Independent Directors met once during the year as on 23<sup>rd</sup> March, 2023. The Meeting was conducted in an informal manner without the presence of the Chairman, the Whole Time Director, the Non-Executive Non-Independent Directors and the Chief Financial Officer.

## 12. COMMITTEES OF THE BOARD OF DIRECTORS

Currently, the Company has three committees viz; Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee which has been established as a part of the better corporate governance practices and is in compliance with the requirements of the relevant provisions of applicable laws and statutes. Your Company has an adequately qualified and experienced Audit Committee with Shri Rakesh Kumar Jain (Chairman) (DIN: 01548417), Shri Aneet Jain (DIN: 00380080) and Smt. Deepika Gandhi (DIN: 07017162), as Members. The recommendations of the Audit Committee were duly approved and accepted by the Board during the year under review.

The details with respect to the composition, powers, roles, terms of reference, Meetings held and attendance of the Members at such Meetings of the relevant Committees are given in detail in the Report on Corporate Governance of the Company which forms part of this Report.

## 13. STATEMENT INDICATING THE MANNER IN WHICH FORMAL ANNUAL EVALUATION HAS BEEN MADE BY THE BOARD OF ITS OWN PERFORMANCE, ITS DIRECTORS, AND THAT OF ITS COMMITTEES

Pursuant to the provisions of the Act and the SEBI (LODR) Regulations, 2015, the evaluation of all the directors, committees, Chairman of the Board, and the Board as a whole was conducted based on the criteria and framework adopted by the Board which includes assessing the quality, quantity and timelines of flow of information between the Company, Management and the Board, as it is necessary for the Board to effectively and reasonably perform their duties.

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc. The board and the nomination and remuneration committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the chairman was also evaluated on the key aspects of his role. The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Individual Directors, the Board as a whole and its Committees with the Company.

### Performance Evaluation Criteria for Independent Directors:

The performance evaluation criteria for independent directors are determined by the Nomination and Remuneration committee. An indicative list of factors that may be evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behavior and judgments.

### Statement with regard to integrity, expertise and experience of the independent director appointed during the year.

During the year under review, the Board has not appointed any Independent Director in the Company. Further, in the opinion of the Board, all our Independent Directors possess requisite qualifications, experience, expertise and hold high standards of integrity for the purpose of Rule 8(5)(iiiia) of the Companies (Accounts) Rules, 2014. List of key skills, expertise and core competencies of the Board, including the Independent Directors, is provided in Corporate Governance Report.

## 14. PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS U/S 186 OF THE COMPANIES ACT 2013

During the financial year, the Company has not provided any loans and guarantees or made investments pursuant to Section 186 of the Companies Act, 2013.

## 15. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

In line with the requirements of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, the Company has formulated a Policy on Related Party Transactions. The Policy can be accessed on the Company's website at [https://9cad8eb6da7b44e79f64591c1469edb1.filesusr.com/ugd/6b2668\\_592c81ea43d24434a503e56bd8172474.pdf](https://9cad8eb6da7b44e79f64591c1469edb1.filesusr.com/ugd/6b2668_592c81ea43d24434a503e56bd8172474.pdf)

The Policy intends to ensure that proper reporting; approval and disclosure processes are in place for all transactions between the Company and Related Parties.

During the year under review, all related party transactions entered into by the Company, were approved by the Audit Committee and were at arm's length and in the ordinary course of business. Prior omnibus approval is obtained for related party transactions which are of repetitive nature and entered in the ordinary course of business and on an arm's length basis. The Company did not have any contracts or arrangements with related parties in terms of Section 188(1) of the Companies Act, 2013. Also, there were no material related party contracts entered into by the Company during the year under review. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Act in Form AOC-2 is not applicable to the Company for FY 2022-23 and hence does not form part of this report.

Details of related party transactions entered into by the Company, in terms of Ind AS-24 have been disclosed in the notes to the financial statements forming part of this Report & Annual Accounts 2022-23.

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

During the year, Company was not engaged in manufacturing activities, therefore, particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgoing as required under sub-section (3)(m) of Section 134 of the Companies Act, 2013 read with Rule (8)(3) of the Companies (Accounts) Rules, 2014 are not applicable.

**(A) Conservation of Energy:**

- (i) The steps taken or impact on conservation of energy: N.A.
- (ii) The steps taken by the company for utilizing alternate sources of energy: N.A.
- (iii) The capital investment on energy conservation equipment's: Nil

**(B) Technology Absorption:**

- (i) The efforts made towards technology absorption: Not Applicable.
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution: Not Applicable.
- (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the Financial Year): The Company has neither purchased within India nor imported any technology.
- (iv) Company has not incurred any expenditure on Research and Development during the year under review: The Company has not incurred any expenditure on Research and Development during the year under review.

**(C) Foreign Exchange earning/outgo:**

During the year, there was neither inflow nor outflow of foreign exchange.

**17. STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS**

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of fraud, error reporting mechanisms, accuracy and completeness of the accounting records, and timely preparation of reliable financial disclosures.

Your company has an effective internal control and risk mitigation system, which are constantly assessed and strengthened with new/revised standard operating procedures. The company's internal control system is commensurate with its size, scale and complexities of its operations; the internal and operational audit is entrusted to Kaushal & Agrawal, Chartered Accountants. The main thrust of internal audit is to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry.

The audit committee of the board of directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. The company has a robust management information system, which is an integral part of the control mechanism.

The audit committee of the board of directors, statutory auditors and the business heads are periodically apprised of the internal audit findings and corrective actions taken. Audit plays a key role in providing assurance to the Board of director. Significant audit observations and corrective actions taken by the management are presented to the audit committee of the board. To maintain its objectivity and independence, the internal audit function reports to the chairman of the audit committee. Report of statutory auditors for internal financial control system is form part of Audit Report.

**18. CORPORATE SOCIAL RESPONSIBILITY (CSR)**

During the financial year, your Company did not meet criteria laid down under the provisions of Section 135(1) of the Companies Act, 2013 read with companies (Corporate Social Responsibility Policy) Rules, 2014 and accordingly the provisions Corporate Social Responsibility are not applicable to the Company.

**19. REMUNERATION POLICY/DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULARS OF EMPLOYEES:**

In accordance with Section 178 and other applicable provisions if any, of the Companies Act, 2013 read with the Rules issued there under and the SEBI (LODR) Regulations, 2015, the Board of Directors formulated the Nomination and Remuneration Policy of your Company on the recommendations of the Nomination and Remuneration Committee. Pursuant to Section 134(3) of the Companies Act, 2013, the nomination and remuneration policy of the Company which lays down the criteria for determining qualifications, competencies, positive attributes and independence for appointment of Directors and policies of the Company relating to remuneration of Directors, KMP and other employees is available on the Company's website at [https://9cad8eb6da7b44e79f64591c1469edb1.filesusr.com/ugd/6b2668\\_e8349c14316f4b7c9737b0f3fa5690f9.pdf](https://9cad8eb6da7b44e79f64591c1469edb1.filesusr.com/ugd/6b2668_e8349c14316f4b7c9737b0f3fa5690f9.pdf)

The Board of Directors affirms that the remuneration paid to Directors, senior management and other employees is in accordance with the remuneration policy of the Company.

The Disclosure required under Section 197(12) of the Companies Act, 2013 read with the Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended up to date, is annexed as **Annexure-A** and forms an integral part of the Board Report.

During the year under review, none of the employee of the company is drawing more than Rs. 1,02,00,000/- per annum or Rs. 8,50,000/- per month for the part of the year. Therefore, Particulars of the employees as required under Section 197 of Companies Act, 2013 read with Rule

5(2) & Rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 are not applicable for the financial ended 31<sup>st</sup> March, 2023.

Further the statement containing details of Top Ten Employees in terms of remuneration of employees as required under Section 197(12) of the Act, read with Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended up to the date, is available at Corporate Office of the Company. In terms of Section 136(1) of the Act, the Annual Report is being sent to the Members excluding the aforesaid details. Any Member desirous of obtaining above said details may write to the Company Secretary or email at csmidindia@gmail.com.

Further, Company did not have any holding or subsidiary company therefore receipt of the commission or remuneration from holding or subsidiary company of the company as provided under Section 197(14) of Companies Act, 2013 is not applicable.

## 20. REPORT ON CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION ANALYSIS

Your Company has complied with the Corporate Governance requirements under Companies Act, 2013 and as stipulated under the provisions of the SEBI (LODR) Regulations, 2015. A detailed Report on Corporate Governance forms part of this Annual Report. A certificate of Practicing Company Secretary L.N. Joshi Proprietor of L.N. Joshi and Company confirming compliance of the Corporate Governance requirements by the Company is attached to the Report on Corporate Governance.

A detailed analysis of the Company's performance is discussed in the Management Discussion and Analysis Report, which forms part of this Annual Report.

## 21. DISCLOSURE ON ESTABLISHMENT OF A VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has established a vigil mechanism, through a Whistle Blower Policy, where Directors and employees can voice their genuine concerns or grievances about any unethical or unacceptable business practice. A whistle-blowing mechanism not only helps the company in detection of fraud, but is also used as a corporate governance tool leading to prevention and deterrence of misconduct.

It provides direct access to the employees of the Company to approach the Compliance Officer or the Chairman of the Audit Committee, wherever necessary. The Company ensures those genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment or victimization.

The Whistle Blower Policy is disclosed on the website of the Company at [https://9cad8eb6-da7b44e79f64591c1469edb1.filesusr.com/ugd/6b2668\\_8f332701ed52439e86945295a45651e3.pdf](https://9cad8eb6-da7b44e79f64591c1469edb1.filesusr.com/ugd/6b2668_8f332701ed52439e86945295a45651e3.pdf). No Person has been denied access to the Audit Committee.

## 22. SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors appointed L. N. Joshi & Company, Practicing Company Secretaries, Indore to conduct the Secretarial Audit of the Company for year ended March 31, 2023. The Secretarial Audit Report given by the Secretarial Auditor of the Company is annexed as **Annexure-B** and forms an integral part of this Report.

There is no qualification, reservation or adverse remark or disclaimer in Secretarial Audit report except the following:-

Secretarial Auditor Observations	Management Comments
<i>As per SEBI Circular No. CIR/CFD/CMD/13/2015 dated 30<sup>th</sup> November, 2015 at-least 50% of Non-Promoter's shareholding shall be in dematerialized form, however out of total Non promoter shareholding only 36.03% shareholding held in dematerialized form at the end of financial year 31.03.2023</i>	<i>The Company have requested to members who holds shares in physical form to get dematerialized their shareholding and also inform about the benefits of shares held in dematerialized. Further Total Non promoters holding increased from 32.05 to 36.03% from the last financial year.</i>
<i>Pursuant to Para 5 of SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/70 May 25, 2022, the Company has not taken any contingency insurance policy to meet out the risk arising out of issuance of duplicate securities.</i>	<i>The Company is in process to obtain referred policy but till date no insurance company is agreed to provide the same.</i>

## 23. STATUTORY AUDITOR

A T M & Associates, Chartered Accountants (FRN: 017397C), were appointed as Statutory Auditors of your Company in the 30<sup>th</sup> Annual General Meeting held on 20<sup>th</sup> September, 2021, for a term of five consecutive years from the conclusion of 30th Annual General Meeting up to the conclusion of the 35<sup>th</sup> Annual General Meeting to be held in the calendar year 2026.

### EXPLANATION TO AUDITOR'S REMARKS:

The Auditors in their report have referred to the notes forming part of the Accounts which are self-explanatory and does not contain any qualification, reservation or adverse remark or disclaimer.



Further, there was no fraud in the Company, which was required to be reported by Statutory Auditors of the Company under sub-section (12) of Section 143 of Companies Act, 2013.

#### **24. COST AUDITOR**

Your Company does not falls within the provisions of Section 148 of Companies Act, 2013 read with the Companies (Cost Records & Audit) Rules, 2014 as amended from time to time, therefore no such record are required to be maintained.

#### **25. INTERNAL AUDITOR**

In accordance with the provisions of Section 138 of the Companies Act, 2013 and Rules framed thereunder, your Company has appointed Kaushal & Agrawal, Chartered Accountants, Indore, as the Internal Auditor of the Company and takes their suggestions and recommendations to improve and strengthen the internal control system. Their scope of work includes review of operational efficiency, effectiveness of system & processes, compliances and assessing the internal control strengths in all areas.

The Audit Committee reviews adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations including those relating to strengthening of the Company's risk management policies and systems.

#### **26. ANNUAL SECRETARIAL COMPLIANCE REPORT**

The Company has undertaken an audit for the financial year 2022-23 for all applicable compliances as per SEBI Regulations and Circulars /Guidelines issued there under. Pursuant to provision of Regulation 24A, the Annual Secretarial Compliance Report has been submitted to the stock exchange within 60 days of the end of the financial year.

#### **27. MD/CFO CERTIFICATION**

The Managing Director & CFO of your Company have issued necessary certificate pursuant to the provisions of Regulation 17(8) of the SEBI (LODR) Regulations, 2015 and the same forms part of this Annual Report.

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

The Board of Directors has laid down a Code of Conduct ("the Code") for all Board members and senior management personnel of your Company. This Code has been posted on the Company's website at the web link:

[https://9cad8eb6-da7b-44e7-9f64-591c1469edb1.filesusr.com/ugd/6b2668\\_2e1972bd19b142f3b0eb6c820f63f3dc.pdf](https://9cad8eb6-da7b-44e7-9f64-591c1469edb1.filesusr.com/ugd/6b2668_2e1972bd19b142f3b0eb6c820f63f3dc.pdf)

All Board members and senior management personnel have affirmed compliance with this Code. Declaration on adherence to the code of conduct is forming part of the Corporate Governance Report.

#### **29. STATEMENT INDICATING DEVELOPMENT & IMPLEMENTATION OF RISK MANAGEMENT POLICY**

The Board of Directors has adopted a risk management policy to develop and implement risk management procedure/plan including therein of elements of risks, if any which in the opinion of the Board may threaten the existence of the Company.

#### **30. MATERIAL CHANGES & COMMITMENTS, IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

There are no material changes and commitments affecting the financial position of the company which has been occurred between the end of the financial year i.e., March 31, 2023 and the date of signing of this Board's Report. However, during the current financial year 2023-24, Lease Agreement was discontinued with effect from 01<sup>st</sup> May 2023.

#### **31. SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013**

Your Company recognizes its responsibility and continues to provide a safe working environment for women, free from sexual harassment and discrimination. In Compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has put in place a Policy on prevention of Sexual Harassment of Women at workplace and has duly constituted an Internal Compliant under the same.

There was no case of sexual harassment reported during the year under review. Further, the Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

#### **32. LISTING OF SHARES**

Presently, the equity share capital of the Company is listed at the BSE Limited (Scrip Code: 500277). The Company is regular in complying with the requirements of the SEBI (LODR) Regulations, 2015 and has duly paid the requisite Listing Fees to the BSE Limited.

#### **33. DEPOSITORY SYSTEM**

Your Company's shares are tradable compulsorily in electronic form and your Company has connectivity with both the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). In view of the numerous advantage offered by the Depository System, members are requested to avail the facility of Dematerialization of the Company's shares on either of the Depositories mentioned as aforesaid.

#### **34. COMPLIANCE OF SECRETARIAL STANDARD**

Your Company is in compliance with the applicable Secretarial Standards, issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013.

#### **35. OTHER DISCLOSURES**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions/events on these

items during the year under review:-

- No issue of equity shares with differential rights as to dividend, voting or otherwise.
- As on 31<sup>st</sup> March 2023, none of the Directors of the company hold instruments convertible into equity shares of the Company.
- Company has not granted any stock option or issue sweat equity shares.
- No Significant or material orders passed by the Regulators or Courts or Tribunals which impact the going concern status and the Company's operation in future.
- Voting rights which are not directly exercised by the employees in respect of shares for the subscription/ purchase of which loan was given by the Company (as there is no scheme pursuant to which such persons can beneficially hold shares as envisaged under Section 67(3)(c) of the Companies Act, 2013).
- There has been no change in the nature of business of the Company.
- The Business Responsibility Reporting as required by Regulation 34(2) of the SEBI (LODR) Regulations, 2015, is not applicable to your Company for the financial year ending March 31, 2023.
- No application was made or any proceeding is pending under the Insolvency and Bankruptcy Code, 2016 during the year in respect of your Company.
- There was no one time settlement of loan obtained from the Banks or Financial Institutions.

### 36. ACKNOWLEDGMENT AND APPRECIATION

The Board desires to place on record its grateful appreciation for continued co-operation received from the banks, financial institutions, government, customers, shareholders and other stakeholders during the year under review. Your Directors also wish to place on record their appreciation for the extended co-operation and assistance rendered to the Company and acknowledge with gratitude the continued support and cooperation extended by the employees, investors, stakeholders, Banks and other regulatory authorities.

Date: 11<sup>th</sup> August, 2023  
Place: Indore

**For and on behalf of the Board of Directors**  
**MID INDIA INDUSTRIES LIMITED**

Sanjay Singh  
Chairman and MD  
DIN: 01548011

Bhawani Shankar Soni  
Whole Time Director  
DIN: 01591062

## Annexure A

## Statement pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(I). The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year:

S. No	Name of Director	Ratio to Median Remuneration
1.	Shri Bhawani Shankar Soni	0.51:1

(II). The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2022-23 is as follows:

S. No	Name of Person	Designation	% Increase in Remuneration
1.	Shri Sanjay Singh	Chairman and Managing Director	Nil
2.	Shri Bhawani Shankar Soni	Whole Time Director	No Change
3.	Shri Aneet Jain	Non Executive Independent Director	Nil
4.	Shri Rakesh Kumar Jain	Non Executive Independent Director	Nil
5.	Smt. Deepika Gandhi	Non Executive Independent Director	Nil
6.	Shri Omprakash Dhanotiya	CFO	7.30%
7.	Shri Shailendra Kumar Agrawal	Company Secretary	27.27%

(III). The Percentage increase in the median remuneration of employees in the financial year:

During the year there was increase of 92% in the median remuneration of all employees in comparison to previous year.

(IV). The Number of permanent employees on the rolls of the Company: 3 (Three)

Since Company has stopped manufacturing activities and leased out the factory, plant and machinery of the Company. There is no need to appoint permanent employee except Key Managerial Personnel.

(V). Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.

Since, there was no employee in the Company other than Key Managerial Personnel therefore comparison with the percentile increase in the managerial remuneration and justification cannot be determined by the Company.

(VI). Affirmation that the remuneration is as per the remuneration policy of the Company:

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

**Annexure B****Form No. MR-3****SECRETARIAL AUDIT REPORT****For the financial year ended on 31<sup>st</sup> March, 2023**

[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,  
**MID INDIA INDUSTRIES LIMITED**  
CIN: L17124MP1991PLC006324

**Registered Office:**

Textile Mill Area,  
Station Road, Mandsaur (M.P.) - 458001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **MID INDIA INDUSTRIES LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my 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, I hereby report that in my opinion, the company has, during the audit period covering **1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2023**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **MID INDIA INDUSTRIES LIMITED** for the financial year ended on **31<sup>st</sup> March, 2023** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings.; **(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 Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(not applicable to the company during the audit period);**
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(not applicable to the company during the audit period);**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(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, 2021; **(not applicable to the company during the audit period);**
  - (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 **(not applicable to the company during the audit period);**
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time;

(vi) I have relied on the representation made by the Company and its officers for systems and mechanism formed by the Company for compliances under other applicable Acts, laws and Regulations to the Company on test check basis. The management of the Company confirmed that company is engaged in trading activities and at present company does not have any manufacturing activities and factory premises given on Lease therefore there is no Industry specific law which is applicable to the Company.

I have also examined compliance with the applicable clauses of Secretarial Standards on Meeting of Board of Directors (SS-1) and Secretarial Standards on General Meetings (SS-2) issued by The Institute of Company Secretaries of India.

I further report that I have not reviewed the applicable financial laws (direct and indirect tax laws), Accounting Standard, since the same have been subject to review and audit by the Statutory Auditors of the Company.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above **subject to following observations:**

*1. As per SEBI Circular No. CIR/CFD/CMD/13/2015 dated 30th November, 2015 at-least 50% of Non-Promoter's shareholding shall be in dematerialized form, however out of total Non promoter shareholding only 36.03% shareholding held in dematerialized form at the end of financial year 31.03.2023.*

*2. Pursuant to Para 5 of SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/70 May 25, 2022, the Company has not taken any contingency insurance policy to meet out the risk arising out of issuance of duplicate securities.*

**I 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. During the year, there was no change in the Composition of the Board of Directors.

Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

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

**I further report that** during the audit period, the company has not undertaken event/action having a major bearing in the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

**Dated: 11<sup>th</sup> August, 2023**  
**Place: Indore**

**For L. N. Joshi & Company**  
**Company Secretaries**

**L. N. Joshi**  
**Proprietor**  
**FCS: 5201; CP No. 4216**  
**UDIN: F005201E000747382**  
**Peer Review Certificate No. 1722/2022**  
**Unique Code Number: S2002MP836100**

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

**ANNEXURE** to Secretarial Audit Report

To,  
The Members,  
**MID INDIA INDUSTRIES LIMITED**  
CIN: L17124MP1991PLC006324

**Registered Office:**  
Textile Mill Area,  
Station Road, Mandsaur (M.P.) - 458001

My 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. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices, I followed, provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I 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. My 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.

**Date: 11<sup>th</sup> August, 2023**  
**Place: Indore**

**For L. N. Joshi & Company**  
**Company Secretaries**

**L. N. Joshi**  
**Proprietor**  
**FCS: 5201; CP No. 4216**  
**UDIN: F005201E000747382**  
**Peer Review Certificate No. 1722/2022**  
**Unique Code Number: S2002MP836100**

## MANAGEMENT DISCUSSION & ANALYSIS REPORT

### INDUSTRY STRUCTURE AND DEVELOPMENT

During the first half of Financial Year 2022-23, the global economy encountered various difficulties, including fluctuating prices of essential goods and resources, elevated inflation, and disruptions in supply chains resulting from the Russia-Ukraine conflict. However, the economy demonstrated resilience in the second half as it began to recover from the impacts of the pandemic and geopolitical tensions. Central banks implemented synchronized rate hikes and stricter monetary policies to effectively address these challenges, combat inflation and stabilize the markets. According to the International Monetary Fund's (IMF) projection, Global growth is projected to fall from an estimated 3.5 percent in 2022 to 3.0 percent in both 2023 and 2024. The rise in central bank policy rates to fight inflation continues to weigh on economic activity. Global headline inflation is expected to fall from 8.7 percent in 2022 to 6.8 percent in 2023 and 5.2 percent in 2024. Underlying (core) inflation is projected to decline more gradually, and forecasts for inflation in 2024 have been revised upward.

### Indian economy

The Indian economy remained relatively robust amid global economic headwinds. This buoyant performance along with overall optimism and compelling macroeconomic indicators, exemplify strong economic fundamentals for the country. India has emerged as one of the fastest growing major economies and clocked a growth of 7.2% in Financial Year 2022-23, reveals the National Statistical Office (NSO).

During the Financial year under review, Company has started trading in heavy plant & machineries and spare parts business and also planning to initiate real estate development business soon which could generate surplus fund and Board expect to maintain the same in coming fiscal years.

### SEGMENT

During the Financial Year your company operated in following business segments i.e. Leasing and Trading division.

#### Leasing Division:

During the financial year your company has total income of Rs. 27.00 Lacs in comparison to previous year Rs. 27.00 Lacs and incurred Net Profit of Rs. 4.71 Lacs in comparison to previous year Net Profit of Rs. 8.33 Lacs. Management of the Company discontinue the Lease Agreement with effect from 1<sup>st</sup> May, 2023, company may initiate the working on real estate business.

#### Trading Division:

During the financial year your company has total income of Rs. 1440.74 Lacs in comparison to previous year total income Rs. 1870.94 lacs and earned Net profit of Rs. 99.32 Lacs in comparison to previous year net profit 70.48 Lacs.

### OPPORTUNITIES AND THREATS

The Company is operating in trading activities in plant and machineries. Trading business are becoming more and more competitive and the margins in this continue to be under pressure. Further there is a good opportunity to import and export the plant and machineries required for industry and others. The Board feels this business is high growth area. The long term prospects for Indian economy remains bright owing to the growth of internal consumption driven by the country's demographic dividend, rapid urbanization, growth of manufacturing and infrastructure development. The overall business sentiments in the country have turned positive after the stable government at the centre. An intensifying demand for real estate, especially in the affordable housing segment, provides a significant opportunity for developers. This has been driven by growing aspirational population, higher disposable incomes and a revival in the employment sector. Meeting this demand can lead to substantial returns on investment and market expansion. Your Company continues to achieve this by focusing on trading & real estate division.

Government initiatives and policy reforms Government initiatives and policy reforms, such as the Pradhan Mantri Awas Yojana (PMAY), the Real Estate Regulatory Authority (RERA) and tax incentives, create a favourable environment for real estate development. Developers who align their projects with these initiatives can benefit from financial incentives, increased customer trust and a supportive regulatory framework

### INDUSTRY OUTLOOK

India became the fifth largest and fastest growing economy of the world and approaching to secure third position in the world in the coming years. Government initiatives such as 'Make in India' coupled with the new governance regime will boost confidence of global investors and act as a catalyst for overall growth of the industry.

Real estate sector in India is expected to reach US\$ 1 trillion in market size by 2030, up from US\$ 200 billion in 2021. India's real estate market is estimated to increase at a CAGR of 19.5% during 2017- 2028. The market anticipates it to reach US\$ 650 billion, representing 13% of India's GDP by 2025. In 2022, India's real estate sector experienced price growth of 6%. Increasing share of real estate in the GDP would be supported by increasing industrial activity, improving income level and urbanisation

### RISKS AND CONCERNS

Risk Management plays a key role in business strategy and planning discussions. The Company has implemented a comprehensive risk management framework to identify, understand and manage risks associated with the business. The Company's risk management framework helps in conducting business in a well-controlled environment. It has in place a mechanism to identify, assess, monitor and mitigate various risks associated with the business.

Strict internal processes and controls enable the Company to effectively manage the business risks it encounters on daily basis. Risk Management Framework of the company ensures achievement of its strategic objectives; the framework is supported by risk processes,

identification, assessment, response, action, mitigation and control. Risk Management framework of the company proactively addresses risks and seizes opportunities so as to gain competitive advantage, and also protects and creates value for the stakeholders.

As the real estate industry continues to evolve, the industry faces a multitude of threats and challenges. Rapid technological advancements, changing market trends, and regulatory complexities pose constant hurdles. Moreover, competition intensifies as new players enter the market. Navigating these obstacles requires strategic planning, innovation, and adaptability to ensure continued success in this dynamic landscape.

#### INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The company's internal control/supervisory system is established to ensure that the board and management are able to achieve their business objectives in a prudent manner, safeguarding the interest of company's shareholders and other stakeholders whilst minimizing the key risk such as fraud, misleading financial statements, breach of legal and contractual obligations, unauthorized business activities.

#### HUMAN RESOURCES

The company is focusing the business of trading activities and therefore no substantial employment required. The company is committed to creating a professional culture to nurture and enable people to grow in their careers alongside Company's success. The company constantly strives to strengthen its manpower in alignment with the business needs and continue to engage them through various initiatives in the realm of learning & development opportunities, reward & recognition, employee engagement activities and career growth. As on 31<sup>st</sup> March, 2023, Company had 3 employees.

#### INDUSTRIAL RELATION

Your Company enjoyed during the year under review cordial relationship at all levels.

#### DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

Financial and Operational performance forms part of the Annual Report and is presented elsewhere in the report.

#### DETAILS OF SIGNIFICANT CHANGES IN THE KEY RATIOS AND RETURN ON NET WORTH

As per the amendment made under Schedule V to the Listing Regulations read with Regulation 34(3) of the Listing Regulations, details key financial ratios and any changes in return on net worth of the Company are given below:

Particulars	2022-23	2021-22	Change in %
Debtors Turnover	4.74	5.96	-21.00
Inventory Turnover	19.74	31.48	-37.00
Interest Coverage Ratio	0.00	0.00	0.00
Current Ratio	0.42	0.49	-15.00
Debt-Equity Ratio	0.00	0.00	0.00
Operating Profit Margin (%)	3.93	4.14	-5.07
Net profit margin (%) or sector-specific equivalent ratio as applicable	3.93	4.14	-5.07

#### Reason for change of 25% or more in Financial Ratios:

**Inventory Turnover:** Inventory has been decreased significantly hence ratio is increased

#### DETAILS OF CHANGE IN RETURN ON NET WORTH AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR:

There is Change of 3.30% in Return of Net Worth as compared to previous Financial Year Due to Accumulated Losses as a result of which Net worth of the Company has become Negative

#### CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis Report describing the Company's objectives, expectations or predictions may be forward looking within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed or implied. Important factors that could influence the Company's operations include competition, government policies and regulations.



## REPORT ON CORPORATE GOVERNANCE

[As per Regulation 34(3) read along with Schedule V(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

This Corporate Governance Report relating to the year ended on March 31, 2023 has been issued in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendment thereof and forms a part of the Report of the Board of Directors of the Mid India Industries Limited (“the Company”).

To comply with Regulation 34 read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the report containing the details of Corporate Governance of Mid India Industries Limited (‘the Company’) is as follows:

### I. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance is the combination of voluntary practices and compliance with laws and regulations leading to effective control and management of the organization. Good corporate governance leads to long term shareholders value and enhances interest of all stakeholders. It brings into focus the fiduciary and trusteeship role of the Board of align and direct the actions of the organization towards creating wealth and shareholder value.

The Company's essential character is shaped by the value of transparency, integrity, professionalism and accountability. The Company continuously endeavors to improve on these aspects. The Board views corporate governance in its widest sense. The main objective is to create and adhere to corporate culture of integrity and consciousness, transparency and openness. Corporate governance is a journey for constantly improving sustainable value creation and is an upward moving target. The Company's philosophy on corporate governance is guided by the company's philosophy of knowledge, action and care. The Company has complied with all the requirements of SEBI Listing Regulation and listed below is the status with regard to same.

### II. BOARD OF DIRECTORS (“Board”)

#### A. Board Composition and category of directors:

The Company is in compliance with the provisions of Section 149 of the Companies Act, 2013 (“the Act”) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) (as amended from time to time). As on March 31, 2023, The Board of Directors of the Company comprises of five Directors, of which two are Executive Directors and three are Non Executive Independent Directors. The Management of the Company is headed by Mr. Sanjay Singh (DIN: 01548011), Chairman & Managing Director of the Company, who operates under the supervision and control of the Board. All members of the Board are eminent persons with considerable professional expertise and experience. The Board consists of a balanced combination of Executive Directors and Non Executive Directors.

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Companies Act, 2013. The maximum tenure of Independent Directors are in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act.

None of the Director is a Director in more than 10 public limited companies (as specified in Section 165 of the Act) or acts as an Independent Director in more than 7 listed companies or 3 listed companies in case he/she serves as a Whole-time Director/Managing Director in any listed company (as specified in Regulation 17A of the SEBI Listing Regulations). Further, none of the Directors on the Board is a Member of more than 10 Committees and Chairperson of more than 5 Committees (as specified in Regulation 26 of the SEBI Listing Regulations), across all the Indian public limited companies in which he/she is a Director.

The name and categories of Directors, DIN, the number of Directorships, Committee positions held by them in the companies and the list of Listed Entities where he/she is a Director along with the category of their Directorships and other details are given hereafter.

#### A. COMPOSITION AND CATEGORIES OF BOARD

Name of Director	Category	No. of Directorship including Mid India Industries Limited		No. of Committee Chairmanship /Membership including Mid India Industries Limited	
		Chairman	Member	Chairman	Member
Shri Sanjay Singh (DIN: 01548011)	Chairperson and Managing Director	1	1	-	-
Shri Bhawani Shankar Soni (DIN: 01591062)	Whole Time Director	-	2	-	-
Shri Aneet Jain (DIN: 00380080)	Independent/Non Executive Director	-	1	-	2

Name of Director	Category	No. of Directorship including Mid India Industries Limited		No. of Committee Chairmanship /Membership including Mid India Industries Limited	
		Chairman	Member	Chairman	Member
Shri Rakesh Kumar Jain (DIN: 01548417)	Independent/Non Executive Director	-	3	2	2
Smt. Deepika Gandhi (DIN: 07017162)	Independent/Non Executive Director	-	1	-	2

- Committee considered as Audit Committee and Stakeholders Relationship Committee, including that of your Company. Committee membership(s) and Chairmanship(s) are counted separately.

**B. THE NAMES OF OTHER LISTED ENTITIES WHERE THE DIRECTORS HAVE DIRECTORSHIP AND THEIR CATEGORY OF DIRECTORSHIP IN SUCH LISTED ENTITIES:**

Name of Directors	Name of Listed Entities	Category of Directorship
Shri Sanjay Singh (DIN: 01548011)	Nil	N.A.
Shri Bhawani Shankar Soni (DIN: 01591062)	Nil	N.A.
Shri Aneet Jain (DIN: 00380080)	Nil	N.A.
Shri Rakesh Kumar Jain (DIN: 01548417)	Nil	N.A.
Smt. Deepika Gandhi (DIN: 07017162)	Nil	N.A.

**C. ATTENDANCE OF DIRECTORS AT THE BOARD MEETINGS HELD DURING THE YEAR 2022-2023 AND THE LAST ANNUAL GENERAL MEETING HELD ON 3<sup>RD</sup> SEPTEMBER, 2022:**

During the F.Y. 2022-2023, Four (4) Board Meetings were held on the following dates: 26<sup>th</sup> May 2022, 8<sup>th</sup> August 2022, 12<sup>th</sup> November 2022 and 30<sup>th</sup> January 2023.

The Board Meeting is conducted at least once in every quarter to discuss the performance of the Company and its Quarterly Financial Results, along with other Company issues. The Board met at least once in every calendar quarter and the maximum gap between any two Meetings did not exceed 120 days. Further, the Company has adopted and adhered to the Secretarial Standards prescribed by The Institute of Company Secretaries of India and approved by the Central Government.

The attendance of each Director at the meeting of the Board of Directors and the last Annual General Meeting of the Company are given below:

Name of Director	Category	Meeting held during the tenure of the Director	Meeting attended	Attendance at the last AGM held on 3 <sup>rd</sup> September 2022
Shri Sanjay Singh (DIN: 01548011)	Chairman & Managing Director	4	4	Yes
Shri Bhawani Shankar Soni (DIN: 01591062)	Whole Time Director	4	4	Yes
Shri Aneet Jain (DIN: 00380080)	Independent/Non Executive Director	4	4	No
Shri Rakesh Kumar Jain (DIN: 01548417)	Independent/Non Executive Director	4	4	Yes
Smt. Deepika Gandhi (DIN: 07017162)	Independent/Non Executive Director	4	4	No

**D. BOARD PROCEDURE:**

A detailed Agenda, setting out the business to be transacted at the Meeting(s), supported by detailed notes and presentation, if any, is sent to each Director at least seven days before the date of the Board Meeting(s) and of the Committee Meeting(s) except where Meetings have been convened at a shorter notice to transact urgent business.

The Board also, inter alia, periodically reviews strategy and business plans, annual operating and capital expenditure budget(s), investment and exposure limit(s), compliance report(s) of all laws applicable to your Company, as well as steps taken by your Company to rectify instances of non-compliances, review of major legal issues, minutes of the Committees of the Board, approval of quarterly/half-yearly/annual results, transactions pertaining to purchase/disposal of property(ies), major accounting Provisions and write-offs, material default in financial obligations, if any and information on recruitment of Senior Officers just below the Board level etc.

The Board sets annual performance objectives, oversees the actions and results of the management, evaluates its own performance, performance of its Committees and individual Directors on an annual basis and monitors the effectiveness of the Company's governance practices for enhancing the stakeholders' value.

The Company has well-established framework for the Meetings of the Board and its Committees which seeks to systematize the decision making process at the Meetings in an informed and efficient manner.

Apart from Board members and the Company Secretary, the Board and Committee Meetings are generally also attended by the Chief Financial Officer and wherever required the heads of various corporate functions.

**E. CONFIRMATION OF INDEPENDENT DIRECTORS:**

All the Independent Directors of the Company have given their respective declaration/disclosures under Section 149(7) of the Act and Regulation 16(1)(b) and Regulation 25(8) of the SEBI Listing Regulations. Based on the declarations received from the Independent Directors, the Board of Directors confirms that they meet the criteria of Independence as mandated by Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act and that they are independent of the management.

The Independent Directors under Regulation 25(8) of the SEBI Listing Regulations have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective, independent judgment and without any external influence.

Further, the Board after taking these declaration/disclosures on record and acknowledging the veracity of the same concluded that the Independent Directors are persons of integrity and possess the relevant expertise and experience to qualify as Independent Directors of the Company and are Independent of the Management.

**F. DETAILED REASON FOR RESIGNATION OF INDEPENDENT DIRECTOR WHO RESIGNS BEFORE THE EXPIRY OF HIS TENURE ALONG WITH THE CONFIRMATION BY SUCH DIRECTOR THAT THERE ARE NO OTHER MATERIAL REASON OTHER THAN THOSE PROVIDED:**

During the year under review, none of the Independent Director of the Company had resigned before the expiry of his/her respective tenure(s).

**III. RELATIONSHIP BETWEEN DIRECTORS**

There is no inter-se relationship among the directors.

**IV. NUMBER OF SHARES AND CONVERTIBLE INSTRUMENTS HELD BY NON- EXECUTIVE DIRECTORS AS ON 31<sup>ST</sup> MARCH, 2023**

S. No.	Name of Director	No. of Equity Shares	Convertible Instruments*
1.	Shri Aneet Jain (DIN: 00380080)	200	Nil
2.	Shri Rakesh Kumar Jain (DIN: 01548417)	27600	Nil
3.	Smt. Deepika Gandhi (DIN: 07017162)	Nil	Nil

\* The Company had not issued any Convertible instrument till date.

**V. DETAILS OF FAMILIARISATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS:**

Pursuant to Regulation 25(7) of the SEBI Listing Regulations, the Company conducts familiarization programmes for its directors from time to time. The familiarization programme ensures that the non-executive directors are updated on the business and regulatory environment and the overall operations of the Company. This enables the non-executive directors to make better informed decisions in the interest of the Company and its stakeholders.

The details of the familiarization program of the independent directors are available on the website of the Company at the web link: [https://www.midindiaindustries.com/\\_files/ugd/6b2668\\_5dfe5ab77b43450cb1e1d378734715c9.pdf](https://www.midindiaindustries.com/_files/ugd/6b2668_5dfe5ab77b43450cb1e1d378734715c9.pdf)

**VI. MEETING OF INDEPENDENT DIRECTORS**

Pursuant to the Regulation 25(3) of the SEBI Listing Regulations and Schedule IV of the Companies Act, 2013, the Independent Directors of the Company shall hold at least one meeting in a year without presence of non-independent directors and members of the Management.

Accordingly, meeting of the Independent Directors of the Company was held on Thursday, 23<sup>rd</sup> March, 2023 to consider the following businesses as required under Regulation 25(4) of SEBI Listing Regulations and the Companies Act, 2013:

- (a) Review the performance of Non-Independent Directors and the Board of Directors as a whole;
- (b) Review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors and;
- (c) Assess the quality, quantity and timelines of flow of information between the company management and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform their duties.

Attendance of Independent Directors in Independent Directors meeting:

Directors	Meetings held during the Year	Meetings Attended
Shri Rakesh Kumar Jain (DIN:01548417)	1	1
Shri Aneet Jain (DIN:00380080)	1	1
Smt. Deepika Gandhi (DIN:07017162)	1	1

#### VII. MATRIX SETTING OUT THE SKILLS/EXPERTISE/COMPETENCE OF THE BOARD OF DIRECTORS:

In terms of the requirements of the SEBI Listing Regulations, the Board has identified and approved the list of core skills/expertise /competence as required in the context of Company's business(es) and sector(s) for it to function effectively. Broadly, the essential skills identified by the Board are categorized as under:

Skill Area	Description
Understanding of Business	Sufficient understanding and knowledge of the Company and the business/sector in which it operates.
Strategy and Planning	Contribution to new ideas/insights on business issues raised by Management.
	Providing thoughtful and constructive feedback to Management.
	Anticipating new issues that Management and the Board should consider.
	Demonstration of highest level of integrity (including conflict of interest disclosures, maintenance of confidentiality, etc.)
Law	Knowledge of legal/regulatory framework/affairs
Financial Knowledge	Proficiency in review of financial statements.
Technical Knowledge	Technical knowledge of the business of the Company.
Commitment and Integrity	Adequate commitment to the Board and the Company

These skills/competencies are broad-based, encompassing several areas of expertise/experience. Each Director may possess varied combinations of skills/experience within the described set of parameters, and it is not necessary that all Directors possess all skills /experience listed therein. In the table below, the specific areas of focus or expertise of individual board members have been highlighted:-

Name of Director	AREA OF SKILL/EXPERTISE/COMPETENCIES					
	Understanding of Business	Strategy and Planning	Law	Financial Knowledge	Technical Knowledge	Commitment and Integrity
Shri Sanjay Singh (DIN: 01548011)	Yes	Yes	Yes	Yes	Yes	Yes
Shri Bhawani Shankar Soni (DIN: 01591062)	Yes	Yes	Yes	Yes	Yes	Yes
Shri Aneet Jain (DIN: 00380080)	Yes	Yes	No	Yes	No	Yes
Shri Rakesh Kumar Jain (DIN: 01548417)	Yes	Yes	Yes	Yes	Yes	Yes
Smt. Deepika Gandhi (DIN: 07017162)	Yes	Yes	No	Yes	No	Yes

**VIII. AUDIT COMMITTEE**

Pursuant to the provision of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations, the Company has an Independent Audit Committee. The Composition, Procedure, Role/Function of the committee comply with the requirements of the Companies Act, 2013 as well as those of SEBI Listing Regulations. The Audit Committee reviews all applicable mandatory information under Part C of Schedule II pursuant to Regulation 18 of SEBI Listing Regulations.

The brief terms of reference of the Audit Committee includes the following:

- (1) Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;;
- (2) Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- (3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (4) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - matters required to be included in the director's responsibility statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - changes, if any, in accounting policies and practices and reasons for the same;
  - major accounting entries involving estimates based on the exercise of judgment by management;
  - significant adjustments made in the financial statements arising out of audit findings;
  - compliance with listing and other legal requirements relating to financial statements;
  - disclosure of any related party transactions;
  - modified opinion(s) in the draft audit report;
- (5) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- (6) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, preferential issue or QIP and making appropriate recommendations to the board to take up steps in this matter;
- (7) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (8) Approval or any subsequent modification of transactions of the company with related parties;
- (9) Scrutiny of inter-corporate loans and investments;
- (10) Valuation of undertakings or assets of the company, wherever it is necessary;
- (11) Evaluation of internal financial controls and risk management systems;
- (12) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (13) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (14) Discussion with internal auditors of any significant findings and follow up there on;
- (15) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- (16) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (17) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (18) To review the functioning of the whistle blower mechanism;
- (19) Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- (20) Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- (21) Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date

of coming into force of this provision.

(22) To consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.

● **The Audit Committee shall mandatorily reviews the following information:**

- (1) Management Discussion and Analysis of financial condition and results of operations;
- (2) Management letters/letters of internal control weaknesses issued by the statutory auditors;
- (3) Internal audit reports relating to internal control weaknesses; and
- (4) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- (5) Statement of deviations:
  - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

● **Composition and Attendance of Members at the Meetings of the Audit Committee held during 2022-23.**

During the year the committee met on four occasions on following dates namely:

26<sup>th</sup> May 2022, 8<sup>th</sup> August 2022, 12<sup>th</sup> November 2022 and 30<sup>th</sup> January 2023.

Directors	Category	Meetings held during tenure of Directors	Meetings Attended
Shri Rakesh Kumar Jain (DIN: 01548417)	Independent/Non Executive Director, Chairman	4	4
Shri Aneet Jain (DIN: 00380080)	Independent/Non Executive Director	4	4
Smt. Deepika Gandhi (DIN: 07017162)	Independent/Non Executive Director	4	4

Pursuant to Clause 4.1.1 of Secretarial Standards on General Meeting, the Chairman of the Audit Committee or, in his absence, any other Member of the Committee authorised by him on his behalf shall attend the General Meeting of the Company. Shri Rakesh Kumar Jain (DIN: 01548417), Chairman of the Audit Committee, was virtually present at the 31<sup>st</sup> AGM of the Company held through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") facility on 03<sup>rd</sup> September, 2022 to address the Shareholders' queries pertaining to Annual Accounts of the Company.

All the members of the committee are financial literate and possess accounting and related financial management expertise.

**IX. NOMINATION AND REMUNERATION COMMITTEE**

Pursuant to the provision of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations, the Company has a Nomination and Remuneration Committee. The Nomination & Remuneration Committee (NRC), comprising three independent directors as its members, inter-alia oversees the Company's nomination process for the Directors, senior management and coordinates the annual self-evaluation of the performance of the Board, Committees and individual Directors.

The Composition, Procedure, Role/Function of the committee complies with the requirements of the Companies Act, 2013 as well as SEBI Listing Regulations are given below:

**1. Brief Terms of reference of the Nomination and Remuneration Committee includes the following:**

- (a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- (b) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - i. use the services of an external agencies, if required;
  - ii. Consider candidates from a wide range of backgrounds, having due regard to diversity; and

- iii. Consider the time commitments of the candidates.
- (c) Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- (d) Devising a policy on diversity of Board of Directors;
- (e) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- (f) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- (g) Recommend to the board, all remuneration, in whatever form, payable to senior management.

## 2. Composition and Attendance of Members at the Meetings of the Nomination and Remuneration Committee held during 2022-23:

During the year the committee met on two occasions as on 26<sup>th</sup> May, 2022 and 08<sup>th</sup> August, 2022

Directors	Category	Meetings held during tenure of Directors	Meetings Attended
Shri Rakesh Kumar Jain (DIN: 01548417)	Independent/Non Executive Director, Chairman	2	2
Shri Aneet Jain (DIN: 00380080)	Independent/Non Executive Director	2	2
Smt. Deepika Gandhi (DIN: 07017162)	Independent/Non Executive Director	2	2

As per Section 178(7) of the Act, SEBI Listing Regulation and Secretarial Standards, the Chairman of the Committee or, in his absence, any other Member of the Committee authorised by him in this behalf shall attend the General Meetings of the Company. The Chairman of the Committee, Shri Rakesh Kumar Jain (DIN:01548417), Non Executive Independent Director of the Company was present at the 31<sup>st</sup> Annual General Meeting of the Company held on 3<sup>rd</sup> September, 2022 to answer members' queries.

## 3. Performance evaluation criteria for Independent Directors:

The performance evaluation criterion for independent directors is determined by the Nomination and Remuneration committee. An indicative list of factors that may be evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behaviour and judgement.

The evaluation of independent directors is done by the entire board of directors which includes -

- (a) Performance of the directors; and
- (b) Fulfilment of the independence criteria as specified in these regulations and their independence from the management:

Provided that in the above evaluation, the directors who are subject to evaluation do not participate.

## 4. Nomination and Remuneration Policy:

In accordance with Section 178 of the Act, the Committee has framed a Nomination and Remuneration Policy and the same is available on the website of the company at the web-link:

[https://www.midindiaindustries.com/\\_files/ugd/6b2668\\_e8349c14316f4b7c9737b0f3fa5690f9.pdf](https://www.midindiaindustries.com/_files/ugd/6b2668_e8349c14316f4b7c9737b0f3fa5690f9.pdf)

## X. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee of the Board was constituted in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations. This Committee deals with stakeholder relations and grievances raised by the investors in a timely and effective manner and to the satisfaction of investors. The Committee oversees performance of the Registrar and Share Transfer Agents of the Company relating to investor services and recommends measures for improvement.

### 1. Brief Terms of reference of the Stakeholders' Relationship Committee includes the following:

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

### 2. Composition and Attendance of Members at the Meetings of the Stakeholders Relationship Committee held during 2022-23:

During the year the committee met on one occasion on 23<sup>rd</sup> March, 2023.

Directors	Category	Meetings held during tenure of Directors	Meetings Attended
Shri Rakesh Kumar Jain (DIN: 01548417)	Independent/Non Executive Director, Chairman	1	1
Shri Aneet Jain (DIN: 00380080)	Independent/Non Executive Director	1	1
Smt. Deepika Gandhi (DIN: 07017162)	Independent/Non Executive Director	1	1

As per Section 178(7) of the Act, SEBI Listing Regulations and Secretarial Standards, the Chairman of the Committee or in his absence, any other Member of the Committee authorised by him in this behalf shall attend the General Meetings of the Company. The Chairman of the Committee, Shri Rakesh Kumar Jain (DIN:01548417) Non executive Independent Director of the Company was present at the 31<sup>st</sup> Annual General Meeting of the Company held on 3<sup>rd</sup> September, 2022 to answer members' queries.

### 3. Name, designation and address of Compliance Officer:

#### Shri Shailendra Kumar Agrawal, Company Secretary and Compliance officer

MID INDIA INDUSTRIES LIMITED  
401, Princess Centre, 6/3, New Palasia,  
Indore-452003 (M.P.)  
Tel. 0731-2543402, 2433231  
Email id- csmidindia@gmail.com  
Website: www.midindiaindustries.com

### 4. Status Report of investor queries and complaints for the period from April 1, 2022 to March 31, 2023 is given below:

S. No.	Particulars	No. of Complaints
1.	Investor complaints pending at the beginning of the year	Nil
2.	Investor complaints received during the year	17
3.	Investor complaints disposed of during the year	17
4.	Investor complaints remaining unresolved at the end of the year	Nil

### SEBI COMPLAINTS REDRESS SYSTEM (SCORES)

The Securities and Exchange Board of India ("SEBI") administers a centralized web based complaints redress system ("SCORES"). It enables investors to lodge and follow up complaints and track the status of redressal online on the website at www.scores.gov.in. It also enables the market intermediaries and listed companies to receive the complaints from investors against them, redress such complaints and report redressal of such complaints. All the activities starting from lodging of a complaint till its disposal are carried online in an automated environment and the status of every complaint can be viewed online at any time. The Company has registered itself on SCORES and endeavors to resolve all investor complaints received through SCORES.

### XI. RISK MANAGEMENT COMMITTEE

The Company is not required to constitute risk management committee. However the company has a well defined risk management framework in place. The risk management framework is at various levels across the Company.

### XII. REMUNERATION OF DIRECTORS:

#### • All pecuniary relationship or transactions of the non-executive directors vis-à-vis the listed entity:

Non Executive Directors does not have any pecuniary relationship with the Company or relationship with the managerial personnel or other directors other than Remuneration/Sitting fees paid, if any.

#### • Criteria of making payments to non-executive directors:

During the year 2022-23, no remuneration and payment made to any non executive director of the Company.

#### • Disclosure with respect to remuneration:

S.No.	Name of Director	Category	Sitting Fees	Salary & Perquisites (Rs. In Thousands)	Contribution to PF	Commission	Total (Rs. In Thousands)
01	Bhawani Shankar Soni (DIN: 01591062)	Whole Time Director	-	325.20	0	-	325.20



- No Remuneration/Sitting Fee was paid to any Non Executive director of the Company during the financial year.
- The company has not granted any bonuses/stock options/pension etc. to any of its directors.
- Details of fixed component and performance linked incentives along with the performance criteria- Nil.
- The Company does not have service contract with any of its directors. Notice period of minimum 30 days has been fixed for directors. Further, the Company does not pay any severance fee.

### XIII. GENERAL BODY MEETINGS

#### (i) Location and time of last Three AGM's held:

Financial Year	Location	Date	Time
2021-22 – 31 <sup>st</sup> Annual General Meeting*	At Regd. Office at Textile Mill Area, Station Road, Mandsaur (M.P.)-458001	03 <sup>rd</sup> September 2022	2.00 P.M.
2020-21 – 30 <sup>th</sup> Annual General Meeting*	At Regd. Office at Textile Mill Area, Station Road, Mandsaur (M.P.)-458001	20 <sup>th</sup> September 2021	2.00 P.M.
2019-20 – 29 <sup>th</sup> Annual General Meeting*	At Regd. Office at Textile Mill Area, Station Road, Mandsaur (M.P.)-458001	29 <sup>th</sup> September 2020	2.00 P.M.

\*Meetings conducted through Video Conferencing (VC) or Other Audio Visual Means (OAVM) for which purpose the registered office of the Company shall be deemed as the venue for the meeting.

#### (ii) Special resolutions were passed in last three Annual General Meetings

Following special resolutions were passed in last three Annual General Meetings

- Re-appointment of Mr. Sanjay Singh (DIN: 01548011) as Chairman and Managing Director of the Company at 31<sup>st</sup> Annual General Meeting held on 03<sup>rd</sup> September 2022.
- Re-appointment of Mr. Bhawani Shankar Soni (Din: 01591062) as Whole Time Director of the Company at 31<sup>st</sup> Annual General Meeting held on 3<sup>rd</sup> September 2022.
- Alteration in Main Object Clause of the Company at 30<sup>th</sup> Annual General Meeting held on 20<sup>th</sup> September 2021.
- No special resolution was passed at 29<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September 2020.

#### (iii) Special Resolution(s) passed through Postal Ballot:

No resolutions were passed by postal ballot during the year 2022-23.

None of the Businesses proposed to be transacted in the ensuing Annual General Meeting require passing of a resolution through Postal Ballot.

### XIV. CODE FOR PREVENTION OF INSIDER TRADING PRACTICES:

The Company has formulated and adopted the 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' which, inter alia, includes Policy for determination of "Legitimate Purpose" and 'Code of Conduct for Prevention of Insider Trading in Securities of Mid India Industries Limited in compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("the Regulations"). This code has been available on the Company's website at [https://9cad8eb6-da7b-44e7-9f64-591c1469edb1.filesusr.com/ugd/6b2668\\_6bb27b2105cd4f3ea65b8e22838819ca.pdf](https://9cad8eb6-da7b-44e7-9f64-591c1469edb1.filesusr.com/ugd/6b2668_6bb27b2105cd4f3ea65b8e22838819ca.pdf).

The Company's Code of Conduct has been formulated to regulate, monitor and ensure reporting of trading by the Designated Persons and their immediate relatives towards achieving compliance with the Regulations and is designed to maintain the highest ethical standards of trading in Securities of the Company by persons to whom it is applicable. The Code lays down Guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with securities of the Company and cautions them of the consequences of violations. During the year under review, the Company's Code of Conduct was amended in line with the amendments brought in the Regulations by SEBI.

### XV. MANAGEMENT DISCUSSION AND ANALYSIS:

The Management Discussion and Analysis is a part of the Annual report and annexed separately.

### XVI. DISCLOSURE REGARDING APPOINTMENT/RE-APPOINTMENT OF DIRECTORS:

Brief resume of the Director proposed to be appointed/re-appointed/retire by rotation and eligible for re-appointment is given in the Notice convening the Annual General Meeting in separate annexure.

### XVII. MEANS OF COMMUNICATIONS:

The Company recognizes the importance of two way communication with Shareholders and of giving a balanced reporting of results and progress. Full and timely disclosure of information regarding the Company's financial position and performance is an important part of your Company's Corporate Governance ethos.

Your Company follows a robust process of communicating with its stakeholders, security holders and investors through multiple channels of communications such as dissemination of information on the website of the Stock Exchange, the Annual Report and uploading relevant

information on its website.

The quarterly, half-yearly and annual financial results are published in widely circulated newspapers such as Free Press Journal (English) & Choutha Sansar (Hindi) & Nav Shakti in compliance with Regulation 47 of the SEBI Listing Regulations. These are not sent individually to the shareholders.

**Financial Results:**

The un-audited quarterly results are announced within forty- five days of the close of each quarter, other than the last quarter. The audited annual results are announced within sixty days from the end of the financial year as required under the SEBI Listing Regulations. The aforesaid financial results are announced to the Stock Exchange within the statutory time period from the conclusion of the Board Meeting(s) at which these are considered and approved.

**Other Information:**

Your Company discloses to the Stock Exchange, all information required to be disclosed under Regulation 30 read with Part 'A' and Part 'B' of Schedule III of the SEBI Listing Regulations including material information having a bearing on the performance/ operations of the Company and other price sensitive information. All information is filed electronically on the online portal of BSE Limited – Corporate Compliance & Listing Centre (BSE Listing Centre).

The Company's website: [www.midindiaindustries.com](http://www.midindiaindustries.com) contains a separate dedicated section “Investor” where information for shareholders is available. The Quarterly/Annual Financial Results, annual reports, investor forms, stock exchange information, shareholding pattern, corporate benefits, policies, investors' contact details, etc., are posted on the website in addition to the information stipulated under Regulation 46 of the SEBI Listing Regulations. The presentation, if any made to the investor/analyst are placed to the company's website.

**XVIII. GENERAL SHAREHOLDER INFORMATION**

AGM: Date, Time and Venue	Monday 18 <sup>th</sup> September 2023 at 2.00 P.M. (IST) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) for which purposes the Registered office of the company shall be deemed as the venue for the Meeting.
Financial Year	The financial year covers the period from 1 <sup>st</sup> April, to 31 <sup>st</sup> March
Financial year reporting for 2023-24: 1 <sup>st</sup> Quarter ending 30 <sup>th</sup> June, 2023 2 <sup>nd</sup> Quarter ending 30 <sup>th</sup> September, 2023 3 <sup>rd</sup> Quarter ending 31 <sup>st</sup> December 2023 4 <sup>th</sup> Quarter ending 31 <sup>st</sup> March, 2024	Second fortnight of August, 2023 Second fortnight of November, 2023 Second fortnight of February, 2024 Before 30 <sup>th</sup> May, 2024
Dividend Payment Date	No Dividend was recommended by the Board of the Directors for financial year 31 <sup>st</sup> March, 2023
Date of Annual Book Closure (Both days inclusive)	Tuesday 12 <sup>th</sup> September, 2023 to Monday 18 <sup>th</sup> September, 2023 (both days inclusive)
Registered Office	Textile Mill Area, Station Road, Mandsaur (M.P.) - 458001
Listing on Stock Exchanges	<b>BSE Limited</b> 25 <sup>th</sup> Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 (M.H.)
Listing Fees	Annual Listing Fees for the year up to 2023-2024 have been paid to Stock Exchange.
Stock Code – ISIN Code- CIN-	BSE Limited (500277) INE401C01018 L17124MP1991PLC006324
Market Price Data: High/Low During each month in the last Financial Year.	As per attached Table-1
Relative Performance of Share Price V/S. BSE Sensex	As per attached Table-2
Suspension of Securities	Not Applicable

Registrar and Transfer Agents (For Physical & Demat Shares)	<b>ANKIT CONSULTANCY PRIVATE LIMITED</b> CIN: U74140MP1985PTC003074; SEBI REG. No.: INR000000767 60, Electronic Complex, Pardeshipura, Indore - 452010 (M.P.) Tel.: 0731 - 4065799, 4065797; Fax: 0731 - 4065798 Email: investor@ankitonline.com; Web Address: www.ankitonline.com
Share Transfer System	The Company's share transfer and related operations is operated through its Registrar and Share Transfer Agent (RTA) – Ankit Consultancy Private Limited.  Shareholders may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate, claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website www.midindiaindustries.com and on the website of the Company's Registrar and Transfer Agents <a href="http://ankitonline.com">http://ankitonline.com</a> .  Shareholders holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/ electronic form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.
Distribution of shareholding as on 31.03.2023	As per attached Table-3
Dematerialisation of Shares & liquidity	1,11,81,130 Shares are Dematerialized (as on 31.03.2023 i.e. 68.59% of total Shares viz.; 1,63,00,000 equity shares
Outstanding GDRs/ADRs/Warrants or any convertible instruments, Conversion date and likely impact on equity	The Company has not issued any GDRs/ADRs/Warrants or any convertible Instruments.
Commodity Price Risk or Foreign Exchange Risk and Hedging activities	Your Company does not deal in any commodity and hence is not directly exposed to any commodity price risk. Further, the Company has no foreign exchange exposure; hence hedging is not required.
Address for correspondence	Shareholders correspondence should be addressed to: <b>Corporate Office:</b> 401, Princess Centre, 6/3, New Palasia, Indore - 452003 (M.P.) Tel. 0731 - 2543402, 2433231 Email id: csmidindia@gmail.com; Website: www.midindiaindustries.com
Plant Location	Textile Mill Area, Station Road, Mandsaur (M. P.)
List of Credit Ratings	During the year under review your Company has not obtained any Credit Rating as the same was not applicable to the company

#### INFORMATION FOR PHYSICAL SHAREHOLDERS

##### Common and Simplified Norms for updation of PAN and Know Your Customer (KYC) details

SEBI had vide circular dated March 16, 2023 introduced Common and Simplified Norms for furnishing PAN, KYC details and Nomination by the Shareholders in supersession of circulars dated November 3, 2021 and December 14, 2021 according to which, all shareholders holding shares in physical form are mandatorily required to furnish PAN (compulsorily linked with Aadhaar), nomination, contact details, bank account details and specimen signature to RTA. Further, it is mandated that the RTA shall not process any service request or complaint of shareholder till PAN, KYC and nomination document/details are received. In case any one of aforesaid documents are not available on or after October 1, 2023, the folios shall be frozen by the RTA. Necessary communication through letters have been sent to all the physical shareholders in this regard.

Members are requested to update the above details by submitting the forms available on the Company's website [www.midindiaindustries.com](http://www.midindiaindustries.com) or the Company's RTA's website i.e. [www.ankitonline.com](http://www.ankitonline.com). For further queries, you can approach our Registrar and Share Transfer Agent (RTA).

#### XIX. DISCLOSURES:

(I). Policy on Materiality of and Dealing with Related Party Transactions and Disclosure of Transactions with Related Parties:

Your Company has formulated a Policy on Materiality of and Dealing with Related Party Transactions which specify the manner of entering into related party transactions. This Policy has also been posted on the website of the Company and can be accessed through web link: [https://9cad8eb6-da7b-44e7-9f64-591c1469edb1.filesusr.com/ugd/6b2668\\_592c81ea43d24434a503e56bd8172474.pdf](https://9cad8eb6-da7b-44e7-9f64-591c1469edb1.filesusr.com/ugd/6b2668_592c81ea43d24434a503e56bd8172474.pdf)

All transactions entered into with related parties, under Regulation 23 of the SEBI Listing Regulations, during the year under review were on Arm's Length basis and in the ordinary course of Business. There are no materially significant related party transactions of the Company which have potential conflict with the interest of the Company at large. Further details of related party transactions are presented in Note 31 to Annual Accounts in the Annual Report.

As per the Regulation 23(9) of SEBI Listing Regulations, Company has been filed disclosure of Related Party Transaction with BSE Limited within prescribed time limit in the format as specified by the Board from time to time.

(ii) Disclosure of Accounting Treatment in preparation of Financial Statements

The Company adopted Indian Accounting Standards ("Ind AS") from 1<sup>st</sup> April, 2017. Accordingly, the financial statements have been prepared in accordance with Ind AS as per the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under Section 133 of the Act and other relevant provisions of the Act.

(iii) During the last three years, there were no strictures and penalties imposed on the Company by Stock Exchange or SEBI, or any statutory authority, on any matter related to capital markets.

(iv) Vigil Mechanism/Whistle Blower Policy

In accordance with Regulations 22 of SEBI Listing Regulations, Company has formulated a Whistle Blower Policy and has established a Vigil Mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud and any wrong doing or unethical or improper practice. The Company affirms that no personnel have been denied access to the Audit Committee under Vigil Mechanism. Details of Whistle Blower Policy are provided in the Board's Report section of this Annual Report and also made available on the Company's website.

(v) Commodity Price Risk or Foreign Exchange Risk and Hedging activities

Your Company does not deal in any commodity and hence is not directly exposed to any commodity price risk. Further, the Company has no foreign exchange exposure; hence hedging is not required.

(vi) Company had not raised funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of SEBI Listing Regulations.

(vii) Details of Compliance with mandatory requirement and adoption of non-mandatory requirement:

Your Company has complied with all the applicable requirements of Regulations 17 to 27 and clause (b) to (i) and (t) of Regulation 46(2) of SEBI Listing Regulations and the Company has fulfilled the following non-mandatory requirements as prescribed in Regulation 27(1) read with PART E of Schedule II of SEBI Listing Regulations.

**(a) The Board:** Company has appointed Mr. Sanjay Singh (Managing Director) as Chairman of Board and Company.

**(b) Shareholders' Rights:** As the quarterly, half yearly, financial performance and summary of significant events in last six-months are published in the newspapers and are also posted on the Company's website, the same are not mailed to the shareholders.

**(c) Modified opinion(s) in Audit Report:** During the year under review, the Auditors have provided an unmodified audit opinion on the financial statements of the Company.

**(d) Separate Posts of Chairperson and the Managing Director or the Chief Executive Officer:** Not Applicable as Company has appointed Mr. Sanjay Singh (Managing Director) as Chairman of Board and Company.

**(e) Reporting of Internal Auditor:** In accordance with the provisions of Section 138 of the Companies Act, 2013, the Company has appointed an Internal Auditor who reports to the Audit Committee. Quarterly internal audit reports are submitted to the Audit Committee which reviews the audit reports and suggests necessary action.

The Company has submitted quarterly compliance report on Corporate Governance with the Stock Exchange, in accordance with the requirements of Regulation 27(2)(a) of the SEBI Listing Regulations.

**XX. COMPLIANCE CERTIFICATE BY PRACTICING COMPANY SECRETARY FOR NON DISQUALIFICATION OF DIRECTORS:**

As required under Part C of Schedule V of the SEBI Listing Regulations, the Company has obtained a certificate from CS L.N. Joshi (FCS: 5201 and CP No. 4216), Proprietor of L. N. Joshi & Company, Company Secretary in Practice, certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority.

**XXI. SEXUAL HARASSMENT AT WORKPLACE:**

The Company has formulated a Policy for Prevention of Sexual Harassment at Workplace to ensure prevention, prohibition and protection against sexual harassment. The policy provides the guidelines for reporting of such harassment and the procedure for resolution & redressal of the complaints of such nature.

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

S. No.	Particulars	No. of Complaints
a	Number of Complaints filed during the financial year.	Nil
b	Number of Complaints disposed during the financial year.	Nil
c	Number of Complaints pending as on end of financial year.	Nil

Company does not have any female employee in the company except independent director.

**XXII. DISCLOSURE BY COMPANY AND ITS SUBSIDIARIES OF 'LOANS AND ADVANCES IN THE NATURE OF LOANS TO FIRMS/COMPANIES IN WHICH DIRECTORS ARE INTERESTED:**

The Company has not made any Loans and advances in the nature of loans to firms/companies in which directors are interested during the F.Y. 2022-23.

Further during the financial year ended on 31<sup>st</sup> March, 2023, the Company did not have any subsidiary Company therefore disclosure requirement in respect of subsidiary is not applicable.

**XXIII. FEES PAID TO STATUTORY AUDITOR:**

The details of total fees paid by Company to Statutory Auditor on a consolidated basis for all services rendered are given below:

Type of Services	For Financial Year Ended 31.03.2023 (Amount in Thousands)
Statutory Audit Fees	75.000
Tax Audit Fees	Nil
Others (GST Audit Fees)	Nil
<b>Total</b>	<b>75.000</b>

No fees other than Audit fees has been paid to Statutory Auditor as the Company does not have any subsidiary company nor statutory auditor is part of any entity in the network firm/network entity.

**XXIV. DISCLOSURE ON ACCEPTANCE OF RECOMMENDATIONS MADE BY THE COMMITTEES TO THE BOARD OF DIRECTORS:**

During the financial year under review various recommendations were made by the Committees to the Board of Directors, which were all accepted by the Board, after necessary deliberations.

**XXV. DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT**

The Company does not have any shares in the demat suspense account/unclaimed suspense account.

**XXVI. CODE OF CONDUCT**

The Board of Directors has laid down the Code of Conduct for all the Board Members and members of the senior management. The Code is also placed on the website of the Company at the Web-link:

[https://9cad8eb6-da7b-44e7-9f64-591c1469edb1.filesusr.com/ugd/6b2668\\_2e1972bd19b142f3b0eb6c820f63f3dc.pdf](https://9cad8eb6-da7b-44e7-9f64-591c1469edb1.filesusr.com/ugd/6b2668_2e1972bd19b142f3b0eb6c820f63f3dc.pdf)

A certificate from the Chairman and Managing Director, affirming compliance of the said Code by all the Board Members and members of the senior management to whom the Code is applicable, is annexed separately to this report. Further, the Directors and the Senior Management of the Company has submitted disclosure to the Board that they do not have any material financial and commercial transactions that may have a potential conflict with the interest of the Company at large.

**XXVII. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT OF SUB-PARAS (2) TO (10) OF PART C OF SCHEDULE V, WITH REASONS THEREOF:**

Not Applicable, since Company has complied all the requirement of Corporate Governance Report of sub-paras (2) to (10) of Part C of Schedule V of SEBI Listing Regulations.

**XXVIII. MD & CFO CERTIFICATION**

The Chairman & Managing Director and the Chief Financial Officer of the Company gives annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) read with Part B of Schedule II of the SEBI Listing Regulations. Copy of said certificate is annexed with this report.

The Chairman & Managing Director and the Chief Financial Officer also give quarterly certification on financial results to the Board in terms of Regulation 33(2)(a) of the SEBI Listing Regulations.

**XXIX. CERTIFICATE ON CORPORATE GOVERNANCE**

The Company has obtained a certificate from the Practicing Company Secretary L.N. Joshi proprietor of L.N. Joshi and Company regarding compliance with the conditions of Corporate Governance as stipulated in terms of Regulation 34(3) read with Schedule V of the SEBI Listing Regulations and the same is annexed with this report.

**XXX. OTHER INFORMATIONS:**

- Proceeds from public issues, rights issues, preferential issues, etc. – Not Applicable.
- The company has adopted a policy on dissemination of information on the material events to stock exchange in accordance with the Regulation 30 of the SEBI Listing Regulations. The said policy is available on the website of the company at following web link:  
[https://www.midindiaindustries.com/\\_files/ugd/6b2668\\_f5697ee95fbc8490e33bf16bce.pdf](https://www.midindiaindustries.com/_files/ugd/6b2668_f5697ee95fbc8490e33bf16bce.pdf)
- The company has adopted the policy on preservation of documents in accordance with the Regulation 9 of the SEBI Listing Regulations. The documents preservation policy is available on the website of the company at following web link:  
[https://9cad8eb6-da7b-44e7-9f64-591c1469edb1.filesusr.com/ugd/6b2668\\_9799e203b9014da98073c49b74857ddd.pdf](https://9cad8eb6-da7b-44e7-9f64-591c1469edb1.filesusr.com/ugd/6b2668_9799e203b9014da98073c49b74857ddd.pdf)
- Since, the company is not having any Subsidiary/material subsidiary; therefore, the disclosure requirement for furnishing information of material subsidiary is not applicable

**XXXI. DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT****Compliance with the Code of Business Conduct and Ethics**

I, Sanjay Singh, Chairman & Managing Director of Mid India Industries Limited declare that all the Members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended 31<sup>st</sup> March, 2023.

Date: 11<sup>th</sup> August, 2023  
Place: Indore

**FOR MID INDIA INDUSTRIES LIMITED**

Sanjay Singh  
Chairman & Managing Director  
(DIN: 01548011)

**TABLE 1 - MARKET PRICE DATA: High/Low During each month in the last Financial Year**  
April, 2022 to March, 2023 at BSE

Month	Apr-2022	May-2022	June-2022	July-2022	Aug-2022	Sept-2022	Oct-2022	Nov-2022	Dec-2022	Jan-2023	Feb-2023	Mar-2023
<b>High</b>	21.49	46.45	31.00	26.50	26.10	16.80	15.39	14.54	13.29	11.01	10.96	13.23
<b>Low</b>	8.14	22.55	18.25	19.60	13.25	12.21	12.76	11.50	9.00	8.75	5.82	5.03

**TABLE 2 - Relative Performance of Share Price V/S. BSE Sensex**

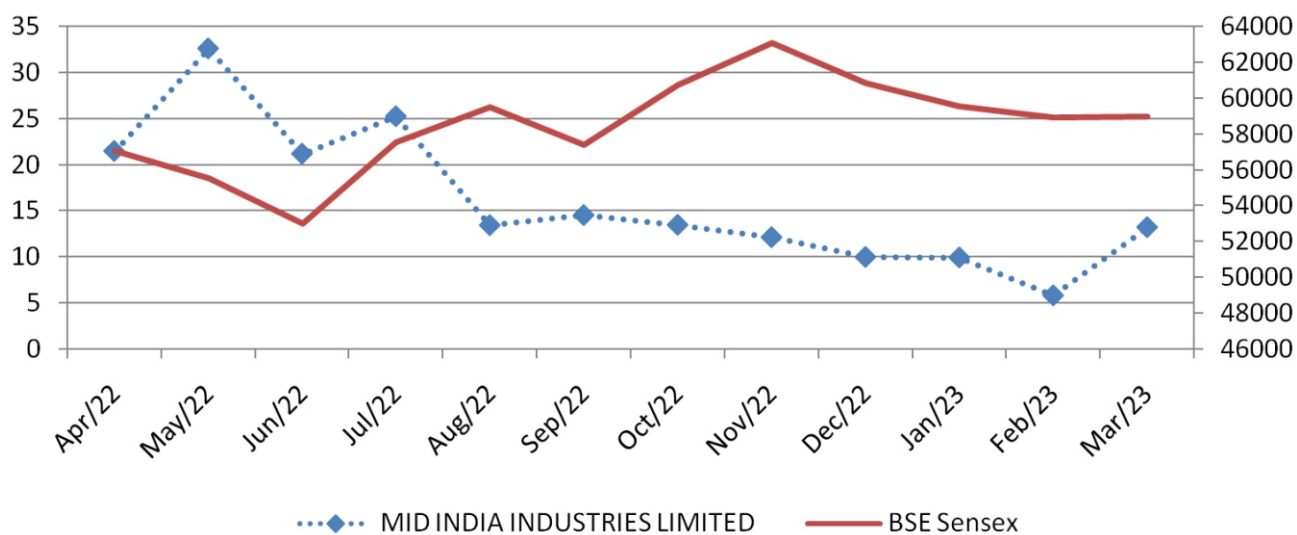


TABLE 3 - Distribution of shareholding according to size class as on 31 March 2023

Category (Shares)	Share holders	% of Total Share holders	Shares	% of Total Shares
Upto-100	8447	49.50	747876	4.58
101-200	4050	23.73	801305	4.92
201-300	976	5.72	287980	1.77
301-400	566	3.32	223403	1.37
401-500	986	5.78	491548	3.02
501-1000	954	5.59	787673	4.83
1001-2000	678	3.97	1113389	6.83
2001-3000	136	0.80	348691	2.14
3001-4000	76	0.45	269780	1.65
4001-5000	61	0.36	290253	1.78
5001-10000	65	0.38	485100	2.98
10000 ABOVE	69	0.40	10453002	64.13
<b>Total</b>	<b>17064</b>	<b>100</b>	<b>16300000</b>	<b>100</b>



## Certificate of Non-Disqualification of Directors

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

To,  
The Members of,  
**MID INDIA INDUSTRIES LIMITED,**  
Textile Mill Area, Station Road,  
Mandsaur (M.P.) 458001

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **MID INDIA INDUSTRIES LIMITED** having **CIN: L17124MP1991PLC006324** and having registered office at Textile Mill Area, Station Road, Mandsaur (M.P.) 458001 IN (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India and Ministry of Corporate Affairs, or any such other Statutory Authority.

**Details of Directors:**

S. No.	Name of Director	DIN	Date of Appointment in Company
1	Shri Sanjay Singh	01548011	14.11.2014
2	Shri Bhawani Shankar Soni	01591062	24.05.2019
3	Shri Aneet Jain	00380080	30.04.2002
4	Shri Rakesh Kumar Jain	01548417	01.06.2011
5	Smt. Deepika Gandhi	07017162	14.11.2014

**Note:** Date of Appointment of Shri Sanjay Singh showing on MCA portal is 28.09.2015.

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

**Dated: 11<sup>th</sup> August, 2023**  
**Place: Indore**

**For L. N. Joshi & Company**  
**Company Secretaries**

**L. N. Joshi**  
**Proprietor**  
**M. No.: F5201; CP No. 4216**  
**UDIN: F005201E000747349**  
**Peer Review Certificate No. 1722/2022**  
**Unique Code Number: S2002MP836100**

## MD/CFO COMPLIANCE CERTIFICATE

[Compliance Certificate Pursuant to Regulation 17(8) and Part B of Schedule II of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

To

**The Board of Directors**  
**Mid India Industries Limited**  
Textile Mill Area, Station Road,  
Mandsaur (M.P.) 458001

We hereby certify to the Board of Directors of **MID INDIA INDUSTRIES LIMITED** that:

**A.** We have reviewed financial statements and the cash flow statement prepared based on the Indian Accounting Standards for the financial year ended on 31.03.2023 and that to the best of our knowledge and belief:

- (1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (2) These statements together present a true and fair view of the Company's affairs and are in compliance with applicable Indian Accounting Standards laws and regulations.

**B.** that there are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

**C.** We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps taken or propose to be taken to rectify these deficiencies.

**D.** We have indicated to the auditors and the Audit committee about:

- (1) Significant changes in internal control over financial reporting during the year.
- (2) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- (3) That there were no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Date: 29<sup>th</sup> May, 2023  
Place: Indore

**FOR MID INDIA INDUSTRIES LIMITED**

Sanjay Singh  
Chairman & Managing Director  
(DIN 01548011)

Om Prakash Dhanotiya  
Chief Financial Officer

## COMPLIANCE CERTIFICATE

**COMPLIANCE CERTIFICATE FROM PRACTICING COMPANY SECRETARY REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE REQUIREMENTS UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

To  
The Members of  
**MID INDIA INDUSTRIES LIMITED**  
Textile Mill Area, Station Road,  
Mandsaur (M.P.) 458001

I have examined the compliance of conditions of Corporate Governance by **MID INDIA INDUSTRIES LIMITED** ('the Company'), for the year ended 31<sup>st</sup> March 2023, as stipulated in Regulations 17, 17A, 18, 19, 20, 22, 23, 24, 24A, 25, 26, 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

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

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI Listing Regulations, as applicable.

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

Dated: 11<sup>th</sup> August, 2023  
Place: Indore

For L. N. Joshi & Company  
Company Secretaries

L. N. Joshi  
Proprietor  
FCS: 5201; C P No. 4216  
**Peer Review Certificate No. 1722/2022**  
UDIN: F005201E000747360  
**Unique Code Number: S2002MP836100**

## INDEPENDENT AUDITOR'S REPORT

To,  
The members of,  
**MID INDIA INDUSTRIES LIMITED**  
Registered Office: Textile Mill Area, Station Road, MANDSAUR (MP) 458001  
CIN: L17124MP1991PLC006324

### REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

#### Opinion

We have audited the accompanying Ind AS financial statements of **MID INDIA INDUSTRIES LIMITED** ("the Company"), which comprise of the Balance Sheet as at 31<sup>st</sup> March, 2023, the Statement of Profit and Loss (including statement of other comprehensive incomes), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, notes to the Ind AS financial statements, including a summary of the significant accounting policies and other explanatory information.

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 Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023 and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

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

#### Emphasis of Matter

The accumulated losses of the company have wiped off the book value of net worth of the company. Our opinion is not modified in respect of this matter.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Ind AS financial statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

#### Information Other than the Financial Statements and Auditor's Report Thereupon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the Ind AS financial statements and our auditor's report thereon. Our opinion on the Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of Ind AS financial statements, our responsibility is to read the other information and in doing so, consider whether such other information is materially inconsistent with the Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

#### Management's Responsibilities for the Financial Statements

The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these Ind As financial Statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company and other financial information in accordance the accounting principles generally accepted in India including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with relevant rules issued hereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

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

– Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. Under section 143(3)

(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

– Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

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

– Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation. Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

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

### Report on Other Legal and Regulatory Requirements

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

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

Subject to the limitations of the audit indicated in paragraphs Key Audit matter and also subject to the limitations of disclosure required therein, we report that:

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

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

(c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account

(d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.

(e) On the basis of the written representation received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Companies Act, 2013.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure-B" to this report.

(g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

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

- i. The Company has disclosed the impact of pending litigations on its financial position in its notes to the financial statements.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no requirement to transfer the amount, to the Investor Education and Protection Fund by the Company during the year.
- iv. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;  
  
(b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and  
  
(c) Based on the audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. The Company has not declared or paid any dividend during the year in the contravention of the provision of Section 123 of The Companies Act, 2013.
- vi. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable only with effect from 1<sup>st</sup> April, 2023, reporting under this clause is not applicable.

Date: 29<sup>th</sup> May, 2023  
Place: Indore

**For ATM & Associates**  
Chartered Accountants  
Firm Reg. No.-017397C

**CA Madhav Tulsyan**  
Partner  
(Membership No. 420663)  
UDIN: 23420663BGWOXJ6060

**"Annexure A" to the Independent Auditor's Report**

**Referred to in paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date to the members of MID INDIA INDUSTRIES LIMITED for the year ended on 31<sup>st</sup> March 2023**

**(i) In respect of Company's property, plant & equipment, right of use assets and intangible assets;**

(a)

(A) The Company has maintained proper records showing full particulars including quantitative details and situation of property, plant and equipment.

(B) The Company does not have any intangible assets.

(b) As informed and explained to us, the management has physically verified the items of the property, plant and equipment of the company at reasonable interval and no significant discrepancies were noticed on such physical verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

(d) According to information and explanations given to us and on the basis of our examination of the records of the company, the company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.

(e) According to information and explanations given to us and on the basis of our examination of the records of the company, there are no proceedings initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

**(ii)**

(a) As informed and explained to us the inventory has been physically verified by the management at reasonable intervals during the year. No material discrepancies were noticed on such physical verification.

(b) The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable

**(iii)** During the year the Company has not made investment in, provided by any guarantee or security or granted any loans and advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnership or any other parties. Therefore, provisions of clause of 3(III) (a) to (f) is not applicable to the Company.

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

**(v)** According to the information and explanations given to us, the company has not accepted any deposits during the year under sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.

**(vi)** As informed to us, the Company is not covered under the requirements for maintenance of cost records under sub section (1) of section 148 of the Companies Act, 2013 prescribed by Central Government. The company is also not covered under the Companies (cost records and audit) Rules, 2014.

**(vii)** (a) According to the information and explanation given to us, the Company has been generally regular in depositing undisputed statutory dues relating to Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Sales Tax, Service Tax, Duties of Customs, Value Added Tax and any other statutory dues applicable to it with appropriate authorities.

(b) There are no undisputed statutory dues payable which are outstanding as at year end for a period of more than 6 months from the date they become payable.

(c) Details of dues of Income Tax which have not been deposited as at year end on account of dispute are given below:

\*The final demand may be of Rs. 8,67,215/- plus applicable interest u/s. 234 B/C since 29/03/2016 onwards.

\*\*The Amount of Rs. 34,03,832/- includes interest under section 234B calculated only upto 25-01-2002. Therefore the final amount of demand as on 31-03-2023 may be comprising of Rs. 34,03,832/- plus applicable interest U/S 234B/234C thereafter.

(d) One case for claim of Rs. 95,340/- was admitted to labour court against the company by ex-security guard towards claim of minimum wages. However the case was decided in favour of the company by the labour court but the claimant has lodged the appeal in high court.

**(viii)** In our opinion and according to the information and explanations given to us and based on our examination of the records of the

company, there were no such unrecorded transaction in the books of account which were surrendered or disclosed as income during the year in tax assessments under Income Tax Act, 1961 (43 of 1961).

**(ix)** (a) According to the information and explanations given to us, the company has not defaulted in repayment of dues to financial institutions, banks or debenture holders. Hence reporting under clause 3(ix)(a) of the order is not applicable.

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

(c) The company has not taken any long term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the order is not applicable.

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

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

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

**(x)** (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

(b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.

**(xi)** (a) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, no fraud by the Company or no material fraud on the Company has been noticed or reported during the year.

(b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by auditors in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As per our information and explanation given to us, no whistle blower complaint were received by the company.

**(xii)** The company is not a chit fund or a Nidhi mutual benefit fund/ society. Therefore, the provisions of clause (xii) of Para 3 of the said order are not applicable to the company.

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

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

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

**(xv)** According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non cash transactions with directors or persons connected with him and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the company.

**(xvi)** (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Hence reporting under clause 3(xvi)(a) (b) and (c) of the order is not applicable.

(b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the order is not applicable.

**(xvii)** The company has not incurred cash losses in the current financial year and in the immediately preceding financial year.

**(xviii)** There has been no resignation of the statutory auditors during the year.

**(xix)** In our opinion and according to the information and explanations given to us and based on our examination of the records of the Company, on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which cause us to believe that any material uncertainty exists as on the date of the audit report that the company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give



any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

**(xx)** (a) In our opinion and according to the information and explanations given to us and based on our examination of the records of the Company, there was no such unspent amount to be transferred to fund specified in Schedule VII to the Companies Act. Accordingly, paragraphs 3(xx)(a) of the Order are not applicable.

(b) In our opinion and according to the information and explanations given to us and based on our examination of the records of the Company, there was no such amount remaining unspent under section 135(6) of the Companies Act, 2013 to be transferred to a special Account.

**(xxi)** The reporting under clause (xxi) is not applicable in respect of audit of financial statement of the Company. Accordingly, no comment has been included in respect of said clause under this report.

Date: 29<sup>th</sup> May, 2023

Place: Indore

**For ATM & Associates**

Chartered Accountants

Firm Reg. No.-017397C

**CA Madhav Tulsyan**

Partner

(Membership No. 420663)

UDIN: 23420663BGWOXJ6060

**“Annexure B” to the Auditor’s Report****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of Mid India Industries Limited, (“the Company”), as of 31 March 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

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

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors’ Responsibility**

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

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

**Meaning of Internal Financial Controls with Reference to these Ind AS Financial Statements:**

A company’s internal financial control with reference to these Ind AS financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control with reference to these Ind AS financial statements includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the Ind AS financial statements.

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

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

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2023, based on the internal controls 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.

Date: 29<sup>th</sup> May, 2023  
Place: Indore

**For ATM & Associates**  
Chartered Accountants  
Firm Reg. No.-017397C

**CA Madhav Tulsyan**  
Partner  
(Membership No. 420663)  
UDIN: 23420663BGWOXJ6060

BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2023

(₹ in thousands)

Particulars	Note No	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>Assets</b>			
<b>(1) Non-current Assets</b>			
(a) Property, Plant & Equipment	4	12,333.68	14,456.34
(b) Right of use assets		-	-
(c) Capital work-in-progress		-	-
(d) Investment Properties		-	-
(e) Goodwill		-	-
(f) Other Intangible assets	5	1.89	1.89
(g) Intangible assets under development		-	-
(h) Biological Assets other than bearer plants		-	-
(i) Financial Assets		-	-
(i) Investments		-	-
(ii) Trade receivable		-	-
(iii) Loans		-	-
(iv) Other Financial Assets	6	4,236.80	2,883.10
(j) Deferred tax assets (net)		-	-
(k) Other non-current assets		-	-
<b>Sub Total</b>		<b>16,572.37</b>	<b>17,341.32</b>
<b>(2) Current assets</b>			
(a) Inventories	7	2,144.61	11,037.92
(b) Financial Assets		-	-
(i) Investments		-	-
(ii) Trade receivables	8	24,047.15	37,924.78
(iii) Cash and cash equivalents	9	853.48	1,225.76
(iv) Bank balances other than (iii) above		-	-
(v) Loans		-	-
(vi) Other Financial Assets		-	-
(c) Current Tax Assets (Net)	10	1,885.70	3,490.73
(d) Other current assets	11	11,183.32	8,164.54
<b>Sub Total</b>		<b>40,114.25</b>	<b>61,843.73</b>
<b>Total Assets</b>		<b>56,686.62</b>	<b>79,185.06</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity Share Capital	12	163,000.00	163,000.00
(b) Other Equity	13	(203,837.18)	(210,802.90)
<b>LIABILITIES</b>			
<b>(1) Non-Current Liabilities</b>			
(a) Financial Liabilities		-	-
(i) Borrowings		-	-
(ii) Trade Payables		-	-
(iii) Other financial liabilities (other than those specified in item (b), to be specified)		-	-
(b) Provision		-	-
(c) Deferred tax liabilities (Net)	33	1,285.01	1,458.16
(d) Other non-current liabilities	14	669.48	408.08
<b>(2) Current Liabilities</b>			
(a) Financial Liabilities		-	-
(i) Borrowings		-	-
(ii) Trade Payables	15	-	-
(A) To MSME		-	-
(B) To other than MSME		90,167.00	117,015.38
(iii) Other financial liabilities (other than those specified in item (b), to be specified)		-	-
(b) Provisions	16	5,402.34	295.74
(c) Other current liabilities	17	-	6,581.21
(d) Current Tax Liabilities (Net)		-	1,229.43
<b>Total Equity and Liabilities</b>		<b>56,686.62</b>	<b>79,185.06</b>

**Significant Accounting Policies Note Nos 1 to 3**

Accompanying Notes 4 to 33 are an integral part of the Financial Statements

**For ATM & ASSOCIATES**

Chartered Accountants (Firm Registration No. 017397C)  
CA Madhav Tulsyan  
Partner (Membership No. 420663)  
Place: Indore, Date: 29/05/2023  
UDIN: 23420663BGWOXJ6060

**For and on behalf of the Board****MID INDIA INDUSTRIES LIMITED**

(Sanjay Singh) (Bhawani Shankar Soni)  
Chairman & Managing Director Wholetime Director  
(DIN: 01548011) (DIN: 01591062)

(Omprakash Dhanotiya) (Shailendra Kumar Agrawal)  
Chief Financial Officer Company Secretary  
(Pan - AORPD0458G) (Mem. No. FCS 12104)

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2023

(₹ in thousands except earning per share data)

Particulars	Note No	Financial Year 2022-23	Financial Year 2021-22
I. Revenue from Operations	18	146,774.58	189,794.97
II. Other Income	19	152.47	336.92
<b>III. Total Income (I +II)</b>		<b>146,927.05</b>	<b>190,131.89</b>
<b>IV. Expenses:</b>			
(a) Cost of Materials Consumed		-	-
(b) Purchase of Stock-in-Trade	20	121,237.20	184,752.88
(c) Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	21	8,893.31	(11,037.92)
(d) Employee Benefit Expenses	22	1,890.31	1,138.18
(e) Finance Cost		-	-
(f) Depreciation and Amortization Expenses	23	2,228.76	1,866.87
(g) Impairment expenses/losses		-	-
(h) Other Expenses	24	2,274.52	5,563.54
<b>Total Expenses (IV)</b>		<b>136,524.09</b>	<b>182,283.55</b>
<b>V. Profit/(loss) before exceptional items and tax (III - IV)</b>		<b>10,402.96</b>	<b>7,848.34</b>
VI. Exceptional Items	25	(4,621.46)	32.60
<b>VII. Profit/(loss) before tax (V - VI)</b>		<b>5,781.51</b>	<b>7,880.94</b>
VIII. Tax expenses:			
(1) Current tax		-	1,229.43
(2) Deferred tax	35	1,285.01	1,458.16
<b>IX. Profit/(Loss) after tax from continuing operations (VII-VIII)</b>		<b>4,496.49</b>	<b>5,193.35</b>
<b>X. Discontinued Operations</b>			
(1) Profit/(loss) from discontinued operations		-	-
(2) Tax expense of discontinued operations		-	-
<b>XI. Profit/(Loss) after tax from discontinued operations</b>		<b>-</b>	<b>-</b>
<b>XII. Profit/(Loss) for the period (IX+XI)</b>		<b>4,496.49</b>	<b>5,193.35</b>
<b>XIII. Other Comprehensive Income</b>			
<b>A (i) Items that will not be reclassified to profit or loss</b>			
(a) Changes in revaluation surplus		-	-
(b) Remeasurements of the defined benefit liabilities / (assets)		(218.36)	31.20
(c) Equity instruments through other comprehensive income		-	-
(d) Fair value changes relating to own credit risk		-	-
(e) Others (specify nature)		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
<b>B (i) Items that will be reclassified to profit or loss</b>			
(a) Exchange differences in translating the financial statements of foreign operations		-	-
(b) Debt instruments through other comprehensive income		-	-
(c) Effective portion of gains and loss on designated portion of hedging instruments in a cash flow hedge.		-	-
(d) Share of other comprehensive income of equity accounted investees		-	-
(e) Others (specify nature)		-	-
(ii) Income tax on items that may be reclassified to profit or loss		-	-
<b>XIV. Total Comprehensive Income for the period (XII+XIII)</b>		<b>4,278.13</b>	<b>5,224.55</b>
<b>XV. Earnings per equity (for continuing operation):</b>	26		
Basic and diluted		0.26	0.32
<b>XVI. Earnings per equity (for discontinued operation):</b>			
Basic and diluted		-	-
<b>XVII. Earnings per equity (for continuing and discontinued operations):</b>			
Basic and diluted		0.26	0.32

**Significant Accounting Policies Note Nos 1 to 3**

Accompanying Notes 4 to 35 are an integral part of the Standalone Financial Statements

**For ATM & ASSOCIATES**

Chartered Accountants (Firm Registration No. 017397C)  
CA Madhav Tulsyan  
Partner (Membership No. 420663)  
Place: Indore, Date: 29/05/2023  
UDIN: 23420663BGWOXJ6060

**For and on behalf of the Board  
MID INDIA INDUSTRIES LIMITED**

(Sanjay Singh) (Bhawani Shankar Soni)  
Chairman & Managing Director Wholetime Director  
(DIN: 01548011) (DIN: 01591062)

(Omprakash Dhanotiya) (Shailendra Kumar Agrawal)  
Chief Financial Officer Company Secretary  
(Pan - AORPD0458G) (Mem. No. FCS 12104)

## STATEMENT OF CHANGES IN THE EQUITY

## A. Equity Share Capital

(i) Year ended March 31, 2023

(₹ in thousands)

Balance at the beginning of the reporting period	Changes in equity share capital during the year	Balance at the end of the reporting period
163,000.00	-	163,000.00

(ii) Year ended March 31, 2022

(₹ in thousands)

Balance at the beginning of the reporting period	Changes in equity share capital during the year	Balance at the end of the reporting period
163,000.00	-	163,000.00

## B. Other Equity

(i) Year ended March 31, 2023

(₹ in thousands)

Particulars	Other Equity								Total equity attributable to equity holders of the Company
	Reserves and Surplus					Other Comprehensive income			
	Capital subsidy reserve	Capital redemption reserve	Securities premium	Retained Earnings	General reserve	Equity instruments through other comprehensive income	Effective portion of cash flow hedges	Other items of other comprehensive income /(loss)	
<b>Balance as at April 1, 2022</b>	500.00	-	-	(211,334.10)	-	-	-	31.20	(210,802.90)
Changes in equity for the year ended March 31, 2022	-	-	-	-	-	-	-	-	-
Profit for the year	-	-	-	4,496.49	-	-	-	-	4,496.49
Remeasurement of the net defined benefit liability / asset, net	-	-	-	2,687.59	-	-	-	(218.36)	2,469.23
<b>Balance as at March 31, 2023</b>	<b>500.00</b>	<b>-</b>	<b>-</b>	<b>(204,150.01)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(187.16)</b>	<b>(203,837.18)</b>

(ii) Year ended March 31, 2022

(₹ in thousands)

Particulars	Other Equity								Total equity attributable to equity holders of the Company
	Reserves and Surplus					Other Comprehensive income			
	Capital subsidy reserve	Capital redemption reserve	Securities premium	Retained Earnings	General reserve	Equity instruments through other comprehensive income	Effective portion of cash flow hedges	Other items of other comprehensive income /(loss)	
<b>Balance as at April 1, 2021</b>	500.00	-	-	(216,397.04)	-	-	-	-	(215,897.04)
Changes in equity for the year ended March 31, 2022	-	-	-	-	-	-	-	-	-
Profit for the year	-	-	-	5,193.35	-	-	-	-	5,193.35
Remeasurement of the net defined benefit liability / asset, net	-	-	-	(130.41)	-	-	-	31.20	(99.22)
<b>Balance as at March 31, 2022</b>	<b>500.00</b>	<b>-</b>	<b>-</b>	<b>(211,334.10)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>31.20</b>	<b>(210,802.90)</b>

**For ATM & ASSOCIATES**Chartered Accountants  
(Firm Registration No. 017397C)CA Madhav Tulsyan  
Partner  
(Membership No. 420663)  
Place: Indore  
Date: 29/05/2023  
UDIN: 23420663BGWOXJ6060**For and on behalf of the Board  
MID INDIA INDUSTRIES LIMITED**(Sanjay Singh) (Bhawani Shankar Soni)  
Chairman & Managing Director Wholetime Director  
(DIN: 01548011) (DIN: 01591062)(Omprakash Dhanotiya) (Shailendra Kumar Agrawal)  
Chief Financial Officer Company Secretary  
(Pan - AORPD0458G) (Mem. No. FCS 12104)

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023

(₹ in thousands)

	Particulars	2022-23	2021-22
<b>(A)</b>	<b><u>CASH FLOW FROM OPERATING ACTIVITIES:</u></b>		
	Net Profit before Tax	5,781.51	7,880.94
	Less: Deferred Tax Liabilities	(1,285.01)	(1,458.16)
	Less: Current Tax	-	(1,229.43)
	<b>Adjustment for Non-Cash &amp; Non-Operating Items:</b>		
	<b>Add/(Less):</b>		
	Interest on Security Deposit	(152.47)	(128.95)
	Depreciation	2,228.76	1,866.87
	Gains from investments	-	-
	Provisions	-	-
	<b>Operating Profit before Working Capital changes</b>	<b>6,572.78</b>	<b>6,931.27</b>
	<b>Add/Less:</b>		
	Increase/Decrease in Trade Receivables	12,676.40	(11,685.64)
	Increase/Decrease in Loans	-	92.19
	Increase/Decrease in Inventory	8,893.31	(11,037.92)
	Increase/Decrease in Other Financial Assets, Current	(1,413.75)	(10,854.00)
	Increase/Decrease in Other current liabilities	-	-
	Increase/Decrease in Trade Payables, Current	(33,429.59)	23,122.99
	Increase/Decrease in Provisions	5,149.64	(122.40)
	<b>Cash Generated form Operations</b>	<b>(1,551.20)</b>	<b>(3,553.51)</b>
	Less: Deferred Tax Liabilities	1,285.02	1,458.16
	Less: Current Tax	-	1,229.44
	<b>Net Cash from (or used in) Operating Activities</b>	<b>(266.18)</b>	<b>(865.91)</b>
<b>(B)</b>	<b><u>CASH FLOW FROM INVESTING ACTIVITIES:</u></b>		
	(Increase)/Decrease in long term loans & advances	-	-
	(Increase)/Decrease in Investments	-	1,836.76
	Sale of Fixed Assets	-	-
	Purchase of Fixed Assets	106.10	25.42
	<b>Net Cash from (or used in) Investing Activities</b>	<b>(106.10)</b>	<b>1,811.34</b>
<b>(C)</b>	<b><u>CASH FLOW FROM FINANCING ACTIVITIES:</u></b>		
	Increase/Decrease in borrowings	-	-
	Increase/Decrease in non current liabilities	-	-
	Finance Cost	-	-
	<b>Net Cash from (or used in) Financing Activities</b>	<b>-</b>	<b>-</b>
	NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C)	(372.28)	945.43
	OPENING BALANCE OF CASH & CASH EQUIVALENTS	1,225.76	280.33
	CLOSING BALANCE OF CASH & CASH EQUIVALENTS	853.48	1,225.76

**For ATM & ASSOCIATES**Chartered Accountants  
(Firm Registration No. 017397C)CA Madhav Tulsyan  
Partner(Membership No. 420663)  
Place: Indore

Date: 29/05/2023

UDIN: 23420663BGWOXJ6060

**For and on behalf of the Board****MID INDIA INDUSTRIES LIMITED**(Sanjay Singh)  
Chairman & Managing Director  
(DIN: 01548011)(Bhawani Shankar Soni)  
Wholetime Director  
(DIN: 01591062)(Omprakash Dhanotiya)  
Chief Financial Officer  
(Pan - AORPD0458G)(Shailendra Kumar Agrawal)  
Company Secretary  
(Mem. No. FCS 12104)



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023

The ratios for the years ended March 31, 2023 and March 31, 2022 are as follows:

Particulars	Numerator	Denominator	As at March 31, 2023	As at March 31, 2022	Variance (in%)
<b>(a) Current Ratio</b>	Current assets	Current liabilities	0.42	0.49	-15%
<b>(b) Debt-Equity Ratio</b>	Total debt	Shareholder's equity	-	-	-
<b>(c) Debt Service Coverage Ratio</b>	Earnings available for debt service	Debt service	-	-	-
<b>(d) Return on Equity Ratio</b>	Net profits after taxes	Average shareholder's equity	-0.10	-0.10	2%
<b>(e) Inventory turnover ratio</b>	Cost of goods	Average inventory	19.74	31.48	37%
<b>(f) Trade Receivables turnover ratio</b>	Revenue	Average trade receivable	4.74	5.96	-21%
<b>(g) Trade payables turnover ratio</b>	Purchases of services and other expenses	Average trade payables	1.19	1.75	-32%
<b>(h) Net capital turnover ratio</b>	Revenue	Working capital	-2.65	-3.00	-12%
<b>(i) Net profit ratio</b>	Net profit	Revenue	0.03	0.03	-12%
<b>(j) Return on Capital employed</b>	Earning before interest and taxes	Capital employed	-0.15	-0.17	13%
<b>(k) Return on investment.</b>	Income generated from investments	Time weighted average investments	-	-	0%

**Inventory Turnover:** Inventory has been decreased significantly hence the ratio is increased  
Since capital employed is negative, Return on capital employed cannot be calculated

**Trade Payable Ratio:** The company's emphasis on business expansion and market conditions has led to a significant variance in the trade payable turnover ratio. By extending credit from creditors, the company has sought to facilitate its growth objectives. This approach may have resulted in changes to credit policies and payment terms, affecting the turnover ratio for trade payables.

**MID INDIA INDUSTRIES LIMITED**

Registered Office: Textile Mill Area, Station Road, MANDSAUR (MP) 458001

CIN: L17124MP1991PLC006324

**Notes annexed to and forming part of the financial statements****1 General Information****A. Corporate Information**

Mid India Industries Limited ('the Company') is a public limited company incorporated and domiciled in India and is engaged in Lease and Trading business. The registered office of the Company is situated at Textile Mill Area, Station Road, Mandsaur (M.P.) - 458 001. With effect from February 2019 onwards company has entered into a lease agreement for its Plant and Machinery however, with effect from 1<sup>st</sup> May 2023, company have discontinued its leasing operations by way of mutual consent of both the parties. Moving forward, our primary focus will be on real estate business. Impact of the same would be loss of lease revenue going forward. We aim to keep stakeholders informed about this pivotal change in our business direction.

The company is listed on the BSE Limited.

**B. Statement of compliance with Ind AS**

These standalone financial statements ('financial statements') of the Company have been prepared in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013 ('the Act') and other relevant provisions of the Act. The Company has uniformly applied the accounting policies during the periods presented including the comparative period information as at and for the year ended March 31, 2022 in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended).

**C. Basis of preparation and presentation**

The Standalone financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:-

- 1) Certain financial assets and liabilities that are measured at fair value;
- 2) Defined benefit plans - plan assets measured at fair value;

Historical cost measures provide monetary information about assets, liabilities and related income and expenses, using information derived, at least in part, from the price of the transaction or other event that gave rise to them. Unlike current value, historical cost does not reflect changes in values, except to the extent that those changes relate to impairment of an asset or a liability becoming onerous.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows :-

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The financial statements are presented in Indian Rupees (Rs. in thousands) which is the functional currency of the Company. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (not exceeding twelve months) and other criteria set out in the Schedule III to the Act. The figures were taken in financial data in thousands (000) and accordingly rounded off to decimal in two digits.

**2 Significant Accounting Policies**

A summary of the significant accounting policies applied in the preparation of the financial statements are given below. These accounting policies have been applied consistently to all the periods presented in the financial statements except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

**(A) Property Plant and Equipment:**

i) Property, plant and equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

ii) Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably. In the carrying amount

of an item of PPE, the cost of replacing the part of such an item is recognized when that cost is incurred if the recognition criteria are met. The carrying amount of those parts that are replaced is derecognized in accordance with the de-recognition principles.

iii) Depreciation on property, plant and equipment is provided using straight line method so as to expense the cost less residual value over their estimated useful lives (as prescribed in Schedule II to the Companies Act, 2013). Each part of an item of Property, Plant & Equipment with a cost that is significant in relation to total cost of the Machine is depreciated separately, if its useful life is different than the life of the Machine.

iv) An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset.

v) The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted accordingly.

vi) Gains or losses arising from de-recognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

vii) Assets under lease are be separately specified under each class of assets.

viii) Depreciation is calculated on a straight line basis over the estimated useful lives of the assets as follows:

Description	Useful Lives (Upto)
Factory Building	30 Years
Plant & Machinery	15 Years
Vehicle	8 Years
Office Equipments	10 Years
Furniture & Fixtures	10 Years

#### (B) Intangible Assets:

i) Intangible Assets that are acquired by the company are stated at cost of acquisition net of recoverable taxes, trade discount and rebates less accumulated amortization/depletion and impairment loss, if any. Such cost includes purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets.

ii) Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

iii) The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry, and known technological advances), and the level of maintenance expenditures required to obtain the expected future cash flows from the asset. Amortization methods and useful lives are reviewed periodically including at each financial year end. Said assets are depreciated on straight line basis based on expected life span of assets which is in accordance with Schedule II of the Act at the rates representing estimated useful life of up to 5 years.

iv) Amortization of Intangible Assets is provided using straight line method so as to expense the cost less residual value over their estimated useful lives (as prescribed in Schedule II to the Companies Act, 2013). Each part of an item of Intangible Assets with a cost that is significant in relation to total cost of the Machine is Amortized separately, if its useful life is different than the life of the Machine.

v) The amortisation period and the amortisation method for intangible asset with a finite useful life are reviewed at each financial year end. If the expected useful of such asset is different from the previous estimates, the changes are accounted for as change in an accounting estimate.

Description	Useful Lives (Upto)
Website Development Expenses	5 Years

#### (C) Leases:

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognized on a straight-line basis over the term of the relevant lease Initial direct cost incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same basis as rental income. The company has classified the Plant & machinery given on lease as operating lease.

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

**(D) Inventories:**

Inventories of Stock-in-trade are measured at cost or market value whichever is lower.

**(E) Government Grant:**

Grants and subsidies from the government are recognized when there is reasonable assurance that the grant/subsidy will be received and all attached conditions will be complied with. When the grant or subsidy relates to an expense item, it is netted off with the relevant expense. Where the grant or subsidy relates to an asset, its value is deducted in arriving at the carrying amount of the related asset. However there was no grant received during the year.

**(F) Nature and Purpose of Capital Reserve:**

The Company has a Capital Subsidy Reserve of Rs. 500,000.00 which was granted by Central Government of India during the Financial Year 1993-94 under Export Oriented Unit Scheme. The purpose of the scheme was basically to boost export by creating additional production capacity.

**(G) Borrowing Cost:**

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. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs. However, there were no borrowing costs incurred during the year.

**(H) Provisions, Contingent Liabilities and Contingent Assets and Commitments**

i) Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of obligation. Such provisions are determined based on management estimate of the amount required to settle the obligation at the balance sheet date. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a standalone asset only when the reimbursement is virtually certain.

ii) If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

iii) Contingent liability is a possible obligation arising from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events but is not recognised because it is not possible that an outflow of resources embodying economic benefit will be required to settle the obligations or reliable estimate of the amount of the obligations cannot be made.

iv) Contingent assets usually arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits. Contingent assets are not recognized but are disclosed in the financial statements when inflow of economic benefits is probable.

**(I) Financial Instruments:****Financial Assets****(i) Initial recognition and measurement**

All financial assets are initially recognized at fair value plus transaction costs that are directly attributable to the acquisition or issue of financial assets, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

The Company classifies its financial assets in the following measurement categories: (1) those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit and Loss), and (2) those measured at amortised cost. The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

Debt instruments: Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. The Company classifies its debt instruments into following categories: (1) Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in other income using the effective interest rate method. (2) Fair value through profit and loss: Assets that do not meet the criteria for amortised cost are measured at fair value through statement of Profit and Loss. Interest income from these financial assets is included in other income.

Equity instruments: The Company measures its equity investment other than in subsidiaries, joint ventures and associates at fair value

through profit and loss. However where the Company's management makes an irrevocable choice on initial recognition to present fair value gains and losses on specific equity investments in other comprehensive income (Currently no such choice made), there is no subsequent reclassification, on sale or otherwise, of fair value gains and losses to the Statement of Profit and Loss.

Balances of sundry debtors and Creditors at the balance sheet are subject to reconciliation.

#### **(ii) Subsequent measurement**

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

- Financial Assets at amortised cost.
- Financial Assets at fair value through other comprehensive income (FVTOCI).
- Financial Assets including derivatives and equity instruments at fair value through profit or loss (FVTPL).
- Equity instruments measured at fair value through other comprehensive income (FVTOCI).

#### **(iii) Derecognition**

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

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

### **Financial Liabilities**

#### **(i) Initial recognition and measurement**

All financial liabilities are recognized at fair value and in case of loans and borrowings and payables, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

#### **(ii) Subsequent measurement**

Financial liabilities are carried at amortized cost using the Normal interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

#### **(iii) Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

### **(J) Revenue Recognition**

#### **(i) Sale of Goods & Services**

The Company derives revenue primarily from trading and leasing activity.

Revenue from contracts with customers is recognised when control of the goods is transferred to the customer at an amount that reflects the consideration entitled in exchange for those goods. The Company is generally the principal as it typically controls the goods before transferring them to the customer. Generally, control is transferred upon shipment of goods to the customer or when the goods is made available to the customer, provided transfer of title to the customer occurs and the Company has not retained any significant risks of ownership or future obligations with respect to the goods shipped

Revenue is measured at the amount of consideration which the Company expects to be entitled to in exchange for transferring distinct goods to a customer as specified in the contract, excluding amounts collected on behalf of third parties (for example taxes and duties collected on behalf of the government). Consideration is generally due upon satisfaction of performance obligations and a receivable is recognised when it becomes unconditional. The Company provides volume rebates to certain customers once the quantity of products purchased during the period exceeds a threshold specified and also accrues discounts to certain customers based on customary business practices. Consideration is determined based on its most likely amount.

Revenue from rendering of services is recognised when the performance of agreed contractual task has been completed.

#### **(ii) Interest Income**

Interest income from a financial asset is recognised using effective interest method.

#### **(iii) Lease Income**

Rental income from operating lease is recognized on a straight-line basis over the term of the relevant lease term in accordance with Ind AS 116, Leases.

#### **(iv) Other Operating Revenue**

All other income in financial statement recorded on accrual basis.

**(K) Employee Benefit Expenses****(i) Short Term Employee Benefits:-**

Short term employee benefit obligations are measured on an undiscounted basis and are expensed as the related services are provided. Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period.

**(ii) Post-Employment Benefits:-****• Defined Contribution Plans**

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions to a separate entity. The Company makes specified monthly contributions towards Provident Fund, Superannuation Fund and Pension Scheme. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

**• Defined Benefits Plans**

The defined benefit obligation is calculated annually by an independent actuary using the projected unit credit method. The present value of defined benefit is determined by discounting the estimated future cash outflows by reference to market yield at the end of each reporting period on government bonds that have terms approximate to the terms of the related obligation.

The Company provides gratuity to the employees whoever has completed five years of service with the Company at the time of resignation/superannuation. The gratuity is paid @15 days basic salary for every completed year of service as per the Payment of Gratuity Act 1972.

**(L) Foreign Currency Transactions**

Transactions in foreign currencies are initially recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. However there were no such foreign currency transactions during the reporting period.

**(M) Income Taxes**

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

**(i) Current tax**

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted by the end of the reporting period.

**(ii) Deferred tax**

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

**(iii) Minimum Alternate Tax (MAT)**

MAT liability is being calculated on book profit section 115JB of the Income-tax Act, 1961.

**(iv) Uncertain Tax Position**

Accruals for uncertain tax positions require management to make judgments of potential exposures. Accruals for uncertain tax positions are measured using either the most likely amount or the expected value amount depending on which method the entity expects to better predict the resolution of the uncertainty. Tax benefits are not recognised unless the management based upon its interpretation of applicable laws and regulations and the expectation of how the tax authority will resolve the matter concludes that such benefits will be accepted by the authorities. Once considered probable of not being accepted, management review each material tax benefit and reflects the effect of the uncertainty in determining the related taxable amounts.

**(N) Dividend Distribution**

Since company has unabsorbed losses lying in the books, therefore no dividend distributed.

**(O) Statement of Cash Flows****(i) Cash and Cash equivalents**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash at banks and in hand, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(ii) Statement of Cash Flows is prepared in accordance with the Indirect Method prescribed in the Indian Accounting Standard-7 "Statement of Cash Flows".

**(P) Segment Reporting**

The Company has reported segment wise information as per Accounting Standard (Ind AS 108). The operating segments are identified on the basis of business activities whose operating results are regularly reviewed by the Chief Operating Decision Maker of the Company and for which the discrete financial information is available.

**(Q) Non-current assets held for sale**

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement. Non-current assets are not depreciated or amortised while they are classified as held for sale. However, there is no non-current assets held for sale at the year end.

**(R) Additional Regulatory Information**

Title deeds of Immovable Properties held in name of the Company hence Additional Regulatory Information is not applicable on the company.

**(S) Earnings per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for events of bonus issue; bonus element in a right issue to existing shareholders.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

**3. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY**

The preparation of the financial statements in conformity with the Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and disclosures as at date of the financial statements and the reported amounts of the revenues and expenses for the years presented. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates under different assumptions and conditions. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

**A) Depreciation / amortisation and useful lives of property plant and equipment / intangible assets**

Property, plant and equipment / intangible assets are depreciated / amortised over their estimated useful lives, after taking into account estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation / amortisation to be recorded during any reporting period. The useful lives and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes. The depreciation / amortisation for future periods is revised if there are significant changes from previous estimates.

**B) Recoverability of trade receivable**

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment. Based on bad debts assessed by Management have been written off.

**C) Provisions**

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgment to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

Further, our company have received claim from previous mill workers and employees on account of pending unpaid leave encashment relating to their services up to 31<sup>st</sup> March 2018, amounting to Rs 46.21 lacs which has been approved by the board of directors in their meeting dated 30<sup>th</sup> Jan 2023. The provision for the mentioned claim has been recognised in the books of accounts on 31<sup>st</sup> March 2023.

**D) Impairment of non-financial assets**

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or a groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

**E) Impairment of financial assets**

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

**F) Defined Benefit Obligation:**

Employee benefit obligations are measured on the basis of actuarial assumptions which include mortality and withdrawal rates as well as assumptions concerning future developments in discount rates, medical cost trends, anticipation of future salary increases and the inflation rate. The Company considers that the assumptions used to measure its obligations are appropriate. However, any changes in these assumptions may have a material impact on the resulting calculations.

**For ATM & ASSOCIATES**

Chartered Accountants  
Firm Registration No. 017397C

CA Madhav Tulsyan  
Partner  
Membership No. 420663  
Place: Indore

Date: 29<sup>th</sup> May, 2023  
UDIN: 23420663BGWOXJ6060

**For and on behalf of the Board  
MID INDIA INDUSTRIES LIMITED**

(Sanjay Singh) (Bhawani Shankar Soni)  
Chairman & Managing Director Wholetime Director  
(DIN: 01548011) (DIN: 01591062)

(Omprakash Dhanotiya) (Shailendra Kumar Agrawal)  
Chief Financial Officer Company Secretary  
(Pan - AORPD0458G) (Mem. No. FCS 12104)



Note No. - 4 - Property Plant & Equipments												
S. No.	Description	Gross Block (At Cost)			Depreciation			Net Block				
		As At 01.04.2022	Addition During the Year	Sale/Transfer /written off During the Year	As At 31.03.2023	Upto 31.03.2022	for the Period	Deductions	Upto 31.03.2023	As At 31.03.2023	As At 31.03.2022	
1.	Land	600.00	-	-	600.00	-	-	-	-	-	600.00	600.00
2.	Vehicle	1,349.50	-	-	1,349.50	1,301.80	5.09	-	1,306.88	-	42.62	47.70
3.	Office Equipments	124.39	-	-	124.39	38.22	11.89	-	50.11	-	74.28	86.16
4.	Buildings	42,342.45	-	-	42,342.45	36,454.84	1,349.74	-	37,804.58	-	4,537.88	5,887.62
5.	Plant & Equipments	174,010.66	-	-	174,010.66	166,196.48	842.98	-	167,039.45	-	6,971.21	7,814.19
6.	Furniture & Fitting	2,290.58	-	-	2,290.58	2,269.91	3.31	-	2,273.22	-	17.35	20.66
7.	Office Equipments	1,948.43	106.10	-	2,054.53	1,948.43	15.75	-	1,964.18	-	90.35	-0.00
	<b>Total</b>	<b>222,666.01</b>	<b>106.10</b>	-	<b>222,772.11</b>	<b>208,209.67</b>	<b>2,228.76</b>	-	<b>210,438.43</b>	-	<b>12,333.68</b>	<b>14,456.34</b>
Note No. - 5 - Other Intangible Assets												
1.	Website Devp. Expenses	37.80	-	-	37.80	35.91	0.00	-	35.91	-	1.89	1.89
	<b>Total</b>	<b>37.80</b>	-	-	<b>37.80</b>	<b>35.91</b>	<b>0.00</b>	-	<b>35.91</b>	-	<b>1.89</b>	<b>1.89</b>
Total of Note No. 4 & 5												
	Current Year:	222,703.81	106.10	-	222,809.91	208,245.58	2,228.76	-	210,474.34	-	12,335.57	14,458.23
	Previous Year:	222,678.39	25.42	-	222,703.81	206,378.71	1,866.87	-	208,245.58	-	14,458.22	16,299.68

	(₹ in thousands)					
	Amount as at 31.03.2023	Amount as at 31.03.2022				
<b>6 Other Financial Assets</b>						
<b>Security Deposits</b>						
(i) Secured, considered good	-	-				
(ii) Unsecured, considered goods	4,236.80	2,883.10				
(iii) Doubtful	-	-				
<b>TOTAL (i) + (ii) + (iii)</b>	<b>4,236.80</b>	<b>2,883.10</b>				
<b>7 Inventories</b>						
Stock-in-Trade (in respect of goods acquired for trading)	2,144.61	11,037.92				
<b>TOTAL</b>	<b>2,144.61</b>	<b>11,037.92</b>				
<b>8 Trade Receivable (Current Asset)</b>						
(a) Trade Receivables considered good - Secured	-	-				
(b) Trade Receivables considered goods - Unsecured	24,047.15	37,924.78				
(c) Trade Receivables Which significant increase in Credit Risk	-	-				
(d) Trade Receivables Credit impaired	-	-				
<b>TOTAL (a) + (b) + (c) + (d)</b>	<b>24,047.15</b>	<b>37,924.78</b>				
<b>The trade receivables ageing schedule is as follows:</b>						
Particulars	Less than 6 Months	6 months to 1 year	1 year to 2 years	2 years to 3 years	More than 3 years	Total
<b>for the year ended as on March 31, 2023</b>						
Undisputed trade receivables - considered good	9,682.93	2,664.90	11,699.31	-	-	24,047.15
<b>TOTAL</b>	<b>9,682.93</b>	<b>2,664.90</b>	<b>11,699.31</b>	<b>-</b>	<b>-</b>	<b>24,047.15</b>
<b>for the year ended as on March 31, 2022</b>						
Undisputed trade receivables - considered good	27,647.64	10,277.14	-	-	-	37,924.78
<b>TOTAL</b>	<b>27,647.64</b>	<b>10,277.14</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>37,924.78</b>
<b>9 Cash &amp; Cash Equivalents</b>						
(a) Balance with Banks				613.57		985.86
(b) Cash on Hand				239.90		239.90
(c) Earmarked balance with bank				-		-
(d) Balances with bank held as margin money				-		-
(e) Repatriation restrictions				-		-
(f) Bank deposits with more than 12 months maturity				-		-
<b>TOTAL (a) + (b) + (c) + (d) + (e) + (f)</b>				<b>853.48</b>		<b>1,225.76</b>
<b>10 Current Tax Assets</b>						
(a) Income Tax Refund receivable for previous years				1,386.22		805.40
(b) GST Receivable				-		2,104.51
(c) TDS Receivable				499.48		580.82
<b>TOTAL (a) + (b) + (c)</b>				<b>1,885.70</b>		<b>3,490.73</b>
<b>11 Other Current Assets</b>						
(a) Advance to Store Suppliers				11,163.31		8,132.95
(b) Advance to Service Provider & for Expenses				20.01		31.58
<b>TOTAL (a) + (b)</b>				<b>11,183.32</b>		<b>8,164.54</b>
<b>12 Equity Share Capital</b>						
<b>(a) Authorised</b>						
3,00,00,000 Equity Shares of Rs. 10/- each				300,000.00		300,000.00
				300,000.00		300,000.00
<b>(b) Issued, Subscribed &amp; Paid Up</b>						
1,63,00,000 Equity Shares of Rs. 10/- each				163,000.00		163,000.00
				<b>163,000.00</b>		<b>163,000.00</b>

(₹ in thousands)

**(c) Reconciliation of number of Shares as the beginning and at the end of the Financial Year:**

Particulars	Equity Shares 2022-23	
	No. of Shares	Amount
Shares outstanding at the beginning of the year	16,300,000	163,000.00
Shares outstanding at the end of the year	16,300,000	163,000.00
Particulars	Equity Shares 2021-22	
	No. of Shares	Amount
Shares outstanding at the beginning of the year	16,300,000	163,000.00
Shares outstanding at the end of the year	16,300,000	163,000.00

**(d) List of Shareholders having holding more than 5% shares in the Equity Share Capital of the Company:**

Name of Holder	No. of Shares	(%)	No. of Shares	(%)
Ranchhod Prasad Laxminarayan (HUF)	3757300	23.05%	3757300	23.05%
Pradeep Ganediwal	2368000	14.53%	1795000	11.01%
Ranchhod Prasad Ganediwal	906126	5.56%	906126	5.56%

**(e) Details of Promoters: Shares held by promoters at the end of the Year**

S. No.	Promoter's/Promoter Group's Name	For the year ended March 31, 2023		For the year ended March 31, 2022		% Change during the Year
		No. of Shares	% of total shares	No. of Shares	% of total shares	
1	Ranchhod Prasad Laxmi Narayan (HUF)	3,757,300	23.05%	3,757,300	23.05%	-
2	Pradeep Ganediwal	2,368,000	14.53%	1,795,000	11.01%	3.52%
3	Ranchhod Prasad Ganediwal	906,126	5.56%	906,126	5.56%	-
4	Pradyumn Ganediwal	789,130	4.84%	789,130	4.84%	-
5	Indira Ganediwal	300,000	1.84%	300,000	1.84%	-
6	Priti Ganediwal	95,000	0.58%	95,000	0.58%	-
7	Sushila Devi Ganediwal	50,000	0.31%	50,000	0.31%	-
8	Nirmal Agrawal	10,600	0.07%	10,600	0.07%	-
9	Kanta Bai Agrawal	10,000	0.06%	10,000	0.06%	-
10	Anil Agrawal (Formerly known: Krishnadas Agrawal)	7,898	0.05%	7,898	0.05%	-
11	Ritu Agrawal	4,400	0.03%	4,400	0.03%	-
12	Shankar Prasad Mansinghaka	-	0.00%	-	0.00%	-
13	Ganediwal Finance and Leasing Pvt. Ltd.	-	0.00%	573,000	3.52%	-3.52%
	<b>Total</b>	<b>8,298,454</b>	<b>50.91%</b>	<b>8,298,454</b>	<b>50.91%</b>	<b>-</b>

	(₹ in thousands)	
	Amount as at 31.03.2023	Amount as at 31.03.2022
<b>13 Other Equity</b>		
(a) Capital Subsidy Reserve	500.00	500.00
(b) Surplus as per Statement of Profit and Loss Balance at the beginning of the year	(211,302.90)	(216,397.04)
Less: Old Income Tax Refund Written off	-	130.41
Add: Differred Tax Liability as on 31/03/2022	1,458.16	
Add: Excess Provision of Income Tax Writtern Back	1,229.43	-
Add: Transfer from Statement of Profit and Loss for the year ended 31/03/2023	4,278.13	5,224.55
	<u>(204,337.18)</u>	<u>(211,302.90)</u>
<b>TOTAL (a) + (b)</b>	<b>(203,837.18)</b>	<b>(210,802.90)</b>
<b>14 Other Non-Current Liabilities</b>		
Gratuity Payable	669.48	408.08
<b>TOTAL</b>	<b>669.48</b>	<b>408.08</b>
<b>15 Trade Payables (Current Liabilities)</b>		
(a) Raw Material Suppliers		
(i) Total outstanding dues of micro enterprises and small enterprises	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	90,085.92	116,770.26
<b>TOTAL (i) + (ii)</b>	<b>90,085.92</b>	<b>116,770.26</b>
(b) Stores Suppliers		
(i) Total outstanding dues of micro enterprises and small enterprises	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	62.73	105.25
<b>TOTAL (i) + (ii)</b>	<b>62.73</b>	<b>105.25</b>
(c) Creditor for Service Providers		
(i) Total outstanding dues of micro enterprises and small enterprises	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	18.36	139.87
<b>TOTAL (i) + (ii)</b>	<b>18.36</b>	<b>139.87</b>
<b>TOTAL (a) + (b) + (c)</b>	<b>90,167.00</b>	<b>117,015.38</b>

The trade payables ageing schedule is as follows:

Particulars	Less than 6 Months	6 Months to 1 Year	1 Year to 2 Years	2 Years to 3 Years	More than 3 years	Total
<b>for the year ended as on March 31, 2023</b>						
Outstanding dues of micro enterprises and small enterprises						
Outstanding dues of creditors other than micro enterprises and small enterprises (undisputed)	5,491.08	529.06	4,492.49	-	79,654.37	90,167.00
<b>TOTAL</b>	<b>5,491.08</b>	<b>529.06</b>	<b>4,492.49</b>	<b>-</b>	<b>79,654.37</b>	<b>90,167.00</b>
Particulars	Less than 6 Months	More than 6 Months	More than one Year	More than two Years	More than 3 years	Total
<b>for the year ended as on March 31, 2022</b>						
Outstanding dues of micro enterprises and small enterprises						
Outstanding dues of creditors other than micro enterprises and small enterprises (undisputed)	37,318.49	-	-	-	79,696.90	117,015.38
<b>TOTAL</b>	<b>37,318.49</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>79,696.90</b>	<b>117,015.38</b>

	(₹ in thousands)	
	Amount as at 31.03.2023	Amount as at 31.03.2022
<b>16 Provisions</b>		
(a) Employee Benefits	6.58	6.59
(b) Gratuity Payable	131.42	110.92
(c) TDS Payable	26.76	38.48
(d) Income Tax Payable	-	-
(e) GST Payable	315.71	-
(f) Others	4,921.86	139.75
<b>TOTAL (a) + (b) + (c) + (d) + (e) + (f)</b>	<b>5,402.34</b>	<b>295.74</b>
<b>17 Other Current Liabilities</b>		
(a) Stores Suppliers		
(i) Total outstanding dues of micro enterprises and small enterprises	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	-	-
<b>TOTAL (i) + (ii)</b>	<b>-</b>	<b>-</b>
(b) Advances from buyers		
(i) Total outstanding dues of micro enterprises and small enterprises	-	-
(ii) Total outstanding dues other than micro enterprises and small enterprises	-	6,581.21
<b>TOTAL (i) + (ii)</b>	<b>-</b>	<b>6,581.21</b>
(c) Creditor for Service Providers		
(i) Total outstanding dues of micro enterprises and small enterprises	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	-	-
<b>TOTAL (i) + (ii)</b>	<b>-</b>	<b>-</b>
<b>TOTAL (a) + (b) + (c)</b>	<b>-</b>	<b>6,581.21</b>
<b>18 Revenue from Operations</b>		
<b>(i). Sales</b>		
Trading Goods	144,074.58	187,094.97
<b>TOTAL</b>	<b>144,074.58</b>	<b>187,094.97</b>
<b>(ii). Other Operating Income</b>		
Operating Lease Rent	2,700.00	2,700.00
<b>TOTAL</b>	<b>2,700.00</b>	<b>2,700.00</b>
<b>TOTAL (i) + (ii)</b>	<b>146,774.58</b>	<b>189,794.97</b>
<b>19 Other Income</b>		
(a) Interest Income	152.47	128.95
(b) Quality Claim	-	2.52
(c) Discount Received	-	205.45
<b>TOTAL (a) + (b) + (c)</b>	<b>152.47</b>	<b>336.92</b>
<b>20 Purchase of Stock-in-trade</b>		
Trading Goods	121,237.20	184,752.88
<b>TOTAL</b>	<b>121,237.20</b>	<b>184,752.88</b>
<b>21 Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade</b>		
<b>Inventories at the beginning of the year</b>		
Stock-in-trade (for trading)	11,037.92	-
<b>TOTAL</b>	<b>11,037.92</b>	<b>-</b>
<b>Inventories at the end of the year</b>		
Stock-in-trade (for trading)	2,144.61	11,037.92
<b>TOTAL</b>	<b>2,144.61</b>	<b>11,037.92</b>
(Increase)/Decrease in Stock	<b>8,893.31</b>	<b>(11,037.92)</b>
<b>22 Employee Benefit Expenses</b>		
(a) Salary Wages, Bonus & Allowances	1,847.35	1,131.02
(b) Contribution to Statutory Funds	42.96	7.17
(c) Staff Welfare Expenses	-	-
<b>TOTAL (a) + (b) + (c)</b>	<b>1,890.31</b>	<b>1,138.18</b>

	(₹ in thousands)	
	Amount as at 31.03.2023	Amount as at 31.03.2022
<b>23 Depreciation and Amortization Expenses*</b>		
<b>Depreciation</b>		
(a) Freehold Land	-	-
(b) Buildings	1,349.74	468.22
(c) Plant and Equipment	842.98	1,379.82
(d) Furniture and Fixtures	3.31	3.27
(e) Vehicles	5.09	5.54
(f) Office Equipments	27.64	10.02
	<u>2,228.76</u>	<u>1,866.87</u>
<b>Amortization</b>		
(g) Website Development Expenses	-	-
<b>TOTAL (a) + (b) + (c) + (d) + (e) + (f) + (g)</b>	<u><u>2,228.76</u></u>	<u><u>1,866.87</u></u>
* Please also Refer to Note No. 4 & 5		
<b>24 Other Expenses</b>		
<b>(a) Administrative Expenses</b>		
Advertisement Exp.	119.56	49.42
Audit Fee	75.00	75.00
Bad Debts	-	3,229.34
Consultancy Expenses	7.00	2.00
Fee & Subscriptions	474.48	439.66
Misc Exp.	2.30	-
Professional Fees	56.50	46.50
Telephone Expenses	-	(7.02)
Secretarial Expenses	209.46	598.24
Miscellaneous (other) expenses	334.92	383.00
	<u>1,279.22</u>	<u>4,816.14</u>
<b>(b) Selling &amp; Distribution Expenses</b>		
Loading, Packing, Distribution & Other Expenses	995.30	747.40
	<u>995.30</u>	<u>747.40</u>
<b>TOTAL (a) + (b)</b>	<u><u>2,274.52</u></u>	<u><u>5,563.54</u></u>
<b>25 Exceptional Items</b>		
Bonus, Salary Arrears Old Etc to Old Employees		
Gain from Investment	-	32.60
<b>TOTAL</b>	<u>-</u>	<u>32.60</u>
<b>26 Earning per Equity Share</b>		
Profit after tax available for Equity Shareholders	<u>4,278.13</u>	<u>5,224.55</u>
Weighted average number of equity shares (In Thousand)	16,300.00	16,300.00
Earning per share (Face value Rs. 10/- each)		
Basic and diluted	0.26	0.32

**27 As per IND AS 19 "Employee benefits", the disclosures as defined for the defined benefit plans are given below:**

**(i) Reconciliation of opening and closing balances of Defined Benefit Obligation**

(₹ in thousands)

Particulars	2022-23	2021-22
Present Value of obligation at the beginning of the period	519.00	837.08
Acquisition adjustment	-	-
Transfer in/(out)	-	-
Interest Expenses	35.81	42.73
Past Service Cost	-	-
Current Service Cost	27.73	29.89
Curtailment Cost/ (Credit)	-	-
Settlement Cost / (Credit)	-	-
Benefits paid	-	(359.50)
Remeasurements on obligation - (Gain)/Loss	218.36	(31.20)
Present Value of obligation at the end of the period	800.90	519.00

**(ii) Reconciliation of fair Value of Assets and Obligations**

(₹ in thousands)

Particulars	2022-23	2021-22
Present Value of obligation at the end of the period	800.90	519.00
Fair value of the plan assets at the end of period	-	-
Surplus / (Deficit)	(800.90)	(519.00)
Current liability	131.42	110.92
Non-current liability	669.48	408.08
Amount not recognised due the asset ceiling	-	-
	(800.90)	(519.00)

**(iii) Expenses recognised during the year**

(₹ in thousands)

Particulars	2022-23	2021-22
Service Cost	27.73	29.89
Acquisition (Gain) / Loss	-	-
Past service cost	-	-
Net interest ( Income)/ Expense	35.81	42.73
Curtailement (Gain) / Loss	-	-
Settlement (Gain) / Loss	-	-
Transfer In / (Out)	-	-
Net periodic benefit cost recognised in the statement of profit & loss at the end of period	63.54	72.62

**(iv) Sensitivity Analysis**

(₹ in thousands)

Particulars	As at March 31, 2023	
	Increase by 1%	Decrease by 1%
Change in Discounting Rate	769.279	835.917
Change in rate of Salary Escalation	829.28	774.907
Change in Withdrawl rate	804.97	796.449
Particulars	As at March 31, 2022	
	Increase by 1%	Decrease by 1%
Change in Discounting Rate	495.59	545.15
Change in rate of Salary Escalation	541.00	498.96
Change in Withdrawl rate	521.58	516.52

**28 Contingent Liabilities**

Contingent liabilities are disclosed on the basis of judgment of management. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate. There are outstanding demand of Rs. 867215 towards Income tax for A.Y. 2009-10 and a review petition regarding A.Y. 1995-96 and tax effect of Rs. 3403832 has been filed by the department in the high court of Madhya Pradesh against the order dated 21.11.2019. Additionally, One case for claim of Rs. 95340/- was admitted to labour court against the company by ex-security guard towards claim of minimum wages. However the case was decided in favour of the company by the labour court but the claimant has lodged the appeal in high court.

**29 Earnings per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for events of bonus issue; bonus element in a right issue to existing shareholders.

There is no dilution of potential equity shares.

(₹ in thousands)

Particulars	2022-23	2021-22
Profit after tax available for Equity Shareholders	4,278.13	5,224.55
Weighted average number of equity shares (In Thousand)	16,300.00	16,300.00
Earning per share (Face value Rs. 10/- each)		
Basic and diluted	0.26	0.32

### 30 Segment Information

The operations of the Company are Conducted within India i.e. there is no separate reportable geographical segment. However, In accordance with Ind AS 108-'Operating Segments' the Company reported the following business segments:-

PRIMARY SEGMENT: "Leasing"

SECONDARY SEGMENT: "Trading"

(₹ in thousands)

Particulars	For the year ended 31/03/2023	For the year ended 31/03/2022
<b>Segment Revenue</b>		
1. Leasing	2,700.00	2,700.00
2. Trading	144,074.58	187,094.97
Net Revenue from Operation	146,774.58	189,794.97
<b>Segment Results</b>		
1. Leasing	471.24	833.13
2. Trading	9,931.72	7,047.81
<b>Profit before Tax</b>	<b>10,402.96</b>	<b>7,880.94</b>
Tax Expenses	1,285.01	2,687.59
<b>Profit after Tax</b>	<b>9,117.95</b>	<b>5,193.35</b>
<b>Segment Assets</b>		
1. Leasing	12,335.57	14,458.22
2. Trading	37,114.25	61,843.74
Other/ Unallocable	4,236.80	2,883.10
<b>Total Assets (A)</b>	<b>53,686.62</b>	<b>79,185.06</b>
<b>Segment Liabilities</b>		
1. Leasing	-	-
2. Trading	15,275.44	47,739.64
Other/ Unallocable	79,248.36	79,248.36
<b>Total Liabilities (B)</b>	<b>94,523.80</b>	<b>126,988.00</b>
<b>Net Capital Employed (A) - (B)</b>	<b>(40,837.18)</b>	<b>(47,802.94)</b>

The Company is engaged in Leasing is primary segment and Trading Items which is secondary segment.

### 31 Related Party Disclosure

Related Party disclosures as required under Indian Accounting Standard (IND AS) - 24 on "Related Party Disclosures" issued by the Institute of Chartered Accountants of India. Following are the related parties and following transactions entered.

Key Managerial Personnel	Nature of Relationship
Shri Aneet Jain	Independent Director
Shri Sanjay Singh	Chairman & Managing Director
Shri Rakesh Kumar Jain	Independent Director
Shri Shailendra Kumar Agrawal	Company Secretary
Smt. Deepika Gandhi	Independent Director
Shri Bhavani Shankar Soni	Executive/ Whole time Director
Shri Omprakash Dhanotiya	Chief Financial Officer

### Salary/Remuneration Paid

(₹ in thousands)

Key Managerial Person	Year ended 31/03/2023	Year ended 31/03/2022
Shri Shailendra Kumar Agrawal	765.00	615.00
Shri Om Prakash Dhanotiya	669.60	335.20
Shri Bhavani Shankar Soni	325.20	54.00



**Repayment of Loan and Advance**

Key Managerial Person	Year ended 31/03/2023	Year ended 31/03/2022
Shri Shailendra Kumar Agrawal	-	30.00

There are no material related party transaction during the year under review that have conflict with the interest of the Company. Transactions entered into with related party during FY 2022-23 were in the ordinary course of business and at arm's length basis.

**32 Approval of Financial Statements**

The financial statements are approved for issue by the Board of Directors in their meeting held on 29<sup>th</sup> May, 2023.

**33 Deferred tax liability (NET)**

Particulars	Net Block as on 31/03/2023 as per Income Tax Act, 1961	Net Block as on 31/03/2023 as per Companies Act, 2013	Difference in Carrying values	Deferred tax liability @ 25.168%
Land	600.00	600.00	0.00	0.00
Building	2220.49	4537.88	2317.39	583.24
Furniture and Fitting	390.26	91.63	-298.63	-75.16
Plant and Machinery	4016.21	7104.18	3087.97	777.18
Software & Website	2.88	1.89	-0.99	-0.25
<b>TOTAL</b>	<b>7229.84</b>	<b>12335.58</b>	<b>5105.74</b>	<b>1285.01</b>
Deferred tax asset				0.00
<b>Deferred tax asset @25.168% (B)</b>				<b>0.00</b>
<b>Deferred Tax Liability (NET) (A-B)</b>				<b>1285.01</b>

**34 Fair Value Measurement Hierarchy**

Note No. Fair Value Measurement Hierarchy:

(Amount in Rs. In Thousand)

Particulars	As at 31 March 2023			As at 31 March 2022		
	Carrying Amount	Level of Input used in		Carrying Amount	Level of Input used in	
		Level 1	Level 2		Level 1	Level 2
<b>Financial Asset :-</b>						
<b>At Amortised Cost</b>						
Trade Receivable	24047.15	-	-	37924.78	-	-
Cash and Cash Equivalents	853.48	-	-	1,225.76	-	-
Other Financial Assets	4,236.80	-	-	2,883.10	-	-
<b>At FVTPL</b>	-	-	-	-	-	-
<b>At FVTOCI</b>	-	-	-	-	-	-
<b>Financial Liabilities :-</b>						
<b>At Amortised Cost</b>						
Trade Payable	90,167.00			117,015.38		
<b>At FVTPL</b>						

The Financial Instruments are categorised into two levels based on the inputs used to arrive at fair value measurement as described below:

**LEVEL 1:** Quoted Prices (unadjusted) in active markets for identical assets or liabilities; and

**LEVEL 2:** Inputs other than the quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

## 35 Additional Regulatory Information

S.No.	Particulars							Response
(i)	Title deeds of Immovable Properties not held in name of the Company The company shall provide the details of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) whose title deeds are not held in the name of the company in following format and where such immovable property is jointly held with others, details are required to be given to the extent of the company's share.							NA
	S.No.	Relevant Line Item in the Balance Sheet	Description of item of property	Gross Carrying Value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative# of promoter* / director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the company
	1	Property Plant and Equipments						
		Investment Property						
		Others						
(ii)	The Company shall disclose as to whether the fair value of investment property (as measured for disclosure purposes in the financial statements) is based on the valuation by a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017.							NA
(iii)	Where the Company has revalued its Property, Plant and Equipment (including Right-of-Use Assets), the company shall disclose as to whether the revaluation is based on the valuation by a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017.							NA
(iv)	Where the company has revalued its intangible assets, the company shall disclose as to whether the revaluation is based on the valuation by a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017.							NA
(v)	The following disclosures shall be made where Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are:							NA
	(a) repayable on demand; or							
	(b) without specifying any terms or period of repayment:							
	Type of Borrower	Amount of loan or advance in the nature of loan outstanding			Percentage of the total Loans and advances in the nature of loans			
	Promoter							
	Directors							
	KMPs							
	Related parties							

S.No.	Particulars	Response					
(vii)	<b>Capital-work-in progress (CWIP)</b>	NA					
	<b>(a) Ageing Schedule</b>						
	<b>CWIP Ageing Schedule</b>						
			<b>Amount in CWIP for a period of</b>				
	<b>CWIP</b>		<b>Less Than 1 year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>	<b>Total</b>
	Projects in progress						
	Projects temporarily suspended						
	<b>(b) For capital- work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan, following CWIP completion schedule shall be given.</b>						
			<b>Amount in CWIP for a period of</b>				
	<b>CWIP</b>		<b>Less Than 1 year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>	<b>Total</b>
Projects 1							
Projects 2							
(viii)	<b>Intangible assets under development</b>	NA					
	<b>(a) Ageing Schedule</b>						
	<b>Intangible assets under development Ageing Schedule</b>						
			<b>Amount in Intangible assets under development for a period of</b>				
	<b>Intangible assets under development</b>		<b>Less Than 1 year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>	<b>Total</b>
	Projects in progress						
	Projects temporarily suspended						
	<b>(b) For intangible asset under development, whose completion is overdue or has exceeded its cost compared to its original plan, following CWIP completion schedule shall be given</b>						
			<b>Amount in Intangible assets under development for a period of</b>				
	<b>Intangible assets under development</b>		<b>Less Than 1 year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>	<b>Total</b>
Projects 1							
Projects 2							
(ix)	<b>Details of Benami Property held</b>	NA					
	<b>S.No.</b>		<b>Particulars</b>	<b>Comments</b>			
	(a)		Details of such property				
	(b)		Amount thereof				
	(c)		Details of Beneficiaries				
	(d)		If Property is in the books, then reference to the item in the balance sheet				
	(e)		If Property is in the books, then the fact shall be stated				
	(f)		Where there are proceedings against the company under this law as an abetter of the transaction or as the transferor then the details shall be provided,				
	(g)		Nature of proceedings, status of same and company's view on same.				

S.No.	Particulars						Response
(x)	<b>where the Company has borrowings from banks or financial institutions on the basis of security of current assets, it shall disclose the following</b>						NA
(a)	whether quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts.					Yes	
(b)	if not, summary of reconciliation and reasons of material discrepancies, if any to be adequately disclosed.					NA	
(xi)	<b>Where a company is a declared wilful defaulter by any bank or financial Institution or other lender, following details shall be given:</b>						NA
(a)	Date of declaration as wilful defaulter,						
(b)	Details of defaults (amount and nature of defaults),						
(xii)	<b>Relationship with struck off Companies</b>						NA
Where the company has any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956,							
S.No.	Name of Struck off Company	Nature of transactions with struck-off Company	Balance outstanding	Relationship with the Struck off company, if any, to be disclosed			
		Investments in securities					
		Receivables					
		Payables					
		Shares held by struck off Company					
		Other outstanding balances (to be specified)					
(xiii)	<b>Registration of charges or satisfaction with Registrar of Companies (ROC)</b>						
Where any charges or satisfaction yet to be registered with ROC beyond the statutory period, details and reasons thereof shall be disclosed.							
(xiv)	<b>Compliance with number of layers of companies</b>						NA
Where the company has not complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017, the name and CIN of the companies beyond the specified layers and the relationship or extent of holding of the company in such downstream companies shall be disclosed.							
(xv)	Ratios	Numerator	Denominator	FY 2022-23	FY 2021-22	Change	Explanation
	<b>Current Ratio (in times)</b>	Total Current Assets	Total Current Liabilities	0.42	0.49	-15%	NA
	<b>Debt-Equity Ratio (in times)</b>	Long Term Borrowings	Total Equity	0.00	0.00	0%	NA
	<b>Debt-Service Coverage Ratio</b>	Earnings for Debt service = Net profit after tax + Non- cash operating expenses + interest + other non cash adjustments+ Interest on debt debited in P&L	Debt service = Interest + Principal Repayment (Non-Current debts only)	0.00	0.00	0%	NA

Ratios	Numerator	Denominator	FY 2022-23	FY 2021-22	Change	Explanation
<b>Return on Equity Ratio (in times)</b>	Profit for the year less preference dividend (if any)	Average Total Equity	-0.10	-0.10	-2%	NA
<b>Inventory Turnover Ratio (in times)</b>	Revenue From Operations	Average Inventory	19.74	31.48	-37%	Inventory has been decreased significantory hence the ratio is increased.
<b>Trade Receivable Turnover Ratio (in times)</b>	Revenue From Operations	Average Trade Receivable	4.74	5.96	-21%	NA
<b>Trade Payable Turnover Ratio (in times)</b>	Revenue From Operations	Average Trade Payable	1.19	1.75	-32%	The Company's emphasis on business expansion and market conditions has led to a significant variance in the trade payable turnover ratio. By extending credit from creditors, the Company has sought to facilitate its growth objectives. This approach may have resulted in charges to credit policies and payment terms, affecting the turnover ratio for trade payables.
<b>Net Capital Turnover Ratio (in times)</b>	Revenue From Operations	Working Capital (i.e. Total current assets less Total Current Liabilities)	-2.65	-3.00	-12%	NA
<b>Net Profit Ratio (in %)</b>	Profit for the year before exception items	Revenue From Operations	0.03	0.03	12%	NA
<b>Return On Capital Employed</b>	Profit Before Tax And Finance Costs	"Average capital Employed Capital Employed = Net Worth + Deferred Tax Liabilities"	-0.15	-0.17	-13%	since capital employed is negative, Return on capital employed cannot be calculated.
<b>Return on Investment</b>	Income Generated from Investment Funds	Average invested Funds	0.00	0.00	NA	

<b>(xvi)</b>	<b>Compliance with approved Scheme(s) of Arrangements</b>	NA
	Where any Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013, the Company shall disclose that the effect of such Scheme of Arrangements have been accounted for in the books of account of the Company 'in accordance with the Scheme' and 'in accordance with accounting standards' and deviation in this regard shall be explained.	
<b>(xvii)</b>	<b>Utilisation of Borrowed funds and share premium:</b>	NA
	<p>(A) Where company has advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall</p> <p>(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or</p> <p>(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;</p> <p>The company shall disclose the following:-</p> <p>(I) date and amount of fund advanced or loaned or invested in Intermediaries with complete details of each Intermediary.</p> <p>(II) date and amount of fund further advanced or loaned or invested by such Intermediaries to other intermediaries or Ultimate Beneficiaries alongwith complete details of the ultimate beneficiaries.</p> <p>(III) date and amount of guarantee, security or the like provided to or on behalf of the Ultimate Beneficiaries</p> <p>(IV) declaration that relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and Companies Act has been complied with for such transactions and the transactions are not violative of the Prevention of Money-Laundering act, 2002 (15 of 2003).;</p>	NA
	<p>(B) Where a company has received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall</p> <p>(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or</p> <p>(ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries, the company shall disclose the following:-</p> <p>(I) date and amount of fund advanced or loaned or invested in Intermediaries with complete details of each Intermediary.</p> <p>(II) date and amount of fund further advanced or loaned or invested by such Intermediaries to other intermediaries or Ultimate Beneficiaries along with complete details of the ultimate beneficiaries.</p> <p>(III) date and amount of guarantee, security or the like provided to or on behalf of the Ultimate Beneficiaries</p> <p>(IV) declaration that relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and Companies Act has been complied with for such transactions and the transactions are not violative of the Prevention of Money-Laundering act, 2002 (15 of 2003).;</p>	NA

## 36 Financial Risk Management

**(i) Credit Risk**

Credit risk is the risk of financial loss to the Company if a customer or counter party to a financial instrument fails to meet its contractual obligations. Credit risk primarily relates to trade and other receivables, long-term loans, cash and cash equivalents.

The Company's exposure to credit risk with regards to trade and other receivables is influenced mainly by the individual characteristics of each customer and there is no significant concentration of risk related to industry segments. The granting of credit is controlled by well-established criteria that are reviewed on a regular basis. The maximum exposure to credit risk at the reporting date is the carrying amount of each trade receivable.

The credit policy requires each new customer to be analyzed individually for credit worthiness before delivery and payment terms are offered.

Other receivables consist primarily of security deposits, loans to employees and other receivables. The risk of default is assessed as low.

The credit risk surrounding loans receivable is assessed as low risk.

Credit risk on cash and cash equivalents is assessed as low risk as the Company deposits cash surpluses with financial institutions of high quality and standing.

**(ii) Liquidity Risk**

The Company actively monitors its cash flows to ensure there is sufficient cash available to meet its working capital requirements. Due to the dynamic nature of the underlying businesses, the Company maintains flexibility in funding by maintaining availability under committed credit lines. Management monitors rolling forecasts of the Company's cash and cash equivalents on the basis of expected cash flow.

The Company's current trade and other payables are all due within one year.

The table below summarizes the maturity profile of the Company's financial liabilities as at 31 March 2023 based on contractual undiscounted payments:

(Amount in Rs. Thousands)

Particulars	Less Than One year	1-2 Years	2-4 Years	>4 Years	Total
Trade Payables	6,020.14	4,492.49		79,654.37	<b>90,167.00</b>
Long Term Borrowings	-	-	-	-	-
Short Term Borrowings	-	-	-	-	-

**(iii) Market Risk****Interest Rate Risk**

The Company is exposed to interest rate risk on its cash and cash equivalents, long-term loans and borrowings, which can have an impact on the cash flows of these instruments. The exposure to interest rate risk is managed through the Company's Board by using counter parties that offer the best rates which enables the Company to maximize returns whilst minimizing risk.

Particulars	Less than 6 Months	6 Months to 1 Year	1 Year to 2 Years	2 Years to 3 Years	More than 3 years	Total
<b>for the year ended as on March 31, 2023</b>						
Outstanding dues of micro enterprises and small enterprises						
Outstanding dues of creditors other than micro enterprises and small enterprises (undisputed)	5,491.08	529.06	4,492.49	-	79,654.37	90,167.00
<b>TOTAL</b>	<b>5,491.08</b>	<b>529.06</b>	<b>4,492.49</b>	<b>-</b>	<b>79,654.37</b>	<b>90,167.00</b>

Particulars	Less than 6 Months	More than 6 Months	More than one Year	More than two Years	More than 3 years	Total
<b>for the year ended as on March 31, 2022</b>						
Outstanding dues of micro enterprises and small enterprises						
Outstanding dues of creditors other than micro enterprises and small enterprises (undisputed)	37,318.49	-	-	-	79,696.90	117,015.38
<b>TOTAL</b>	<b>37,318.49</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>79,696.90</b>	<b>117,015.38</b>

**For ATM & ASSOCIATES**

Chartered Accountants  
Firm Registration No. 017397C

CA Madhav Tulsyan  
Partner  
Membership No. 420663  
Place: Indore

Date: 29<sup>th</sup> May, 2023  
UDIN: 23420663BGWOXJ6060

**For and on behalf of the Board****MID INDIA INDUSTRIES LIMITED**

(Sanjay Singh) (Bhawani Shankar Soni)  
Chairman & Managing Director Wholetime Director  
(DIN: 01548011) (DIN: 01591062)

(Omprakash Dhanotiya) (Shailendra Kumar Agrawal)  
Chief Financial Officer Company Secretary  
(Pan - AORPD0458G) (Mem. No. FCS 12104)



where tradition is blended into  
**MODERNITY**

**MID INDIA INDUSTRIES LIMITED**  
(Regd. Office)

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