

31<sup>st</sup> August, 2019

To,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001.  
Script code: 513269

To,  
National Stock Exchange of India Limited  
Exchange Plaza,  
Bandra Kuria Complex,  
Bandra (E), Mumbai-400 051.  
Script code: MANINDS

**Sub : Submission of Annual Report of the Company for the Year 2018-19 pursuant to Regulation 34 of the Listing Regulations, 2015**

Dear Sir/Madam,

Pursuant to Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, we are hereby submitting the Annual Report of the Company for the Year 2018 - 19.

We request you to take note of the same.

Thank you,

Yours Faithfully,

**For Man Industries (India) Limited**



**Shashank Belkhede**  
Group Head – Legal & Secretarial



**31<sup>ST</sup> ANNUAL REPORT**  
**2018 - 19**



**POWERING GROWTH THROUGH CONSISTENT PERFORMANCE**



## **VISION**

OBTAINING MARKET LEADERSHIP POSITION BY PROVIDING INNOVATIVE AND QUALITY PRODUCTS AND SERVICES TO IMPROVE QUALITY OF LIFE AND ENVIRONMENT IN QUEST FOR EXCELLENCE.

## **MISSION**

PARTNERING WITH EVERY MAJOR GLOBAL CLIENT IN OIL, GAS AND WATER SECTOR BY PROVIDING QUALITY SOLUTIONS IN COMMITTED TIMELINE, ENHANCING VALUE FOR STAKEHOLDERS.

## CHAIRMAN'S STATEMENT

**Dear Shareholders,**



It gives me immense pleasure to share with you, 31<sup>st</sup> Annual Report of the Company for the year ended March 2019.

The year under review had been yet another strong and significant year in terms of steady performance of the company. The company has not only posted excellent results in spite of high volatility in the global and Indian Economic Environment, but has also surpassed all its historical performances both in terms of revenue as well as in terms of Production.

With the passing of election uncertainties and stable Government at centre, India is all set to remain the fastest growing economy in the years to come. Government's renewed focus on Water Sector and Gas Distribution network will offer greater opportunities for growth in the Pipe industry.

Your Company maintains its unbroken track record of profitability due to focused and calibrated approach in deployment of resources to optimise performance. You will be happy to know that the company has recorded highest revenue during the year which stands at Rs. 2,242 crores. As on date, the company has a comfortable order book position of about Rs. 2,000 Crores and the same is expected to go up significantly by March, 2020.

During the year, the Company has successfully executed a single largest prestigious order from GAIL for its Jagdishpur-Haldia-Bokaro-Dhamra- Phase II project.

The long pending issue of Scheme of arrangement related to demerger of its real estate division under Man Infraprojects Ltd. is likely to be resolved this year.

On behalf of all the board members and shareholders I wish to put on record my sincere appreciation for the excellent efforts put in by all the team members of the company. I am also confident they will continue to deliver best out of them and help company to achieve greater heights in the future.

I am also grateful to our bankers, regulators, government departments and all the stakeholders for their continued cooperation and support. I thank all my colleagues on the board for their guidance and support. I am also thankful to the fellow shareholders who continued to provide support and repose confidence in the management of the company.

Thank you,

**R.C. Mansukhani**  
Chairman

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## COMPANY SYNOPSIS

### BOARD OF DIRECTORS

**MR. R. C. MANSUKHANI**  
(Executive Chairman)

**MR. NIKHIL MANSUKHANI**  
(Executive Director)

**MRS. HEENA VINAY KALANTRI**  
(Non-Executive Director)

**MR. KIRIT N. DAMANIA**  
(Independent Director)

**MR. PRAMOD KUMAR TANDON**  
(Independent Director)

**MRS. RENU P. JALAN**  
(Independent Director)

### AUDIT COMMITTEE

MR. KIRIT N. DAMANIA (Chairman)  
MR. PRAMOD TANDON  
MR. NIKHIL R. MANSUKHANI  
MRS. RENU P. JALAN \*

### STAKEHOLDERS RELATIONSHIP COMMITTEE

MR. PRAMOD TANDON (Chairman)  
MR. KIRIT N. DAMANIA  
MR. NIKHIL R. MANSUKHANI  
MRS. RENU P. JALAN \*

### NOMINATION & REMUNERATION COMMITTEE

MR. KIRIT N. DAMANIA (Chairman)  
MR. PRAMOD TANDON  
MS. HEENA VINAY KALANTRI  
MRS. RENU P. JALAN \*  
\*(w.e.f. 28<sup>th</sup> May, 2019)

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### MANAGEMENT TEAM

**Mr. Rajat Gupta**

**Mr. Ashok Gupta**

**Mr. Jaspreet Singh Bhatia**

**Mr. Umesh Rastogi**

**Mr. Gurinder Singh Sethi**

**Mr. Jayant Pimpale**

**Mr. Shashank Belkhede**

**M/s. M. H. Dalal & Associates**

President - Marketing

Chief Financial Officer

Vice President - Operation

Vice President - Business Development & Technical Services

Vice President - Marketing & Business Development

Vice President - Commercial

Group Head - Legal & Secretarial

Statutory Auditors

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### BANKERS

State Bank of India

ICICI Bank

IDBI Bank

Corporation Bank

Union Bank of India

Bank of India

Exim Bank

The South India Bank

IndusInd Bank

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### REGISTRAR AND SHARE TRANSFER AGENT

Link Intime India Private Limited

C-101, 247 Park,

L.B.S. Road, Vikhroli (West)

Mumbai - 400 083.

Phone : 022 - 49186000

Facsimile : 022 - 49186060

Electronic Mail : rnt.helpdesk@linkintime.co.in

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### REGISTERED OFFICE

MAN HOUSE, 101, S. V. Road,  
Opp. Pawan Hans, Vile Parle (W),  
Mumbai - 400056.

Phone : 022 - 66477500

Facsimile : 022 - 66477600

Website : www.mangroup.com

Email : enquiry@maninds.org

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### PLANTS

**Pipe and Coating Complex, Anjar**

Khedoi Village, Taluka Anjar

District Kutch (Gujarat)

**Pipe and Coating Complex, Pithampur**

Plot No 257/258 B Sector I, Pithampur Industrial Area

Pithampur, District Dhar (Madhya Pradesh)

# CSR INITIATIVES



Inauguration of Paediatric Oncology Department at Tata Memorial Hospital



Renovated Ward at Tata Memorial Hospital



Tree Plantation at Anjar



Shilanayas Pooja at Pond Deepening Site adopted under Sujalam Suflam Jal Sanchay Abhiyan

## NOTICE

### MAN INDUSTRIES (INDIA) LIMITED

CIN: L99999MH1988PLC047408

Registered Office: Man House, 101, S.V. Road, Opp. Pawan Hans, Vile Parle (West), Mumbai- 400 056.

Website: www.mangroup.com, Email: investor.relations@maninds.org

Tel. No.: 022 6647 7500, Fax No.: 022 6647 7600

**NOTICE** is hereby given that the 31<sup>st</sup> Annual General Meeting (the "Meeting") of the members of MAN INDUSTRIES (INDIA) LIMITED will be held on **Friday, 27<sup>th</sup> Day of September, 2019 at 4:30 P.M.** at Juhu Vile Parle Gymkhana Club, Plot No U/13, J.V.P.D. Scheme, 13<sup>th</sup> Road, Juhu, Opposite Juhu Bus Depot, Juhu, Mumbai, Maharashtra - 400049 to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March, 2019 and the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and the Auditors thereon.
2. To declare dividend of Rs. 1.50 (i.e. 30%) per equity share of face value of Rs. 5.00 each for the year ended March 31, 2019.
3. To appoint a Director in place of Mr. Nikhil Mansukhani (DIN 0225752), who retires by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

4. **Ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2020.**

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

**"RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s M.P. Turakhia & Associates, Cost Accountants, be and are hereby appointed as Cost Auditors by the Board of Directors to audit the cost records of the Company for the FY 2019-20, be paid a remuneration of Rs.1,00,000/- (Rupees One Lac Only) plus applicable taxes and reimbursement of out of pocket expenses.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

5. **Re-appointment of Mr. Pramod Tandon as an Independent Director.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Pramod Tandon (DIN: 00364652), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company, for another term of five consecutive years with effect from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024, not liable to retire by rotation."

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution."



6. **Continuation of directorship of Mr. Kirit Damania, aged above 75 years.**

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 149,152 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the consent of members be and is hereby accorded for continuation of the term of Mr. Kirit Navnital Damania (DIN: 01435190), who was re-appointed as Independent Director of the Company for a term of 5 years at the 30<sup>th</sup> Annual General Meeting of the Company held on 28<sup>th</sup> September, 2018 and who has already completed the age of seventy five years, be continued after 1<sup>st</sup> April, 2019 till completion of his present term till 29<sup>th</sup> March, 2023.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

7. **Waiver of recovery of excess managerial remuneration paid to Mr. R.C. Mansukhani for the financial year ended March 31, 2019.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 197, 198 read with Schedule V of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, of the Act 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 pursuant to the recommendations of Nomination and Remuneration Committee and the Board of Directors of the Company and subject to such approval as may be required, the approval of the members of the Company be and is hereby accorded to ratify and confirm the waiver of recovery of the excess remuneration paid to Mr. R.C. Mansukhani (DIN: 00012033), Chairman and Whole-time Director of the Company for the financial year 2018-19, which however was paid in accordance with and pursuant to the Special Resolution passed by the members of the Company in the 30<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2018.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or a Committee thereof be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the aforesaid Resolution.”

8. **Continuation of payment of remuneration to Executive Directors who are Promoters in excess of limits prescribed under Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.**

**“RESOLVED THAT** pursuant to Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any amendment, modification or re-enactment thereof) and rules made there under and Schedule V thereto and Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), consent be and is hereby accorded for continuation of payment of remuneration to Mr. R.C. Mansukhani (RCM), Chairman & Whole-time Director and Mr. Nikhil Mansukhani (NM), Executive Director in terms of existing terms and conditions as approved by the shareholders in the 30<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2018, notwithstanding that their aggregate annual remuneration exceeds 5 percent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, till the expiry of their respective current terms i.e. up to 25<sup>th</sup> September, 2023 (for RCM) and 2<sup>nd</sup> October, 2023 (for NM).

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

**Place : Mumbai**

**Date : August 14, 2019**

**By order of the Board of Directors**

**Regd Office :**

‘MAN HOUSE’

101, S.V. Road, Opp. Pawan Hans,  
Vile Parle (West), Mumbai - 400 056.

**Shashank Belkhede**  
**Group Head - Legal & Secretarial**

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

**A person can act as a Proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total share capital of the Company. A Member holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as Proxy and such Proxy shall not act as a Proxy for any other Member.**

The instrument appointing the Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped and signed, at least 48 hours before the commencement of the Meeting.

Corporate Members intending to send their authorized representatives to attend the Annual General Meeting ("the Meeting") are requested to send to the Company a certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.

2. 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.
3. The Members/Proxies are requested to bring the attendance slip duly filled in for attending the Meeting.
4. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. As required under Regulation 36 of the Listing Regulation, a statement containing the details of the Director seeking re-appointment at the ensuing Annual General Meeting is annexed to this Notice.
6. The Register of Members and the Share Transfer Books of the Company shall remain closed from Saturday, September 21, 2019 to Friday, September 27, 2019 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend, if declared at the Annual General Meeting.
7. All the documents referred to in the Notice and Explanatory Statement annexed thereto including the Annual Report for the financial year 2018-19 and Notice of the 31<sup>st</sup> Annual General Meeting are open for inspection by the Members, without any fees, at the Registered Office of the Company between 11:00 a.m. and 1:00 p.m. on all working days except Saturday up to the date of the Meeting and the same shall be made available for inspection by Members at the Meeting.
8. **Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details/NECS/mandates, nominations, power of attorney, change of address/name, PAN details, email address etc. to their Depository Participant only and not to the Company or the Registrar and Share Transfer Agents (RTA) of the Company. The Company or its RTA cannot act on any such request received directly from the members. Changes intimated to the Depository Participant will be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the members.**
9. **In case of members holding shares in physical form, such information is required to be provided to the Company's RTA. A 'KYC Form' is given in this Annual Report for capturing the above details. Members are requested to send the duly filled in 'KYC Form' to the RTA.**
10. Members are requested to quote their Folio No. / Client ID and DP ID in all their correspondence.
11. **SEBI has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their depository participants. Members holding shares in physical form are requested to submit their PAN details to the Company's RTA.**
12. **As per SEBI mandate no requests for effecting transfer of shares except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. Hence, investors are requested to demat their physical holding for any further transfer. Members can contact the Company's RTA for assistance in this regard.**

13. Members who have not registered their e-mail address for receiving all communications including Annual Report, Notices, Circulars etc., from the Company electronically, are requested to register the same with their Depository Participants (for shares held in electronic form) and with the Registrar and Share Transfer Agents of the Company, i.e. Link Intime India Private Limited (for shares held in physical form). Members who have registered their e-mail address are also entitled to receive such communication in physical form, upon request.
14. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as on Friday, September 20, 2019.
15. Unclaimed dividend for the Financial Years 2011-12 to 2017-18 are still lying in the respective unpaid dividend accounts of the Company. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with the Registrar & Transfer Agent or the Company Secretary at the Company's Registered Office. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. Further all shares in respect of which dividend has not been claimed for seven consecutive years or more shall also be transferred to the IEPF as per Section 124 of the Act and the applicable rules.

The respective due dates of transfer of the unclaimed dividend and the underlying shares are mentioned under the heading 'Unclaimed Dividend' in the 'Corporate Governance' section of the Annual Report. Shareholders whose shares or unclaimed dividend has been transferred to the Fund may claim the said shares or unclaimed dividend by making an application in Form IEPF 5 and submission of the prescribed documents to the Fund.

16. The notice of AGM along with Annual Report for 2018-19 is being sent by electronic mode to all the members whose email IDs are registered with the Company/Depository Participant(s) unless any member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copies are being sent by the permitted mode.

Members, who have received the above documents in electronic mode, are entitled to receive the same, free of cost, in physical form, upon making a request in this regard to the Registrar and Share Transfer Agents of the Company, i.e. Link Intime India Private Limited C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083 or to the Company at investor.relations@maninds.org.

17. In compliance with provisions of Regulation 44 of the Listing Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has provided a facility of remote e-voting (e-voting from a place other than venue of the Meeting) to its Members to enable them to exercise their right to vote on the business proposed to be transacted at the 31<sup>st</sup> Annual General Meeting ("the Meeting"). Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate the remote e-voting.

The facility for voting through ballot papers shall be made available at the venue of the Meeting. The Members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the Meeting through ballot papers.

18. Information and other instructions relating to remote e-voting are as under :

- (i) The voting period begins on Tuesday, September 24, 2019 at 9:00 a.m. and ends on Thursday, September 26, 2019 at 5:00 p.m. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, September 20, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

- (ii) Click on Shareholders

- (iii) 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) Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (iv) Next enter the Image Verification as displayed and Click on Login.

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 voting of any company, then your existing password is to be used.

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

**For Members holding shares in Demat Form and Physical Form**

PAN	<ul style="list-style-type: none"> <li>• Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</li> <li>• Members who have not updated their PAN with the Company/Depository Participant and receiving Physical copies of the Notice and Annual Report, are requested to use the sequence number which is printed on the Address stickers in the PAN field. Members receiving the copies of the Notice and Annual Report through email, the sequence No. is mentioned in the email itself.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> <li>• 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.</li> <li>• If both details are not recorded with the depository or Company please enter the Member ID / Folio Number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant “MAN INDUSTRIES (INDIA) LIMITED” on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, if 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xv) If 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.
- (xvi) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

**(xvii) Note for Non - Individual Shareholders and Custodians:**

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.

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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

- 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.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

(xviii) Members may also address their queries/grievances regarding the e-voting facility to:

Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited (CDSL), Marathon Futurex, A Wing, 25<sup>th</sup> floor, Mafatlal Mills Compound, N.M. Joshi Marg, Lower Parel (East), Mumbai 400013, Tel: 022-23058542 / 23058543 / 1800-200-5533, Email: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

Any person who is not a Member as on the cut-off date should treat this Notice for information purpose only. Also, any person who acquires shares and becomes the Member of the Company after the dispatch of Annual Report and Notice of the Meeting and holding shares on the cut-off date i.e. Friday, September 20, 2019, may obtain login ID and password by sending a request at [helpdesk.evoting@cdsl.com](mailto:helpdesk.evoting@cdsl.com).

19. The Board of Directors has appointed Mrs. Bhavika Sanghvi, Practicing Company Secretary as the Scrutinizer to scrutinize the voting process (including remote e-voting) in a fair and transparent manner in its Meeting held on August 14, 2019.
20. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours from conclusion of the meeting, a consolidated Scrutinizer’s report of the total votes cast in favour and against the resolution, invalid votes, if any, and whether the Resolution(s) has/have been carried or not, to the Chairman or a person authorized by him in writing who shall countersign the same.

The result declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.mangroup.com](http://www.mangroup.com) and on the website of CDSL immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Ltd, where the securities of the Company are listed.

Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the meeting i.e. September 27, 2019.

**Place : Mumbai**

**Date : August 14, 2019**

**By order of the Board of Directors**

**Regd Office :**

‘MAN HOUSE’

101, S.V. Road, Opp. Pawan Hans,  
Vile Parle (West), Mumbai - 400 056.

**Shashank Belkhede**  
**Group Head - Legal & Secretarial**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 SETTING OUT ALL THE MATERIAL FACTS RELATING TO SPECIAL BUSINESS:**

**Item No. 4**

The Companies (Cost Records and Audit) Amendment Rules, 2014, mandate audit of the cost accounting records of the Company in respect of certain product categories. Accordingly, the Board of Directors based on the recommendation of the Audit Committee appointed M/s M.P. Turakhia & Associates, Cost Accountants as the Cost Auditors of the Company for the FY 2019-20 at a remuneration of Rs.1,00,000/- (Rupees One Lac Only) plus applicable taxes and reimbursement of out of pocket expenses in connection with the audit.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company. Accordingly, consent of the members is sought for approving the Ordinary Resolution set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2019-20 as stated above.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution as set out in Item No. 4 of the Notice for the approval of the Members.

**Item No. 5**

Mr. Pramod Tandon (DIN: 00364652) who was appointed as Independent Director in the 26<sup>th</sup> Annual General Meeting of the Company completed his present term of five years on 31<sup>st</sup> March 2019.

Based on the outcome of performance evaluation of the Independent Directors, on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company on February 12, 2019, has approved the re-appointment of Mr. Pramod Tandon for the second term as provided in the resolution, and he shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013. The Company has received a declaration from Mr. Pramod Tandon confirming that he meets the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is independent of the management.

In terms of Section 160 of the Companies Act, 2013, the Company has also received a notice in writing from a member proposing the candidature of Mr. Pramod Tandon to be reappointed as an Independent Director as per the provisions of the Companies Act, 2013.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, the Board recommends the passing of resolution set out in Item No. 5 as a Special Resolution.

Except Mr. Pramod Tandon and his relatives, to the extent of their shareholding, if any, none of the Directors or Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise, in the resolution as set out in Item No. 5 of the Notice.

**Item No. 6**

Mr. Kirit Navnitlal Damania (DIN: 01435190), a non-executive director, was appointed as Independent Directors at the 30<sup>th</sup> Annual General Meeting of the Company held on 28<sup>th</sup> September, 2018 by Special Resolution for a term of 5 consecutive years till 29<sup>th</sup> March, 2023 in accordance with the provisions of Section 149 and 152 of the Companies Act, 2013. However, SEBI has vide notification dated 9<sup>th</sup> May, 2018 amended Regulation 17 of SEBI (LODR) by inserting a new Para (1A), which requires that w.e.f. 1<sup>st</sup> April, 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

In view of the above amendment in Regulation 17, Mr. Kirit Navnitlal Damania, a Non-Executive Director who had already completed 75 years of age cannot be continued unless a Special Resolution is passed by the members of the Company. Accordingly, the matter was discussed by the Nomination and Remuneration Committee and the Board of Directors of the Company and in view of exemplary contribution and rich experience of Mr. Kirit Navnitlal Damania, it was decided to recommend continuation of his directorship till the completion of his full term upto 29<sup>th</sup> March, 2023, in the best interest of the Company. Mr. Kirit Navnitlal Damania, Independent Director had already completed 75 years of age and has been continuously providing his valuable contribution and guidance to the Board of Directors of the Company. Mr. Kirit Navnitlal Damania possesses over 5 decades of vast experience in legal and finance areas and the Company is benefiting from his rich experience immensely. In view of his valuable contribution and rich experience of Mr. Kirit Navnitlal Damania, your Directors feel that the continuation of his term as already approved by shareholders in the last Annual General Meeting, is fully justified.

Except Mr. Kirit Navnitlal Damania, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, in the proposed resolution.

Your Directors recommend the Special Resolution(s) under Item No.6 of the notice for approval of the members.

**Item No. 7**

Mr. R.C. Mansukhani (DIN: 00012033), Chairman and Whole-time Director of the Company was re-appointed for a period of five years at the 30<sup>th</sup> Annual General Meeting of the Company held on 28<sup>th</sup> September, 2018 on the terms and conditions including payment of remuneration as mentioned therein.

At the time of his re-appointment, the Company had adequate profits and the remuneration paid/ payable to Mr. R.C. Mansukhani was well within the limits prescribed under the Companies Act, 2013. However, due to inadequacy of profits during financial year 2018-19, the remuneration paid to Mr. R.C. Mansukhani during the said financial year exceeded the limits as prescribed under Section 197 read with Schedule V of the Companies Act 2013. Pursuant to Section 197(10) of the Act, the members of the Company can waive the recovery of excess remuneration by passing a special resolution.

The management of the Company believes that the remuneration as previously approved by the members of the Company and paid to Mr. R.C. Mansukhani is justified in terms of their key role within the Company.

The Nomination and Remuneration Committee and the Board have at their respective meeting(s) held on August 14, 2019, subject to the approval of the members of the Company, accorded their approvals for waiver of the recovery of excess managerial remuneration paid by the Company to Mr. R.C. Mansukhani and, in the interest of the Company have also recommended the aforesaid resolution as set out in this Notice for approval of the Members.

Accordingly, it is proposed that approval of the members of the Company by way of a special resolutions be obtained for the waiver of recovery of excess remuneration paid to Mr. R.C. Mansukhani.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

Save and except Mr. R.C. Mansukhani and their relatives to the extent of their shareholding interest, if any, none of the other Directors/ Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise.

**Item No. 8**

The Shareholders had approved the re-appointment and remuneration of Mr. R.C. Mansukhani (RCM), Chairman & Whole-time Director and Mr. Nikhil Mansukhani (NM), Executive Director in their 30<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2018 for a five years commencing from 26<sup>th</sup> September, 2018 to 25<sup>th</sup> September, 2023 (for RCM) and from 3<sup>rd</sup> October, 2018 to 2<sup>nd</sup> October, 2023 (for NM).

The Securities and Exchange Board of India (SEBI) vide their notification dated 9<sup>th</sup> May, 2018 inserted Regulation 17(6)(e) in the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 with effective from 1<sup>st</sup> April 2019. The said regulation inter alia requires that if the aggregate annual remuneration payable to all the Executive Directors who are promoters or members of the Promoter Group exceeds 5 percent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, the same shall be subject to the approval of the Shareholders by special resolution in general meeting and that the approval of the shareholders under this provision shall be valid only till the expiry of the term of such Director.

Mr. R.C. Mansukhani (RCM), Chairman & Whole-time Director and Mr. Nikhil Mansukhani (NM), Executive Director, are the promoters of the Company and their aggregate annual remuneration exceeds 5% of the net profits of the Company.

In order to comply with the requirement of Regulation 17(6)(e) of the listing regulations and on recommendation of Nomination and Remuneration Committee, Board of Directors is seeking to take members' approval by way of Special Resolution for the remuneration paid to the aforesaid directors during the financial year 2018-19 and for the continuation of payment of remuneration to them in terms of the special resolution passed by the Shareholders in the 30<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2018 for the remaining part of their current term i.e. upto 25<sup>th</sup> September 2023 (for RCM) and 2<sup>nd</sup> October 2023 (for NM) notwithstanding that their aggregate annual remuneration exceeds 5 percent of the net profits of the Company.

**Place : Mumbai**

**Date : August 14, 2019**

**By order of the Board of Directors**

**Regd Office :**

'MAN HOUSE'

101, S.V. Road, Opp. Pawan Hans,  
Vile Parle (West), Mumbai - 400 056.

**Shashank Belkhede**  
**Group Head - Legal & Secretarial**

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE - APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING**

(Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of the Director	Mr. Nikhil Mansukhani	Mr. Pramod Tandon	Mr. Kirit N Damania
<b>DIN</b>	02257522	00364652	01435190
<b>Date of Birth</b>	21.12.1984	07.12.1949	27.05.1933
<b>Qualifications</b>	Graduate from King's College, UK; Bachelor of Engineering & Business	M. Sc. Tech.	Bachelor of Arts and Law Graduate
<b>Expertise in Specific Functional Areas</b>	After completing his education, Mr. Nikhil Mansukhani has revived line pipe business. He spearheads business development designing & liasioning and manages day to day affairs of the Company.	He has an experience of over 46 years. His experience is of immense support to the Company.	Mr. Damania, aged above 80 years, is a leading solicitor in Mumbai for last several years and he is a senior partner in Kirit N. Damania & Co., Advocate & Solicitors. He has more than 55 years of vast experience in legal and finance areas. He is also a known for his charitable and philanthropical works in the social circles. His experience is of immense support to the company.
<b>Other Public Companies in which Directorships is held as on March 31, 2019</b>	Man Global Limited Man Natural Resources Limited Merino Shelters Private Limited*	Merino Shelters Private Limited *	NIL
<b>Chairman of Committees formed by Board of other Listed Companies of which he/she is a Director as on March 31, 2019</b>	NIL	NIL	NIL
<b>Member of Committees formed by Board of other Listed Companies of which he/she is a Director as on March 31, 2019</b>	NIL	NIL	NIL
<b>Shareholding in the Company as on March 31, 2019</b>	34,61,285	NIL	NIL

\* Being Subsidiary of Man Industries (India) Limited deemed as Public Limited Companies in accordance with the provisions of Section 2(71) of the Companies Act, 2013.



## DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the 31<sup>st</sup> Annual Report of your Company along with the Audited Accounts for the financial year ended March 31, 2019.

### FINANCIAL HIGHLIGHTS / RESULTS

(₹ in Lakhs)

Particulars	For the financial year 2018-19	For the financial year 2017-18
Profit before Depreciation	13,290	13,744
Less: Depreciation	4,592	3,920
Profit Before Tax	8,698	9,824
Exceptional Item (Loss)	-	370
Less: Taxation	2,959	3,168
Profit after Tax	5,739	6,286
Add: Other Comprehensive Income (net of tax)	230	50
Total Comprehensive Profit	5,969	6,336
Add: Profit brought forward	43,887	39,210
Total profit available for appropriation	49,856	45,546
<b>APPROPRIATIONS:</b>		
Adjustment of Income Tax (Earlier year)	88	-
Transfer to General Reserve	574	629
Proposed Dividend	857	857
Provision for taxation – Dividend	176	174
<b>Balance carried to Balance Sheet</b>	<b>48,161</b>	<b>43,887</b>

### RESULTS OF OPERATIONS

Net sales and other income for the standalone entity increased to ₹ 223,601 lakhs from ₹ 163,003 lakhs in the previous year with increase of 37.18%. The operating profit (PBDIT) witnessed an increase of 9.82% from ₹ 18,047 lakhs in 2017-18 to ₹ 19,819 lakhs in 2018-19. The profit after tax (PAT) showed a decrease of 8.72% at ₹ 5,738 lacs from ₹ 6,286 lakhs in the previous year.

### DIVIDEND

For the year under review, the Directors have recommended a dividend of ₹ 1.50 (i.e. 30%) per share (Face Value ₹ 5) [₹ 1.50 (i.e. 30%) per share for the previous year (Face Value ₹ 5)], on the Ordinary (Equity) Shares of the Company. The dividend payout is subject to approval of shareholders at the ensuing Annual General Meeting.

### TRANSFER TO RESERVES

An amount of ₹ 574 lakhs is proposed to be transferred to the General Reserve.

### EXTRACT OF ANNUAL RETURN

An extract of Annual Return in Form MGT-9 as required under the provisions of Section 134(3)(a) read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014 is set out in Annexure 'A' to this report.

### SUBSIDIARY COMPANIES

The Company is having 3 subsidiary companies falling under the purview of Section 2(87) of the Companies Act, 2013. In accordance with Rule 8(1) of the Companies (Accounts) Rules, 2014, a report on their performance and financial position is presented herein below:

Sr. No.	Name of the Subsidiary Companies	Performance
1.	Merino Shelters Private Limited (Incorporated in India)	The implementation of the Scheme of Demerger is still pending and as such, the consolidation of Financial Statements of Merino Shelters Private Limited has not been given effect of.
2.	Man Overseas Metal DMCC (Incorporated in UAE)	The Company has achieved a net profit of AED 8.04 lakhs during the financial year 2018-19 as compared to net profit of AED 4.57 lakhs in the previous year.
3.	Man USA Inc (Incorporated in USA)	The net revenue during the financial year 2018-19 of the Company stood at USD 0.20 lakhs as compared to USD 2.20 lakhs in the previous year. The Company has incurred loss of USD 0.12 lakhs during the current financial year.

In accordance with proviso to Section 129(3) read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statements of the Company's subsidiaries in Form AOC-1 is attached to the financial statements of the Company and forms part of this Annual Report.

During the financial year 2018-19, no company has become or ceased to be subsidiary of the Company and no material change in the nature of the business of the existing subsidiary has taken place.

### CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements of the Company and its subsidiaries (except of Merino Shelters Pvt. Ltd) for the financial year ended March 31, 2019, prepared in accordance with the Companies Act, 2013 and Ind AS-110 on consolidated financial statements form part of this Annual Report and same shall also be laid in the ensuing Annual General Meeting in accordance with the provisions of Section 129(3) of the Companies Act, 2013.

In accordance with the provisions of Section 136 of the Companies Act, 2013, the standalone and consolidated financial statements of the Company along with the documents required to be attached thereto and separate financial statements in respect of its subsidiary companies are available on its website i.e. [www.mangroup.com](http://www.mangroup.com) and are also available for inspection at its Registered Office.

### DIRECTORS

Mr. Nikhil R. Mansukhani (DIN: 02257522), Director is liable to retire by rotation at the conclusion of the forthcoming Annual General Meeting and being eligible, offers himself for re-appointment.

Mr. Pramod Tandon had completed his present term as Independent Directors of the Company on 31<sup>st</sup> March, 2019. On the recommendation of the Nomination and Remuneration Committee, the Board, subject to the approval of the shareholders, has reappointed him as Independent Director for a further term of five consecutive years i.e. upto 31<sup>st</sup> March, 2024.

Mr. Kirit Navnitlal Damania (DIN: 01435190), was appointed as Independent Directors at the 30<sup>th</sup> Annual General Meeting of the Company held on 28<sup>th</sup> September, 2018 by Special Resolution for a term of 5 consecutive years till 29<sup>th</sup> March, 2023 in accordance with the provisions of Section 149 and 152 of the Companies Act, 2013. However, SEBI has vide notification dated 9<sup>th</sup> May, 2018 amended Regulation 17 of SEBI (LODR) by inserting a new Para (1A), which requires that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

In view of the above amendment in Regulation 17, Mr. Kirit Navnitlal Damania who had already completed 75 years of age cannot be continued as a Non-Executive Director unless a Special Resolution is passed by the members of the Company. Accordingly, the matter was discussed by the Nomination and Remuneration Committee and the Board of Directors of the Company and in view of exemplary contribution and rich experience of Mr. Kirit Navnitlal Damania, it was decided to recommend continuation of their directorship till the completion of his full term i.e. upto 29<sup>th</sup> March, 2023, in the best interest of the Company.

Appropriate resolutions for the appointment/re-appointment of the Directors are being placed before you for your approval at the ensuing Annual General Meeting. The brief resume of the aforesaid Directors and other information have been given in the notice convening the Annual General Meeting. Your Directors recommend their appointment/re-appointment.

Mr. Kirit N. Damania, Mr. Pramod Tandon and Mrs. Renu Purshottam Jalan act as independent Directors and they have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of the Listing Regulations, 2015.

#### **BOARD EVALUATION**

Regulation 4(2)(f)(9) of the SEBI Listing Regulations, 2015 mandates that the Board shall monitor and review the Board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. The annual evaluation process of the Board of Directors, its committees and the individual Directors including the Chairman of the Company was carried out in the manner prescribed by the Companies Act, the guidance note on Board Evaluation issued by SEBI and as per the Corporate Governance requirements prescribed by SEBI Listing Regulations.

A structured questionnaire was circulated for reviewing the functioning and effectiveness of the Board, its Committees, the individual directors including the Chairman of the Company. All the directors participated in the evaluation survey. The evaluation criterion for the Directors was based on their participation, contribution and offering guidance to and understanding of the areas which are relevant to them in their capacity as members of the Board. Responses were analyzed and the results were subsequently discussed by the Board. Recommendations arising from the evaluation process was considered by the Board to optimize its effectiveness.

#### **NUMBER OF MEETINGS OF THE BOARD**

The details of the number of meetings of the Board of Directors held during the financial year 2018-19 are furnished as a part of the Corporate Governance Report.

#### **COMPOSITION OF AUDIT COMMITTEE**

The Audit Committee comprises of Mr. Kirit Damania, Mr. Pramod Tandon and Mrs. Renu Jalan, Independent Directors and Mr. Nikhil Mansukhani, Executive Director of the Company. Mr. Kirit Damania is the Chairman of the Committee and the Company Secretary is the Secretary to the Committee. There have not been any instances during the year when recommendations of the Audit Committee were not accepted by the Board of Directors.

#### **REMUNERATION POLICY**

The Board, has, on the recommendation of the Nomination and Remuneration Committee, framed and adopted a policy for selection and appointment of Directors, Senior Management and their remuneration pursuant to the provisions of the Companies Act, 2013 and Part D of Schedule II of the Listing Regulations, 2015. The Remuneration Policy is stated in the Corporate Governance Report.

#### **DIRECTORS RESPONSIBILITY STATEMENT**

The financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on accrual basis except for certain financial instruments, which are measured at fair values, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Companies Act, 2013 ('the Act'), read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. The Company has adopted all the Ind AS standards and the adoption was carried out in accordance with applicable transition guidance. Accounting policies have been consistently applied 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.

The directors confirm that:

- In preparation of the annual accounts for the financial year ended March 31, 2019, the applicable accounting standards (except Ind AS-110) have been followed.
- They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period.
- They have taken proper and sufficient care towards 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.

- They have prepared the annual accounts on a going concern basis.
- They have laid down internal financial controls, which are adequate and are operating effectively.
- They have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

#### **RELATED PARTY TRANSACTIONS**

All related party transactions that were entered into during the financial year under review were on arm's length basis and were in the ordinary course of the business. In compliance with the terms of the 'Policy on Related Party Transactions', no contracts, arrangements or transactions were entered into by the Company with the Promoters, Key Managerial Personnel or other designated persons which would be considered materially significant and which may have potential conflict of interest with the company at large. The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website [www.mangroup.com](http://www.mangroup.com).

Particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013, in the prescribed Form AOC-2, is appended as Annexure 'G' to the Board's report.

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

In accordance with the provisions of Section 134(3)(g) read with Section 186(4) of the Companies Act, 2013, the particulars of loans given, investments made, guarantees given and securities provided, if any, have been disclosed in the financial statements.

#### **VIGIL MECHANISM**

In accordance with the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 4(2)(d) of the Listing Regulations, 2015, the Company has adopted a Whistle Blower Policy to provide a mechanism to its directors, employees and other stakeholders to raise concerns about any violation of legal or regulatory requirements, misrepresentation of any financial statement and to report actual or suspected fraud or violation of the Code of Conduct of the Company.

The Policy allows the whistleblowers to have direct access to the Chairman of the Audit Committee in exceptional circumstances and also protects them from any kind of discrimination or harassment. The Whistle Blower Policy of the Company can be accessed on the Company's website [www.mangroup.com](http://www.mangroup.com).

#### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Management Discussion and Analysis Report containing the details as required under Schedule V to the Listing Regulations, 2015 is annexed hereto and forms an integral part of this Report.

#### **CORPORATE GOVERNANCE REPORT**

A Separate Report on Corporate Governance along with a certificate from the Statutory Auditors of the Company confirming the compliance of the conditions of corporate governance by the Company as required under Para E of Schedule V to the Listing Regulations, 2015 is annexed hereto and forms an integral part of this Report.

#### **FIXED DEPOSITS**

The Company has not accepted any deposits from public and as such, no amount on account of principal or interests on deposits from public was outstanding as on the date of the balance sheet.

#### **CORPORATE SOCIAL RESPONSIBILITY**

As part of its initiatives under "Corporate Social Responsibility" (CSR), the company has contributed funds for the schemes of promoting preventive health care, sanitation, education and rural welfare programs. CSR activities were directly undertaken by the Company to identify the areas and localities in and around Anjar and Pithampur where the company has the manufacturing base, to educate the local inhabitants (villagers) about preventive health care & Hygiene management. The Company is actively participating in "Swachh Bharat Abhiyaan" of the Honorable Prime Minister and constructing toilets in identified villages and schools by the local authorities. The company has extended its support by joining hands with local government authorities in "Sujalam Sufalam Yojana (Jal Sanchay Abhiyan)" of Government of Gujarat in widening & deepening of few water reservoirs and also water distribution in few villages of Kutch. Company is also running a rigorous tree plantation program in the area of Kutch. Further at its Mumbai location,

Company is helping needy patients for their ailments through funding to different hospitals and education of needy Girl Child. The company has significantly contributed for the renovation of pediatric OPD ward of The Tata Memorial Hospital, Mumbai.

The Annual Report on the CSR activities as required under Section 134(3)(o) of the Companies Act, 2013 read with Rule 8 of the Companies (CSR Policy) Rules, 2014 is set out in Annexure 'B' to this Report and is also accessible on Company's website [www.mangroup.com](http://www.mangroup.com) ”

## **RISK MANAGEMENT**

The Company has been following the processes and procedures for assessment and mitigation of various business risks associated with the nature of it's operations and such adaptation has helped the Company to a very large extent. The operational responsibility for the effective implementation and monitoring of its operating procedures vis-à-vis the associated business risks, is with Audit Committee which recommends its suggestions, if any, to the Board of Directors. The ultimate responsibility for framing, implementing and monitoring the risk management plan for the Company lies on the Board of Directors.

## **INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Board of Directors has laid down standards, processes and procedures for implementing the internal financial controls across the organization. After considering the framework of existing internal financial controls and compliance systems; work performed by the Internal, Statutory and Secretarial Auditors and External Consultants; reviews performed by the Management and relevant Board Committees including the Audit Committee, the Board of Directors are of the opinion that the Company's internal financial controls with reference to the financial statements were adequate and effective during the financial year 2018-19.

## **AUDITORS AND AUDITORS' REPORT**

### **Statutory Auditors**

M/s M. H. Dalal & Associates, Chartered Accountants (Firm registration number: 112449W) were appointed as Auditors of the Company, for a term of 5 (five) consecutive years, at the Annual General Meeting held on 27<sup>th</sup> September, 2017. They have confirmed that they are not disqualified from continuing as Auditors of the Company.

The observations of the Auditors and the Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comment. Further, no frauds have been reported by the Statutory Auditors during the financial year 2018-19 pursuant to the provisions of Section 143(12) of the Companies Act, 2013.

### **Cost Auditors**

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014, the Board of Directors, has on the recommendation of the Audit Committee, appointed M/s. M.P. Turakhia & Associates, Cost Accountants as Cost Auditors of the Company for the financial year 2018-19 at a remuneration of ₹1,00,000/- (Rupees One Lac Only) plus applicable taxes and reimbursement of out of pocket expenses for conducting the Cost Audit subject to ratification of such remuneration by the Members in the ensuing Annual General Meeting. Accordingly, a resolution seeking Members' ratification for the remuneration payable to the Cost Auditors forms part of the Notice convening the ensuing Annual General Meeting.

The Company has filed the Cost Audit Report for the financial year ended March 31, 2018 on December 12, 2018. The Cost Audit Report for the financial year ended March 31, 2019 shall be filed in due course.

### **Secretarial Auditors**

In accordance with the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors have appointed Ms. Bhavika Sanghvi, Practising Company Secretary as Secretarial Auditor of the Company for the financial year 2018-19.

The Secretarial Audit Report for the financial year ended March 31, 2019 is set out in Annexure 'C' to this Report. The qualifications referred to in the Secretarial Auditors' Report are self-explanatory and do not call for any further comment.

## **PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES**

Particulars of employees and related disclosures as required under the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are set out in Annexure 'D' to this Report.

Particulars of employees pursuant to Rules 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are set out in Annexure 'E' to this Report.

## **DETAILS WITH RESPECT TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

Details with respect to conservation of energy, technology absorption and foreign exchange earnings and outgo as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 are set out in Annexure 'F' to this Report.

## **DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company is committed to provide a healthy environment to all its employees and has zero tolerance for sexual harassment at workplace. In order to prohibit, prevent and redress complaints of sexual harassment at workplace, it has constituted a Complaint Committee in line with the provisions of Section 4(1) of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company has not received any complaint of Sexual harassment during the financial year 2018-19.

## **RESIDUARY DISCLOSURES**

- i. During the financial year 2018-19, the Company has not issued equity shares with differential rights as to dividend, voting or otherwise. Hence, disclosure under Rule 4(3) of the Companies (Share Capital and Debentures) Rules, 2014 is not applicable;
- ii. During the financial year 2018-19, the Company has not issued sweat equity shares to its employees. Hence, disclosure under Rule 8(13) of the Companies (Share Capital and Debentures) Rules, 2014 is not applicable;
- iii. During the financial year 2018-19, the Company has not issued shares under Employees Stock Option Scheme.
- iv. During the financial year 2018-19, no significant or material orders have been passed by the Regulators or Courts or Tribunals which impact the going concern status of the Company and its operations in future. Hence, disclosure under Rule 8(5)(vii) of the Companies (Accounts) Rules, 2014 is not applicable;
- v. During the financial year 2018-19, there have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of this Report. Hence, disclosure under the provisions of Section 134(3)(l) of the Companies Act, 2013 is not applicable;
- vi. During the financial year 2018-19, there has been no change in the nature of business of the Company. Hence, disclosure under Rule 8(5)(ii) of the Companies (Accounts) Rules, 2014 is not applicable;
- vii. During the financial year 2018-19, no Whole-time Directors of the Company has received any commission from the Company nor have they received any remuneration or commission from the subsidiary of the Company.
- viii. The Scheme of arrangement for merger-demerger between Man Industries (India) Ltd. and Man Infraprojects Ltd. is yet not fully implemented for want of disposal of Record Date issue, which is presently *sub-judice* in the Hon'ble Bombay High Court.

## **GENERAL**

### **Safety, Health and Environment**

During the year, the Company continued to focus on resource conservation and reduction in generation of hazardous wastes and enhanced its efforts to positively impact the environment in which it operates. All the manufacturing facilities and processes are subject to regular inspections and a Safety Audit is carried out meticulously at Anjar plant and preventive measures are taken to ensure high standards of safety. There have been regular trainings right from the employee induction stage and further on continual basis to reinforce safety habits by its employees. Your Company has taken adequate insurance cover for all its plants as well as for third party liabilities and continues to work towards the

improvement of our environment, healthy and safe management system. The company has also been organizing the camps for Blood donation and also yoga trainings for its employees.

#### **Human Resources and Industrial Relations**

In your Company, employees continue to be the key driving force of the organization and remain a strong source of our competitive advantage. We believe in aligning business priorities with the aspirations of employees leading to the development of an empowered and responsive human capital.

Attracting, retaining and motivating employees and creating an environment that nurtures them to deliver their best have been a constant practice followed by your Company. Your Company continues to invest in training, refining its goal setting and performance evaluation processes through which employees can share best practices and seek support to drive change and improvement. Further, the company remains committed for the employee engagement activities such as employee Sports events and Festival celebrations etc. to keep its employees interested to achieve higher milestones.

#### **Research & Development**

Your Company is executing an integrated strategy for technology development and deployment. The technology function is supporting your Company's strategy around four missions: technology development, development of substantially new products, productivity improvement, and cost reductions.

#### **Listing & Demat of Shares**

The equity shares of the Company are listed with BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). As on March 31, 2019 out of total 5,71,03,055 equity shares of the Company, 5,62,36,127 equity shares representing 98.48% were held in dematerialized form and the balance 1.52% representing 8,66,928 shares were held in physical form.

#### **Insurance**

All the insurable interests of your Company including inventories, buildings, plant and machinery and liabilities under legislative enactments are adequately insured.

#### **Transfer of unpaid/unclaimed dividend to Investor Education and Protection Fund**

During the year under review, the Company has transferred ₹ 17,35,194/- to Investor Education and Protection Fund in relation to unclaimed and unpaid dividend amount pertaining to financial year 2010-11.

#### **ACKNOWLEDGEMENTS**

The Directors wish to acknowledge and place on record their sincere appreciation for the assistance and co-operation received from all the members, regulatory authorities, customers, financial institutions, bankers, lenders, vendors and other business associates.

The Directors also recognize and appreciate all the employees for their commitment, commendable efforts, teamwork, professionalism and continued contribution to the growth of the Company.

**For and on behalf of the Board**

**Place : Mumbai**  
**Date : August 14, 2019**

**R. C. Mansukhani**  
**Chairman**

## Annexure 'A' to the Directors' Report

EXTRACT OF ANNUAL RETURN AS ON 31<sup>ST</sup> MARCH, 2019

[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

FORM NO. MGT - 9

I. REGISTRATION AND OTHERS DETAILS		
i	CIN NO.	L99999MH1988PLC047408
ii	Registration Date	May 19, 1988
iii	Name of the Company	MAN INDUSTRIES (INDIA) LIMITED
iv	Category/sub category of the Company	Public Company Limited by Shares/ Indian Non-Government Company
v	Address of the registered office and Contact details	MAN HOUSE, 101, S.V. Road, Opp. Pawan Hans, Vile Parle (West), Mumbai- 400 056. Tel. No: +91-22-6647 7500 Fax: +91-22-6647 7600 E-mail: enquiry@maninds.org Website: www.mangroup.org
vi	Whether Listed Company	Yes (National Stock Exchange Ltd & BSE Ltd)
vii	Name, Address and Contact details of Registrar and Transfer Agent, if any.	Link Intime India Private Limited C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai - 400 083. Tel. No: +91-22-49186000 Fax: +91 22 49186060 Email: rnt.helpdesk@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY			
All the business activities contributing 10% or more of the total turnover of the company shall be stated :-			
Sl. No.	Name and Description of main Products/Services	NIC Code of The Product/ Service	% to total Turnover of the company
1.	Manufacturing of LSAW pipes, spirally welded pipes and coating systems.	2431	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES					
Sl. No.	Name & Address of the Companies	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	<b>Merino Shelters Private Limited</b> Man House, 101, S.V. Road, Vile Parle (W), Mumbai – 400 056	U45200MH2005PTC155215	Subsidiary	100	2(87)
2	<b>Man Overseas Metals DMCC</b> P.O. Box 56754, Dubai, U.A.E	Not Applicable	Subsidiary	100	2(87)
3	<b>Man USA Inc.</b> 12234, Shadow Creek Parkway, Suite 1100, Pearland, Texas 77584	Not Applicable	Subsidiary	100	2(87)



#### IV. SHAREHOLDING PATTERN (Equity Shares Capital Breakup as Percentage of Total Share Capital)

##### (i) Category-Wise Shareholding

Sr No.	Category of Shareholders	No. of Shares held at the end of the year (As on 31.03.2018)				No. of Shares held at the end of the year (As on 31.03.2019)				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>									
<b>[1]</b>	<b>Indian</b>									
(a)	Individuals / Hindu Undivided Family	19578864	0	19578864	34.29	18956379	0	18956379	33.20	-1.09
(b)	Central Government / State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Any Other (Specify)									
	Bodies Corporate	5433131	0	5433131	9.51	4978740	0	4978740	8.72	-0.80
	<b>Sub Total (A)(1)</b>	<b>25011995</b>	<b>0</b>	<b>25011995</b>	<b>43.80</b>	<b>23935119</b>	<b>0</b>	<b>23935119</b>	<b>41.92</b>	<b>-1.89</b>
<b>[2]</b>	<b>Foreign</b>									
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	203429	0	203429	0.36	3429	0	3429	0.01	-0.35
(b)	Government	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Institutions	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Foreign Portfolio Investor	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Any Other (Specify)									
	<b>Sub Total (A)(2)</b>	<b>203429</b>	<b>0</b>	<b>203429</b>	<b>0.36</b>	<b>3429</b>	<b>0</b>	<b>3429</b>	<b>0.01</b>	<b>-0.35</b>
	<b>Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)</b>	<b>25215424</b>	<b>0</b>	<b>25215424</b>	<b>44.16</b>	<b>23938548</b>	<b>0</b>	<b>23938548</b>	<b>41.92</b>	<b>-2.24</b>
<b>(B)</b>	<b>Public Shareholding</b>									
<b>[1]</b>	<b>Institutions</b>									
(a)	Mutual Funds / UTI	200	0	200	0.00	200	0	200	0.00	0.00
(b)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Alternate Investment Funds	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Foreign Portfolio Investor	2044896	0	2044896	3.58	2612668	0	2612668	4.58	0.99
(f)	Financial Institutions / Banks	59775	1200	60975	0.11	48986	1200	50186	0.09	-0.02
(g)	Insurance Companies	112139	0	112139	0.20	112139	0	112139	0.20	0.00
(h)	Provident Funds/ Pension Funds	0	0	0	0.00	0	0	0	0.00	0.00
(i)	Any Other (Specify)									
	Foreign Financial Institution	0	2800	2800	0.00	0	2800	2800	0.00	0.00
	<b>Sub Total (B)(1)</b>	<b>2217010</b>	<b>4000</b>	<b>2221010</b>	<b>3.89</b>	<b>2773993</b>	<b>4000</b>	<b>2777993</b>	<b>4.86</b>	<b>0.98</b>
<b>[2]</b>	<b>Central Government/ State Government(s)/ President of India</b>									
	Central Government / State Government(s)	0	0	0	0	0	0	0	0.00	0
	<b>Sub Total (B)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>
<b>[3]</b>	<b>Non-Institutions</b>									
<b>(a)</b>	<b>Individuals</b>									
(i)	Individual shareholders holding nominal share capital upto Rs. 1 lakh.	10584653	872952	11457605	20.06	11428411	746928	12175339	21.32	1.26
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	5565229	0	5565229	9.75	6487869	0	6487869	11.36	1.62

Sr No.	Category of Shareholders	No. of Shares held at the end of the year (As on 31.03.2018)				No. of Shares held at the end of the year (As on 31.03.2019)				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(b)	NBFCs registered with RBI	0	0	0	0.00	18400	0	18400	0.03	0.03
(c)	Overseas Depositories (holding DRs) (balancing figure)	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Any Other (Specify)									
	IEPF	399145	0	399145	0.70	439384	0	439384	0.77	0.07
	Trusts	50682	0	50682	0.09	1500	0	1500	0.00	-0.09
	Hindu Undivided Family	1279099	200	1279299	2.24	1383632	200	1383832	2.42	0.18
	Foreign Companies	1818181	0	1818181	3.18	1818181	0	1818181	3.18	0.00
	Non Resident Indians (Non Repat)	215211	0	215211	0.38	336803	0	336803	0.59	0.21
	Other Directors	2361511	0	2361511	4.14	2361511	0	2361511	4.14	0.00
	Non Resident Indians (Repat)	1026923	116800	1143723	2.00	660277	114800	775077	1.36	-0.65
	Clearing Member	611111	0	611111	1.07	222286	0	222286	0.39	-0.68
	Bodies Corporate	4763924	1000	4764924	8.34	4365332	1000	4366332	7.65	-0.70
	<b>Sub Total (B)(3)</b>	<b>28675669</b>	<b>990952</b>	<b>29666621</b>	<b>51.95</b>	<b>29523586</b>	<b>862928</b>	<b>30386514</b>	<b>53.21</b>	<b>1.26</b>
	<b>Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3)</b>	<b>30892679</b>	<b>994952</b>	<b>31887631</b>	<b>55.84</b>	<b>32297579</b>	<b>866928</b>	<b>33164507</b>	<b>58.08</b>	<b>2.24</b>
	<b>Total (A)+(B)</b>	<b>56108103</b>	<b>994952</b>	<b>57103055</b>	<b>100.00</b>	<b>56236127</b>	<b>866928</b>	<b>57103055</b>	<b>100.00</b>	<b>0.00</b>
(C)	Non Promoter - Non Public									
[1]	Custodian/DR Holder	0	0	0	0.00	0	0	0	0.00	0.00
[2]	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0.00	0	0	0	0.00	0.00
	<b>Total (A)+(B)+(C)</b>	<b>56108103</b>	<b>994952</b>	<b>57103055</b>	<b>100.00</b>	<b>56236127</b>	<b>866928</b>	<b>57103055</b>	<b>100.00</b>	

## (iii) Shareholding of Promoters

Sr No.	Shareholder's Name	No. of Shares held at the beginning of the year (As on 01.04.2018)			No. of Shares held at the end of the year (As on 31.03.2019)			% change in shareholding during the year
		No. of Shares Held	% of total Shares of the company	% of Shares Pledged /encumbered to total shares	No. of Shares Held	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	RAMESHCHANDRA MANSUKHANI	12887601	22.57	7.48	13312992	23.31	2.85	0.75
2	NIKHIL RAMESHCHANDRA MANSUKHANI	3344081	5.86	0.88	3461285	6.06	0.00	0.21
3	MAN FINANCE PRIVATE LIMITED	3132834	5.49	0.18	3132834	5.49	0.00	0.00
4	JAGDISHCHANDRA JHAMAKLAL MANSUKHANI	2367798	4.15	2.93	1197718	2.10	0.85	-2.05
5	MAN GLOBAL LTD	1845012	3.23	0.00	1845012	3.23	0.00	0.00
6	DEEPADEVI RAMESHCHANDRA MANSUKHANI	905604	1.59	0.00	905604	1.59	0.00	0.00
7	MAN STEEL AND POWER LIMITED	454391	0.80	0.00	0	0.00	0.00	-0.80
8	PRIYAL MANSUKHANI	203429	0.36	0.35	3429	0.01	0.00	-0.35
9	RAMESHCHANDRA MANSUKHANI (HUF)	72200	0.13	0.00	72200	0.13	0.00	0.00
10	ANITA JAGDISHCHAND MANSUKHANI	1580	0.00	0.00	6580	0.01	0.00	0.01
11	JPA SOLUTIONS PRIVATE LIMITED	894	0.00	0.00	894	0.00	0.00	0.00
	<b>Total</b>	<b>25215424</b>	<b>44.16</b>	<b>11.81</b>	<b>23938548</b>	<b>41.92</b>	<b>3.71</b>	<b>-2.24</b>

(iv) Change in Promoters' Shareholding (please specify, if there is no change)

Sr No.	NAME & TYPE OF TRANSACTION	No. of Shares held at the beginning of the year (As on 01.04.2018)		Transactions during the year		Cumulative Shareholding at the end of the year (As on 31.03.2019)	
		NO. OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	RAMESHCHANDRA MANSUKHANI	12887601	22.5690			12887601	22.5690
	Purchase			27 Apr 2018	69852	12957453	22.6913
	Purchase			11 May 2018	60000	13017453	22.7964
	Purchase			06 Jul 2018	57263	13074716	22.8967
	Purchase			27 Jul 2018	15126	13089842	22.9232
	Purchase			05 Oct 2018	150302	13240144	23.1864
	Purchase			12 Oct 2018	54055	13294199	23.2811
	Purchase			26 Oct 2018	18793	13312992	23.3140
	AT THE END OF THE YEAR					13312992	23.3140
2	NIKHIL RAMESHCHANDRA MANSUKHANI	3344081	5.8562			3344081	5.8562
	Purchase			12 Oct 2018	37613	3381694	5.9221
	Purchase			19 Oct 2018	79591	3461285	6.0615
	AT THE END OF THE YEAR					3461285	6.0615
3	MAN FINANCE PRIVATE LIMITED	3132834	5.4863			3132834	5.4863
	AT THE END OF THE YEAR					3132834	5.4863
4	MAN GLOBAL LTD	1845012	3.2310			1845012	3.2310
	AT THE END OF THE YEAR					1845012	3.2310
5	JAGDISH JAMAKLAL MANSUKHANI	2367798	4.1465			2367798	4.1465
	Transfer			06 Apr 2018	(168503)	2199295	3.8514
	Transfer			20 Apr 2018	(333670)	1865625	3.2671
	Transfer			27 Apr 2018	(49713)	1815912	3.1801
	Transfer			04 May 2018	20945	1836857	3.2167
	Transfer			11 May 2018	(24377)	1812480	3.1741
	Transfer			18 May 2018	(2000)	1810480	3.1705
	Transfer			22 Jun 2018	(25000)	1785480	3.1268
	Transfer			30 Jun 2018	(17616)	1767864	3.0959
	Transfer			06 Jul 2018	29366	1797230	3.1473
	Transfer			27 Jul 2018	(20898)	1776332	3.1107
	Transfer			03 Aug 2018	(19500)	1756832	3.0766
	Transfer			24 Aug 2018	(431)	1756401	3.0758
	Transfer			14 Sep 2018	(22500)	1733901	3.0364
	Transfer			21 Sep 2018	(15584)	1718317	3.0092
	Transfer			29 Sep 2018	(230953)	1487364	2.6047
	Transfer			05 Oct 2018	(20000)	1467364	2.5697
	Transfer			02 Nov 2018	454391	1921755	3.3654
	Transfer			28 Dec 2018	(200000)	1721755	3.0152
	Transfer			04 Jan 2019	(107709)	1614046	2.8265
	Transfer			18 Jan 2019	(38451)	1575595	2.7592
	Transfer			25 Jan 2019	(72916)	1502679	2.6315
	Transfer			08 Feb 2019	(45000)	1457679	2.5527
Transfer			15 Feb 2019	(25611)	1432068	2.5079	
Transfer			22 Feb 2019	(33916)	1398152	2.4485	
Transfer			01 Mar 2019	(25000)	1373152	2.4047	
Transfer			08 Mar 2019	(50000)	1323152	2.3171	
Transfer			15 Mar 2019	(6786)	1316366	2.3052	
Transfer			22 Mar 2019	(118648)	1197718	2.0975	
	AT THE END OF THE YEAR					1197718	2.0975

Sr No.	NAME & TYPE OF TRANSACTION	No. of Shares held at the beginning of the year (As on 01.04.2018)		Transactions during the year		Cumulative Shareholding at the end of the year (As on 31.03.2019)	
		NO. OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
6	DEEPADEVI RAMESHCHANDRA MANSUKHANI	905604	1.5859			905604	1.5859
	AT THE END OF THE YEAR					905604	1.5859
7	RAMESHCHANDRA MANSUKHANI	72200	0.1264			72200	0.1264
	AT THE END OF THE YEAR					72200	0.1264
8	ANITA JAGDISH MANSUKHANI	1580	0.0028			1580	0.0028
	Transfer			20 Apr 2018	200000	201580	0.3530
	Transfer			04 May 2018	(100000)	101580	0.1779
	Transfer			06 Jul 2018	(50000)	51580	0.0903
	Transfer			24 Aug 2018	(10000)	41580	0.0728
	Transfer			15 Mar 2019	(35000)	6580	0.0115
	AT THE END OF THE YEAR					6580	0.0115
9	PRIYAL MANSUKHANI	203429	0.3562			203429	0.3562
	Transfer			29 Sep 2018	(200000)	3429	0.0060
	Transfer			11 Jan 2019	14000	17429	0.0305
	Transfer			25 Jan 2019	(14000)	3429	0.0060
	AT THE END OF THE YEAR					3429	0.0060
10	JPA SOLUTIONS PRIVATE LIMITED	894	0.0016			894	0.0016
	AT THE END OF THE YEAR					894	0.0016
11	MAN STEEL AND POWER LIMITED	454391	0.7957			454391	0.7957
	Transfer			26 Oct 2018	(454391)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000

## (v) Shareholding Pattern of Top 10 Shareholders

(Other than Directors /Promoters and Holders of ADRs and GDRs)

Sr No.	Name & Type of Transaction	No. of Shares held at the beginning of the year (As on 01.04.2018)		Transactions during the year		Cumulative Shareholding at the end of the year (As on 31.03.2019)	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	HEENA VINAY KALANTRI	2361511	4.1355			2361511	4.1355
	AT THE END OF THE YEAR					2361511	4.1355
2	KOBE STEEL LTD.	1818181	3.1840			1818181	3.1840
	AT THE END OF THE YEAR					1818181	3.1840
3	INDIA MAX INVESTMENT FUND LIMITED	487240	0.8533			487240	0.8533
	Transfer			18 May 2018	59910	547150	0.9582
	Transfer			25 May 2018	281952	829102	1.4519
	Transfer			01 Jun 2018	41632	870734	1.5248
	Transfer			08 Jun 2018	288758	1159492	2.0305
	Transfer			30 Jun 2018	61000	1220492	2.1373
	Transfer			19 Oct 2018	20000	1240492	2.1724
	Transfer			26 Oct 2018	40055	1280547	2.2425
	Transfer			02 Nov 2018	9206	1289753	2.2586
	Transfer			09 Nov 2018	40000	1329753	2.3287
	Transfer			16 Nov 2018	32100	1361853	2.3849
	Transfer			08 Feb 2019	35000	1396853	2.4462

Sr No.	Name & Type of Transaction	No. of Shares held at the beginning of the year (As on 01.04.2018)		Transactions during the year		Cumulative Shareholding at the end of the year (As on 31.03.2019)	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
	Transfer			15 Feb 2019	5000	1401853	2.4550
	Transfer			08 Mar 2019	75000	1476853	2.5863
	AT THE END OF THE YEAR					1476853	2.5863
4	VIJAYKUMAR MANGTURAM KHEMANI	936934	1.6408			936934	1.6408
	Transfer			31 Aug 2018	66629	1003563	1.7575
	AT THE END OF THE YEAR					1003563	1.7575
5	ADESH VENTURES LLP	887863	1.5548			887863	1.5548
	AT THE END OF THE YEAR					887863	1.5548
6	GROVSNOR INVESTMENT FUND LTD	762101	1.3346			762101	1.3346
	Transfer			27 Jul 2018	30000	792101	1.3871
	Transfer			01 Feb 2019	10550	802651	1.4056
	Transfer			22 Feb 2019	10000	812651	1.4231
	AT THE END OF THE YEAR					812651	1.4231
7	SNEHAL BHUPENDRA SHAH	405000	0.7092			405000	0.7092
	Transfer			06 Apr 2018	35000	440000	0.7705
	Transfer			15 Jun 2018	50000	490000	0.8581
	Transfer			10 Aug 2018	50000	540000	0.9457
	Transfer			17 Aug 2018	30000	570000	0.9982
	AT THE END OF THE YEAR					570000	0.9982
8	INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY MINISTRY OF CORPORATE AFFAIRS	399145	0.6990			399145	0.6990
	AT THE END OF THE YEAR			22 Feb 2019	40239	439384	0.7669
9	KHEMANI DISTRIBUTORS AND MARKETING LTD	437911	0.7669			437911	0.7669
	AT THE END OF THE YEAR					437911	0.7669
10	ASPIRE EMERGING FUND	775684	1.3584			775684	1.3584
	Transfer			25 May 2018	(19946)	755738	1.3235
	Transfer			02 Nov 2018	(289303)	466435	0.8168
	Transfer			09 Nov 2018	(143897)	322538	0.5648
	AT THE END OF THE YEAR					322538	0.5648

(vi) **Shareholding of Directors and Key Managerial Personnels:**

Sr No.	NAME & TYPE OF TRANSACTION	No. of Shares held at the beginning of the year (As on 01.04.2018)		Transactions during the year		Cumulative Shareholding at the end of the year (As on 31.03.2019)	
		NO. OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	RAMESHCHANDRA MANSUKHANI	12887601	22.5690			12887601	22.5690
	Purchase			27 Apr 2018	69852	12957453	22.6913
	Purchase			11 May 2018	60000	13017453	22.7964
	Purchase			06 Jul 2018	57263	13074716	22.8967
	Purchase			27 Jul 2018	15126	13089842	22.9232
	Purchase			05 Oct 2018	150302	13240144	23.1864
	Purchase			12 Oct 2018	54055	13294199	23.2811
	Purchase			26 Oct 2018	18793	13312992	23.3140
	AT THE END OF THE YEAR					13312992	23.3140

Sr No.	NAME & TYPE OF TRANSACTION	No. of Shares held at the beginning of the year (As on 01.04.2018)		Transactions during the year		Cumulative Shareholding at the end of the year (As on 31.03.2019)	
		NO. OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
2	NIKHIL RAMESHCHANDRA MANSUKHANI	3344081	5.8562			3344081	5.8562
	Purchase			12 Oct 2018	37613	3381694	5.9221
	Purchase			19 Oct 2018	79591	3461285	6.0615
	AT THE END OF THE YEAR					3461285	6.0615
3	HEENA VINAY KALANTRI	2361511	4.1355	No Change		2361511	4.1355
4	KIRIT DAMANIA	NIL	NIL	NIL	NIL	NIL	NIL
5	PRAMOD KUMAR TANDON	NIL	NIL	NIL	NIL	NIL	NIL
6	RENU P JALAN	NIL	NIL	NIL	NIL	NIL	NIL
7	ASHOK GUPTA	NIL	NIL	NIL	NIL	NIL	NIL
8	SHASHANK BELKHEDE	500	0.0009	No Change		500	0.0009
	AT THE END OF THE YEAR						

1. Paid up share Share Capital of the Company (Face Value Rs.5) at the end of the year is 57103055 Shares.
2. The details of holding has been clubbed on PAN.
3. % of total shares of the Company is based on the paid up Capital of the Company at the end of the Year.

#### V. INDEBTEDNESS

(Indebtedness of the Company including interest outstanding / accrued but not due for payment)

(₹ in lakhs)

Sl. No.		Secured Loans (Excluding Deposits)	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>					
i	Principal Amount	36,744.56	-	-	36,744.56
ii	Interest due but not paid	-	-	-	-
iii	Interest accrued but not due	655.78	-	-	655.78
	<b>Total ( i + ii + iii )</b>	<b>37,400.34</b>	<b>-</b>	<b>-</b>	<b>37,400.34</b>
<b>Change in Indebtedness during the financial year</b>					
	Addition	23,402.09	-	-	23,402.09
	Reduction	36,410.54	-	-	36,410.54
	<b>Net Change</b>	<b>(13,008.45)</b>	<b>-</b>	<b>-</b>	<b>(13,008.45)</b>
<b>Indebtedness at the end of the financial year</b>					
i	Principal Amount	23,691.21	-	-	23,691.21
ii	Interest due but not paid	-	-	-	-
iii	Interest accrued but not due	700.68	-	-	700.68
	<b>Total ( i + ii + iii )</b>	<b>24,391.89</b>	<b>-</b>	<b>-</b>	<b>24,391.89</b>

## VI. REMUNERATION OF DIRECTORS AND OTHER KEY MANAGERIAL PERSONNEL

### A. Remuneration of Managing Director/Whole Time Director or Manager :

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount (₹)
		Mr. R C Mansukhani (Chairman)	Mr. Nikhil Mansukhani (Executive Director)	
1	Gross salary			
(a)	Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	7,06,58,400	2,27,64,288	9,34,22,688
(b)	Value of perquisites u/s. 17(2) Income Tax Act, 1961	22,34,609	1,89,661	24,24,270
(c)	Profits in lieu of salary under section 17(3) Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify	-	-	-
5	Others, please specify	-	-	-
	<b>Total (A)</b>	<b>7,28,93,009</b>	<b>2,29,53,949</b>	<b>9,58,46,958</b>
	Ceiling as per the Act	10% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013.		

### B. Remuneration to Other Directors :

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount (₹)
		Mr. Kirit N Damania	Ms. Renu Purshottam Jalan	Mr. Pramod Tandon	
1	<b>Independent Directors</b>				
(a)	Fee paid/payable for attending board/ committee meetings	1,90,000	1,50,000	1,90,000	5,30,000
(b)	Commission	-	-	-	-
(c)	Others, please specify	-	-	-	-
	<b>Total (1)</b>	<b>1,90,000</b>	<b>1,50,000</b>	<b>1,90,000</b>	<b>5,30,000</b>
2	<b>Other Non - Executive Directors</b>	<b>Ms. Heena Vinay Kalantri</b>			
(a)	Fee paid/payable for attending board/ committee meetings	1,50,000			1,50,000
(b)	Commission	-			-
(c)	Others, please specify	-			-
	<b>Total (2)</b>	<b>1,50,000</b>			<b>1,50,000</b>
	<b>Total (B) = (1 + 2)</b>				<b>6,80,000</b>
	<b>Overall Ceiling as per the Act</b>	<b>Not applicable, as only sitting fees paid.</b>			

**D. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount (₹)
		Mr. Shashank Belkhede (Company Secretary)	Mr. Ashok Gupta (CFO)	
1	Gross salary			
(a)	Salary as per provisions contained in section 17(1) of the Income tax Act, 1961	46,97,796	87,08,712	1,34,06,508
(b)	Value of perquisites u/s. 17(2) Income-tax Act, 1961	1,84,284	3,46,440	5,30,724
(c)	Profits in lieu of salary under section 17(3) Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify	-	-	-
5	Others, please specify	-	-	-
	<b>Total (C)</b>	<b>48,82,080</b>	<b>90,55,152</b>	<b>1,39,37,232</b>

**VII. PENALTIES/PUNISHMENT /COMPOUNDING OF OFFENCES**

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment / Compounding fee imposed	Authority (RD/NCLT/ Court)	Appeal made, if any (give details)
<b>A. Company</b>					
Penalties					
Punishment					
Compounding					
<b>A. Directors</b>					
Penalties					
Punishment					
Compounding					
<b>A. Other officer in default</b>					
Penalties					
Punishment					
Compounding					

There were no penalties/punishment/compounding of offences for breach of any section of the Companies Act against the Company or its Directors or other Officers in Default during the financial year 2018-19.



## Annexure 'B' to the Directors' Report

### Annual Report on Corporate Social Responsibility (CSR) Activities

[Pursuant to Section 134(3)(o) of the Companies Act, 2013 read with Rule 8(1) of the Companies (Corporate Social Responsibility) Rules, 2014]

1. **A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.**

The Company has framed a CSR Policy in compliance with the provisions of the Companies Act, 2013 and Rules made thereunder. The CSR Policy provides for carrying out CSR activities in respect of those areas as provided in Schedule VII of the Companies Act, 2013.

The CSR Policy is placed on the Company's website: [www.mangroup.com](http://www.mangroup.com)

2. **The Composition of the CSR Committee**

Mr. R.C. Mansukhani - Chairman

Mr. Pramod Tandon - Member

Mr. Nikhil Mansukhani - Member

3. **Average net profit of the Company for last three financial years** Average Net Profit: ₹ 5,943.95 lakhs

4. **Prescribed CSR Expenditure (two percent of the amount as in item 3 above)**

The Company is required to spend ₹118.88 lakhs towards CSR

5. **Details of CSR spent during the financial year**

(a) **Total amount to be spent for the financial year;** ₹ 118.88 lakhs

(b) **Amount unspent, if any;** ₹ 64.80 lakhs

(c) **Manner in which the amount spent during the financial year is detailed below**

1	2	3	4	5	6	7	8
Sr. No.	CSR project or activity identified	Sector in which the project is covered	Project of program i) Local area, or ii) Specify the state and district where the projects and programs was undertaken	Amount outlay (In ₹)	Amount Spent on the project (In ₹)	Cumulative expenditure up-to the reporting period (In ₹)	Amount spent: Direct or through implementing agency
1	Renovation of Paediatric OPD	Health	Maharashtra	38,00,000	38,00,000	38,00,000	Helping Hands Foundation
2	Medical Treatment	Health	Gujarat	3,70,000	3,70,000	3,70,000	Sevanidhi Trust
3	Jal Sanchay Abhiyan	Rural Development	Gujarat	6,57,600	6,57,600	6,57,600	Sevanidhi Trust
4	Cow Welfare	Rural Development	Gujarat	1,00,000	1,00,000	1,00,000	Sevanidhi Trust
5	Cancer Awareness and Diagnosis	Health	Mumbai	2,50,000	2,50,000	2,50,000	Indian Cancer Society

1	2	3	4	5	6	7	8
Sr. No.	CSR project or activity identified	Sector in which the project is covered	Project of program i) Local area, or ii) Specify the state and district where the projects and programs was undertaken	Amount outlay (In ₹)	Amount Spent on the project (In ₹)	Cumulative expenditure up-to the reporting period (In ₹)	Amount spent: Direct or through implementing agency
6	Affected families of Pulwama attack	Armed Forces Welfare	Gujarat	51,000	51,000	51,000	District Administration
7	Promoting education	Education	Mumbai	75,800	75,800	75,800	Bansal Public school Educational Society
8	Tree Plantation	Rural Development	Gujarat	54,680	54,680	54,680	Sevanidhi Trust
9	Taluka Vikas	Rural Development	Gujarat	10,000	10,000	10,000	Taluka Vikas Adhikari
10	Pond Deepening	Rural Development	Gujarat	38,750	38,750	38,750	District Administration

6. **In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reason for not spending the amount in its Board Report:**

The Company is in process of finding suitable opportunity for CSR spending and is committed to spend the required obligations towards CSR.

7. **A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with the CSR objectives and Policy of the Company:**

The CSR Committee confirms that the implementation and monitoring of the CSR Policy of the Company is in compliance with the CSR objectives and CSR Policy of the Company.

For Man Industries (India) Limited

Nikhil Mansukhani  
Executive Director

For & on behalf of the CSR Committee of the Company

R. C. Mansukhani  
Chairman of Board & CSR Committee

## Annexure 'C' to Director Report

### SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019

[Pursuant to Section 204 of the Companies Act, 2013 and Rule No. 09 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
**MAN INDUSTRIES (INDIA) LIMITED**  
Man House, Opp. Pawan Hans,  
101, S. V. Road, Vile Parle (West),  
Mumbai - 400056.

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has during the audit period covering the financial year ended on March 31, 2019 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 extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019 according to the provisions of;

1. The Companies Act, 2013 (the Act) and the rules made there under;

We would like to state that:

- a) *There were few instances where in the necessary forms required to be filed with the Registrar of Companies were filed by the Company beyond the prescribed time limit.*
  - b) *The Company has not complied with the provisions related to Section 129 of the Companies Act, 2013 and Accounting Standard 110 as issued by ICAI in respect of the Consolidation of Financial Statement of one of its subsidiary namely Merino Shelters Limited in the light of litigations going on in respect of the scheme of arrangement specified herein below.*
  - c) *In respect of unsecured loans granted by the Company to two bodies corporate covered in the register maintained under Section 189 of the Act, repayment of principal is regular but the receipts of interest is not regular.*
  - d) *The Company has paid managerial remuneration during Financial Year 2018-19 in excess of the limits prescribed under section 197 of the Companies Act, 2013 read with Schedule V to the Act. The same would be ratified by the shareholders in the ensuing Annual General Meeting.*
  - e) *During the year, the Company has given loan to the other company in which directors of the Company are interested which is in violation with Section 185 of the Companies act, 2013.*
  - f) *The Company could not spend two percent of the average net profit of last three financial years. The Company is in the process of finding suitable opportunity for CSR spending and is committed to spend the required obligation towards CSR.*
2. The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made there under;
  3. The Depositories Act, 1996 and the Regulations and Bye-law framed hereunder;
  4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and External Commercial Borrowings;

As required under Foreign Exchange Management Act, 1999, the Company has submitted the necessary documents with Authorised dealer for the investment made in overseas wholly owned subsidiary company by conversion of part of its loan amount into equity. However, share certificate could not be made available by overseas company for further submission with Authorised dealer.

5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India, 1992 ('SEBI Act');
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
6. We have also examined compliance with the Secretarial Standards issued by the Institute of Company Secretaries of India.
7. We have also examined compliance with the applicable clauses of the erstwhile Listing Agreements entered into by the Company with the National Stock Exchange of India Limited and BSE Limited and, regulations of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - a) *There is a need for strict compliance as regards to the contents of the Annual Report as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015*
  - b) *The Company is yet to publish financials of its unlisted subsidiary on its website in the light of litigations going on in respect of the scheme of arrangement specified herein below.*
8. The following Regulations and Guidelines prescribed under The Securities and Exchange Board of India Act, 1992 were, in our opinion, not attracted during the financial year under report;
  - a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client;
  - d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

There are no other laws which are specifically applicable to the Company.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc., mentioned above.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors as on March 31, 2019.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarification 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 by majority as recorded in the minutes of the Meetings of the Board of Directors or Committee of the Board, as the case may be.

During the period under review, we have not undertaken the factory visit of the Company. Hence we cannot report in respect thereof.

We have relied on the representation made by the Company and its officers for the compliance of various applicable laws, rules, regulations and guidelines and after examining the system and mechanism followed by the Company for compliances. We report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure the compliance of applicable laws, rules, regulations and guidelines.

**We further report** that during the audit period of the Company:

- 1) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues. The Company has not paid disputed statutory dues.
- 2) There are disputes between the promoter groups pending adjudication before various judicial authorities regarding the title/ownership of the shares. Further, the said dispute, regarding the right to receive dividend on such shares between the promoter shareholders group has also been observed by NCLT and NCLAT recently. In view of the same, the Company has deposited and kept in abeyance the dividend payable to one of the groups for the FY 2014-15, 2015-16 and 2016-17 in the unpaid dividend account with ICICI Bank and for the FY 2017-18 with IndusInd Bank.
- 3) The Company had preferred an appeal before Securities Appellate Tribunal (SAT) against the order passed by SEBI in the matter of enquiry proceedings conducted against the Company and its officials, wherein SEBI has passed an order (SEBI order No. ASK/AO/62/2014) dated March 28, 2014 imposing penalty of Rs. 25,00,000 (Rupees Twenty Five Lacs only) jointly and severally on the Company, some of its Directors and erstwhile Compliance Officer in terms of Section 15 HB of the SEBI Act for charge of alleged violations of Regulation 12 (2) and (3) read with Clause 2.1 of the Schedule II of PIT regulations for delay in disclosure of price sensitive information to the exchanges. As per the information provided by the officers of the Company, the Company has received an order of SAT dismissing the said appeal. The Company has preferred an appeal to the Supreme Court against the order of SAT. The matter has not been listed as yet.
- 4) The appeal preferred by the Company against the Order passed by the Income Tax Department in respect of the search and seizure operation conducted on the Company and the promoters between December 10 and 14, 2014 under section 132/133 of the Income Tax Act 1961 (The Act) is pending for disposal.
- 5) The application filed by the Company for modification of the scheme of arrangement between the Company and MIPL to provide for swapping of shares between two promoter groups has since been withdrawn from the Hon'ble Bombay High Court. Further, in view of frivolous and bogus claims made by MAN Infraprojects Limited (MIPL) having been rejected by the Ld Arbitrator in his Final award, the Company has decided to call the Record Date as contemplated in the Scheme of arrangement. Pending adjudication of the same and pending full implementation of the scheme, Man Industries (India) Limited continues to be parent Company of MIPL.
- 6) The Company has received show cause notice from Securities and Exchange Board of India (SEBI) on 16/06/2019 for the purported violation of Regulation 7(2) and 7(3) of SEBI (Prohibition of Insider Trading) Regulations, 2015 (PIT Regulations). As per the show cause notice, the trades of the JCM promoter group is required to be disclosed under regulation 7(2) of PIT Regulations. Further, it is also alleged that the Company is required to seek information from the promoter entity under Regulations 7(3) of PIT Regulations to comply with aforesaid Regulation.

The Company has submitted its Reply to SEBI dated 10/07/2019 refuting all alleged violation of Regulation 7(2) and 7(3) of SEBI (Prohibition of Insider Trading) Regulations, 2015 (PIT Regulations). It has also stated that non making of any disclosure if any, was beyond its control as no such disclosures as per law was provided by the Promoter to the Company. Matter is pending adjudication before SEBI.

- 7) The SEBI vide its order dated 21.12.2018 has imposed a penalty of Rs. 10 Crores, payable jointly and severally, on three promoters of the Company viz, Mr. Nikhil Mansukhani (belonging to RCM Group) and Mrs. Anita Mansukhani and M/s JPA Holdings Pvt. Ltd (both belonging to JCM Group) in respect of acquisition of shares of the Company and allotment of shares to them pursuant to conversion of warrants during the period June 01, 2010 to September 30, 2010, in violation of the provisions of Regulation 11(1) read with 2<sup>nd</sup> proviso to Regulation 11(2) the SAST Regulations, 1997 resulting in the shareholding of the promoters exceeding the threshold limit of 55% without complying with provisions of the SAST Regulations.

The Management of the Company has represented that there are two promoter Groups in the Company RCM Group and JCM Group. The two promoter groups have been into legal disputes at various Forum. It was further represented by the management that entities belonging to both the promoter groups were aware about the issue and allotment of the warrants but the threshold was breached due to undisclosed acquisition of Shares by Mr. J.C. Mansukhani of the JCM Group. Mr. Nikhil Mansukhani, promoter (belonging to RCM Group) has preferred an appeal before Securities Appellate Tribunal (SAT) against the said SEBI Order. The aforesaid appeal is pending before SAT.

- 8) SEBI has vide its order dated SEBI/HO/EAD-3/JS/DJ/OW/P/18613/1/2018 dated 02.07.2018 imposed a Rs. 1,00,000 on the Company for alleged violation of Regulation 13(6) of the SEBI (Prohibition of Insider Trading) Regulations, 1992 for failure to make proper disclosure to the BSE Limited with regard to the disclosure received from Man Finance Limited (MFL) (a promoter group entity) in respect of the purchases of 2,58,190 and 23,566 shares of the Company by MFL on 27.09.2012 and 28.09.2012 respectively.

The Company has represented that it had made the required disclosure to BSE Limited (BSE) in respect to the transactions in question, however, the addressee mentioned on the Covering letter of the said disclosure was 'NASDAQ Dubai Stock Exchange Limited'. BSE had also given the Acknowledgment for the aforesaid disclosure. SEBI, in its said order, has admitted that the Company had intended to make the disclosure to BSE though the same was not made in the right manner resulting into failure and consequent default. The Company has preferred an appeal before Securities Appellate Tribunal (SAT) against the said SEBI Order.

**Bhavika Sanghvi**  
**Practicing Company Secretary**  
**ACS: 21352**  
**CP: 15046**

**Place: Mumbai**  
**Date: 14.08.2019**

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

### ANNEXURE "a"

To,  
**The Members,**  
**MAN INDUSTRIES (INDIA) LIMITED**  
 Man House, Opp. Pawan Hans,  
 101, S. V. Road, Vile Parle (West),  
 Mumbai Mumbai - 400056.

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

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Bhavika Sanghvi**  
**Practicing Company Secretary**  
**ACS: 21352**  
**CP: 15046**

**Place: Mumbai**  
**Date: 14.08.2019**

### Annexure 'D' to the Directors' Report

[Statement of Disclosure of Remuneration pursuant to Section 197 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 2018-19 and the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2018-19:**

Sr. No	Name	Designation	Ratio of remuneration of each Director to median remuneration of Employees	Percentage increase in remuneration
1.	Mr. R.C. Mansukhani	Chairman	243 : 1	3.77 %
2.	Mr. Nikhil Mansukhani	Executive Director	77 : 1	11.25 %
3.	Ms. Heena Vinay Kalantri	Non-Executive Director	-	-
4.	Mr. Kirit N. Damania	Independent Director	-	-
5.	Mr. Pramod Tandon *	Independent Director	-	-
6.	Mrs. Renu Purshottam Jalan	Independent Director	-	-
7.	Mr. Ashok Gupta	Chief Financial Officer	30 : 1	11.16
8.	Mr. Shashank Belkhede	Company Secretary	16 : 1	8.12

**Note:**

\* Re-appointed w.e.f. April 1, 2019.

Non-Executive Director and Independent Directors were paid only sitting fees during the financial year 2018-19.

- (ii) **The percentage increase in the median remuneration of employees in the financial year:**

The median remuneration of employees in the financial year 2018-19 has increased by 1% as compared to the previous year.

- (iii) **The number of permanent employees on the rolls of Company:**

As on March 31, 2019, 825 permanent employees were on the rolls of the Company.

- (iv) **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:**

During the financial year 2018-19, the average increase in salaries other than KMPs was 5.21%. Increase given to KMPs is 5.47%. Justification: Increase given was in line with the contributions made by them in the growth of the Company.

- (v) **Affirmation that the remuneration is as per the remuneration policy of the Company:**

It is hereby affirmed that the remuneration paid during the financial year 2018-19 is as per the Remuneration Policy of the Company.

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

**Place: Mumbai**  
**Date: August 14, 2019**

**Rameshchandra Mansukhani**  
**Chairman**

**Annexure 'E' to the Directors' Report**  
**Table A - Information relating to Top 10 employees in terms of remuneration drawn during the year**  
**[ Pursuant to Rules 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ]**

Sr. No.	Employee Name	Designation	Educational Qualification	Experience (in years)	Remuneration in FY 2018-19 (In ₹)	Previous employment
1	Mr. Ashok Gupta	CFO	CA	28	90,55,152	ABG Cement Ltd
2	Mr. Rajat Gupta	President - Marketing	MBA (Marketing), BA	34	86,70,597	Jindal Steel & Power Ltd
3	Mr. Krishna Kumar Purohit	Director - Operations	B.Sc. Engineering	37	81,27,880	Essar Steel Limited
4	Mr. Jaspreet Singh Bhatia	VP - Operations	BE (Automobile)	21	61,50,180	Welspun Corp Ltd
5	Mr. Gurinder Singh Sethi	VP- Marketing & BD	BE (Electrical), MBA	28	55,17,894	Seal for Life India Pvt. Ltd
6	Mr. Lokesh Manwani	VP- Projects	BBA	18	51,17,892	Steel Man GlobalSourcing DMCC Dubai
7	Mr. Umesh Chandra Rastogi	VP - BD & Tech. Servs.	BE (Metallurgical)	34	51,15,240	Jindal Saw Ltd
8	Mr. Shashank Belkhede	Group Head - Legal & Secretarial	M.Com, LLB, CS	34	48,82,080	Namco Group
9	Mr K G Mantri	Sr. VP - Corp Affairs	M.Com, LLB, CAIIB	32	38,84,616	Essar Steel Limited
10	Mr. Durgesh Chokade	AVP - Operations & Maintenance	B. Tech (Mech), PGBDA (Operations)	25	38,10,692	Suzlon Energy Ltd.

Notes : The above table is based on payouts made during the year.

**Table B - Information regarding Employees drawing remuneration of Rs. 1.02 crore or above per annum if employed throughout the financial year, or drawing remuneration at the rate of Rs. 8.5 Lacs or above per month if employed for part of the financial year**

Sr. No	Name	Designation	Remuneration (₹)	Nature of employment, whether contractual or otherwise	Qualifications	Total Experience	Date of Commencement of employment	Age (years)	Last employment held	Relative of any Director or Manager
1	Mr. R.C. Mansukhani	Chairman	7,28,93,009	Contractual	MA Economics (Gold Medalist from Vikram University of Indore), Bachelor of Law	39 Years	Since Inception	63	Not Applicable	Father of Mr. Nikhil Mansukhani & Mrs. Heena Vinay Kalantri
2	Mr. Nikhil Mansukhani	Executive Director	2,29,53,949	Contractual	Graduate from King's College, UK, Bachelor of Engineering and Business	12 Years	03-Oct-13	35	Not Applicable	Son of Mr. R.C. Mansukhani & Brother of Mrs. Heena Vinay Kalantri



### Annexure 'F' to the Directors' Report

[Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014]

#### (A) CONSERVATION OF ENERGY

##### i) Energy conservation measures taken during the year:

- (a) Energy conservation devices have been installed and the equipments are maintained properly to reduce energy consumption.
- (b) The new systems are being devised to reduce electric power, fuel, and water Consumption. Industrial lighting in the plant area has been optimized.

##### ii) Impact of above measures:

The impact of above measures taken results in lower energy consumption per ton of production.

##### iii) Steps for utilization of alternate sources of energy: **NIL**

##### iv) Capital investment on energy conservation equipments: **NIL**

##### v) Total energy consumption and energy consumption per unit production

	Year ended 31 <sup>st</sup> March 2019	Year ended 31 <sup>st</sup> March 2018
<b>POWER AND FUEL CONSUMPTION :</b>		
(i) Electricity Purchased (Units)	36,681,900	31,316,970
Total Amount (Rs.)	326,572,664	251,209,636
Rate per Unit (Rs.)	8.90	8.02
(ii) Generation through Windmill:		
Generation Unit	11,500,455	10,152,921
Rate per Unit (Rs.)	6.67	6.79
(iii) Own Generation through D.G. Set:		
Generation Unit	3,354,314	1,470,276
Unit per liter of Oil	3.15	3.27
Cost per Unit (Rs.)	24.44	18.43
<b>CONSUMPTION PER UNIT OF PRODUCTION</b>	<b>(In kgs)</b>	
Production in kgs	288,819,000	237,277,748
Consumption per unit of Production (per kg) Units	0.14	0.14

#### (B) TECHNOLOGY ABSORPTION

##### i) SPECIFIC AREAS IN WHICH RESEARCH AND DEVELOPMENT CARRIED OUT BY THE COMPANY

R & D was carried in product development, process development, energy conservation, environment protection, cost reduction and automation.

##### ii) BENEFITS DERIVED

With the installation of various additional equipments it was possible to achieve consistency in production and quality of finished product.

**iii) EXPENDITURE ON R & D**

Development and improvement of products is an inbuilt and ongoing activity within existing manufacturing facilities. Expenditure on R & D is not separately allocated and identified.

**Technology Absorption, Adaptation & Innovation**

1. Effort made towards Technology Absorption, Adaptation and innovation: **NIL**
2. Benefit derived as a result of the above efforts: **NIL**
3. Imported Technology: **NIL**
  - a) Technology imported
  - b) Year of import
  - c) Has technology been fully absorbed?
  - d) If not fully absorbed, reasons and future course of action

**(C) FOREIGN EXCHANGE EARNING AND OUTGO**

(₹ in Lakhs)

<b>FOREIGN EXCHANGE EARNINGS &amp; OUTGO</b>	<b>For the year 2018-19</b>	<b>For the year 2017-18</b>
a) Foreign Exchange Earnings (FOB Value of Exports)	1,63,795	51,499
b) Other Receipts	-	-
c) Foreign Exchange Outgo	1,16,717	81,550

For and on behalf of the Board of Directors

Place: Mumbai  
Date: August 14, 2019

**R. C. Mansukhani**  
Chairman

**Annexure "G" to the Directors' Report**

**FORM NO. AOC - 2**

[Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

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

SL. No.	Name(s) of the related party	Nature of relationship	Nature of contracts/ arrangements/ transaction	Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts or arrangements including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in General meeting as required under first proviso to section 188
NOT APPLICABLE									

**2. Details of contracts or arrangements or transactions at Arm's length basis.**

SL. No.	Name (s) of the related party	Nature of relationship	Nature of contracts/ arrangements/ transaction	Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Amount paid as advances, if any
1	Man Overseas Metals, DMCC	Subsidiary	Promoting & Marketing Service	1 <sup>st</sup> April 2018 to 31 <sup>st</sup> March 2019	As per the agreement entered between the parties	-
2	Man USA Inc.	Subsidiary	Promoting & Marketing Service	1 <sup>st</sup> April 2018 to 31 <sup>st</sup> March 2019	As per the agreement entered between the parties	-
3	M Concepts Retail LLP	Associates	Professional Fees	1 <sup>st</sup> April 2018 to 31 <sup>st</sup> March 2019	As per the agreement entered between the parties	-
4	Mrs. Deepa Mansukhani	Associates	Rental for Office Premises	1 <sup>st</sup> October 2017 to 30 <sup>th</sup> September 2020	As per the agreement entered between the parties	Deposit Rs. 1.32 lakhs
5	TMW Fintech Pvt Ltd (Formerly known as "The Mobile wallet Private Limited")	Associates	Purchase of Food Vouchers for Employee	For FY 2018-19	As per Invoice	-

Transactions with above parties are reviewed and approved by Audit Committee and the Board of Directors in their respective quarterly meetings. Also, omnibus approval of the Audit Committee in respect of the above has been taken on 28<sup>th</sup> May 2019.

## MANAGEMENT DISCUSSION AND ANALYSIS 2018-19

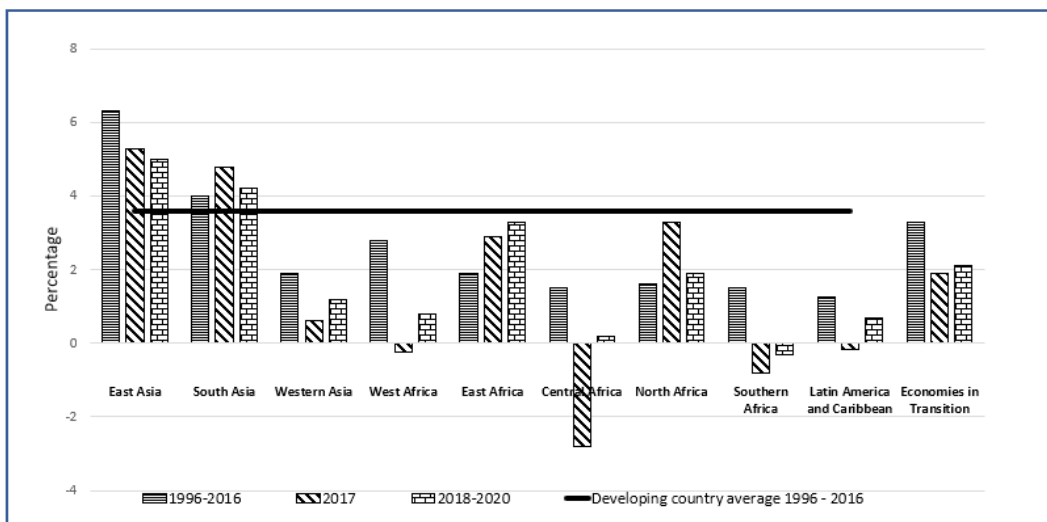
### GLOBAL ECONOMY OVERVIEW

After strong growth in 2017 and early 2018, global economic activity slowed notably in the second half of 2018, reflecting a confluence of factors affecting major economies. China's growth declined following a combination of needed regulatory tightening to rein in shadow banking and an increase in trade tensions with the United States. The Euro Area economy lost more momentum than expected as consumer and business confidence weakened. Post US protectionist measures, more and more countries are resorting to adopt protective policies threatening the growth of global trade. The impetus to global growth provided by trade liberalisation is now receding fast.

In 2018, global oil demand seems to have breached 100 MMbbl/d for the first time, natural gas continues to expand its share of key markets. Now, the oil and gas industry has entered the new year with increased volatility in prices, geopolitical disturbances and regulatory overhangs amidst many new business opportunities.

With improvements expected in the second half of 2019, global economic growth in 2020 was projected to return to 3.6 percent however, recent slowdown witnessed in the major economies in the world there is serious challenge to the global economic growth. The recent rate cut by US Fed and monetary easing by other Central banks across the world indicates that the environment is becoming tough. Growth in emerging markets and developing economies is likely to stabilize at around 5 percent, though with considerable variance between countries as subdued commodity prices and civil strife weaken prospects for some.

### AVERAGE ANNUAL GDP PER CAPITA GROWTH BY REGION



Source: UN/DESA

### INDIAN ECONOMY OVERVIEW

The Indian economy continues to remain the fastest growing major economy in the world. India's GDP is estimated to have increased 7.2 per cent in 2017-18 and 7 per cent in 2018-19. However, India's economy has slowed down slightly in 2018-19 due to weaker economic momentum and the slowdown has been driven by cooling activity growth in the manufacturing sector and, to a lesser extent, agriculture.

Monetary policy has attempted to provide a fillip to the growth impulse through cuts in repo rate and easing of bank liquidity. The room for this monetary easing has been created by low inflation in 2018-19. However, risk aversion of banking sector due to past legacy issues of NPA and failure of some NBFCs is not allowing transmission of the liquidity and businesses continue to starve for capital.

The Government of India, under the Make in India initiative, is trying to give boost to the contribution made by the manufacturing sector and aims to take it up to 25 per cent of the GDP from the current 17 per cent. Hon'ble Prime Minister has set an ambitious target to take India's GDP to US\$ 5 trillion by 2024 which will require huge investment in development of infrastructure for energy security.

## GLOBAL OIL & GAS INDUSTRY REVIEW

In 2018, recovery in commodity prices and cash flows has been good news for the sector. The price of oil has rebounded. After appearing limited to a range between \$50 - \$60 per barrel, Brent crude is now trading above USD 60 per barrel.

Natural gas continues to expand its share of key markets. The phenomenal growth in natural gas production in the USA has often outstripped pipeline capacity. Building and expanding pipelines, processing facilities, import and export terminals, storage facilities and LNG plants is a vital part of value chain which gives a major boost to line pipe Industry globally. There are major infrastructure projects moving forward in this sector and delays in this are unaffordable.

## DOMESTIC OIL & GAS REVIEW

India is one of the world's largest energy consumer. Demand for primary energy in India is expected to double by 2035 to 1,516 million tonnes of oil from 754 million tonnes of oil in 2017. The Industry is expected to attract US\$25 billion Investments in exploration and production by 2022.

The Government of India has adopted several policies like allowing 100% Foreign Direct Investment in many segments like Natural Gas, Petroleum Products and refineries. Moreover, government has enacted various policies such as the OALP and CBM policy to encourage investments in exploration.

## GLOBAL PIPES INDUSTRY REVIEW

Global upstream capital expenditure, which dropped nearly 45 percent between 2014 and 2016 is now forecast to rise 6 percent year-on-year in the medium term. Driven by the North American market, Exploration is on the rise again for the first time since the global recession.

Globally, local natural gas distribution companies have revived their investment plans which includes construction of new pipelines as well as replacement of aging pipelines.

Recently we have seen demand emerging for water pipeline projects in MENA region and we expect India to be a major player in this segment also.

## DOMESTIC PIPE INDUSTRY REVIEW

Domestic demand for the Pipes sector has improved post announcement of policies to control imports from China. Domestic demand for steel pipes has shown robust growth in almost all segments driven by demand from Oil, Gas, water supply & sanitation (WSS) and irrigation segments.

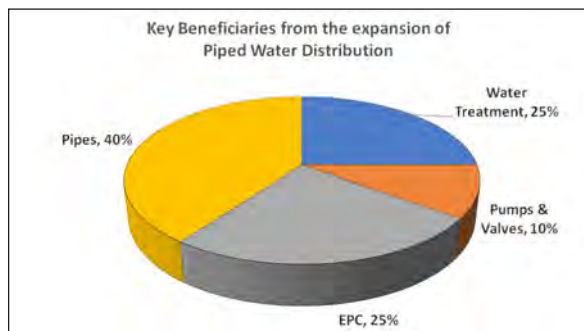
According to data released by the Department of Industrial Policy and Promotion (DIPP), the petroleum and natural gas sector attracted FDI worth US\$ 7.00 billion between April 2000 and December 2018. Government of India is planning to invest Rs 70,000 crore (US\$ 9.97 billion) to expand the gas pipeline network across the country. At the end of 2018, construction of around 13,500 KM long gas pipeline is underway which gives a huge scope for Domestic players.

Investment in Water related infra in India have grown at a compounding annual rate of 15% and touched USD 21 billion last fiscal. Total Investment potential in Water Infra stands at \$270 billion over the next 15 years.

## NAL SE JAL

The project focuses on tackling the water issue and delivering hon'ble Prime Minister's vision of providing "Nal se Jal" that is to provide piped water to every household in India. It aims to improve coverage of piped water supply from 18 percent currently to 100 percent by 2024.

It is estimated to have an Investment potential of almost \$94 billion. This will give a major boost to Large diameter Line pipe industry in the near to medium term as the Investment in Pipes is substantial at almost 40% of the project Cost.



Source: Industry, JM Financial

### RIVER LINKING Project-Driver for Water Pipes

It is a proposed Large-Scale civil Engineering project that aims to effectively manage water resources in India by linking various Indian rivers by a network of reservoirs and canals and so reduce persistent floods particularly in the large parts of the Ganga-Brahmaputra-Meghna basin, affecting Assam, Bihar, West Bengal, and Uttar Pradesh and Water Shortages in several western and peninsular states such as Rajasthan, Gujarat, Andhra Pradesh, Karnataka, and Tamil Nadu. NWDA has studied and prepared reports on 14 inter-link projects for Himalayan component, 16 inter-link projects for Peninsular component and 37 intrastate river linking projects.

The Investment potential for river Linking Project is around \$168 Billion. Work is underway on two large projects that is the Ken-Betwa project in the water-starved Bundelkhand region of UP and the Polavaram project in Andhra. The Godavari-Krishna-Cauvery linking could be the next project to be taken up by the government.

Water sector has emerged as another growth engine for Pipe makers in addition to Oil and Gas sector.

### COMPANY OVERVIEW

Incorporated in 1988, Man Industries (India) Ltd. is the flagship company of Man Group, promoted by the Mansukhani family. The company is one of the largest manufacturers and exporters of large diameter Carbon Steel Line Pipes in India. It has State-of-the-art manufacturing facilities with the total combined capacity of 1 Million Tonnes p.a for LSAW and HSAW Pipes and is dedicated to highest Operating and Quality standards, environment protection and Occupational Health & Safety Standards. It has 6.4 million sqm per annum capacity for 3LPE/FBE Coating and 125000 cubic meter per annum for CWC Coating. During the year company has commissioned a new production line for 3 LPE Coating having capacity of 2.4 million sqm per annum. The company has two manufacturing facilities: one plant is in Anjar, Kutch District of Gujarat and the other is in Pithampur, Madhya Pradesh, spread over a total of 150 acres. The Company's plants are situated at prime strategic locations. The Company has also installed 7 MW windmill plant in Gujarat. The Company's facilities hold internationally accepted quality standards laid down by the American Petroleum Institute (API) which is a mandatory requirement to produce high pressure line pipes for hydro carbon applications. The Line Pipes are used for Oil & Gas transmission, Oil Exploration and Refining, Water and Sewage transportation.

### CONSOLIDATED FINANCIAL OVERVIEW

The total revenue of Man Industries increased by 35% from Rs.16,643 million in FY18 to Rs.22,424 million in FY19. Gross Profit increased by 20% from Rs. 4,552 million in FY18 to Rs.5,454 million in FY19. EBITDA increased by 10% from Rs.1,813 in FY18 to Rs. 1,997 in FY19. PAT decreased by 8% from Rs. 637 million in FY18 to Rs.588 million in FY19 mainly on account of high finance cost.

### Key Financial Ratios

	18-19	17-18	YoY (%)
Interest Coverage Ratio	3.00	4.44	-32.3%
Total Debt Equity Ratio	0.37	0.60	-38.2%
Net Profit Margin (%)	2.62	3.83	-31.4%
Return on Net Worth(%)	8.88	10.33	-14.0%

### INTERNAL CONTROLS

The internal controls of the Company are being reviewed from of the leading and reputed external agency. This results in unbiased and independent examination of the adequacy and effectiveness of the internal control systems to achieve the objective of optimal functioning of the Company. The scope of activities includes safeguarding and protecting the Company's assets against unauthorised use or disposition, maintenance of proper accounting records and verification of authenticity of all transactions. The Company has an effective compliance management system, which gives preventative warnings in case of any violations. To ensure that it is in conformance with the overall corporate policy and in line with predetermined objectives, the independent Audit Committee and/or the Board of Directors regularly review the performance of the Company.

### HUMAN RESOURCES

Due to the vast knowledge and experience possessed by the Company's Promoters and management team, we have a competitive advantage to grow in our existing markets and enter new geographies. As a company policy we hire only qualified professionals in the respective fields. The overall employee engagement has allowed the Company to retain the top talent within it. Total number of Employees were 844 & 825 in FY18 & FY19 respectively.

### **CAUTIONARY STATEMENT**

Statements made in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be "Forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the government regulations, tax laws and other statutes & other incidental factors.

## REPORT ON CORPORATE GOVERNANCE

### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company believes that good Corporate Governance is essential to achieve long term corporate goals and enhance stakeholder's value. The Philosophy on Corporate Governance is aimed at attainment of highest level of transparency, accountability and compliance with laws in all facets of operations, leading to best standards of Corporate Governance.

The Company believes that good ethics make good business sense and our business practices are in keeping with this spirit of maintaining the highest level of ethical standards.

### 2. BOARD OF DIRECTORS

#### A. Composition:

The composition of your Company's Board is as under:

#### Executive Directors (Promoter Group)

- a) Mr. R. C. Mansukhani, Chairman
- b) Mr. Nikhil Mansukhani, Executive Director

#### Non-Executive Directors

- a) Mr. Kirit N Damania
- b) Mr. Pramod Kumar Tandon (Re-appointed w.e.f. 1<sup>st</sup> April, 2019)
- c) Mrs. Heena Vinay Kalantri
- d) Mrs. Renu P. Jalan

#### B. Dates of Board Meetings held during the year:

Date of Board Meeting	Board Strength	No. of Directors present
24 <sup>th</sup> May, 2018	6	6
13 <sup>th</sup> June, 2018	6	6
8 <sup>th</sup> August, 2018	6	6
29 <sup>th</sup> October, 2018	6	6
12 <sup>th</sup> February, 2019	6	6

The time gap between any two Meetings did not exceed one hundred twenty days. The information as prescribed under Listing Regulations, 2015 were placed before the Board from time to time, as required.

#### C. Attendance of Directors:

As mentioned above Five Board Meetings were held during the year ended 31<sup>st</sup> March, 2019. The details of attendance of the Directors at the said Board Meetings and at the last Annual General Meeting of the Company are given below:

Name of the Directors	No. of Meetings Attended	Attendance at the previous AGM held on 28 <sup>th</sup> September 2018
Mr. R. C. Mansukhani	5	Yes
Mr. Kirit N. Damania	5	Yes
Mr. Pramod Kumar Tandon	5	Yes
Mr. Nikhil Mansukhani	5	Yes
Mrs. Heena Vinay Kalantri	5	Yes
Mrs. Renu P. Jalan	5	Yes



**D. Details of Membership of the Directors in Boards and in Board Committees [(including Man Industries (India) Limited)] As on 31<sup>st</sup> March, 2019 :**

Name of the Directors	Boards <sup>\$</sup>	Committees <sup>\$\$</sup>	Chairmanship of Committees
Mr. R. C. Mansukhani	4	-	-
Mr. Kirit N. Damania	1	2	1
Mr. Pramod Kumar Tandon	2	2	1
Mr. Nikhil Mansukhani	4	2	-
Ms. Heena Vinay Kalantri	3	-	-
Mrs. Renu P. Jalan	1	-	-

<sup>\$</sup> Private limited companies (Other than subsidiary of public company), foreign companies and companies under Section 8 of the Companies Act, 2013 are excluded for the above purpose.

<sup>\$\$</sup> The committees considered for the purpose are those specified in the Listing Regulation 2015 i.e. Audit Committee and Stakeholders Relationship Committee.

**E. Chart/Matrix relating to skills /expertise /competence of the Board of Directors**

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to the Corporate Governance, the Board has identified the following skills/expertise/competencies fundamental for the effective functioning of the Company which are currently available with the Board:

- Industry specific knowledge / experience;
- Startegice Development;
- Financial literacy/ expertise including;
- Appreciation of legal/ regulatory issues;
- Board Services, Corporate Governance and Stakeholder Relationship;
- General administrative expertise including HR matter; and
- Knowledge of contemporary socio-economic issues.

**3. AUDIT COMMITTEE**

The Audit Committee is constituted in accordance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulation 2015 including 2/3<sup>rd</sup> Independent Directors.

Chief Financial Officer and Statutory Auditors are permanent invitees to the Audit Committee meetings. Company Secretary, is the Secretary to the Committee. Mr. Kirit N Damania, Chairman of the Audit Committee, had attended the Annual General Meeting of the Company held on September 28, 2018.

The Audit Committee met 4 times during the financial year 2018-19 on 24<sup>th</sup> May, 2018, 8<sup>th</sup> August, 2018, 29<sup>th</sup> October, 2018 and 12<sup>th</sup> February, 2019 and the intervening period between the two meetings did not exceed 120 days.

The composition of the Audit Committee as on 31<sup>st</sup> March, 2019 and attendance of the Committee Members at the Audit Committee Meetings held during the financial year 2018-19 are as follows:

Name of the Member	Designation	No. of Meetings attended
Mr. Kirit N Damania	Chairman	4
Mr. Pramod Kumar Tandon	Member	4
Mr. Nikhil Mansukhani	Member	4

The terms of reference of the Committee are as follows:

- overseeing the Company's financial reporting process and the disclosure of financial information to ensure presentation of correct, sufficient and credible financial statements;
- recommending to the Board, the appointment, remuneration and terms of appointment of auditors of the Company;

- iii. reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - (a) matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of Section 134(3) of the Companies Act, 2013;
  - (b) changes, if any, in accounting policies and practices and reasons for the same;
  - (c) major accounting entries involving estimates based on the exercise of judgment by management;
  - (d) significant adjustments made in the financial statements arising out of audit findings, if any;
  - (e) compliance with listing and other legal requirements relating to financial statements;
  - (f) disclosure of any related party transactions; and
  - (g) qualifications in the draft audit report, if any;
- iv. reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- v. reviewing, with the management, the statement of use/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, and making appropriate recommendations to the Board to take up steps in this regard;
- vi. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- vii. approval or any subsequent modification of transactions of the Company with related parties;
- viii. Scrutinizing inter-corporate loans and investments;
- ix. valuation of undertakings or assets of the company, wherever it is necessary;
- x. evaluating the internal financial controls and risk management systems;
- xi. reviewing, with the management, performance of Statutory and Internal Auditors and adequacy of the internal control systems;
- xii. reviewing the adequacy of internal audit function including the structure of the internal audit department, if any, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- xiii. discussing with Internal Auditor of any significant findings and follow up thereon;
- xiv. reviewing the findings of any internal investigations by the Internal Auditor 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;
- xv. discussion with Statutory Auditors before the commencement of audit about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- xvi. looking into the reasons for substantial defaults, if any, in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- xvii. reviewing the functioning of the Whistle Blower mechanism;
- xviii. approving the appointment of CFO (i.e., the Whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc., of the candidate;
- xix. reviewing the following information:
  - (a) management discussion and analysis of financial condition and results of operations;
  - (b) statement of significant related party transactions (as defined by the Audit Committee), submitted by management;

(c) management letters / letters of internal control weaknesses issued by the statutory auditors; and Internal audit reports relating to internal control weaknesses;

xx. reviewing the appointment, removal and terms of remuneration of the Chief Internal Auditor(s), if any; and

xxi. carrying out such other functions as may be assigned by the Board from time to time.

The Committee is vested with necessary powers to discharge the above mentioned roles and responsibilities.

#### 4. **STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Stakeholders Relationship Committee has been constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 read with Regulation 20 of the Listing Regulations, 2015.

The terms of reference of the Committee are as follows:

- i. overseeing the performance of the Registrar and Share Transfer Agents;
- ii. ensuring expeditious redressal of shareholders' complaints regarding the following:
  - (a) non-receipt of share certificates lodged for transfer;
  - (b) non-receipt of dividend warrants;
  - (c) non-receipts of annual reports;
  - (d) non-receipt of demat rejected share certificates;
  - (e) non-receipt of demat credit;
- iii. resolving any other grievances of the security holders.

The Committee met 20 times during the financial year 2018-19 on 10.04.2018, 25.04.2018, 09.05.2018, 20.06.2018, 20.07.2018, 27.08.2018, 21.09.2018, 04.10.2018, 22.10.2018, 29.10.2018, 12.11.2018, 10.12.2018, 11.12.2018, 24.12.2018, 04.01.2019, 09.01.2019, 25.01.2019, 12.02.2019, 18.03.2019 and 27.03.2019,

The composition of the Stakeholders Relationship Committee as on 31<sup>st</sup> March 2018 and attendance of the Committee Members at the Stakeholders Relationship Committee Meetings held during the financial year 2018-19 are as follows:

Name of the Member	Designation	No. of Meetings attended
Mr. Pramod Kumar Tandon	Chairman	20
Mr. Kirit N Damania	Member	20
Mr. Nikhil Mansukhani	Member	20

The Company Secretary is the Compliance Officer of the Company and Secretary to the Committee.

#### **Statement of Shareholders Complaints received during the year 2018-19 :**

No. of Complaints at the beginning of the year	No. of complaints received during the year	No. of complaints resolved	No. of pending complaints
3	9	8	4*

\* Out of these Unresolved Complaints one was related to issue of Share Certificate after transfer which has been resolved as on date and the rest three relate to matters which were sub-judice till the end of the year hence pending.

#### 5. **NOMINATION AND REMUNERATION COMMITTEE**

The Composition of the Nomination & Remuneration Committee as on 31<sup>st</sup> March 2019 was in accordance with provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations, 2015.

The Nomination and Remuneration Committee met twice during the financial year 2018-19 on 8<sup>th</sup> August, 2018 and 12<sup>th</sup> February, 2019.

The composition of the Nomination and Remuneration Committee and attendance of the Committee Members at the Nomination and Remuneration Committee Meetings held during the financial year 2018-19 are as follows:

Name of the Member	Designation
Mr. Kirit N Damania	Chairman
Mr. Pramod Kumar Tandon	Member
Ms. Heena Vinay Kalantri	Member

The Company Secretary is the Compliance Officer of the Company and Secretary to the Committee.

**The terms and reference of nomination and remuneration committee broadly includes the following :**

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other senior management employees;
2. Formulation of criterion for evaluation Directors performance on the Board and also the performance of the Board as a whole;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, by the committee and recommend their appointment and removal to the Board.

**Remuneration Policy:**

The Board of Directors has on the recommendation of the Committee framed a policy for selection and appointment of Directors, senior management and their remuneration. The said policy is as follows:

**1) Background:**

This revised policy document is drafted in compliance to Section 178 of the Companies Act, 2013 and Clause 49 of the erstwhile Listing Agreement with Stock Exchange and is approved by the Board of Directors of the Company in its meeting held on February 13, 2015.

**2) Objective:**

The objective of this policy document is majorly to set the guidelines for constitution of Nomination and Remuneration Committee setting forth inter-alia it's, objective, role & responsibilities with respect to the nomination of the Directors including the senior executives of the Company and remuneration payable to them. The remuneration policy of the Company is based on the fundamental principle of rewarding performance as against benchmarked objectives.

**3) Purpose:**

To establish a fair, transparent and reasonable process for selection of executive and non-executive directors including senior executives of the Company and determining the appropriate remuneration payable to them and to ensure that the shareholders remain well informed and confident in the management of the Company.

**4) Definitions:**

- i. **"Company"** means MAN INDUSTRIES (INDIA) LIMITED.
- ii. **"Board"** means Board of Directors of the Company which includes both executive and non-executive directors.
- iii. **"Executive Directors"** means Directors who are in the whole-time employment of the Company.
- iv. **"Independent Director"** in relation to a company, means a director other than a managing director or a whole-time director or a nominee director,—
  - (a) who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;

- (b) (i) who is or was not a promoter of the company or its holding, subsidiary or associate company;
  - (ii) who is not related to promoters or directors in the company, its holding, subsidiary or associate company;
  - (c) who has or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
  - (d) none of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
  - (e) who, neither himself nor any of his relatives—
    - (i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
    - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of—
      - (A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
      - (B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent. or more of the gross turnover of such firm;
    - (iii) holds together with his relatives two per cent. or more of the total voting power of the company; or
    - (iv) is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives twenty-five per cent. or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent. or more of the total voting power of the company; or
  - (f) who possesses such other qualifications as may be prescribed under the Companies Act 2013 or rules made there-under.
  - v. **“Non-Executive Directors”** means Directors other than Executive Directors, who apart from receiving the sitting fees do not get any kind of other remuneration from the Company.
  - vi. **“NRC”** means Nomination and Remuneration Committee.
  - vii. **“Senior Executives”** means and include employees of the Company working one line below the Board of Directors and includes key managerial personnel as defined under Sec. 2(51) of the Companies Act 2013.
- 5) **Constitution of Nomination and Remuneration Committee (NRC):**  
NRC shall comprise of at least three directors, all of whom shall be non-executive directors and at least half shall be independent. Chairman of the committee shall be an independent director.
- 6) **Meetings:**  
The meetings of NRC shall be convened and held as and when required but the members of the Committee shall meet at least once in a financial year. Quorum of such meeting shall be of two independent director members.
- 7) **Functions / Role:**  
The primary function of the Nomination & Remuneration Committee is to assist the Board in fulfilling its responsibilities to Shareholders by establishing an appropriate, transparent and fair mechanism for recruitment and retention of Board members and the senior executives of the Company.

The role of the Committee shall, inter-alia, include the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other senior employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

Further the Committee shall have review responsibility for;

- a. Maintaining a Board which comprises of individuals best able to discharge the responsibilities of directors having regard to the execution of Company's strategic objectives, to the requirements of the law and to the highest standards of corporate governance;
- b. Reviewing the performance of the Board; and
- c. Succession planning for the Board.

**8) Appointment Criteria for NRC Membership**

A Director, who is Non-Executive, can only be the member of the Nomination and Remuneration Committee. With the consent of members present at the meeting, members shall elect one of them as Chairman of the meeting.

**9) Terms of Reference:**

- To identify persons who are qualified to become directors and who may be appointed in the senior management and recommend to the Board their appointment and removal.
- To review the overall compensation policy and remuneration payable to managing / Whole-time Directors / senior management.
- To make recommendations to the Board of Directors on the increments in the remuneration of the Directors / senior management.
- To conduct annual performance for all the Directors to monitor and review the appropriateness of each remuneration package.
- To frame suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
  - (a) The Securities and Exchange Board of India (Insider Trading) Regulations, 1992; or
  - (b) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 1995.
- Perform such functions as are required to be performed by the NRC under the ESOP Guidelines and
- Such other matters as may, from time to time, be required by any statutory, contractual or other regulatory requirements to be attended to by such Committee.

**10) Basis of Determination:**

The remuneration of the Executive Directors (managing / whole-time) is based on the Company's size, its economic and financial position, industrial trends and compensation paid by peer Companies. Compensation reflects each Board member's responsibility and performance. The remuneration to the Executive Directors shall be first fixed and recommended by the NRC and accordingly paid as per the Agreements entered into between them and the Company, which shall be further subject to the approval of members. Wherever necessary, Company shall seek approval of Central Government for their remuneration. Retirement benefits in the form of provident fund, superannuation and gratuity shall be paid to the Executive Directors in accordance with the Company policy as applicable to other employees of the Company.

Remuneration to the Executive Directors shall majorly comprise of:

- (a) Fixed Component like basic salary,
- (b) Allowances & Perquisites and
- (c) Variable Component like Commission, depending on the profit of the Company in that particular financial year, which put together with the salary and perquisites shall be subject to overall ceiling laid down in Section 197 of the Companies Act, 2013.

**11) Procedure:**

Appointment process of directors and other managerial personnel is independent of the Company's Management. While selecting and nominating any director or managerial personnel to the Board or a senior executive, the Committee shall ensure that there is appropriate balance of skills, experience and knowledge to justify his/her selection. The Committee shall ensure that any nomination/appointment of an independent director has to be approved at the meeting of shareholders.

NRC shall evaluate and recommend the remuneration, including payment of commission based on the net profits of the Company for the director/s. After Board's approval, the shareholders consent shall be sought through the resolution, whether ordinary or special, as the case may be, in the general meeting. Wherever necessary, Company shall seek approval of Central Government for the appointment and payment of remuneration to its executive directors.

On the recommendations and reports of the Nomination and Remuneration Committee, the performance evaluation of each director shall be carried out by the entire Board of Directors, excluding the director to be evaluated. Based on the report of performance evaluation, it is determined whether to extend or continue or end the term of appointment of the director.

**12) Remuneration to Non-Executive Directors:**

Except the sitting fees for attending the Board and other Committee Meetings, Non-Executives Directors do not receive any other pecuniary benefit from the Company. The Non-Executive Directors are paid sitting fees of Rs. 30,000/- for every Board Meeting and Rs. 10,000/- for every Audit Committee Meeting attended by them. The Chairman of the Committee, on the recommendation of the Committee Members, can increase the limit of sitting fees for attending each Board meeting or Committee meeting up to any amount not exceeding Rs. 100,000/- per meeting. Any increase beyond Rs. 100,000/- has to be priorly approved by the members at the general meeting.

**13) Secretary to NRC:**

The Company Secretary of the Company acts as the Secretary to the Committee.

**14) Specific Restrictions:**

- All Directors are strictly restricted from entering into an arrangement with the Company, its holding, subsidiary or associate Company to acquire assets for consideration other than cash and vice-versa.
- Non-executive Independent Directors shall not be entitled to any stock options granted / offered by the Company.

**15) Policy Responsibility:**

The Human Resources Department shall be responsible for the administration, interpretation and application of this policy.

This policy should be reviewed by the NRC at least every two years. Any changes to the policy must be approved by the Board.

**6. REMUNERATION OF NON-EXECUTIVE DIRECTORS AND THEIR SHAREHOLDING**

Name of the Directors	Sitting Fees for the year 2018 - 19 (₹)		No. of Shares held as on March 31, 2019
	Board Meeting	Audit Committee	
Mr. Kirit N Damania	1,50,000	40,000	NIL
Mr. Pramod Kumar Tandon	1,50,000	40,000	NIL
Mrs. Heena Vinay Kalantri	1,50,000	N.A.	23,61,511
Mrs. Renu P. Jalan	1,50,000	N.A	NIL

Apart from the sitting fees that are paid to the Non-Executive Directors for attending the Board/Committee meetings, no other fees/commission were paid during the year. No significant material transactions have been made with the Non-Executive/Independent Directors vis-à-vis the Company. The company does not have any Employee Stock Option Scheme.

**7. REMUNERATION OF EXECUTIVE DIRECTORS AND THEIR SHAREHOLDING**

Name of the Directors	Remuneration paid for the year 2018-19 (₹)	Number of shares held as on March 31, 2019
Mr. R.C. Mansukhani	7,28,93,009	1,33,12,992
Mr. Nikhil Mansukhani	2,29,53,949	34,61,285

**8. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

The Corporate Social Responsibility Committee (CSR Committee), constituted in accordance with the provisions of Section 135 of the Companies Act, 2013.

The CSR Committee met once during the financial year 2018-19 on May 24, 2018.

The composition of the CSR Committee and attendance of the Committee Members at the CSR Committee Meetings held during the financial year 2018-19 are as follows:

Name of the Member	Designation	No. of Meetings attended
Mr. R.C. Mansukhani	Chairman	1
Mr. Pramod Tandon	Member	1
Mr. Nikhil Mansukhani	Member	1

The Company Secretary is the Secretary to the Committee.

**The terms of reference of the CSR Committee are as follows:**

- (i) to formulate and recommend to the Board, a Corporate Social Responsibility Policy (CSR Policy) which shall indicate, inter-alia, the CSR activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 as amended from time to time;
- (ii) to recommend and obtain approval of the Board for the amount of expenditure that can be incurred on the activities referred to in clause (i);
- (iii) to ensure that the activities as are included in CSR Policy of the Company are undertaken by the Company;
- (iv) to prepare a transparent monitoring mechanism for ensuring implementation of the CSR projects/programs/activities being undertaken/proposed to be undertaken by the Company; and
- (v) to discharge such other functions as may be assigned by the Board from time to time.

The Committee has been entrusted with necessary powers to discharge the above mentioned roles and responsibilities. The Company has uploaded the CSR Policy and the Annual Report on CSR Activities for the.



## 8. SUBSIDIARY COMPANIES

The Company has 3 subsidiary companies and none of them falls under the definition of “material non-listed Indian subsidiary”. The Audit Committee reviews the financial statements and, in particular, the investments made by the subsidiary companies. The Board is periodically informed about all significant transactions and arrangements entered into by these subsidiary Companies.

The Company has formulated a Policy for determining ‘material’ subsidiaries in accordance with the provisions of Clause 49(V)(D) of the erstwhile Listing Agreement. The Company has uploaded the Policy on Material Subsidiaries on its website, [www.mangroup.com](http://www.mangroup.com).

## 9. CEO/ CFO CERTIFICATION

A certificate given by the Chairman and Chief Financial Officer of the Company to the Board, in accordance with the provisions of Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, on the accuracy of the financial statements for the financial year ended March 31, 2019 and adequacy of internal controls is annexed hereto and forms an integral part of this Report.

## 10. COMPLIANCE REPORTS/AUDITORS’ CERTIFICATE ON CORPORATE GOVERNANCE

During the financial year 2018-19, quarterly compliance reports on corporate governance have been submitted by the Company to the stock exchanges within the time limit prescribed under Regulation 27 of the Listing Regulations, 2015 and the same are also uploaded on its website. A certificate from the Statutory Auditors regarding compliance of the conditions of corporate governance by the Company as required under Schedule V of the Listing Regulations, 2015 is annexed hereto and forms an integral part of this Report.

## 11. DISCLOSURES

### A) Disclosure on materially significant related party transactions having potential conflict with the interest of the Company at large

The Company has not entered into any materially significant transaction with related parties having potential conflict with its interest at large during the financial year 2018-19 or which was not in the normal course of business or not on an arm’s length basis. The statements containing the transactions entered by the Company with related parties are reviewed by the Audit Committee on quarterly basis.

In accordance with the provisions of the erstwhile Listing Agreement, the Board has, upon the recommendations made by the Audit Committee, formulated a Policy on materiality of related party transactions and also on dealing with related party transactions. The Company has uploaded the Policy on Related Party Transactions on its website [www.mangroup.com](http://www.mangroup.com).

### B) Disclosure of Accounting Treatment

The financial statements for the financial year ended March 31, 2019 have been prepared in accordance with Indian Accounting Standards (IndAS) prescribed under Section 133 of the Companies Act, 2013. The Company has not adopted a treatment different from that prescribed in the IndAS in their preparation.

### C) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority, on any matter related to Capital Markets, during the last three years

(a) Company had received an order from Securities Appellate Tribunal (SAT) dated 26.07.2016 dismissing the appeal No. 185 filed by the Company against SEBI Order no. ASK/AO/62/2014 dated March 28, 2014 imposing a penalty of Rs.25,00,000/- (Rupees Twenty-Five Lakh only). The issue being of technical nature, the Company has preferred an appeal against the order which is pending before the Hon’ble Supreme Court of India.

(b) SEBI has vide its order dated SEBI/HO/EAD-3/JS/DJ/OW/P/18613/1/2018 dated 02.07.2018 imposed a Rs.1,00,000 on the Company for alleged violation of Regulation 13(6) of the SEBI (Prohibition of Insider Trading) Regulations, 1992 for failure to make proper disclosure to the BSE Limited with regard to the disclosure received from Man Finance Limited (MFL) (a promoter group entity) in respect of the purchases of 2,58,190 and 23,566 shares of the Company by MFL on 27.09.2012 and 28.09.2012 respectively. The Company has preferred an appeal before Securities Appellate Tribunal (SAT) against the said SEBI Order.

**D) Whistle Blower Policy**

In accordance with the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and the erstwhile Listing Agreement, the Company has adopted a Whistle Blower Policy to provide a mechanism to its Directors, Employees and other stakeholders to raise concerns about any violation of legal or regulatory requirements, misrepresentation of any financial statement and to report actual or suspected fraud or violation of its Code of Conduct.

The Policy allows the whistle-blowers to have direct access to the Chairman of the Audit Committee in exceptional circumstances and also protects them from any kind of discrimination or harassment. During the financial year 2018-19, no employee was denied access to the Audit Committee.

The Company has uploaded the Whistle Blower Policy on its website [www.mangroup.com](http://www.mangroup.com).

**E) Disclosure by Senior Management Personnel**

No material financial and commercial transactions were entered into by the Company with the Senior Management Personnel, where they could have had personal interest conflicting with its interest at large.

**F) Reconciliation of Share Capital Audit**

Reconciliation of Share Capital Audit Report pursuant to Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996 submitted by Ms. Bhavika Sanghvi, Company Secretary confirms that as on March 31, 2019, the aggregate number of equity shares of the Company held in demat form with NSDL, CDSL and in physical form were reconciled with the total number of issued/paid-up shares of the Company.

**G) Risk Management**

The Company has laid down procedures to inform the members of the Board about the risk assessment and minimization procedures. The Company has framed the risk assessment and minimization procedure which is periodically reviewed by the Board.

**H) Compliance with mandatory and non-mandatory requirements**

The Company has complied with all the applicable mandatory requirements as prescribed under the Listing Regulations, 2015. Details of these compliances have been disclosed in the relevant sections of this Report. The status of compliance with the non-mandatory requirements as prescribed in Schedule II to the Listing Regulations, 2015 is provided herein below:

**i. The Board**

This Clause is not applicable to the Company as the Chairman of the Board is not a Non-Executive Director.

**ii. Shareholder Rights**

The Company publishes its quarterly/half yearly and annual financial results in English and Marathi newspapers having wide circulation. The financial results and significant events, if any, are communicated by the Company to the Stock Exchanges and are also uploaded on its website i.e. [www.mangroup.com](http://www.mangroup.com). The same are not sent to the Members individually.

**iii. Separate posts of Chairman and CEO**

Mr. R.C. Mansukhani is the Chairman of the Company i.e. Executive Chairman.

**iv. Reporting of Internal Auditor**

Internal Auditor of the Company reports to the Audit Committee of the Company.

## 12. GENERAL BODY MEETINGS

Details of last 3 Annual General Meetings held along with Special Resolutions passed thereat, if any are as under:

Financial Year	Day, Date & Time	Venue	Particulars of Special Resolutions passed
2017 - 18	Friday, 28 <sup>th</sup> September, 2018 4.30 p.m.	Juhu Vile Parle Gymkhana Club, Plot No U/13, J.V.P.D. Scheme, 13th Road, Juhu, Opposite Juhu Bus Depot, Juhu Mumbai - 400049	(a) Re-Appointment of Mr. Kirit Navnitlal Damania as an Independent Director of the Company. (b) Re-appointment of Mr. R.C. Mansukhani as Chairman & Whole-Time Director of the Company. (c) Re-appointment of Mr. Nikhil Mansukhani as Executive Director of the Company.
2016 - 17	Wednesday, 27 <sup>th</sup> September, 2017 12.00 Noon	Juhu Vile Parle Gymkhana Club, Plot No U/13, J.V.P.D. Scheme, 13th Road, Juhu, Opposite Juhu Bus Depot, Juhu Mumbai - 400049	(a) Approval seeking waiver of excess remuneration paid to Mr. R.C. Mansukhani. (b) Approval seeking waiver of excess remuneration paid to Mr. Nikhil Mansukhani.
2015 - 16	Friday, 23 <sup>rd</sup> September, 2016 11.00 a.m.	Juhu Vile Parle Gymkhana Club, Plot No U/13, J.V.P.D. Scheme, 13th Road, Juhu, Opposite Juhu Bus Depot, Juhu Mumbai - 400049	NIL

The Company has not passed any Special Resolution through Postal Ballot during the year 2018-19.

To allow the shareholders to vote on the resolutions proposed at the forthcoming Annual General Meeting, the Company has arranged for a remote e-voting facility. The Company has engaged CDSL to provide e-voting facility to all the members. Members whose names appear on the register of members as on September 20, 2019 shall be eligible to participate in the e-voting. The facility for voting through ballot will also be made available at the AGM, and the members who have not already cast their vote by remote e-voting can exercise their vote at the AGM.

## 13. MEANS OF COMMUNICATION

### i. Quarterly/Half Yearly/Annual Results

Quarterly/Half Yearly/Annual Results of the Company are regularly submitted to the Stock Exchanges through NSE Electronic Application Processing System (NEAPS) and BSE Corporate Compliance & Listing Centre (the "Listing Centre"). The same are also published in the 'Business Standard'/Free Press Journal' and 'Tarun Bharat' / 'Navshakti' / 'Mumbai Lakshdeep'.

### ii. Website

The Company posts its Quarterly/Half Yearly/Annual Results, Annual Report, official news releases, presentations made to investors and transcripts of the meetings with institutional investors/analysts on its website i.e. [www.mangroup.com](http://www.mangroup.com). The website contains the basic information about the Company e.g. details of its business, financial information, shareholding pattern, compliance with corporate governance, contact information of the designated official of the Company who are responsible for assisting and handling investor grievances and such other details prescribed under Regulation 46 of the Listing Regulations, 2015. The Company ensures that the contents of its website are updated at all times.

### iii. Designated e-mail id

The Company has designated an e-mail id viz. [investor.relations@maninds.org](mailto:investor.relations@maninds.org) to enable the Members to register their complaints, if any, for expeditious redressal.

## 14. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report containing the details as required under Schedule V of the Listing Regulations, 2015 forms an integral part of the Annual Report.

## 15. GENERAL SHAREHOLDER INFORMATION

<b>I</b>	<b>31<sup>st</sup> Annual General Meeting</b> Day, Date and Time Venue	Friday, September 27, 2019 at 4:30 pm. Juhu Vile Parle Gymkhana Club, Plot No U/13, J.V.P.D. Scheme, 13 <sup>th</sup> Road, Juhu, Opposite Juhu Bus Depot, Juhu Mumbai, Maharashtra - 400049
<b>II</b>	<b>Financial Calendar</b>	
	Financial Year	1 <sup>st</sup> April to 31 <sup>st</sup> March
	Financial reporting of Quarterly unaudited results (other than last quarter)	Within 45 days from the end of quarter
	Annual audited results	Within 60 days from the end of the last quarter
<b>III</b>	<b>Book Closure Date</b>	September 21, 2019 to September 27, 2019 (both days inclusive)
<b>IV</b>	<b>Dividend Payment Date</b>	On or after September 27, 2019 (within the statutory time limit of 30 days) subject to shareholders' approval at the Annual General Meeting.
<b>V</b>	<b>Registrar and Share Transfer Agents</b>	For share related matters, Members are requested to correspond with the Company's Registrar and Transfer Agents - Link Intime India Pvt. Ltd quoting their Folio No./DP ID & Client ID at the following address : C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083 Ph: 022 - 49186000; Fax: 022 - 49186060; Email: rnt.helpdesk@linkintime.co.in
<b>VI</b>	<b>Dematerialization of Shares and Share Transfer System</b>	Trading in equity shares of the Company is permitted only in dematerialized form. The Company's shares are held in dematerialized form to the extent of 98.48% of the total issued and paid up shares as on March 31, 2019. The promoters hold their entire shareholding in dematerialized form.  Share transfers in physical form are required to be lodged with the Registrar and Share Transfer Agents for processing and if the documents are found valid the same is approved by the Stakeholder Relationship Committee.  However, it may be noted that as per SEBI mandate that requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed w.e.f. 1 <sup>st</sup> April 2019, unless the securities are held in the dematerialized form with the depositories. Hence, members are requested to dematerialize their physical securities at the earliest. Members can contact the Company's RTA for assistance in this regard.
<b>VII</b>	<b>Corporate Identification Number (CIN)</b>	L99999MH1988PLC047408
<b>VIII</b>	<b>Listing on Stock Exchanges</b>	BSE Limited (Scrip Code: 513269) Phiroze Jeejeebhoy Towers, Dalal Street, Kala Ghoda, Mumbai - 400 001 Tel : 91 22 2272 1233; Fax : 91 22 2272 1919 National Stock Exchange of India Limited (Trading Symbol: MANINDS) Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai-400 051 The Company has paid the annual listing fees for the financial year 2018-19 to BSE and NSE in the prescribed timelines.

<b>IX</b>	<b>Demat ISIN For Equity Shares</b>	INE993A01026
<b>X</b>	<b>Outstanding GDRs / ADRs / Warrants/Convertible Instruments and their impact on equity</b>	The Company does not have any outstanding GDRs / ADRs / Warrants / Convertible instruments as on March 31, 2019.
<b>XI</b>	<b>Plant Locations</b>	1. Plot No. 257/258 B, Sector No.1, Pithampur Industrial Area, Pithampur (Near Indore), District: Dhar (MP); Ph: 07292-253666 2. Village: Khedoi, Taluka: Anjar, District: Kutch (Gujarat) Ph: 02836 - 249160
<b>XII</b>	<b>Registered Office and Address for Correspondence</b>	MAN HOUSE, 101, S. V. Road, Opp. Pawan Hans, Vile Parle (W), Mumbai - 400056

#### XIV Market Price Data:

##### Monthly High and Low Quotes and Volume of Shares traded at BSE and NSE

Period	BSE			NSE		
	High	Low	Volume	High	Low	Volume
Apr-18	145.40	124.50	11,43,045	145.60	124.00	52,62,809
May-18	138.90	105.40	11,62,660	138.90	105.50	51,21,601
Jun-18	132.40	105.00	5,99,141	132.00	106.10	28,49,206
Jul-18	117.75	90.55	2,44,565	116.75	90.10	18,06,585
Aug-18	126.00	104.45	14,95,196	126.40	104.20	36,88,389
Sep-18	108.20	74.20	8,17,643	108.25	74.20	24,75,097
Oct-18	89.90	66.70	12,45,666	90.00	66.05	30,36,572
Nov-18	82.00	70.40	4,20,963	82.00	70.00	15,53,541
Dec-18	77.50	68.85	3,66,830	77.90	68.00	9,02,248
Jan-19	71.80	61.90	4,10,373	71.95	62.05	9,30,896
Feb-19	64.80	55.00	4,00,963	64.50	55.00	11,60,920
Mar-19	72.70	58.95	4,92,723	71.05	59.15	15,73,671

##### Stock Performance

Monthly high and low prices of the Company's Shares and performance in comparison to BSE Sensex and NSE Nifty from April, 2018 to March 2019 are noted herein below:

Month	MAN on BSE		SENSEX		MAN on NSE		NIFTY	
	High	Low	High	Low	High	Low	High	Low
Apr-18	145.40	124.5	35213.30	32972.56	145.60	124.00	10759.00	10111.30
May-18	138.90	105.4	35993.53	34302.89	138.90	105.50	10929.20	10417.80
Jun-18	132.40	105.00	35877.41	34784.68	132.00	106.10	10893.25	10550.90
Jul-18	117.75	90.55	37644.59	35106.57	116.75	90.10	11366.00	10604.65
Aug-18	126.00	104.45	38989.65	37128.99	126.40	104.20	11760.20	11234.95
Sep-18	108.20	74.20	38934.35	35985.63	108.25	74.20	11751.80	10850.30
Oct-18	89.90	66.70	36616.64	33291.58	90.00	66.05	11035.65	10004.55
Nov-18	82.00	70.40	36389.22	34303.38	82.00	70.00	10922.45	10341.90
Dec-18	77.50	68.85	36554.99	34426.29	77.90	68.00	10985.15	10333.85
Jan-19	71.80	61.90	36701.03	35375.51	71.95	62.05	10987.45	10583.65
Feb-19	64.80	55.00	37172.18	35287.16	64.50	55.00	11118.10	10585.65
Mar-19	72.70	58.95	38748.54	35926.94	71.05	59.15	11630.35	10817.00

**XV Shareholding Pattern:**

- a). The distribution of Shareholding of the Company by number of shares held on 31<sup>st</sup> March, 2019 is as follows:

Distribution of Shares	Shareholders		Shares Allotted	% of Total Share Capital
	Number	% of Total		
1 to 500	22249	81.04	3509727	6.14
501 to 1000	2469	8.99	2012977	3.52
1001 to 2000	1246	4.53	1930196	3.38
2001 to 3000	451	1.64	1165013	2.04
3001 to 4000	221	0.80	814871	1.42
4001 to 5000	197	0.71	935768	1.63
5001 to 10000	308	1.12	2317813	4.05
10001 and above	310	1.12	44416690	77.78
<b>Total</b>	<b>27,451</b>	<b>100.00</b>	<b>571,03,055</b>	<b>100.00</b>

- b). Shareholding distribution pattern of the Company as on 31<sup>st</sup> March, 2019 :

Category	No. of Shares	% of Holding
Promoters	23938548	41.92
NRI	1111880	1.95
FII's	2612668	4.58
Corporate Bodies	6425199	11.25
FI/Bank/MF/Insu.co.	165325	0.29
Public	22849435	40.01
<b>Total</b>	<b>57103055</b>	<b>100.00</b>

**NATIONAL ELECTRONIC CLEARING SCHEME (NECS) FOR DIVIDEND**

The Reserve Bank of India (RBI) has provided National Electronic Clearance Scheme (NECS) to the investors as an option to receive dividend directly through their bank accounts rather than receiving the same in the form of Dividend Warrants / Demand Drafts. Under this option, the bank account of the investor is directly credited and the intimation thereof is sent by the Company to the Shareholder.

This service provides instantaneous credit to the shareholders account and protects against fraudulent interception and encashment of dividend warrant but also eliminates dependence on the postal system, loss/ damage of dividend warrants in transit and correspondence relating to revalidation/ issue of duplicate warrants/Demand Drafts.

**REGISTRATION OF BANK DETAILS FOR SHAREHOLDERS HOLDING SHARE IN PHYSICAL FORM**

The shareholders holding shares in physical form who wish to avail the electronic credit facility for dividend may send their Bank Details along with other KYC details to the Company's Registrar and Transfer Agent, Link Intime India Pvt. Ltd, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083. The Shareholders are requested to send the filled in 'KYC Form' given in the Annual Report along with their specimen signature which should match with the records with the Company.

**SHAREHOLDERS HOLDING SHARE IN ELECTRONIC/DEMAT FORM**

Shareholders holding shares in demat or electronic form may send in their Bank Mandate to the concerned Depository Participant (DP) directly in the format prescribed by the DP. Pursuant to the depository regulations, the Company is obliged to pay dividend on dematerialized shares as per the details furnished by the concerned DP. The Company or the Registrar & Transfer Agent cannot make any change in the records received from the Depository.

### **TRANSFER OF UNCLAIMED / UNPAID AMOUNTS TO THE INVESTOR EDUCATION AND PROTECTION FUND (IEPF):**

Pursuant to Sections 124 and 125 of the Act and the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 (“IEPF Rules”), all unclaimed/unpaid dividend, application money, debenture interest and interest on deposits as well as principal amount of debentures and deposits, sale proceeds of fractional shares, redemption amount of preference shares, etc. pertaining to the Company remaining unpaid or unclaimed for a period of 7 years from the date they became due for payment, are liable to be transferred to the Investor Education and Protection Fund (IEPF) Authority, established by the Central Government.

Furthermore, the IEPF Rules mandate companies to transfer shares of shareholders whose dividends remain unpaid / unclaimed for a period of 7 consecutive years to the demat account of the IEPF Authority. The said requirement does not apply to shares in respect of which there is a specific order of the Court, Tribunal or Statutory Authority, restraining any transfer of the shares.

Accordingly, the Company has during the year transferred the amount of dividends remained unclaimed and unpaid related to the Year upto 2010-11. Further, shares of the Company, in respect of which dividend has not been claimed for 7 consecutive years or more, have also been transferred to the demat account of the IEPF Authority.

The members who have a claim on the above dividends or shares may claim the same from the IEPF Authority by submitting an online application in Form No. IEPF-5 as per the procedure prescribed in the IEPF Rules. No claims shall lie against the Company in respect of the dividend/shares so transferred. The Company strongly recommends shareholders to write to the Company’s RTA to encash / claim their dividends before the respective due dates in respect of the financial years as mentioned in the table below.

<b>Financial Year</b>	<b>Due date for transfer to IEPF</b>
2011-12	02.10.2019
2012-13	05.12.2020
2013-14	01.11.2021
2014-15	02.02.2023
2015-16	29.10.2023
2016-17	02.11.2024
2017-18	03.11.2025

## CEO/CFO CERTIFICATION

[ Pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ]

To,

**The Board of Directors  
Man Industries (India) Limited**

We have reviewed financial statement and cash flow statements for the year ended 31st March, 2019 and that to the best of our knowledge and belief :

1. These financial statements do not contain any materially untrue statement or omit any material fact or contains 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 existing Accounting Standard, applicable laws and regulations.

There are to the best of our knowledge and belief, no transaction entered into by the company during the year during the year ended 31<sup>st</sup> March, 2019 which are fraudulent, illegal or violation of the Company's code of conduct.

We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness on internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiency in the design or operation of internal controls, if any, of which we are aware and the step we have taken or propose to take to rectify these deficiencies.

We have indicated to the auditors and the Audit Committee:

1. Significant changes in internal control over financial reporting during the year.
2. Significant changes in accounting policies, if any, during the year and that same have been disclosed in the financial statements.
3. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

**Place: Mumbai  
Date: May 28, 2019**

**R.C. Mansukhani  
Chairman**

**Ashok Gupta  
Chief Financial Officer**

## DECLARATION REGARDING CODE OF CONDUCT

[Pursuant to Para D of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

I, R.C. Mansukhani, Chairman of Man Industries (India) Limited, declare that all the Board members and senior management personnel have affirmed compliance with the Code of Conduct for Board and Senior Management Personnel for the year ended 31<sup>st</sup> March, 2019.

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

**Place : Mumbai  
Date: August 14, 2019**

**R. C. Mansukhani  
Chairman**



## CERTIFICATE ON CORPORATE GOVERNANCE

To,

**The Members of  
Man Industries (India) Limited**

We have examined the compliance of conditions of corporate governance by Man Industries (India) Limited ('The Company') for the financial year ended 31<sup>st</sup> March, 2019, as stipulated in regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C and D of Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

The compliance of conditions of corporate governance 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 the corporate governance, it is neither an audit nor an expression of opinion of the financial statement of the Company.

In our opinion and to the best of the information and according to the explanations given to us and the representation made by the Directors and the Management, we hereby certify that the Company has complied with conditions of Corporate Governance as stipulated in the above mentioned provisions of SEBI Listing Regulations.

We 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.

**For M H Dalal & Associates  
Chartered Accountants  
FRN : 112449W**

**Devang Dalal  
(Partner)  
M. No. 109049  
UDIN: 19109049AAAAND6644**

**Place : Mumbai  
Date: August 14, 2019**

**AUDITED  
FINANCIAL  
STATEMENTS**

## INDEPENDENT AUDITORS' REPORT

To,  
The Members of  
Man Industries (India) Limited

### Report on the Audit of the standalone financial statement's opinion

1. We have audited the accompanying standalone financial statements of Man Industries (India) Limited (the 'Company'), which comprise the Balance Sheet as at 31st March 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the 'Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act, of the state of affairs (financial position) of the Company as at 31 March 2019, and its profit (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

### Basis for Opinion

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

### Key Audit Matter

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

#### **Assessment of the carrying value of investment in and loans granted to its subsidiary, Merino Shelters Private Limited.**

(Refer to note 6 and note 15 to the financial statements)

#### **Description of Key Audit Matter**

As at 31st March 2019, the carrying amount of a) investment is ₹ 10,229.83 lakhs and b) loan advanced is ₹ 858.15 lakhs, to its wholly owned subsidiary Merino Shelters Private Limited. The aggregate exposure of the Company in respect of (a) and (b) above is ₹ 11,087.98 Lakhs which is significant to the standalone financial statements of the Company.

Merino Shelters Private Limited is in the process of development of residential /IT/ Commercial real estate project at Nerul, Navi Mumbai. Considering the current situation of the Real Estate industry there are indicators of potential impairment of the Investments in subsidiary as set out on (a) and (b) above.

The Management has assessed the impairment by reviewing the business forecasts using the "DCF" valuation method which involves the use of management estimates that are dependent on future economic circumstances and noted that no provision for impairment is required to be made in respect of these investment in subsidiary and loans advanced (including interest accrued) are considered good.

Considering the materiality of the amounts and due to the management judgement required in estimating the quantum of diminution in the value of investment and such estimates being subjective, this matter has been identified as a key audit matter.

#### **How our audit addressed the key audit matter**

Obtained an understanding of the matter with the management.

Considered the business forecasts with the current market position relating to the demand and supply of the product.

Considered the work of the external independent valuation expert engaged by the company and assessed their methods and objectivity.

Examined terminal value of the subsidiary used in the valuation report and tested the mathematical accuracy of the underlying calculations.

Based on the above, procedures, the Management 's assessment of impairment in the carrying value of investments in the subsidiary is reasonable.

#### **Assessment of the carrying value of investment in its subsidiary, Man Overseas Metal DMCC**

(Refer to note no. 6 to the financial statements)

As at 31st March 2019, the carrying amount of investment is ₹ 2,824.13 lakhs, to its wholly owned subsidiary Man Overseas Metal, DMCC, which is significant to the standalone financial statements of the Company.

The Management has assessed the impairment by reviewing the business forecasts using the "DCF" valuation method which involves the use of management estimates that are dependent on future economic circumstances and noted that no provision for impairment is required to be made in respect of these investment in subsidiary and loans advanced (including interest accrued) are considered good.

Considering the materiality of the amounts and due to the management judgement required in estimating the quantum of diminution in the value of investment and such estimates being subjective, this matter has been identified as a key audit matter.

#### **How our audit addressed the key audit matter**

Obtained an understanding of the matter with the management.

Considered the business forecasts with the current market position relating to the demand and supply of the product.

Considered the work of the external independent valuation expert engaged by the company and assessed their methods and objectivity.

Examined terminal value of the subsidiary used in the valuation report and tested the mathematical accuracy of the underlying calculations.

Based on the above, procedures, the Management 's assessment of impairment in the carrying value of investments in the subsidiary is reasonable.

#### **Other Matter**

6. We did not audit the financial statements/information of Dubai Branch included in the standalone financial statements of the Company whose financial statements/financial information reflects total assets of ₹ 12,228.85 Lakhs as at March 31, 2019 (previous year ₹ 8,543.55 lakhs) and total operating revenues of ₹ 6,666.29 Lakhs (previous year ₹ 49,335.21 lakhs) for the year ended on that date, as considered in the standalone financial statements. The financial statements/information of this branch have been audited by the branch auditor whose report has been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of this branch, is solely on report of such branch auditor

#### **Information other than the financial statements and Auditor's Report thereon**

7. 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 financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### **Responsibilities of Management and Those Charged with Governance for the standalone financial statements**

8. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs (financial

position), profit or loss (financial performance including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

9. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
10. Those Board of Director are also responsible for overseeing the Company's financial reporting process.

#### **Auditor's Responsibilities for the Audit of the financial statements**

11. 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 Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
12. As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism 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. Under Section 143(3) (i) of the Act, we are also responsible for explaining our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
  - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
  - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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.
13. 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.
14. 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.
15. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the 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**

16. As required by Section 197(16) of the Act, we report that the Company has paid excess remuneration of Rs 246.12 lakhs to its director during the year in accordance with the provisions of and limits laid down under Section 197 read with Schedule V to the Act (refer note 41 to accompanying standalone financial statement).
17. As required by the Companies (Auditor's Report) Order, 2016 (the 'Order') issued by the Central Government of India in terms of Section 143(11) of the Act, and on the basis of such checks of the books and records of the company as we considered and according to the information and explanation given to us, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order.
18. Further to our comments in Annexure A, as required by Section 143(3) of the Act. we report that:
  - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c) the standalone financial statements dealt with by this report are in agreement with the books of account;
  - d) in our opinion, the aforesaid standalone financial statements comply with Ind AS specified under Section 133 of the Act;
  - e) on the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164(2) of the Act;
  - f) With respect to the adequacy of the internal financial control over financial reporting of the company and the operating effectiveness of such control, refer to our separate report in 'Annexure B'.
  - g) with respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
    - i. the Company has disclosed the impact of pending litigations as at march 31, 2019 on its financial position in the standalone financial statements;
    - ii. the Company has made provision as at march 31, 2019, as required under the applicable law or Ind AS, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
    - iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31 March 2019;
    - iv. the disclosure requirements relating to holdings as well as dealings in specified bank notes were applicable for the period from 8 November 2016 to 30 December 2016, which are not relevant to these standalone financial statements. Hence, reporting under this clause is not applicable.

**For M H Dalal & Associates**  
**Chartered Accountants**  
**Firm Registration Number: - 112449W**

**Devang Dalal**  
**Partner**  
**Membership Number:- 109049**

**Place: Mumbai**  
**Date: May 28, 2019**

## ANNEXURE A TO INDEPENDENT AUDITOR'S REPORT

**The Annexure referred to in Independent Auditor Report to the members of the company on the standalone financial statement for the year ended 31 March 2019.**

Based on the audit procedures performed for the purpose of reporting a true and fair view on the standalone financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (i) (a) The Company is in the process of updating records showing full particulars, including quantitative details and situation of property, plant and equipment.
- (b) According to the information and explanation provided to us, all property, plant and equipment have been physically verified by the management during the year and we are further informed that no material discrepancies were noticed on such verification. In our opinion, the frequency of physical verification of property, plant and equipment is reasonable having regards to the size of the company and nature of its fixed assets.
- (c) According to the information and explanation given to us and on basis of our examination of the records of the Company, the title deeds of all the immovable properties as disclosed in property, plant and equipment are held in the name of the Company.
- (ii) In our opinion, the management has conducted physical verification of inventory at reasonable intervals during the year. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been appropriately dealt with the books of accounts.
- (iii) The Company has granted unsecured loans to two bodies corporate in the register maintained under Section 189 of the Act; and closing yearend balance is ₹ 1,938.53 lakhs.
  - (a) in our opinion the terms and conditions of grant of such loans are not, prima facie, prejudicial to the Company's interest;
  - (b) the schedule of repayment of principal and payment of interest has been stipulated, repayment of principal is regular but the receipts of interest is not regular.
  - (c) Further, interest amount of ₹ 996.10 lakhs has been overdue for more than 90 days.
- (iv) In our opinion and according to the information and explanations given to us, during the year the company has given loan company in which directors are interested which is in violation of the provision of section 185 of the Companies Act, 2013. The amount of loan granted during the year is ₹ 1,080.38 Lakhs and year- end balance outstanding is ₹ 1,080.38 Lakhs.
- (v) In our opinion, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Rules framed there under.
- (vi) Pursuant to the rules made by the central government of India, the company is required to maintain cost records as specified under section 148(1) of the act in respect of its products.  
We have broadly reviewed the same, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- (vii) (a) The Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, goods and services tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.

- (b) According to the information and explanation given to us and the records of the company examined by us. There are no dues outstanding of sales tax including value added tax, employees state insurance, provident fund, income tax, duty of customs, other statutory dues, on account of any dispute, other than following:

Name of the Statute	Nature of Dues	Period to which the dispute relates	Forum where the dispute is pending	Amount* (in ₹)
Central Excise Act, 1944	Excise Duty	2006-15	Dy. Comm. GST Gandhidham, Comm. GST Gandhidham	747,03,266
		2009-10	CESTAT Ahmedabad	27,45,400
	Excise Duty and Penalty	2002	Comm. GST Indore	2,00,000
<b>Central Excise Act, 1944 Total</b>				<b>776,48,666</b>

Name of the Statute	Nature of Dues	Period to which the dispute relates	Forum where the dispute is pending	Amount* (in ₹)
Income Tax Act, 1961	Income Tax and Interest	A.Y. 2009-16	CIT Appeals	2014,37,032
<b>Income Tax Act, 1961 Total</b>				<b>2014,37,032</b>
M. P. Entry Tax	Entry Tax	2003-10	Tribunal, Bhopal	221,13,839
		2005-08	High court, Indore	98,24,815
<b>M. P. Entry Tax Total</b>				<b>319,38,654</b>
M. P. VAT	Sales Tax	2002-06	Supreme court, Delhi	18,58,248
		2003-04	High court, Indore	28,80,359
<b>M. P. VAT Total</b>				<b>47,38,607</b>
Service Tax	Service Tax	2009-17	Dy. Comm. GST Indore & Gandhidham, Joint Comm. GST Indore, Comm GST Gandhidham, JC GST Gandhidham, Supdt. GST Gandhidham	530,01,384
		2011-16	CESTAT Ahmedabad	429,39,345
	Service Tax and Penalty	2006-07	Comm. LTU Mumbai	425,89,321
<b>Service Tax Total</b>				<b>1385,30,050</b>
<b>Grand Total</b>				<b>4542,93,009</b>

\*amount stated are net of amount paid under protest

- (viii) The Company has not defaulted in repayment of loans or borrowings to any financial institution or a bank as at the balance sheet date.
- (ix) The Company did not raise moneys by way of initial public offer or further public offer (including debt instruments). In our opinion, the term loans were applied for the purposes for which the loans were obtained.
- (x) No fraud by the Company or on the Company by its officers or employees has been noticed or reported during the period covered by our audit.
- (xi) Except for managerial remuneration aggregating to ₹ 246.12 lakhs, the managerial remuneration paid/provided for its chairman by the Company is in accordance with the requisite approvals as mandated by the provisions of section 197 read with schedule V to the Act. The excess remuneration paid is subject to ratification in general meeting.
- (xii) In our opinion, the Company is not a Nidhi Company. Accordingly, provisions of clause 3(xii) of the Order are not applicable.
- (xiii) According to the information and explanation given to us and based on our examination of the records of the Company, the transaction with the related parties are in compliance with section 177 and 188 of the Act where applicable and details of such transaction have been disclosed in the standalone financial statement as required under Ind AS 24, Related Party Disclosures specified under section 133 of the Act, read with Rule 7 of the Companies (Account) Rules, 2015.
- (xiv) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures. Accordingly, provisions of clause 3(xiv) of the Order are not applicable.
- (xv) In our opinion, the Company has not entered into any non- cash transactions with the directors or persons connected with them covered under Section 192 of the Act.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

**For M H Dalal & Associates**  
**Chartered Accountants**  
**Firm Registration Number: - 112449W**

**Devang Dalal**  
**Partner**  
**Membership Number:- 109049**

**Place: Mumbai**  
**Date: May 28, 2019**



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

### **Independent Auditor's report on the Internal Financial Controls under Clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 (the "Act")**

1. We have audited the internal financial controls over financial reporting (IFCoFR) of **Man Industries (India) Limited** ("the Company") as of 31 March 2019 in conjunction with our audit of the Standalone Financial Statements of the Company as of that date.

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

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

#### **Auditors' Responsibility**

3. Our responsibility is to express an opinion on the Company's IFCoFR based on our audit. We conducted our audit in accordance with the Standards on Auditing, issued by the ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of IFCoFR and the Guidance Note issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate IFCoFR were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the IFCoFR and their operating effectiveness. Our audit of IFCoFR included obtaining an understanding of IFCoFR, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. 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 IFCoFR.

#### **Meaning of Internal Financial Controls over financial Reporting**

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

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

7. Because of the inherent limitations of IFCoFR, 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 IFCoFR to future periods are subject to the risk that IFCoFR may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

8. In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2019, 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 issued by the ICAI.

**For M H Dalal & Associates**

**Chartered Accountants**

**Firm Registration Number: - 112449W**

**Devang Dalal**

**Partner**

**Membership Number:- 109049**

**Place: Mumbai**

**Date: May 28, 2019**

## BALANCE SHEET AS AT 31ST MARCH, 2019

Particulars	Note No.	(₹ In Lakhs)	
		As at 31st-March-2019	As at 31st-March-2018
<b>ASSETS</b>			
<b>1 NON-CURRENT ASSETS :</b>			
a) Property, plant and equipment	5	39,639.66	35,541.31
b) Capital work-in-progress	5	275.81	6,299.74
c) Financial assets			
i) Investments	6	13,054.65	12,892.23
ii) Trade receivable	7	3,741.73	1,799.36
iii) Other financial assets	8	484.17	404.42
d) Other non-current assets	9	9,757.19	5,941.48
<b>Total Non current Assets</b>		<b>66,953.21</b>	<b>62,878.55</b>
<b>2 CURRENT ASSETS :</b>			
a) Inventories	10	21,662.91	41,829.71
b) Financial Assets			
i) Investments	11	5.10	57.16
ii) Trade receivables	12	53,240.86	36,704.06
iii) Cash and cash equivalent	13	489.14	521.20
iv) Bank balances other than (iii) above	14	4,233.24	6,121.99
v) Loans	15	5,006.20	4,146.89
vi) Other financial assets	16	1,380.67	1,386.77
c) Other current assets	17	6,607.42	16,965.02
<b>Total Current Assets</b>		<b>92,625.54</b>	<b>107,732.80</b>
<b>TOTAL ASSETS</b>		<b>159,578.75</b>	<b>170,611.35</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY :</b>			
a) Equity share capital	18A	2,855.15	2,855.15
b) Other equity	18B	67,328.41	62,480.21
<b>Total equity</b>		<b>70,183.56</b>	<b>65,335.36</b>
<b>LIABILITIES :</b>			
<b>1 NON-CURRENT LIABILITIES :</b>			
a) Financial Liabilities			
i) Borrowings	19	4,916.47	8,957.95
ii) Trade payable	20	10.83	11.80
b) Provisions	21	167.40	132.05
c) Deferred tax liabilities (net)	22	3,968.46	3,541.15
d) Other non-current liabilities	23	364.53	364.85
<b>Total Non current liabilities</b>		<b>9,427.69</b>	<b>13,007.80</b>
<b>2 CURRENT LIABILITIES :</b>			
a) Financial Liabilities			
i) Borrowings	24	15,802.09	18,044.05
ii) Trade payables	25	55,878.83	57,747.27
iii) Other financial liabilities	26	5,698.35	12,159.51
b) Other current liabilities	27	509.12	2,254.79
c) Provisions	28	748.30	671.10
d) Current tax liabilities (net)	29	1,330.81	1,391.47
<b>Total current liabilities</b>		<b>79,967.50</b>	<b>92,268.19</b>
<b>Total Liabilities</b>		<b>89,395.19</b>	<b>105,275.99</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>159,578.75</b>	<b>170,611.35</b>

The accompanying notes are an integral part of these standalone financial statements

This is the Balance Sheet referred to in our report of even date.

**For M H Dalal & Associates**

Chartered Accountants

Firm registration number : 112449W

**For and behalf of Board of Directors**

**R C Mansukhani**

Chairman

DIN - 00012033

**Kirit N Damania**

Director

DIN - 01435190

**P K Tandon**

Director

DIN - 00364652

**Nikhil Mansukhani**

Director

DIN - 02257522

**Devang Dalal**

Partner

Membership No.: 109049

**Renu P Jalan**

Director

DIN - 08076758

**Heena Kalantri**

Director

DIN - 00149407

**Ashok Gupta**

Chief Financial Officer

**Shashank Belkhede**

Company Secretary

Place : Mumbai

Date : May 28, 2019

Place : Mumbai

Date : May 28, 2019

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019**

		(₹ In Lakhs)		
Particulars	Note No.	Year ended 31st-March-2019	Year ended 31st-March-2018	
<b>1 INCOME :</b>				
Revenue from operations	30	221,539.42	157,237.92	
Other income	31	2,061.74	5,765.22	
<b>TOTAL INCOME</b>		<b>223,601.16</b>	<b>163,003.14</b>	
<b>2 EXPENSES</b>				
Cost of materials consumed	32	151,981.29	130,532.26	
Purchases of stock-in-trade	33	7,569.90	1,161.90	
Changes in inventories of finished goods, stock-in-trade and work-in-progress	34	9,705.37	(14,221.42)	
Employee benefits expense	35	5,482.13	4,454.38	
Finance costs	36	6,528.79	4,301.95	
Depreciation and amortization expense	37	4,592.26	3,920.33	
Other expenses	38	29,043.62	23,029.52	
<b>TOTAL EXPENSES</b>		<b>214,903.36</b>	<b>153,178.92</b>	
<b>3 Profit/(loss) before exceptional item and tax</b>		<b>8,697.80</b>	<b>9,824.22</b>	
<b>4 Exceptional item (Loss)</b>		-	370.17	
<b>5 Profit / (loss) before tax after exceptional item</b>		<b>8,697.80</b>	<b>9,454.05</b>	
<b>6 TAX EXPENSE :</b>				
(1) Current tax	22	2,655.81	3,345.29	
(2) Deferred tax (Credit) / charge.	22	303.53	(177.34)	
<b>7 Profit/(loss) for the period</b>		<b>5,738.46</b>	<b>6,286.10</b>	
<b>8 OTHER COMPREHENSIVE INCOME</b>				
A (i) Items that will not be reclassified to profit or loss		354.22	76.30	
(ii) Income tax relating to items that will not be reclassified to profit or loss		(123.78)	(26.41)	
B (i) Items that will be reclassified to profit or loss		-	-	
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-	
Total Other Comprehensive Income (net of tax)		<b>230.44</b>	<b>49.89</b>	
<b>9 Total Comprehensive Income for the period (Comprising Profit/ (Loss) and Other Comprehensive Income for the period)</b>		<b>5,968.90</b>	<b>6,335.99</b>	
<b>10 Earnings per equity share of face value of ₹ 5/- each</b>				
Basic and diluted earning per share	43	10.05	11.01	

The accompanying notes are an integral part of these standalone financial statements

This is the Statement of Profit & Loss referred to in our report of even date.

For M H Dalal & Associates

Chartered Accountants  
Firm registration number : 112449W

Devang Dalal  
Partner  
Membership No.: 109049

Place : Mumbai  
Date : May 28, 2019

For and behalf of Board of Directors

R C Mansukhani  
Chairman  
DIN - 00012033

Renu P Jalan  
Director  
DIN - 08076758

Place : Mumbai  
Date : May 28, 2019

Kirit N Damania  
Director  
DIN - 01435190

Heena Kalantri  
Director  
DIN - 00149407

P K Tandon  
Director  
DIN - 00364652

Ashok Gupta  
Chief Financial Officer

Nikhil Mansukhani  
Director  
DIN - 02257522

Shashank Belkhede  
Company Secretary

## Statement of Changes in Equity For The Year Ended 31st March, 2019

A. Equity Share Capital		(₹ In Lakhs)	
Particulars	Note	Amount	
<b>As at 1st April, 2017</b>	18A	2,855.15	
Changes in equity share capital during the year		-	
<b>As at 31st March, 2018</b>	18A	2,855.15	
Changes in equity share capital during the year		-	
<b>As at 31st March, 2019</b>	18A	2,855.15	

### B. Other Equity (18B)

Particulars	Reserves and Surplus			Exchange differences on translating the financial statements of foreign operations	Total
	Securities Premium Reserve	General Reserve	Retained Earnings		
<b>Balance as at 1st April, 2017</b>	<b>9,433.32</b>	<b>8,531.06</b>	<b>39,116.63</b>	<b>94.13</b>	<b>57,175.14</b>
Profit / (Loss) for the year	-	-	6,286.10	-	6,286.10
Other comprehensive income / (loss) for the year					
- Remeasurements gains / (loss) on defined benefit plans	-	-	37.02	-	37.02
- Foreign currency translation differences	-	-	-	39.28	39.28
- Deferred Tax	-	-	(12.81)	(13.59)	(26.41)
Dividend	-	-	(856.55)	-	(856.55)
Corporate Dividend Distribution Tax	-	-	(174.37)	-	(174.37)
Transfer to General Reserve	-	628.61	(628.61)	-	-
<b>Balance as at 31st March, 2018</b>	<b>9,433.32</b>	<b>9,159.67</b>	<b>43,767.40</b>	<b>119.81</b>	<b>62,480.21</b>
Profit / (Loss) for the year	-	-	5,738.46	-	5,738.46
Other comprehensive income / (loss) for the year					
- Remeasurements gains / (loss) on defined benefit plans	-	-	(11.32)	-	(11.32)
- Foreign currency translation differences	-	-	-	365.53	365.53
- Deferred Tax	-	-	3.96	(127.73)	(123.78)
Dividend	-	-	(856.55)	-	(856.55)
Corporate Dividend Distribution Tax	-	-	(176.07)	-	(176.07)
Transfer to General Reserve	-	573.85	(573.85)	-	-
Adjustment of Income Tax (earlier year)	-	-	(88.09)	-	(88.09)
<b>Balance as at 31st March, 2019</b>	<b>9,433.32</b>	<b>9,733.52</b>	<b>47,803.96</b>	<b>357.62</b>	<b>67,328.41</b>

The accompanying notes are an integral part of these standalone financial statements

As per our report of the even date  
For M H Dalal & Associates  
Chartered Accountants  
Firm registration number : 112449W

For and behalf of Board of Directors  
R C Mansukhani  
Chairman  
DIN - 00012033

Kirit N Damania  
Director  
DIN - 01435190

P K Tandon  
Director  
DIN - 00364652

Nikhil Mansukhani  
Director  
DIN - 02257522

Devang Dalal  
Partner  
Membership No.: 109049

Renu P Jalan  
Director  
DIN - 08076758

Heena Kalantri  
Director  
DIN - 00149407

Ashok Gupta  
Chief Financial Officer

Shashank Belkhede  
Company Secretary

Place : Mumbai  
Date : May 28, 2019

Place : Mumbai  
Date : May 28, 2019

**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2019**

Particulars	(₹ In Lakhs)	
	Year 2018-19	Year 2017-18
<b>[A] CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Profit before tax from continuing operations	8,697.80	9,454.04
Adjustments for:		
Depreciation and amortisation expense	4,592.26	3,920.33
Finance costs	6,528.79	4,301.95
Interest income	(759.24)	(3,068.19)
Profit on sale of investments (net)	(0.05)	(0.08)
Fair valuation of investments through profit and loss	2.82	(8.87)
Dividend Income	-	(0.16)
Unrealised exchange (gain) / loss (net)	(155.86)	48.91
Impairment of Assets	-	370.17
Other compressive Income (Net)	230.44	49.89
Adjustment of Income tax (earlier year)	(88.09)	-
<b>Operating profit before working capital changes</b>	<b>19,048.88</b>	<b>15,067.99</b>
Adjustments for:		
(Increase)/ Decrease in trade and other receivables	(12,870.22)	(2,932.04)
(Increase)/ Decrease in inventories	20,166.79	(30,937.75)
Increase/ (Decrease) in trade and other payables	(10,076.57)	36,736.23
Increase/ (Decrease) in provisions	112.55	89.90
	<b>(2,667.45)</b>	<b>2,956.35</b>
Cash (used in)/from operations	<b>16,381.43</b>	<b>18,024.34</b>
Direct taxes paid (net of refunds)	<b>(2,592.69)</b>	<b>(2,074.56)</b>
<b>Net cash (used in) / from continuing operations [A]</b>	<b>13,788.74</b>	<b>15,949.78</b>
<b>[B] CASH FLOWS FROM INVESTING ACTIVITIES</b>		
<b>Add: Inflows from investing activities</b>		
Sale of current investments	(2.77)	8.96
Interest received	759.24	3,068.19
Dividend received	-	0.16
	<b>756.46</b>	<b>3,077.30</b>
<b>Less: Outflows from investing activities</b>		
Purchase of property, plant and equipment and intangible assets	2,666.67	11,299.88
Unrealised exchange gain on consolidation (net)	(155.86)	48.91
Purchase of investments (net)	110.35	2,476.39
	<b>2,621.16</b>	<b>13,825.17</b>
<b>Net Cash (used in) / from investing activities [B]</b>	<b>(1,864.70)</b>	<b>(10,747.87)</b>
<b>[C] CASH FLOWS FROM FINANCING ACTIVITIES</b>		
<b>Add: Inflows from financing activities</b>		
Proceeds from short-term borrowings	-	5,920.68
Proceeds from short-term borrowings (net)	(2,241.96)	(4,496.78)
	<b>(2,241.96)</b>	<b>1,423.89</b>
<b>Less: Outflows from financing activities</b>		
Repayments of short-term borrowings	4,041.49	10,095.79
Dividend paid	856.55	856.55
Dividend Distribution Tax	176.07	174.37
Interest paid	6,528.79	4,301.95
	<b>11,602.89</b>	<b>15,428.66</b>
<b>Cash (used in) /from financing activities [C]</b>	<b>(13,844.85)</b>	<b>(14,004.77)</b>
<b>NET INCREASE / (DECREASE) IN CASH AND BANK BALANCES (A+B+C)</b>	<b>(1,920.81)</b>	<b>(8,802.85)</b>
<b>Cash and cash equivalents at beginning of the year</b>	<b>6,643.19</b>	<b>15,446.04</b>
<b>Cash and cash equivalents at end of the year</b>	<b>4,722.38</b>	<b>6,643.19</b>

**Notes :**

The Standalone cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS) 7 - Statement of Cash Flows

**This is the statement of Cash Flows referred to our report of even date****For M H Dalal & Associates**

Chartered Accountants

Firm registration number : 112449W

**For and behalf of Board of Directors****R C Mansukhani**

Chairman

DIN - 00012033

**Kirit N Damania**

Director

DIN - 01435190

**P K Tandon**

Director

DIN - 00364652

**Nikhil Mansukhani**

Director

DIN - 02257522

**Devang Dalal**

Partner

Membership No.: 109049

**Renu P Jalan**

Director

DIN - 08076758

**Heena Kalantri**

Director

DIN - 00149407

**Ashok Gupta**

Chief Financial Officer

**Shashank Belkhede**

Company Secretary

Place : Mumbai

Date : May 28, 2019

Place : Mumbai

Date : May 28, 2019

## Notes on Financial Statements for the year ended 31st March, 2019

### 1 CORPORATE INFORMATION

Man Industries (India) Limited (hereinafter referred to as “MIL” or “the company”) is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The company is engaged in the business of manufacturing, processing and trading of submerged arc welded pipes & steel products.

### 2 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

These financial statements are prepared in accordance with Indian Accounting Standards (‘Ind AS’) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013(“Act”) (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016

Accounting policies have been consistently applied 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.

### 3 SIGNIFICANT ACCOUNTING POLICIES

#### a) Income Recognition

- i) Revenue in respect of sale of goods is recognised on dispatch of goods from the factory on the basis of tax invoice. The sales are net of Goods and Service Tax. Further the materials returned/rejected are accounted for in the year of return/rejections.
- ii) For the service rendered the Company recognised revenue on the basis of Stage of Completion Method.
- iii) Other income is comprised primarily of interest income, export incentives, exchange gain/loss on forward contracts and on translation of other assets and liabilities. Other income is recognized on accrual basis except dividend income which is recognized when the right to receive payment is established.

#### b) Property, Plant and Equipment

Property, plant and equipment are stated at original cost net of tax / duty credit availed, less accumulated depreciation and accumulated impairment losses, if any. The carrying amount of the component accounted for as a separated asset is derecognised when replaced. All other repair and maintenance costs are recognised in the statement of profit and loss as incurred.

Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date.

Property, plant and equipment are eliminated from financial statement, either on disposal or when retired from active use. Losses arising in case retirement of property, plant and equipment and gains or losses arising from disposal of property, plant and equipment are recognised in the statement of profit and loss in the year of occurrence.

The assets’ residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

#### c) Lease Assets

Leasehold lands in case of operating lease are amortised over the period of lease.

Buildings constructed on leasehold land are depreciated based on the useful life specified in Schedule II to the Companies Act, 2013, where the lease period of land is beyond the life of the building.

In other cases, buildings constructed on leasehold lands are amortised over the primary lease period of the lands.

#### d) Intangible Fixed Assets

Intangible assets acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Cost of a non-monetary asset acquired in exchange of another non-monetary asset is measured at fair value. Intangible assets are amortised on a straight-line basis over their estimated useful lives.

## Notes on Financial Statements for the year ended 31st March, 2019

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Standalone Statement of Profit and Loss.

### e) Depreciation

#### Tangible Fixed Assets

Consequent to the enactment of the Companies Act, 2013 (The Act) and its applicability for accounting periods commencing from 1st April 2014, the Company has realigned the remaining useful lives of its fixed assets, in accordance with the provisions prescribed under Schedule II of the Act. Consequently, the carrying value (net of residual value) as at 1st April 2014 is being depreciated over the revised remaining useful lives on the basis of straight - line method. The Company has used following useful life to provide depreciation on its fixed assets:

Office Building	60 years	Factory Building	30 years
Plant & Machinery	15 years	Wind Mill	22 years
Office Equipment's	05 years	Furniture & Fixtures	10 years
Vehicles	10 years	Computer Hardware	03 years

#### Intangible Fixed Assets

Intangible assets are amortized by straight line method over the estimated useful life of such assets. The useful life is estimated based on the evaluation of future economic benefits expected of such assets. The amortisation period and amortisation method are reviewed at least at each financial year. If the expected useful life of assets is significantly different from previous estimates, the amortisation period is changed accordingly.

### f) Valuation of Inventories

- i) Raw materials are valued at cost or net realizable value whichever is lower. Cost is computed using First in First Out (FIFO) method.
- ii) Work -in -Progress include the cost of purchase, appropriate share of cost of conversion and other overhead incurred in bringing the inventory to its present location and condition.
- iii) Finished goods are valued at cost or net realisable value whichever is less. Cost includes cost of purchase, cost of conversion and other overhead incurred in bringing the inventory to its present location and condition. Obsolete/slow moving inventories are adequately provided for.
- iv) Other stores and spares/consumable are valued at cost after providing for cost of obsolescence, if any.

### g) Foreign Exchange Fluctuation

- i) Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.
- ii) Monetary items denominated in foreign currencies at the year end are restated at year end rates.
- iii) In respect of forward exchange contract entered for speculation purpose and expired during the year, the difference in forward exchange booking rate and spot rate on the date of expiry of contract is dealt in the Profit and Loss Account. In respect of forward exchange contract entered for speculative purpose and carried forward in next accounting period, the difference between the forward exchange booking rate and closing interbank rate including premium upto maturity prevailing at the close of the year are dealt in the Profit and Loss Account.
- iv) In respect of branches, which are non-integral foreign operations, all transactions are translated at rates prevailing on the date of transaction or that approximates the actual rate at the date of transaction. Branch monetary assets and liabilities are restated at the year-end rates. The exchange difference arising on translation are recognised in Other Comprehensive Income (OCI).
- V) Any income or expense on account of exchange difference either on settlement or on translation is recognised in the Statement of Profit and Loss.



## Notes on Financial Statements for the year ended 31st March, 2019

### h) Employee Benefits

#### i) Short Term Employee Benefits

All Employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and they are recognized in the period in which employee renders the related service except leave encashment.

#### ii) Long Term Employee Benefits

##### - Defined Contribution Plans

Defined contribution fund are government administered provident fund scheme, employee state insurance scheme for all employees. The Company's contribution to defined contribution plans are recognized in the Profit & Loss Account in the financial year to which they relate.

##### - Defined Benefit Gratuity Plan

The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value and the fair value of any plan assets is deducted.

The present value of the obligation under such defined benefit plan is determined based on actuarial valuation using the Projected Unit Credit Method.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government Securities as at the Balance Sheet date.

Actuarial gains and losses are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. Past service cost is recognised in the statement of profit and loss in the period of plan amendment.

#### iii) Other Long-Term Employee Benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability at the present value of the defined benefit obligation at the Balance Sheet date, determined based on actuarial valuation using Projected Unit Credit Method. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government Securities as at the Balance Sheet date.

### i) Taxation

Income tax expense comprises current and deferred income tax. Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

The company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. The income tax provision for the interim period is made based on the best estimate of the annual average tax rate expected to be applicable for the full financial year.

Minimum Alternate Tax (MAT) credit is recognised as tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

## Notes on Financial Statements for the year ended 31st March, 2019

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized. Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized.

### j) Provisions, Contingent Liabilities and Contingent Assets

Provision is recognised in the accounts when there is a present obligation as a result of past event(s) and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed unless the possibility of outflow of resources is remote.

Contingent assets are neither recognised nor disclosed in the financial statements.

### k) Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to Profit and Loss account.

### l) Earning Per Share

In determining Earning per Share, the Company considers the net profit after tax and includes the post-tax effect of any extraordinary / exceptional item. The number of shares used in computing Basic Earning per Share is the weighted average number of shares outstanding during the period. The number of shares used in computing Diluted Earnings per Share comprises the weighted average shares considered for deriving Basic Earnings per Share and also the weighted average number of shares that could have been issued on the conversion of all dilutive potential equity shares unless the results would be anti - dilutive. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date.

### m) Leases

Leases under which the company assumes substantially all the risks and rewards of ownership are classified as finance leases. When acquired, such assets are capitalized at fair value or present value of the minimum lease payments at the inception of the lease, whichever is lower. Lease payments under operating leases are recognized as an expense on a straight line basis in net profit in the Statement of Profit and Loss over the lease term.

### n) Impairment of Non-Financial Assets

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have

## Notes on Financial Statements for the year ended 31st March, 2019

been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

### **o) Exceptional Items**

Certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the company is such that its disclosure improves the understanding of the performance of the company, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements.

### **p) Government Grants**

Government grants are recognised where there is reasonable assurance that the grant will be received, and all attached conditions will be complied with.

Where the grant relates to an asset the cost of the asset is shown at gross value and grant thereon is treated as capital grant which is recognised as income in the statement of profit and loss over the period and in proportion in which depreciation is charged.

Revenue grants are recognised in the statement of profit and loss in the same period as the related cost which they are intended to compensate are accounted for.

Where the company receives non-monetary grants, the asset and the grant are recorded gross at nominal amounts and released to the statement of profit and loss over the expected useful life and pattern of consumption of the benefit of the underlying asset by equal annual instalments.

### **q) Financial Instruments**

#### **Initial recognition**

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not at fair value through profit or loss, are added to the fair value on initial recognition.

#### **Subsequent measurement**

##### **a) Non-derivative financial instruments**

###### **i) Financial assets carried at amortised cost**

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

###### **ii) Financial assets at fair value through other comprehensive income**

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model. Further, in cases where the Company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

###### **iii) Financial assets at fair value through profit or loss**

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

## Notes on Financial Statements for the year ended 31st March, 2019

### Impairment

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in profit or loss.

### iv) Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. 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.

### v) Investment in subsidiaries

Investment in subsidiaries is carried at cost in the separate financial statements.

### b) Derivative financial instruments

The Company holds derivative financial instruments such as foreign exchange forward and option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank.

### C) Share capital

#### Ordinary Shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares and share options are recognized as a deduction from equity, net of any tax effects.

#### Derecognition of financial instruments

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

### r) Fair Value Measurement:

In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

## 4 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed in note no 44 , 46 and 47. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

**Notes on Financial Statements for the year ended 31st March, 2019**  
**NOTE 5:- PROPERTY, PLANT AND EQUIPMENT**

(₹ in Lakhs)

Particulars	Freehold Land	Land - Leasehold Improvement	Factory Buildings	Office Premises	Plant and Machinery	Office Equipments	Furniture and fittings	Electrical Equipments	Vehicles	Computers	Windmill	Total	Capital work-in-progress	Total
Cost:														
<b>As at 31-03-2017</b>	136.78	108.50	11,251.61	295.98	27,956.03	93.20	330.21	431.66	503.13	56.14	854.09	42,017.35	528.19	42,545.54
Additions	-	-	231.86	931.66	4,236.06	25.08	3.22	12.67	94.21	22.73	-	5,557.49	10,528.41	16,085.90
Disposals/transfers	-	-	-	-	9.53	-	-	-	72.77	-	-	82.29	4,756.86	4,839.15
Impairment (Loss by fire)	-	-	-	-	370.17	-	-	-	-	-	-	370.17	-	370.17
Less: translation adjustments	-	-	-	-	-	-	-	-	-0.19	-	-	-0.19	-	-0.19
Transferred to discontinued operations	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>As at 1-04-2018</b>	136.78	108.50	11,483.47	1,227.64	31,812.39	118.28	333.43	444.34	524.76	78.87	854.09	47,122.56	6,299.74	53,422.30
Additions	-	-	912.38	-	7,620.86	2.89	2.56	95.08	12.78	42.76	-	8,689.32	1,606.40	10,295.72
Disposals/transfers	-	-	-	-	289.87	-	-	-	-	-	-	289.87	7,630.33	7,920.20
Impairment (Loss by fire)	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Less: translation adjustments	-	-	-	-	-	-	-	-	-2.27	-	-	-2.27	-	-2.27
Transferred to discontinued operations	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>As at 31-03-2019</b>	136.78	108.50	12,395.86	1,227.64	39,143.38	121.17	335.99	539.42	539.80	121.63	854.09	55,524.28	275.81	55,800.08
<b>Accumulated Depreciation:</b>														
<b>As at 31-03-2017</b>	-	11.29	894.44	10.49	6,228.55	26.26	131.48	203.36	88.12	22.48	97.40	7,713.86	-	7,713.86
Depreciation charge for the year	-	9.23	458.84	5.48	3,187.94	16.29	55.26	55.13	63.95	19.59	48.63	3,920.33	-	3,920.33
Disposals/transfers	-	-	-	-	2.34	-	-	-	50.71	-	-	53.06	-	53.06
Less: translation adjustments	-	-	-	-	-	-	-	-	-0.11	-	-	-0.11	-	-0.11
Transferred to discontinued operations	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>As at 1-04-2018</b>	-	20.52	1,353.27	15.97	9,414.15	42.54	186.74	258.49	101.47	42.07	146.03	11,581.25	-	11,581.25
Depreciation charge for the year	-	9.24	485.83	19.97	3,832.33	18.27	50.74	31.33	66.71	29.21	48.63	4,582.26	-	4,582.26
Disposals/transfers	-	-	-	-	289.87	-	-	-	-	-	-	289.87	-	289.87
Less: translation adjustments	-	-	-	-	-	-	-	-	-0.98	-	-	-0.98	-	-0.98
Transferred to discontinued operations	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>As at 31-03-2019</b>	-	29.76	1,839.10	35.94	12,956.61	60.82	237.48	289.81	169.15	71.28	194.67	15,884.62	-	15,884.62
Net book value														
<b>At 31-03-2018</b>	136.78	87.98	10,130.20	1,211.67	22,398.24	75.74	146.69	185.85	423.29	36.80	708.06	55,541.31	6,299.74	41,841.05
<b>At 31-03-2019</b>	136.78	78.75	10,556.75	1,191.70	26,186.78	60.35	98.51	249.60	370.65	50.35	653.43	39,639.66	275.81	39,915.47

**Note :-**

i) Refer to Note 19 and Note 24 for information on property, plant and equipment pledged as security by the Company.

## Notes on Financial Statements for the year ended 31st March, 2019

Note No.	Particulars	(₹ In Lakhs)	
		As at 31st-March-2019	As at 31st-March-2018
<b>6</b>	<b>NON CURRENT INVESTMENT</b>		
	<b>Unquoted Investments</b>		
	<b>Investment carried at cost</b>		
	<b>Investment in equity instrument of subsidiaries</b>		
	<b>Man Overseas Metal DMCC *</b>	<b>2,824.13</b>	2,661.75
	15,000 (31 March 2018: 15,000) Equity Shares of AED 1,000/- each		
	<b>Merino Shelters Private Limited</b>	<b>10,229.83</b>	10,229.83
	18,789 (31 March 2018: 18,789) Equity Shares of ₹ 10/- each		
	<b>Man USA Inc. *</b>	<b>0.69</b>	0.65
	1,000 (31 March 2018: 1,000) Equity Shares of USD 1/- each		
	<b>Total</b>	<b>13,054.65</b>	<b>12,892.23</b>
	* These investments has been considered as monetary items as per IND AS 21, hence cost has been revalued at year end rate.		
<b>7</b>	<b>NON CURRENT TRADE RECEIVABLES</b>		
	<b>Unsecured, Considered goods unless otherwise stated</b>		
	Non Current *	<b>3,741.73</b>	1,799.36
	<b>Total</b>	<b>3,741.73</b>	<b>1,799.36</b>
	* of above ₹ 2,897.99 Lakhs (31 March 2018: ₹ 1,710.74 Lakhs) outstanding on account of matters in litigation.		
<b>8</b>	<b>NON-CURRENT FINANCIAL ASSETS-OTHERS</b>		
	Security Deposit	<b>75.30</b>	53.09
	Lease Deposit *	<b>114.91</b>	103.59
	Bank Deposit maturing over one Year <sup>^</sup>	<b>293.96</b>	247.75
	<b>Total</b>	<b>484.17</b>	<b>404.42</b>
	* includes payment to related parties (Refer Note 42)		
	<sup>^</sup> held as lien by bank against bank guarantee and letter of credit amounting to ₹ 287.88 Lakhs (31 March 2018: ₹ 247.75 Lakhs)		
<b>9</b>	<b>NON-CURRENT ASSETS-OTHERS</b>		
	Unsecured, considered good, unless otherwise stated		
	Advance to Suppliers	<b>76.31</b>	56.32
	Capital Advance	<b>3,100.00</b>	-
	Advance for Property <sup>^</sup>	<b>6,356.90</b>	5,661.19
	Others	<b>223.98</b>	223.98
	<b>Total</b>	<b>9,757.19</b>	<b>5,941.48</b>
	<sup>^</sup> includes advance paid to related parties (Refer Note 42)		
<b>10</b>	<b>INVENTORIES</b>		
	Raw Material	<b>13,594.60</b>	20,525.02
	Raw Material - In Transit	-	4,211.34
	Work-in-progress	<b>4,007.17</b>	10,467.75
	Finished goods	<b>1,157.11</b>	4,401.90
	Stores and Spares	<b>2,904.03</b>	2,223.70
	<b>Total</b>	<b>21,662.91</b>	<b>41,829.71</b>

## Notes on Financial Statements for the year ended 31st March, 2019

Note No.	Particulars	(₹ In Lakhs)	
		As at 31st-March-2019	As at 31st-March-2018
<b>11</b>	<b>INVESTMENT</b>		
	Investments in equity instruments Quoted	5.09	7.90
	Investments in equity instruments Unquoted	0.01	0.01
	Investments in Mutual Fund	-	49.25
	<b>Total</b>	<u>5.10</u>	<u>57.16</u>
	<b>Quoted Investments</b>		
	<b>Investment in Equity instruments carried at fair value through Profit and loss</b>		
	<b>Everest Kant Cylinder Ltd.</b>		
	18763 (31 March 2018: 18763) Equity shares of ₹ 2/- each	5.09	7.90
	<b>Sirpur Paper Mills Ltd.</b>		
	18519 (31 March 2018: 18519) equity shares of ₹ 10/- each	-	-
	<b>Total Current Investments</b>		
	Aggregate amount of quoted investments and market value thereof	5.09	7.90
	<b>Total</b>	<u>5.09</u>	<u>7.90</u>
	<b>Unquoted Investments</b>		
	<b>Dombivali Nagari Sahakari Bank Ltd</b>		
	30 (31 March 2018: 30) equity shares of ₹ 50/- each	0.01	0.01
	<b>Total</b>	<u>0.01</u>	<u>0.01</u>
	<b>Investment in Mutual Fund</b>		
	<b>Union Balanced Advantage Fund Regular Plan -Growth</b>		
	Nil (31 March 2018: 499990) units of ₹10/- each	-	49.25
	<b>Total</b>	<u>-</u>	<u>49.25</u>
<b>12</b>	<b>TRADE RECEIVABLES</b>		
	<b>Considered good, unless otherwise stated</b>		
	Unsecured	49,603.23	16,973.22
	Secured	3,637.63	19,730.83
	<b>Total</b>	<u>53,240.86</u>	<u>36,704.06</u>
<b>13</b>	<b>CASH AND CASH EQUIVALENTS</b>		
	Balances with banks:		
	in current accounts	83.42	511.90
	in deposit accounts	396.27	6.53
	Cash on hand	9.45	2.77
	<b>Total</b>	<u>489.14</u>	<u>521.20</u>
<b>14</b>	<b>BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS</b>		
	Margin money deposits <sup>^</sup>	3,747.25	5,673.37
	Unpaid dividends - earmarked balances with banks	485.99	448.61
	<b>Total</b>	<u>4,233.24</u>	<u>6,121.99</u>

<sup>^</sup> held as lien by bank against bank guarantee, letter of credit and term loan amounting to ₹ 3,747.25 Lakhs (31 March 2018: ₹ 5,673.37 Lakhs)

There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund as at 31st March, 2019.

## Notes on Financial Statements for the year ended 31st March, 2019

Note No.	Particulars	(₹ In Lakhs)	
		As at 31st-March-2019	As at 31st-March-2018
<b>15</b>	<b>CURRENT FINANCIAL ASSETS - LOANS</b>		
	Unsecured, considered good, unless otherwise stated		
	Advances recoverable in cash or in kind or for value to be received:		
	Intercorporate Deposits	1,500.00	1,836.37
	Loans to employees	31.48	30.26
	Loans to Related Parties (Refer note 42 )	1,938.52	857.63
	Interest Receivable		
	Others	373.02	303.15
	Related Parties (Refer note 42 )	1,163.18	1,119.48
	<b>Total</b>	<b>5,006.20</b>	<b>4,146.89</b>
<b>16</b>	<b>CURRENT FINANCIAL ASSETS - OTHERS</b>		
	Advance tax less provision for tax of earlier years	1,380.67	1,386.77
	<b>Total</b>	<b>1,380.67</b>	<b>1,386.77</b>
<b>17</b>	<b>OTHER CURRENT ASSETS</b>		
	Capital Advance	-	3,100.00
	Advance to Suppliers	2,571.80	3,629.06
	Prepaid expenses	880.85	924.50
	Statutory and other receivables	3,154.77	9,311.47
	<b>Total</b>	<b>6,607.42</b>	<b>16,965.02</b>
<b>18A</b>	<b>SHARE CAPITAL</b>		
	<b>Authorised:</b>		
	80,000,000 (31 March 2018: 80,000,000) Equity Shares of ₹ 5/- each	4,000.00	4,000.00
	<b>Issued, Subscribed &amp; Paid-Up</b>		
	57,103,055 (31 March 2018: 57,103,055) Equity Shares of ₹ 5/- each	2,855.15	2,855.15

## Notes:

## a Reconciliation of the number of the shares outstanding at the beginning and at the end of the year:

Issued, Subscribed and paid up share capital	As at	
	31st-March-2019 No. of Shares	31st-March-2018 No. of Shares
Balance at the beginning of the year	57,103,055	57,103,055
Balance at the end of the year	57,103,055	57,103,055

## b Terms / rights attached to equity shares:

The Company has one class of share capital, i.e., equity shares having face value of ₹ 5/- per share. Each holder of equity share is entitled to one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

## c Details shareholders holding more than 5 % shares in the Company:

Particulars	As at 31st- March-2019		As at 31st-March-2018	
	%	No. of Shares	%	No. of Shares
Shri Rameshchandra Mansukhani	23.31	13,312,992	22.57	12,887,601
Shri Nikhil Mansukhani	6.06	3,461,285	5.86	3,344,081
Man Finance Private Limited	5.49	3,132,834	5.49	3,132,834

## d There are no shares reserved for issue under options and contracts / commitments for the sale of shares / disinvestment.

## e The Company, in the previous five years, has not allotted any Bonus Shares, fully paid up Shares pursuant to contract(s) without payment being received in cash and has not bought back any Shares.



## Notes on Financial Statements for the year ended 31st March, 2019

18B Other Equity	Particulars	Reserves and Surplus			Exchange differences on translating the financial statements of foreign operations	Total
		Securities Premium Reserve	General Reserve	Retained Earnings		
	<b>Balance as at 1st April, 2017</b>	<b>9,433.32</b>	<b>8,531.06</b>	<b>39,116.63</b>	<b>94.13</b>	<b>57,175.14</b>
	Profit / (Loss) for the year	-	-	6,286.10	-	6,286.10
	Other comprehensive income / (loss) for the year					
	- Remeasurements gains / (loss) on defined benefit plans	-	-	37.02	-	37.02
	- Foreign currency translation differences	-	-	-	39.28	39.28
	- Deferred Tax	-	-	(12.81)	(13.59)	(26.41)
	Dividend	-	-	(856.55)	-	(856.55)
	Corporate Dividend Distribution Tax	-	-	(174.37)	-	(174.37)
	Transfer to General Reserve	-	628.61	(628.61)	-	-
	<b>Balance as at 31st March, 2018</b>	<b>9,433.32</b>	<b>9,159.67</b>	<b>43,767.40</b>	<b>119.81</b>	<b>62,480.21</b>
	Profit / (Loss) for the year	-	-	5,738.46	-	5,738.46
	Other comprehensive income / (loss) for the year					
	- Remeasurements gains / (loss) on defined benefit plans	-	-	(11.32)	-	(11.32)
	- Foreign currency translation differences	-	-	-	365.53	365.53
	- Deferred Tax	-	-	3.96	(127.73)	(123.78)
	Dividend	-	-	(856.55)	-	(856.55)
	Corporate Dividend Distribution Tax	-	-	(176.07)	-	(176.07)
	Transfer to General Reserve	-	573.85	(573.85)	-	-
	Adjustment of Income Tax (earlier year)	-	-	(88.09)	-	(88.09)
	<b>Balance as at 31st March, 2019</b>	<b>9,433.32</b>	<b>9,733.52</b>	<b>47,803.96</b>	<b>357.62</b>	<b>67,328.41</b>

Note No.	Particulars	As at	
		31st-March-2019	31st-March-2018
19	<b>NON-CURRENT FINANCIAL LIABILITIES-BORROWINGS</b>		
	<b>Secured loans</b>		
	<b>Term loans from banks</b>		
	Foreign Currency Loan	9,091.31	10,701.48
	Rupee Loan	169.71	8,654.81
	<b>Total</b>	<b>9,261.02</b>	<b>19,356.29</b>
	<b>Non Current Borrowings</b>		
	Foreign Currency Loan	4,845.04	2,098.38
	Rupee Loan	71.43	6,859.57
	<b>Total</b>	<b>4,916.47</b>	<b>8,957.95</b>
	<b>Current Borrowings</b>		
	Current Maturities of Long Term Borrowing		
	Foreign Currency Loan	4,246.27	8,603.10
	Rupee Loan	98.28	1,795.24
	<b>Total</b>	<b>4,344.55</b>	<b>10,398.34</b>

## Notes on Financial Statements for the year ended 31st March, 2019

Note No.	Particulars	(₹ In Lakhs)				
		As at 31st-March-2019	As at 31st-March-2018			
	<b>Secured term loans from banks:</b>					
	Foreign Currency Loan is secured by first pari passu charge by way of registered mortgage of entire immovable properties of the Company by way of deposit of title deeds both present and future; and Second pari passu charge by way of hypothecation over the current assets of the Company, both present and future.					
	<b>Repayment Schedule of Foreign Currency Loan</b>					
	Rate of Interest	Repayment Schedule				
		2019-20	Total			
	6 Months Libor + 4.90%	2,279.46	2,279.46			
	FCNR(B) Loan from State Bank of India balance amounting to ₹ 6811.85 Lakhs is secured primarily against 1st pari-passu charge along with foreign currency loan lenders on Company's Property Plant & Equipment.					
	<b>Repayment Schedule</b>					
	Rate of Interest	Repayment Schedule				
		2019-20	2020-21	2021-22	Total	
	6 Months Libor + 5.00%	1,966.81	3,453.90	1,391.14	6,811.85	
	Car Loan from Kotak Mahindra Prime Limited balance amounting to ₹ 140.07 Lakhs (Previous year March 31, 2018 ₹ 219.39 Lakhs ) is secured against the motor car.					
	<b>Repayment Schedule of Car Loan</b>					
	Rate of Interest	Repayment Schedule				
		2019-20	2020-21	Total		
	11.19% per annum	89.99	50.08	140.07		
	Car Loan from Axis Bank balance amounting to ₹ 29.64 lakhs (Previous year March 31, 2018 ₹ 37.26 Lakhs) is secured against the motor car.					
	<b>Repayment Schedule of Car Loan</b>					
	Rate of Interest	Repayment Schedule				
		2019-20	2020-21	2021-22	2022-23	Total
	8.52% per annum	8.29	9.03	9.82	2.50	29.64
<b>20</b>	<b>NON CURRENT FINANCIAL LIABILITIES - TRADE PAYABLES</b>					
	Others			<b>10.83</b>		11.80
	<b>Total</b>			<b>10.83</b>		<b>11.80</b>
<b>21</b>	<b>NON-CURRENT PROVISIONS</b>					
	Employee Benefits			<b>167.40</b>		132.05
	<b>Total</b>			<b>167.40</b>		<b>132.05</b>
				<b>2018-19</b>		<b>2017-18</b>
<b>22</b>	<b>TAXATION</b>					
	The major components of income tax items charged or credited directly to the profit or loss during the year:					
	Current income tax:					
	Current Income tax charge			<b>2,655.81</b>		3,345.29
	Adjustment in respect of current income tax of previous year			-		-
	Deferred tax expense / (benefit):					
	Relating to origination and reversal of temporary differences (continuing operations)			<b>303.53</b>		(177.34)
	<b>Total tax expense</b>			<b>2,959.33</b>		<b>3,167.94</b>

## Notes on Financial Statements for the year ended 31st March, 2019

	(₹ In Lakhs)	
	2018-19	2017-18
<b>Income Tax expense</b>		
<b>Reconciliation</b>		
Profit before income tax	8,697.80	9,454.04
Taxable Income tax rate in India applicable to Company	34.944%	34.608%
Tax Amount	3,039.36	3,271.86
Tax effect of amounts which are not deductible (Taxable) in calculating taxable income	(383.56)	73.39
Income not considered for tax purpose	(8.73)	(138.61)
Expense not allowed for tax purpose	(439.12)	978.07
Additional allowances for tax purpose	(649.80)	(627.41)
Additional allowances for capital gain	0.05	0.27
Current year losses/ brought forward losses on which deferred tax not recognised		
Tax paid at lower rate	0.01	0.04
<b>Income tax expense charged to the statement of profit and loss</b>	<b>2,655.81</b>	<b>3,345.29</b>

### Deferred tax relates to the following:

Particulars	Balance Sheet		Recognised in statement of profit or loss		Recognised in statement of OCI	
	As at 31-03-2019	As at 31-03-2018	2018-19	2017-18	2018-19	2017-18
	Depreciation	(1,018.53)	376.92	(355.92)	130.45	-
Amortization of Leasehold Improvements	-	-	-	-	-	-
Prepaid Expense on Leasehold premium and deposit	0.43	0.43	0.15	0.15	-	-
Amortization of Deferred Revenue Expenditure	98.40	153.94	34.38	53.28	-	-
Fair Valuation of Shares, Mutual funds & Bonds	2.82	(10.84)	0.99	(3.75)	-	-
Liability towards Guarantee to Subsidiary	-	(53.59)	-	(18.55)	-	-
Gratuity Provision - Current	59.79	54.30	20.89	18.79	-	-
Interest Cost on Rent Deposit	(11.51)	(8.72)	(4.02)	(3.02)	-	-
Foreign Currency translation Reserve	-	-	-	-	(127.73)	(13.59)
Gratuity Provision - Actuarial	-	-	-	-	3.96	(12.81)
	<b>(868.61)</b>	<b>512.43</b>	<b>(303.53)</b>	<b>177.34</b>	<b>(123.78)</b>	<b>(26.41)</b>

Note No.	Particulars	(₹ In Lakhs)	
		As at 31st March 2019	As at 31st March 2018
	<b>Reconciliation of deferred tax assets / (liabilities) net:</b>		
	Opening balance as of 1st April	3,541.15	3,692.08
	Tax income / (expense) during the period recognised in profit or loss	303.53	(177.34)
	Tax income / (expense) during the period recognised in OCI	123.78	26.41
	<b>Closing balance</b>	<b>3,968.46</b>	<b>3,541.15</b>

Deferred tax assets have not been recognised in respect of losses as they may not be used to offset taxable profits elsewhere in the Group, they have arisen in subsidiaries that have been loss-making for some time, and there are no other tax planning opportunities or other evidence of recoverability in the near future.

### 23 OTHER NON-CURRENT LIABILITIES

Others	364.53	364.85
<b>Total</b>	<b>364.53</b>	<b>364.85</b>

## Notes on Financial Statements for the year ended 31st March, 2019

Note No.	Particulars	(₹ In Lakhs)	
		As at 31st-March-2019	As at 31st-March-2018
<b>24</b>	<b>CURRENT FINANCIAL LIABILITIES - BORROWINGS</b>		
	<b>Secured loans</b>		
	<b>Working capital demand loan from banks</b>		
	Foreign Currency Loan	-	7,115.32
	Rupee Loan (Cash credit & Bill discounting)	14,429.19	9,645.95
		<u>14,429.19</u>	<u>16,761.27</u>
	Interest Accrued but not due	700.68	655.78
		<u>15,129.87</u>	<u>17,417.05</u>
	<b>Unsecured loans</b>		
	from Related party (Refer note 42)	672.22	627.00
		<u>672.22</u>	<u>627.00</u>
	<b>Total</b>	<u>15,802.09</u>	<u>18,044.05</u>
	Working Capital facilities by banker's are secured by first pari passu charge on entire current assets and second pari passu charges on the immovable properties of the Company.		
<b>25</b>	<b>CURRENT FINANCIAL LIABILITIES - TRADE PAYABLES</b>		
	<b>Considered good, unless otherwise stated</b>		
	Unsecured	10,137.38	5,667.75
	Secured	45,741.45	52,079.52
	<b>Total</b>	<u>55,878.83</u>	<u>57,747.27</u>
	Refer Note 49 for due to supplier registered under MSME Act.		
<b>26</b>	<b>CURRENT-OTHER FINANCIAL LIABILITIES</b>		
	Financial Liabilities at amortised cost:		
	Current maturities of long-term debt from bank		
	Foreign Currency Loan	4,246.27	8,603.10
	Rupee Loan	98.28	1,795.24
		<u>4,344.55</u>	<u>10,398.34</u>
	Outstanding Expenses	867.81	1,312.56
	Unpaid Dividend	485.99	448.61
	<b>Total</b>	<u>5,698.35</u>	<u>12,159.51</u>
<b>27</b>	<b>OTHER CURRENT LIABILITIES</b>		
	Advances from customers	400.00	897.04
	Other payables:		
	Statutory dues	108.81	108.83
	Others *	0.31	1,248.92
	<b>Total</b>	<u>509.12</u>	<u>2,254.79</u>
	* includes ₹ Nil Lakhs (31 March 2018: ₹ 1,200.00 Lakhs) towards invocation of Bank guarantee of Pratibha Industries India Limited.		
<b>28</b>	<b>SHORT-TERM PROVISIONS</b>		
	Employee benefits	748.30	671.10
	<b>Total</b>	<u>748.30</u>	<u>671.10</u>
<b>29</b>	<b>TAX ASSETS / LIABILITIES (NET)</b>		
	Current Tax Liabilities	1,330.81	1,391.47
	<b>Total</b>	<u>1,330.81</u>	<u>1,391.47</u>

## Notes on Financial Statements for the year ended 31st March, 2019

Note No.	Particulars	(₹ In Lakhs)	
		Year Ended 31st March, 2019	Year Ended 31st March, 2018
<b>30</b>	<b>REVENUE FROM OPERATIONS</b>		
	Sale of products	215,498.92	149,073.55
	Sale of services	742.11	205.78
	Other Operating Income	5,298.39	7,958.59
	<b>Total</b>	<b>221,539.42</b>	<b>157,237.92</b>
<b>31</b>	<b>OTHER INCOME</b>		
	Interest income *	759.24	3,068.19
	Dividend income	-	0.16
	Gain on sale of investments	0.05	0.08
	Foreign Exchange gain	(177.77)	1,201.77
	Profit & (Loss) on Sale of Fixed Assets	-	27.89
	Others	1,480.22	1,467.13
	<b>Total</b>	<b>2,061.74</b>	<b>5,765.22</b>
	* includes income from related parties (Refer note 42)		
<b>32</b>	<b>COST OF MATERIALS CONSUMED</b>		
	Opening stock	24,736.36	9,138.03
	Add: Purchases	140,839.53	145,845.51
	Less: Closing stock	13,594.60	24,736.36
		<b>151,981.29</b>	<b>130,247.18</b>
	Excise Duty	-	285.08
	<b>Total</b>	<b>151,981.29</b>	<b>130,532.26</b>
<b>33</b>	<b>PURCHASES OF STOCK-IN-TRADE</b>		
	Purchases of stock-in-trade	7,569.90	1,161.90
	<b>Total</b>	<b>7,569.90</b>	<b>1,161.90</b>
<b>34</b>	<b>CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE</b>		
	<b>Closing stock:</b>		
	Finished goods	1,157.11	4,401.90
	Work-in-progress	4,007.17	10,467.75
	<b>Total</b>	<b>5,164.28</b>	<b>14,869.65</b>
	<b>Opening stock:</b>		
	Finished goods	4,401.90	545.34
	Work-in-progress	10,467.75	102.89
	<b>Total</b>	<b>14,869.65</b>	<b>648.23</b>
	<b>Total Changes in Inventories of Finished Goods, Work in Progress</b>	<b>9,705.37</b>	<b>(14,221.42)</b>
<b>35</b>	<b>EMPLOYEE BENEFITS EXPENSE</b>		
	Salaries, Wages and bonus	4,895.53	3,972.54
	Contribution to provident fund and other funds	289.14	288.73
	Staff Welfare Expenses	297.46	193.11
	<b>Total</b>	<b>5,482.13</b>	<b>4,454.38</b>
<b>36</b>	<b>FINANCE COSTS</b>		
	Interest on loans	5,038.05	3,027.37
	Interest on others	80.18	92.09
	Bank Charges / Loan Processing Fees	1,410.56	1,182.49
	<b>Total</b>	<b>6,528.79</b>	<b>4,301.95</b>

## Notes on Financial Statements for the year ended 31st March, 2019

Note No.	Particulars	(₹ In Lakhs)	
		Year Ended 31st March, 2019	Year Ended 31st March, 2018
<b>37</b>	<b>DEPRECIATION</b>		
	Depreciation	4,592.26	3,920.33
	<b>Total</b>	<b>4,592.26</b>	<b>3,920.33</b>
<b>38</b>	<b>OTHER EXPENSES</b>		
	<b>Manufacturing Expenses</b>		
	Consumption of Stores and Packing Materials	3,916.01	2,236.38
	Repairs to Plant and Machinery	164.73	171.24
	Power Expense	4,345.19	3,007.62
	Jobwork Charges	-	3,451.10
	Labour Charges	2,634.47	1,519.32
	Others	932.92	902.74
		<b>11,993.32</b>	<b>11,288.40</b>
	<b>Selling and Distribution Expenses</b>		
	Commission on Sales	303.50	155.86
	Freight and Forwarding Charges	12,736.65	7,968.62
	Bad Debts & Delay delivery Charges	-	149.11
	Others*	1,881.40	1,663.03
		<b>14,921.55</b>	<b>9,936.62</b>
	<b>Administrative Expenses</b>		
	Insurance	181.79	144.88
	Professional Fees*	758.56	626.40
	Rentals Including Lease Rentals*	374.65	363.07
	Repairs to Other	52.08	149.23
	Repairs to Building	74.18	27.93
	Rates and Taxes	134.60	31.06
	Expenditure incurred for CSR (note No 50)	54.08	3.12
	Payment to Auditor:		
	- Statutory Audit Fees	15.00	15.00
	- Tax Audit Fees	8.00	8.00
	- Other Services	1.20	1.05
	Others	474.61	434.77
		<b>2,128.75</b>	<b>1,804.51</b>
	<b>Total</b>	<b>29,043.62</b>	<b>23,029.52</b>
	* includes payment to related parties (Refer note 42)		
		<b>As at</b>	<b>As at</b>
		<b>31st-March-2019</b>	<b>31st-March-2018</b>
<b>39</b>	<b>OPERATING LEASES</b>		
	Future minimum lease rentals payable as per Lease Agreements		
	The Company has taken certain assets such as commercial premises on operating lease from various parties.		
	Not later than one year	273.26	268.44
	Later than one year and not later than five years	142.55	398.91
	<b>Total</b>	<b>415.81</b>	<b>667.36</b>

## Notes on Financial Statements for the year ended 31st March, 2019

Note No.	Particulars	(₹ In Lakhs)	
		As at 31st-March-2019	As at 31st-March-2018
<b>40</b>	<b>Contingent Liabilities &amp; Legal Cases</b>		
a	Contingent Liabilities: (to the extent not provided for)		
	(a) Claims against the company not acknowledged as debts:		
	Guarantees / Letter of Credit outstanding	<b>46,080.28</b>	45,104.21
	(b) Entry Tax / Sales Tax/VAT liability that may arise in respect of matters in appeal	<b>366.77</b>	354.96
	(c) Excise duty/Customs duty/ Service tax liability that may arise in respect of matters in appeal	<b>2,161.79</b>	2,788.03
	(d) Income tax liability that may arise in respect of matters in appeal preferred by the company	<b>2,014.37</b>	2,014.37
	Legal Cases		
	- Midcontinent express pipeline LLC, USA	<b>778.64</b>	778.64
	- Pragya Equipments Private Limited	-	36.52
	- SEBI	<b>25.00</b>	25.00
b	Arbitration & Legal Cases		
	Arbitration & Legal cases pending before the various forum for settlement /recovery of outstanding dues	<b>13,087.55</b>	9,143.66

The management, based on the legal opinion received and considering various force majors issues involved, is of the view that the chances of recovery of these amount are very high and further viewed that pending outcome these would not be any material impact on cash flows and profitability of the company. In view of the same, Company has not made any provisions.

	Year Ended 31st March, 2019	Year Ended 31st March, 2018
<b>41 REMUNERATION TO DIRECTORS</b>		
Salaries and perquisite	<b>958.47</b>	908.43
Sitting fees	<b>6.80</b>	6.70
<b>Total</b>	<b>965.27</b>	915.13

The Company has paid excess managerial remuneration during the year ₹ 246.12 lakhs. The Company is in process of ratifying the same in the ensuing general meeting.

### 42 DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARD (Ind AS) 24 RELATED PARTY DISCLOSURES

SR. NO.	Name of the Related Party / Country of Incorporation	As at 31st-March-2019	As at 31st-March-2018
	<b>Subsidiaries:</b>		
1	Man Overseas Metal DMCC - UAE	<b>100%</b>	100%
2	Man USA Inc - USA	<b>100%</b>	100%
3	Merino Shelters Private Limited - India	<b>100%</b>	100%

#### Key Management Personnel:

1	Shri Rameshchandra Mansukhani
2	Shri Nikhil Mansukhani
3	Smt.Heena Kalantri

#### Relative of Key Management Personnel:

1	Smt. Deepa Mansukhani
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## Notes on Financial Statements for the year ended 31st March, 2019

**Enterprises controlled or significantly influenced by key management personnel or their relatives with whom transaction have occurred**

- 1 M Concepts Retail LLP
- 2 Limitless Contracting Private Limited
- 3 TMW Fintech Pvt Ltd (formerly known as "The Mobile Wallet Private Limited")

**The following transactions were carried out with the related parties in the ordinary course of business:**  
(₹ In Lakhs)

Sr. No.	Particulars	Year Ended 31st-March-2019	Year Ended 31st-March-2018
1	<b>Subsidiary Company</b>		
a	<b>Man Overseas Metal, DMCC</b>		
	Investment in Equity	-	2573.47
	Loan taken (Net)	(45.22)	(3,252.66)
	Interest Income	-	85.29
	Service Charges paid	111.86	387.95
	Job charges paid	-	161.49
b	<b>Man USA Inc</b>		
	Service Charges Paid	13.48	141.85
c	<b>Merino Shelters Private Limited</b>		
	Loan given (Net)	0.52	(12,952.04)
	Interest Income	85.79	2,551.22
	Income on Corporate Guarantee <sup>^</sup>	-	53.59
	Advance for property	-	5,641.38
2	<b>Enterprises over which Key Managerial Personnel are able to Exercise Significant Influence</b>		
a	<b>M Concepts Retail LLP</b>		
	Professional Fees	16.23	32.04
	Sundry purchases	-	1.12
b	<b>Limitless Contracting Private Limited</b>		
	Loan given (Net)	1,080.38	-
	Interest Income	99.85	-
	Interest Expenses	-	2.35
c	<b>TMW Fintech Pvt Ltd (formerly known as "The Mobile Wallet Private Limited")</b>		
	Sundry purchases	10.07	1.55
3	<b>Key Managerial Personnel and Relative of Key Managerial Personnel</b>		
	Remunerations	958.47	908.43
	Sitting Fees	1.75	3.70
	Rental charges	388.04	390.87
	Interest on Rental Deposit <sup>^</sup>	11.39	8.72

### Details of Outstanding Balance to Related Parties

Particulars	As at 31st-March-2019	As at 31st-March-2018
1 <b>Subsidiary Company</b>		
<b>Man Overseas Metal, DMCC*</b>		
Investment in Equity Shares	2,824.13	2,661.75
Loan (Taken) / Given	(672.22)	(627.00)
Interest Receivable	-	123.38
Service Charges Payable	-	143.89
<b>Man USA Inc.*</b>		
Investment in Equity Shares	0.69	0.65



## Notes on Financial Statements for the year ended 31st March, 2019

Sr. No.	Particulars	(₹ In Lakhs)	
		As at 31st-March-2019	As at 31st-March-2018
	<b>Merino Shelters Private Limited</b>		
	Investment In Equity Shares <sup>^</sup>	10,229.83	10,229.83
	Loan given	858.15	857.63
	Accrued Interest	1,073.31	996.10
	<b>Enterprises over which Key Managerial Personnel are able to Exercise Significant Influence</b>		
	<b>Limitless Contracting Private Limited</b>		
	Loan given	1,080.38	-
	Accrued Interest	87.52	(2.35)
	<b>TMW Fintech Pvt Ltd (formerly known as "The Mobile Wallet Private Limited")</b>		
	Sundry purchases	(0.91)	-
<b>2</b>	<b>Key Managerial Personnel and Relative of Key Managerial Personnel</b>		
	Lease Deposit <sup>^</sup>	112.47	101.09
	<sup>^</sup> The movement is due to IND AS Effect		
	* These balance have been considered as monetary item as per IND AS 21, hence the same have been revalued at year end rate.		

Note No.	Particulars	Year Ended	Year Ended
		31st-March-2019	31st-March-2018
<b>43</b>	<b>EARNINGS PER SHARE</b>		
	Earnings Per Share has been computed as under:		
	Profit/(Loss) for the year	5,738.46	6,286.10
	Weighted average number of equity shares outstanding	5,71,03,055	5,71,03,055
	Earnings Per Share - Basic (Face value of ₹ 5/ per share)		
	Diluted earning per share is same as basic earning per share.	10.05	11.01

#### 44 CAPITAL MANAGEMENT

##### Risk Management

The primary objective of the Company's Capital Management is to maximise Shareholder value. The Company monitors capital using Debt-Equity ratio, which is total debt divided by total capital.

For the purposes of the Company's Capital Management, the Company considers the following components of its Balance Sheet to be managed capital.

Total equity as shown in the Balance Sheet includes General reserve, Retained earnings, Share capital, Security premium. Total debt includes current debt plus non-current debt.

Particulars	As at	As at
	31st-March-2019	31st-March-2018
Total debt	20,718.56	27,002.00
Total equity	70,183.56	65,335.36
Debt-equity ratio	0.30	0.41

## Notes on Financial Statements for the year ended 31st March, 2019

Note No.	Particulars	31st March 19		31st March 18	
		FVTPL	Amortised cost	FVTPL	Amortised cost
45	<b>FAIR VALUE MEASUREMENT</b>				
	<b>Financial assets</b>				
	Investments:				
	Equity instruments	13,059.74	-	12,900.14	-
	Mutual Fund	-	-	49.25	-
	Trade receivables	-	56,982.59	-	38,503.42
	Loans	-	5,006.20	-	4,146.89
	Security Deposit	-	75.30	-	53.09
	Lease Deposit	-	114.91	-	103.59
	Bank Deposit maturing over one Year	-	293.96	-	247.75
	Cash and bank balances	-	4,722.38	-	6,643.19
	<b>Total Financial assets</b>	<b>13,059.74</b>	<b>67,195.34</b>	<b>12,949.39</b>	<b>49,697.92</b>
	<b>Financial liabilities</b>				
	Borrowings	-	20,718.56	-	27,002.00
	Trade payables	-	55,889.66	-	57,759.07
	Other liabilities	-	5,698.35	-	12,159.51
	<b>Total financial liabilities</b>	<b>-</b>	<b>82,306.57</b>	<b>-</b>	<b>96,920.59</b>

## a) Fair value hierarchy

This section explains the judgement and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the Financial Statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Particulars	Notes	Level 1	Level 2	Level 3	Total
<b>i) Financial assets and liabilities measured at fair value - recurring fair value measurements at March 31, 2019</b>					
<b>Financial assets</b>					
Financial investments at FVTPL:					
Quoted Equity shares	11	5.10	-	-	5.10
Quoted Bonds	11	-	-	-	-
Mutual Funds	11	-	-	-	-
Unquoted Equity Shares	6 & 11	-	13,054.66	-	13,054.66
<b>Total financial assets</b>		<b>5.10</b>	<b>13,054.66</b>	<b>-</b>	<b>13,059.76</b>
<b>ii) Financial assets and liabilities which are measured at amortised cost for which fair values are disclosed at March 31, 2019</b>					
<b>Financial assets</b>					
Trade receivables	7 & 12	-	-	56,982.59	56,982.59
Loans	15	-	-	5,006.20	5,006.20
Security Deposit	8	-	-	75.30	75.30
Lease Deposit	8	-	-	114.91	114.91
Bank Deposit maturing over one Year	8	-	-	293.96	293.96
Cash and bank balances	13 & 14	-	-	4,722.38	4,722.38
<b>Total financial assets</b>		<b>-</b>	<b>-</b>	<b>67,195.34</b>	<b>67,195.34</b>
<b>Financial liabilities</b>					
Borrowings					
Non Current	19	-	-	4,916.47	4,916.47
Current	24	-	-	15,802.09	15,802.09
Trade payables					
Non Current	20	-	-	10.83	10.83
Current	25	-	-	55,878.83	55,878.83
Other liabilities	26	-	-	5,698.35	5,698.35
<b>Total financial liabilities</b>		<b>-</b>	<b>-</b>	<b>82,306.57</b>	<b>82,306.57</b>

## Notes on Financial Statements for the year ended 31st March, 2019

(₹ In Lakhs)					
Particulars	Notes	Level 1	Level 2	Level 3	Total
<b>iii) Financial assets and liabilities measured at fair value - recurring fair value measurements at March 31, 2018</b>					
<b>Financial assets</b>					
Financial investments at FVTPL:					
Quoted Equity shares	11	7.91	-	-	7.91
Mutual Funds	11	49.25	-	-	49.25
Unquoted Equity Shares	6 & 11	-	12,892.24	-	12,892.24
<b>Total financial assets</b>		<b>57.16</b>	<b>12,892.24</b>	<b>-</b>	<b>12,949.41</b>
<b>iv) Financial assets and liabilities which are measured at amortised cost for which fair values are disclosed at March 31, 2018</b>					
<b>Financial assets</b>					
Trade receivables	7 & 12	-	-	38,503.42	38,503.42
Loans	15	-	-	4,146.89	4,146.89
Security Deposit	8	-	-	53.09	53.09
Lease Deposit	8	-	-	103.59	103.59
Bank Deposit maturing over one Year	8	-	-	247.75	247.75
Cash and bank balances	13 & 14	-	-	6,643.19	6,643.19
<b>Total financial assets</b>		<b>-</b>	<b>-</b>	<b>49,697.92</b>	<b>49,697.92</b>
<b>Financial liabilities</b>					
Borrowings					
Non Current	19	-	-	8,957.95	8,957.95
Current	24	-	-	18,044.05	18,044.05
Trade payables					
Non Current	20	-	-	941.89	941.89
Current	25	-	-	56,817.18	56,817.18
Other liabilities	26	-	-	12,159.51	12,159.51
<b>Total financial liabilities</b>		<b>-</b>	<b>-</b>	<b>96,920.59</b>	<b>96,920.59</b>

**There were no transfers between any levels during the year.**

### Level 1:

Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments and mutual funds that have a quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing net assets value (NAV)

### Level 2:

The fair value of financial instruments that are not traded in an active market (for example over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

### Level 3:

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

### b) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves.
- the fair value of forward foreign exchange contracts are determined using forward exchange rates at the Balance Sheet date
- the fair value of foreign currency option contracts is determined using the Black Scholes valuation model.
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis.

All of the resulting fair value estimates are included in level 1 and 2.

## Notes on Financial Statements for the year ended 31st March, 2019

(₹ In Lakhs)

**Note No.** **Particulars**

**c) Valuation processes**

The finance department of the Company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. This team reports directly to the Chief Financial Officer (CFO).

**d) Fair value of financial assets and liabilities measured at amortised cost**

Particulars	As at March 31, 2019		As at March 31, 2018	
	Carrying amount	Fair value	Carrying amount	Fair value
<b>Financial assets:</b>				
Trade receivables	56,982.59	56,982.59	38,503.42	38,503.42
Loans	5,006.20	5,006.20	4,146.89	4,146.89
Security Deposit	75.30	75.30	53.09	53.09
Lease Deposit	114.91	114.91	103.59	103.59
Bank Deposit maturing over one Year	293.96	293.96	247.75	247.75
Cash and bank balances	4,722.38	4,722.38	6,643.19	6,643.19
<b>Total financial assets</b>	<b>67,195.34</b>	<b>67,195.34</b>	<b>49,697.92</b>	<b>49,697.92</b>
<b>Financial liabilities</b>				
Borrowings	20,718.56	20,718.56	27,002.00	27,002.00
Trade payables	55,889.66	55,889.66	57,759.07	57,759.07
Other liabilities	5,698.35	5,698.35	12,159.51	12,159.51
<b>Total financial liabilities</b>	<b>82,306.57</b>	<b>82,306.57</b>	<b>96,920.59</b>	<b>96,920.59</b>

The carrying amounts of trade receivables, trade payables, other receivables, short-term security deposits, bank deposits with more than 12 months maturity, capital creditors and cash and cash equivalents including bank balances other than cash and cash equivalents are considered to be the same as their fair values due to the current and short-term nature of such balances.

The fair values of non-current borrowings are based on discounted cash flows using a current borrowing rate.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

**46 FINANCIAL RISK MANAGEMENT**

Risk Management is an integral part of the business practices of the Company. The framework of Risk Management concentrates on formalising a system to deal with the most relevant risks, building on existing Management practices, knowledge and structures. The Company has developed and implemented a comprehensive Risk Management System to ensure that risks to the continued existence of the Company as a going concern and to its growth are identified and remedied on a timely basis. While defining and developing the formalised Risk Management System, leading standards and practices have been considered. The Risk Management System is relevant to business reality, pragmatic and simple and involves the following:

- i. Risk identification and definition – Focused on identifying relevant risks, creating, updating clear definitions to ensure undisputed understanding along with details of the underlying root causes contributing factors.
- ii. Risk classification – Focused on understanding the various impacts of risks and the level of influence on its root causes. This involves identifying various processes generating the root causes and clear understanding of risk interrelationships.

## Notes on Financial Statements for the year ended 31st March, 2019

(₹ In Lakhs)

Note No.	Particulars
----------	-------------

- |      |  |
|------|--|
| iii. | Risk assessment and prioritisation – Focused on determining risk priority and risk ownership for critical risks. This involves assessment of the various impacts taking into consideration risk appetite and existing mitigation controls. |
| iv.  | Risk mitigation – Focused on addressing critical risks to restrict their impact(s) to an acceptable level (within the defined risk appetite). This involves a clear definition of actions, responsibilities and milestones.                |
| v.   | Risk reporting and monitoring – Focused on providing to the Board and the Audit Committee periodic information on risk profile evolution and mitigation plans.   |

a) **Management of liquidity risk**

The Company's principal sources of liquidity are cash and cash equivalents, borrowings and the cash flow that is generated from operations. The Company believes that current cash and cash equivalents, tied up borrowing lines and cash flow that is generated from operations is sufficient to meet requirements. Accordingly, liquidity risk is perceived to be low.

The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows as at the Balance sheet date:

(₹ in Lakhs)

Particulars	Note	Carrying amount	Less than 12 months	More than 12 months	Total
<b>As at March 31, 2019</b>					
Borrowings					
Non-current	19	4,916.47	-	4,916.47	4,916.47
Current	24	15,101.41	15,101.41	-	15,101.41
Interest on non-current borrowings	24	700.68	700.68	-	700.68
Trade payables					
Non-current	20	10.83	-	10.83	10.83
Current	25	55,878.83	55,878.83	-	55,878.83
Capital creditors					
Other liabilities	26	5,698.35	5,698.35	-	5,698.35
<b>As at March 31, 2018</b>					
Borrowings					
Non-current	19	8,957.95	-	8,957.95	8,957.95
Current	24	17,388.27	17,388.27	-	17,388.27
Interest on non-current borrowings	24	655.78	655.78	-	655.78
Trade payables					
Non-current	20	11.80	-	11.80	11.80
Current	25	56,817.18	56,817.18	-	56,817.18
Capital creditors					
Non-current	20	930.09	-	930.09	930.09
Other liabilities	26	12,159.51	12,159.51	-	12,159.51

## Notes on Financial Statements for the year ended 31st March, 2019

### 47 MANAGEMENT OF MARKET RISK

The Company's size and operations result in it being exposed to the following market risks that arise from its use of financial instruments:

- i. Price risk,
- ii. Interest rate risk; and
- iii. Foreign exchange risk

The above risks may affect the Company's income and expenses, or the value of its financial instruments. The objective of the Company's Management of market risk is to maintain this risk within acceptable parameters, while optimising returns. The Company's exposure to, and Management of, these risks is explained below:

Potential impact of risk	Management policy	Sensitivity to risk
<b>1. Price Risk</b>		
The Company is mainly exposed to the price risk due to its investments in equity instruments. The price risk arises due to uncertainties about the future market values of these investments. Equity price risk is related to the change in market reference price of the investments in equity securities. In general, these securities are not held for trading purposes. These investments are subject to changes in the market price of securities. The fair value of quoted equity, mutual fund and bond instruments classified as fair value through Profit and Loss account as at March 31, 2019 is ₹ 5.09 lakhs (March 31, 2018: ₹ 57.16 lakhs).	In order to manage its price risk arising from investments in equity instruments, the Company maintains its portfolio in accordance with the framework set by the Risk Management policies. Any new investment or divestment must be approved by the Board of Directors, Chief Financial Officer and Risk Management Committee.	As an estimation of the approximate impact of price risk, with respect to investments in equity instruments, the Company has calculated the impact as follows: For equity instruments, a 5% increase in prices would have led to approximately an additional ₹ 0.25 lakhs gain in profit and loss account (2017-18: ₹ 2.86 lakhs). A 5% decrease in prices would have led to an equal but opposite effect.
<b>2. Interest rate risk</b>		
Financial Liabilities: The Company is mainly exposed to interest rate risk due to its variable interest rate borrowings. The interest rate risk arises due to uncertainties about the future market interest rate of these borrowings. As at March 31, 2019, the exposure to interest rate risk due to variable interest rate borrowings amounted to ₹ 20657.26 lakhs (March 31, 2018: ₹ 27002.00 lakhs)	Financial Liabilities: In order to manage its interest rate risk arising from variable interest rate borrowings, the Company uses Interest rate swaps to hedge its exposure to future market interest rates whenever appropriate. The hedging activity is undertaken in accordance with the framework set by the Risk Management Committee and supported by the Treasury department.	Financial Liabilities: As an estimation of the approximate impact of the interest rate risk, with respect to financial instruments, the Company has calculated the impact of a 50 bps change in interest rates. A 50 bps decrease in interest rates would have led to approximately an additional ₹ 103.29 lakhs (2017-18: ₹ 135.01 lakhs) gain in profit and loss account. A 50 bps increase in interest rates would have led to an equal but opposite effect.
<b>3. Foreign Exchange risk</b>		
The Company has international operations and is exposed to foreign exchange risk arising from foreign currency transactions. Foreign exchange risk arises from future commercial transactions and recognised Financial assets and liabilities denominated in a currency that is not the Company's functional currency (INR). The risk also includes highly probable foreign currency cash flows. The objective of the cash flow hedges is to minimise the volatility of the INR cash flows of highly probable forecast transactions.	The Company has exposure arising out of export, import, loans and other transactions other than Company's functional currency. The Company hedges its foreign exchange risk using foreign exchange forward contracts and currency options after considering the natural hedge. The same is within the guidelines laid down by Company's risk Management policy.	As an estimation of the approximate impact of the foreign exchange rate risk, with respect to Financial Statements, the Company has calculated the impact of a 2% increase in the spot price as on the reporting date would have led to an increase in additional ₹ 1508.44 lakhs as loss in Profit and Loss account (2017-18: loss of ₹719.56 lakhs) and ₹ 45.64 lakhs addition to Fixed Assets(2017-18: loss of ₹215.08 lakhs). A 2% decrease would have led to an increase an equal but opposite effect.

## Notes on Financial Statements for the year ended 31st March, 2019

(₹ In Lakhs)

**Note Particulars**  
**No.**

**Foreign currency risk exposure:**

The Company's exposure to foreign currency risk at the end of the reporting period expressed in ₹ Lakhs, are as follows:

Particulars	31st March, 19				31st March, 18			
	USD	KWD	EURO	AED	USD	KWD	EURO	AED
<b>Financial assets</b>								
Trade receivables	30,347.57	530.14	-	-	12,120.72	507.76	-	-
Others	612.77	-	-	2,827.64	577.63	-	-	2,788.08
Less:								
Foreign exchange forward contracts	3,111.98	-	-	-	9,164.57	-	-	-
<b>Net exposure to foreign currency risk (assets)</b>	<b>27,848.36</b>	<b>530.14</b>	<b>-</b>	<b>2,827.64</b>	<b>3,533.78</b>	<b>507.76</b>	<b>-</b>	<b>2,788.08</b>
<b>Financial liabilities</b>								
Borrowings	9,094.00	-	-	-	17,869.19	-	384.51	-
Trade payables	32,556.84	-	147.51	-	35,976.64	-	-	-
Others	882.70	-	32.55	672.83	1,482.32	-	-	-
Less:								
Hedged through derivatives (includes hedges for highly probable transactions upto next 12 months)	-	-	-	-	-	-	-	-
Foreign exchange forward contracts	2,185.30	-	388.36	-	2,150.78	-	-	-
<b>Net exposure to foreign currency risk (liabilities)</b>	<b>40,348.25</b>	<b>-</b>	<b>-</b>	<b>672.83</b>	<b>53,177.38</b>	<b>-</b>	<b>384.51</b>	<b>-</b>

**i) Management of credit risk**

Credit risk is the risk of financial loss to the Company if a customer or counter-party fails to meet its contractual obligations.

**Trade receivables**

Concentrations of credit risk with respect to trade receivables are limited, due to the Company's customer base being large, diverse and across sectors and countries. All trade receivables are reviewed and assessed for default on a quarterly basis.

Our historical experience of collecting receivables is supported by low level of past default and hence the credit risk is perceived to be low.

**Other financial assets**

The Company maintains exposure in cash and cash equivalents, term deposits with banks, and loans to subsidiary companies. Individual risk limits are set for each counter-party based on financial position, credit rating and past experience. Credit limits and concentration of exposures are actively monitored by the Treasury department of the Company.

**Impact of hedging activities**

The Company does not follow the hedge accounting in view of natural hedge.

## Notes on Financial Statements for the year ended 31st March, 2019

(₹ In Lakhs)

Note No.	Particulars	Year Ended 31st-March-2019	Year Ended 31st-March-2018
<b>48</b>	<b>DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARD (Ind AS) 19 EMPLOYEE BENEFITS</b>		
a	Defined contribution plans: Amount of ₹289.14 Lakhs (Previous year ₹ 273.99 Lakhs) is recognised as an expense and included in Employee benefits expense as under the following defined contribution plans:		
	<b>Benefits (Contribution to):</b>		
	Provident fund	228.37	217.60
	Employee state insurance scheme	0.98	0.99
	Labour welfare scheme	0.21	0.21
	<b>Total</b>	<b>229.56</b>	<b>218.80</b>

**b Defined benefit plans:****Gratuity:**

The company provides for gratuity, a defined benefit retirement plan covering eligible employees. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount equivalent to 15 days' salary for each completed year of service. Vesting occurs upon completion of five continuous years of service in accordance with Indian law.

The following tables summarise the components of net benefit expenses recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet:

Sr. No.	Particulars	As at 31st-March-2019	As at 31st-March-2018
<b>I</b>	Change in present value of defined benefit obligation during the year		
1	Present Value of defined benefit obligation at the beginning of the year	302.37	291.06
2	Interest cost	23.37	20.96
3	Current service cost	45.06	41.83
4	Past service cost	-	-
5	Liability transfer from other Group	-	-
6	Liability transferred out/divestment	-	-
7	Benefits paid directly by employer	-	-
8	Benefits paid	(46.68)	(14.28)
9	Actuarial changes arising from changes in demographic assumptions	-	-
10	Actuarial changes arising from changes in financial assumptions	1.13	(20.13)
11	Actuarial changes arising from changes in experience adjustments	9.86	(17.06)
12	Present Value of defined benefit obligation at the end of the year	335.11	302.37
<b>II</b>	Change in fair value of plan assets during the year		
1	Fair value of plan assets at the beginning of the year	111.83	117.81
2	Interest Income	8.64	8.48
3	Contributions paid by the employer		
4	Benefits paid from the fund	(6.06)	(14.28)
5	Assets transferred out / divestments		
6	Return on plan assets excluding interest income	(0.33)	(0.17)
7	Fair value of plan assets at the end of the year	114.09	111.83
<b>III</b>	Net asset / (liability) recognised in the balance sheet		
1	Present Value of defined benefit obligation at the end of the year	(335.11)	(302.37)
2	Fair value of plan assets at the end of the year	114.09	111.83
3	Amount recognised in the balance sheet	(221.03)	(190.54)
4	Net (liability) / asset- current	(53.63)	(131.37)
5	Net (liability) / asset- non-current	(167.40)	(59.17)



## Notes on Financial Statements for the year ended 31st March, 2019

Sr. No.	Particulars	(₹ In Lakhs)	
		As at 31st-March-2019	As at 31st-March-2018
<b>IV</b>	Expenses recognised in the statement of profit and loss for the year		
1	Current service cost	45.06	41.83
2	Interest cost on benefit obligation (net)	14.73	12.47
3	Total expenses included in employee benefits expense	59.79	54.30
<b>V</b>	Recognised in other comprehensive income for the year		
1	Actuarial changes arising from changes in demographic assumptions	-	-
2	Actuarial changes arising from changes in financial assumptions	1.13	(20.13)
3	Actuarial changes arising from changes in experience adjustments	9.86	(17.06)
4	Return on plan assets excluding interest income	0.33	0.17
5	Recognised in other comprehensive income	11.32	(37.02)
<b>VI</b>	Maturity profile of defined benefit obligation		
1	Within the next 12 months (next annual reporting period)	10.16	6.52
2	Between 2 and 5 years	88.98	57.91
3	Between 6 and 10 years	123.62	105.10
<b>VII</b>	Quantitative sensitivity analysis for significant assumption is as below:		
1	Increase / (decrease) on present value of defined benefits obligation at the end of the year:	-	-
(i)	One percentage point increase in discount rate	(34.74)	(33.34)
(ii)	One percentage point decrease in discount rate	40.97	39.62
(i)	One percentage point increase in rate of salary Increase	39.44	39.51
(ii)	One percentage point decrease in rate of salary Increase	(34.14)	(33.84)
(i)	One percentage point increase in employee turnover rate	(1.59)	1.71
(ii)	One percentage point decrease in employee turnover rate	1.66	(2.03)
2	Sensitivity Analysis Method:		
	The sensitivity analyses above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the method (Projected Unit Credit Method) used to calculate the liability recognised in the balance sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous period.		
<b>VIII</b>	Actuarial assumptions		
1	Discount rate	7.70%	7.73%
2	Salary escalation	7.00%	7.00%
3	Mortality rate during employment	Indian assured lives (2006-08) Ultimate	Indian assured lives (2006-08) Ultimate
4	Mortality post retirement rate	NA	NA
5	Rate of Employee Turnover	For Service 3 Years and below 20% p.a. & For Service 4 years and above 1% p.a.	For Service 4 Years and below 20% p.a. & For Service 5 years and above 1% p.a.

## Notes on Financial Statements for the year ended 31st March, 2019

(₹ In Lakhs)

Note No.	Particulars
49	a Disclosure requirement under the Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act, 2006").

Particulars	Amount
i The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year	
Principal	642.49
Interest on Principal Outstanding	39.53
ii The amount of interest paid by the buyer in terms of section 16, along with the amount of the payment made to a supplier beyond the appointed day during each accounting year.	-
iii The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed date during the year) but without adding interest under the act.	21.76
iv The amount of interest accrued and remaining unpaid at the end of each accounting year.	61.30
v The amount of further interest remaining due and payable even in succeeding years, until such date when the interest dues as above are actually paid to the small companies, for the purpose of disallowance as deductible expenditure under section 23.	61.30

Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company.

b Trade payables / receivables are subject to confirmation and reconciliation.

## 50 Details Of Corporate Social Responsibility (CSR) Expenditure:

Particulars	Year Ended 31st-March-2019	Year Ended 31st-March-2018
Amount required to be spent as per Section 135 of the Act	118.88	112.68
	<b>118.88</b>	<b>112.68</b>
Amount spent during the year on:		
On purpose other than (i) above	54.08	3.12
<b>Total</b>	<b>54.08</b>	<b>3.12</b>

51 The Income Tax Department had conducted a search and seizure operation on the Company and promoters between December 10 and 14, 2014 under section 132/133 of the Income Tax Act 1961 (The Act). Subsequent to the above, the department had completed the assessment and passed the order against which the company had preferred an appeal at Commissioner of Income Tax - Appeals. Pending the disposal of the appeal, the company had not given effect of the same in the financials.

- 52** The Company, on approval of the Bombay High Court in March 2015, has given effect to the scheme of arrangement for the merger / demerger between Man Industries (India) Limited (Company) and Man Infraprojects Private Limited (MIPL), in the financial statement of Financial Year 2014-15. MIPL has made frivolous claims on the company and also challenged the valuation of assets which had been already approved by the H'ble Bombay High Court. In view of this, the Company has filed an Application for withdrawal of bogus claims and for modification of scheme to provide for swapping of shares between two promoter groups, which is pending hearing and disposal in the H'ble Bombay High Court. Pending adjudication of the same and pending full implementation of the Scheme, Company continues to be 100% shareholder of MIPL. As the above matter stands sub-judice, liability if any, thereon cannot be quantified.

**As per our report of the even date**

**For M H Dalal & Associates**

Chartered Accountants

Firm registration number : 112449W

**Devang Dalal**

Partner

Membership No.: 109049

Place : Mumbai

Date : May 28, 2019

**For and behalf of Board of Directors**

**R C Mansukhani**

Chairman

DIN - 00012033

**Renu P Jalan**

Director

DIN - 08076758

Place : Mumbai

Date : May 28, 2019

**Kirit N Damania**

Director

DIN - 01435190

**Heena Kalantri**

Director

DIN - 00149407

**P K Tandon**

Director

DIN - 00364652

**Ashok Gupta**

Chief Financial Officer

**Nikhil Mansukhani**

Director

DIN - 02257522

**Shashank Belkhede**

Company Secretary

## Independent Auditors' Report

To,

**The Members of  
Man Industries (India) Limited**

**Report on the Audit of the Consolidated financial statements opinion**

**Qualified Opinion**

1. We have audited the accompanying consolidated financial statements of **Man Industries (India) Limited** ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), which comprise the Consolidated Balance Sheet as at 31 March 2019, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, except for the effect of matter described in the basis of qualified opinion paragraph below, the aforesaid Consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Group as at 31<sup>st</sup> March, 2019, and its Consolidated profit (including other comprehensive income), its consolidated cash flows and the consolidated changes in equity for the year ended on that date.

### **Basis for Qualified Opinion**

3. I Believe, The Consolidated financial statement does not include the financial statement of Merino Shelters Private Limited, wholly owned subsidiary of the Group, which is in contravention to Indian Accounting Standard (IND AS) 110 issued by the institute of Chartered Accountants of India.

### **Key Audit Matters**

4. Key audit matters are those matters that, in our professional judgment and based on the consideration of the reports of the other auditors on separate financial statements / consolidated financial statements and on the other financial information of the subsidiaries were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Except for the matter described in the basis for qualified opinion section, we have determined there are no key audit matter to be communicated in our report.

### **Information other than the Consolidated financial statements and Auditor's Report thereon**

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of Management and Those Charged with Governance for the Consolidated financial statements**

6. The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated state of affairs (consolidated financial position), consolidated profit or loss (consolidated financial performance including other comprehensive income), consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Ind AS specified under Section 133 of the Act. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated Ind AS financial statements. Further, in terms of the provisions of the Act, the respective Board of Directors /management of the companies included in the Group covered under the Act are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets 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. These financial statements have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.
7. In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.
8. Those Board of Directors are also responsible for overseeing the Group's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Consolidated financial statements**

9. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.
10. As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
  - Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
  - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the holding company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
  - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group'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 consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
  - Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
11. 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.
  12. 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.
  13. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Emphasis of Matter**

14. We draw attention to note 53 to the Consolidated financial statement, with regards to the scheme of arrangement for the merger/ demerger (scheme) between the Group and Man Infraprojects Limited (MIPL). The Group has given effect to the scheme in the financial statement of year 2014-15 based on approval of Hon'ble Bombay High Court. As represented to us by the management, MIPL has made frivolous claims on the Group and also challenged the valuation of assets against which the Group has filed an application for withdrawal of claims and for modification of scheme. Since the matter is sub-judice and looking to the contingencies in this regards, we are unable to comment on the same.

#### **Other Matters**

15. We did not audit the financial statements/ information of Dubai Branch included in the consolidated financial statements of the Group whose financial statements/ financial information reflect total assets of ₹ 12,228.85 lakhs as at March 31, 2019 (previous year: ₹ 8,543.55 lakhs) and the total operating revenues of ₹ 6,666.29 lakhs (previous year: ₹ 49,335.21 lakhs) for the year ended on that date, as considered in the consolidated financial statements. The financial statements/ information of this branch has been audited by the branch auditor whose reports have been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of this branch, is solely on report of such branch auditor.

16. We did not audit the financial statements of Man Overseas Metal DMCC, subsidiary of the Company, whose financial statement reflects total assets of ₹ 3,336.53 lakhs (previous year ₹ 2,688.01 lakhs) and total operating revenue of ₹ 493.20 lakhs (previous year ₹ 3,514.42 lakhs) for the year ended on that date. This financial statement has been audited by the other auditor whose report has been furnished to us and our opinion, in so far it relates to amount included in respect of the subsidiary is based solely on the report of other auditor.
17. The consolidated financial statement includes unaudited financial statement of M/s. Man USA Inc, subsidiary of the Company, whose financial statement reflects total assets of ₹ 1.30 lakhs (previous year ₹ 18.24 lakhs) and total operating revenue of ₹ 13.30 lakhs (previous year ₹ 141.58 lakhs) for the year ended on the date.

Our opinion is not qualified in respect of these matters.

#### **Report on other Legal and Regulatory Requirements**

18. As required by Section 197(16) of the Act, we report that the holding Company has paid excess remuneration of ₹ 246.12 lakhs to its director during the year in accordance with the provisions of and limits laid down under Section 197 read with Schedule V to the Act (refer note 41 to accompanying Consolidated financial statement). Further, we report that the provisions of Section 197 read with Schedule V to the Act are not applicable to two subsidiary companies consolidated, covered under the Act, since none of such companies is a public company as defined under section 2(71) of the Act.
19. As required by Section 143 (3) of the Act, based on our audit and on the consideration of the reports of the other auditors on separate financial statements / consolidated financial statements and other financial information of the subsidiaries, we report, to the extent applicable, that:
  - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;
  - c) the consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
  - d) in our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under Section 133 of the Act;
  - e) On the basis of the written representations received from the directors of the Holding Company and taken on record by the Board of Directors of the Holding Company and the reports of the other statutory auditors of its subsidiary companies covered under the Act, none of the directors of the Group companies, covered under the Act, are disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164(2) of the Act;
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company, and its subsidiary companies covered under the Act, and the operating effectiveness of such controls, refer to our separate report in 'Annexure A';
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements / consolidated financial statements as also the other financial information of the subsidiaries:

- i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group;
- ii. Provision has been made in these consolidated financial statements, as required under the applicable law or Ind AS, for material foreseeable losses, on long-term contracts including derivative contracts;
- iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies, during the year ended 31 March 2019;
- iv. the disclosure requirements relating to holdings as well as dealings in specified bank notes were applicable for the period from 8 November 2016 to 30 December 2016, which are not relevant to these consolidated financial statements. Hence, reporting under this clause is not applicable.

**For M H Dalal & Associates**  
**Chartered Accountants**  
**Firm Registration Number: - 112449W**

**Devang Dalal**  
**Partner**  
**Membership Number:- 109049**

**Place: Mumbai**  
**Date: May 28, 2019**



## ANNEXURE A TO INDEPENDENT AUDITOR'S REPORT

### Independent Auditor's Report on the Internal Financial Controls under Clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 (the 'Act')

1. In conjunction with our audit of the consolidated financial statements of **Man Industries (India) Limited** (the 'Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as the 'Group'), as at and for the year ended 31 March 2019, we have audited the internal financial controls over financial reporting ('IFCoFR') of the Holding Company, its two subsidiary companies, which are companies covered under the Act, as at that date

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

2. The respective Board of Directors of the Holding Company, its two subsidiary companies, which are companies covered under the Act, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (the '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 the company's business, including adherence to the company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### Auditor's Responsibility

3. Our responsibility is to express an opinion on the IFCoFR of the Holding Company, its two subsidiary companies, as aforesaid, based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of IFCoFR, and the Guidance Note issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate IFCoFR were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the IFCoFR and their operating effectiveness. Our audit of IFCoFR includes obtaining an understanding of IFCoFR, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the IFCoFR of the Holding Company, its two subsidiary companies, as aforesaid.

#### Meaning of Internal Financial Controls over financial Reporting

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

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

7. Because of the inherent limitations of IFCoFR, 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 IFCoFR to future periods are subject to the risk that the IFCoFR may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

8. In our opinion, the Group has, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2019, based on the internal control over financial reporting criteria established by the Group considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

**For M H Dalal & Associates**  
**Chartered Accountants**  
**Firm Registration Number: - 112449W**

**Devang Dalal**  
**Partner**  
**Membership Number: - 109049**

**Place: Mumbai**  
**Date: May 28, 2019**

## CONSOLIDATED BALANCE SHEET AS AT 31st March 2019

(₹ in lakhs)

Particulars		Note No.	As at 31st-March-2019	As at 31st-March-2018
<b>ASSETS</b>				
1	<b>Non-current assets</b>			
a)	Property, plant and equipment	5	39,641.98	35,541.38
b)	Capital work in progress	5	275.81	6,299.74
c)	Financial assets			
i)	Investments	6	10,229.83	10,229.83
ii)	Trade receivables	7	3,741.73	1,799.36
iii)	Other financial assets	8	485.52	405.69
d)	Other non current assets	9	10,130.36	6,286.07
	<b>Total Non Current Assets</b>		<b>64,505.23</b>	<b>60,562.07</b>
2	<b>Current assets</b>			
a)	Inventories	10	21,662.92	41,829.70
b)	Financial assets			
i)	Investments	11	5.10	57.16
ii)	Trade receivables	12	55,525.36	38,270.63
iii)	Cash and cash equivalent	13	492.07	544.07
iv)	Bank balance other than (iii) above	14	4,233.24	6,121.99
v)	Loans	15	5,006.90	4,023.51
vi)	Other financial assets	16	1,381.32	1,387.38
c)	Other current assets	17	6,607.42	16,965.03
	<b>Total Current Assets</b>		<b>94,914.33</b>	<b>1,09,199.47</b>
	<b>TOTAL ASSETS</b>		<b>1,59,419.56</b>	<b>1,69,761.54</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
a)	Equity share capital	18A	2,855.15	2,855.15
b)	Other equity	18B	67,347.86	62,364.04
	<b>Total equity</b>		<b>70,203.01</b>	<b>65,219.19</b>
<b>Liabilities</b>				
1	<b>Non-current liabilities</b>			
a)	Financial liabilities			
i)	Borrowings	19	4,916.47	8,957.95
ii)	Trade payable	20	10.83	11.80
b)	Provisions	21	167.40	132.05
c)	Deferred tax liabilities (Net)	22	3,968.47	3,541.16
d)	Other non-current liabilities	23	364.53	364.85
	<b>Total Non current liabilities</b>		<b>9,427.70</b>	<b>13,007.81</b>
2	<b>Current liabilities</b>			
a)	Financial liabilities			
i)	Borrowings	24	15,129.87	17,417.05
ii)	Trade payable	25	56,338.42	57,777.67
iii)	Other financial liabilities	26	5,723.84	12,015.62
b)	Other current liabilities	27	509.12	2,256.31
c)	Provisions	28	756.79	676.42
d)	Current tax liability (Net)	29	1,330.81	1,391.47
	<b>Total Current Liabilities</b>		<b>79,788.85</b>	<b>91,534.54</b>
	<b>Total Liabilities</b>		<b>89,216.55</b>	<b>1,04,542.35</b>
	<b>TOTAL EQUITY AND LIABILITIES</b>		<b>1,59,419.56</b>	<b>1,69,761.54</b>

The accompanying notes are an integral part of these consolidated financial statements

This is the Balance Sheet referred to in our report of even date

**For M H Dalal & Associates**

Chartered Accountants

Firm registration number : 112449W

**For and behalf of Board of Directors**

**R C Mansukhani**

Chairman

DIN - 00012033

**Kirit N Damania**

Director

DIN - 01435190

**P K Tandon**

Director

DIN - 00364652

**Nikhil Mansukhani**

Director

DIN - 02257522

**Devang Dalal**

Partner

Membership No.: 109049

**Renu P Jalan**

Director

DIN - 08076758

**Heena Kalantri**

Director

DIN - 00149407

**Ashok Gupta**

Chief Financial Officer

**Shashank Belkhede**

Company Secretary

Place : Mumbai

Date : May 28, 2019

Place : Mumbai

Date : May 28, 2019

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019**

Particulars	Note No.	Year	
		2018-19	2017-18
(₹ in Lakhs)			
<b>1 Income</b>			
Revenue from operations	30	2,22,171.13	1,60,752.34
Other income	31	2,065.55	5,679.92
<b>Total Income</b>		<b>2,24,236.68</b>	<b>1,66,432.26</b>
<b>2 Expenses</b>			
Cost of materials consumed	32	1,51,981.29	1,33,973.81
Purchases of stock-in-trade	33	8,013.79	1,161.90
Changes in inventories of finished goods, stock-in-trade and work-in-progress	34	9,705.37	(14,221.42)
Employee benefits expense	35	5,571.90	4,628.30
Finance costs	36	6,529.54	4,303.44
Depreciation and amortization expense	37	4,592.87	3,920.65
Other expenses	38	28,998.89	22,758.21
<b>Total expenses</b>		<b>2,15,393.65</b>	<b>1,56,524.89</b>
<b>3 Profit/(loss) before exceptional item and tax</b>		<b>8,843.03</b>	9,907.37
<b>4 Exceptional item (Loss)</b>		-	370.17
<b>5 Profit / (loss) before tax</b>		<b>8,843.03</b>	<b>9,537.20</b>
<b>6 Tax expenses</b>			
(1) Current tax	22	2,655.81	3,345.28
(2) Deferred tax (credit) / charge	22	303.53	(177.34)
<b>7 Profit/(loss) for the period</b>		<b>5,883.69</b>	<b>6,369.26</b>
<b>8 Other Comprehensive Income</b>			
A (i) Items that will not be reclassified to profit or loss		345.22	79.14
(ii) Income tax relating to items that will not be reclassified to profit or loss		(123.78)	(26.41)
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
Total Other Comprehensive Income (net of tax)		221.44	52.73
<b>9 Total Comprehensive Income for the period (Comprising Profit / (Loss) and Other Comprehensive Income for the period)</b>		<b>6,105.15</b>	<b>6,421.99</b>
<b>10 Earnings per equity share of face value of ₹ 5/- each</b>			
Basic and diluted earning per share	43	10.30	11.15

The accompanying notes are an integral part of these consolidated financial statements

This is the Statement of Profit and Loss referred to in our report of even date For M H Dalal & Associates

Chartered Accountants  
Firm registration number : 112449W

For and behalf of Board of Directors

R C Mansukhani  
Chairman  
DIN - 00012033

Kirit N Damania  
Director  
DIN - 01435190

P K Tandon  
Director  
DIN - 00364652

Nikhil Mansukhani  
Director  
DIN - 02257522

Devang Dalal  
Partner  
Membership No.: 109049

Renu P Jalan  
Director  
DIN - 08076758

Heena Kalantri  
Director  
DIN - 00149407

Ashok Gupta  
Chief Financial Officer

Shashank Belkhede  
Company Secretary

Place : Mumbai  
Date : May 28, 2019

Place : Mumbai  
Date : May 28, 2019

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2019

### A. Equity Share Capital

(₹ In Lakhs)

Particulars	Note	Amount
<b>As at 1st April, 2017</b>	18A	2,855.15
Changes in equity share capital during the year		-
<b>As at 31st March, 2018</b>	18A	2,855.15
Changes in equity share capital during the year		-
<b>As at 31st March, 2019</b>	18A	2,855.15

### B. Other Equity (18B)

Particulars	Reserves and Surplus			Exchange Diff. on translating the financial statements of foreign operations	Total
	Securities Premium Reserve	General Reserve	Retained Earnings		
<b>Balance as at 1st April, 2017</b>	<b>9,433.32</b>	<b>8,531.06</b>	<b>38,953.43</b>	<b>55.16</b>	<b>56,972.98</b>
Profit / (Loss) for the year	-	-	6,365.11	-	6,365.11
Other comprehensive gains / (loss) for the year					
- Remeasurements gains / (loss) on defined benefit plans	-	-	37.02	-	37.02
- Foreign currency translation differences	-	-	-	46.26	46.26
- Deferred Tax	-	-	(12.81)	(13.59)	(26.41)
Dividend	-	-	(856.55)	-	(856.55)
Corporate Dividend Distribution Tax	-	-	(174.37)	-	(174.37)
Transfer to General Reserve	-	626.61	(626.61)	-	-
<b>Balance as at 31st March, 2018</b>	<b>9,433.32</b>	<b>9,157.67</b>	<b>43,685.22</b>	<b>87.82</b>	<b>62,364.04</b>
Profit / (Loss) for the year	-	-	5,883.69	(9.00)	5,874.70
Other comprehensive income / (loss) for the year					
- Remeasurements gains / (loss) on defined benefit plans	-	-	(11.32)	-	(11.32)
- Foreign currency translation differences	-	-	-	364.92	364.92
- Deferred Tax	-	-	3.96	(127.73)	(123.78)
Dividend	-	-	(856.55)	-	(856.55)
Corporate Dividend Distribution Tax	-	-	(176.07)	-	(176.07)
Transfer to General Reserve	-	-	-	-	-
Adjustment of Income Tax (earlier year)	-	-	(88.09)	-	(88.09)
<b>Balance as at 31st March, 2019</b>	<b>9,433.32</b>	<b>9,157.67</b>	<b>48,440.85</b>	<b>316.02</b>	<b>67,347.86</b>

The accompanying notes are an integral part of these consolidated financial statements

This is the Statement of Changes in Equity referred to in our report of even date

**For M H Dalal & Associates**

Chartered Accountants  
Firm registration number : 112449W

**For and behalf of Board of Directors**

**R C Mansukhani**  
Chairman  
DIN - 00012033

**Kirit N Damania**  
Director  
DIN - 01435190

**P K Tandon**  
Director  
DIN - 00364652

**Nikhil Mansukhani**  
Director  
DIN - 02257522

**Devang Dalal**  
Partner  
Membership No.: 109049

**Renu P Jalan**  
Director  
DIN - 08076758

**Heena Kalantri**  
Director  
DIN - 00149407

**Ashok Gupta**  
Chief Financial Officer

**Shashank Belkhede**  
Company Secretary

Place : Mumbai  
Date : May 28, 2019

Place : Mumbai  
Date : May 28, 2019

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED March 31, 2019**

Particulars	(₹ In Lakhs)	
	Year 2018-19	Year 2017-18
<b>[A] CASH FLOWS FROM OPERATING ACTIVITIES</b>		
<b>Profit before tax from continuing operations</b>	<b>8,843.02</b>	9,533.06
Adjustments for:		
Depreciation and amortisation expense	4,592.87	3,920.65
Finance costs	6,528.80	4,387.96
Interest income	(759.24)	(3,068.19)
Profit on sale of investments (net)	(0.05)	(0.08)
Fair valuation of investments through profit and loss	2.82	(8.87)
Dividend Income	-	(0.16)
Unrealised exchange (gain) / loss (net)	(155.86)	48.91
Impairment of Assets	-	370.17
Other compressive Income (Net)	230.44	49.89
Adjustment of Income tax (earlier year)	(88.09)	-
<b>Operating profit before working capital changes</b>	<b>19,194.72</b>	15,233.35
Adjustments for:		
(Increase)/ Decrease in trade and other receivables	(13,519.50)	(3,321.38)
(Increase)/ Decrease in inventories	20,166.79	(30,937.75)
Increase/ (Decrease) in trade and other payables	(9,772.28)	34,208.96
Increase/ (Decrease) in provisions	141.21	90.29
	(2,983.78)	40.12
Cash (used in)/from operations	16,210.93	15,273.46
Direct taxes paid (net of refunds)	(2,592.69)	(2,074.56)
<b>Net cash (used in) / from continuing operations [A]</b>	<b>13,618.24</b>	13,198.90
<b>[B] CASH FLOWS FROM INVESTING ACTIVITIES</b>		
<b>Add: Inflows from investing activities</b>		
Sale of current investments	(2.77)	8.96
Interest received	759.24	3,068.19
Dividend received	-	0.16
	756.46	3,077.30
<b>Less: Outflows from investing activities</b>		
Purchase of property, plant and equipment and intangible assets	2,669.53	11,047.70
Unrealised exchange gain on consolidation (net)	(309.29)	44.98
Purchase of investments (net)	110.34	2,476.39
	2,470.59	13,569.07
<b>Net Cash (used in) / from investing activities [B]</b>	<b>(1,714.12)</b>	(10,491.76)
<b>[C] CASH FLOWS FROM FINANCING ACTIVITIES</b>		
<b>Add: Inflows from financing activities</b>		
Proceeds from Issuance of Share Capital	-	2,573.48
Proceeds from long-term borrowings	-	5,920.68
Proceeds from short-term borrowings (net)	(2,241.96)	(4,496.78)
	(2,241.96)	3,997.37
<b>Less: Outflows from financing activities</b>		
Repayments of long-term borrowings	4,041.49	10,095.79
Dividend paid	856.55	856.55
Dividend Distribution Tax	176.07	174.37
Interest paid	6,528.80	4,387.96
	11,602.90	15,514.67
<b>Cash (used in) /from financing activities [C]</b>	<b>(13,844.86)</b>	(11,517.30)
<b>NET INCREASE / (DECREASE) IN CASH AND BANK BALANCES (A+B+C)</b>	<b>(1,940.74)</b>	(8,810.16)
<b>Cash and cash equivalents at beginning of the year</b>	<b>6,666.06</b>	15,476.22
<b>Cash and cash equivalents at end of the year</b>	<b>4,725.31</b>	6,666.06

**Notes :**

The Consolidated cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS) 7 - Statement of Cash Flows

**This is the Cash Flow referred to in our report of even date****For M H Dalal & Associates**

Chartered Accountants  
Firm registration number : 112449W

**For and behalf of Board of Directors**

**R C Mansukhani**  
Chairman  
DIN - 00012033

**Kirit N Damania**  
Director  
DIN - 01435190

**P K Tandon**  
Director  
DIN - 00364652

**Nikhil Mansukhani**  
Director  
DIN - 02257522

**Devang Dalal**

Partner  
Membership No.: 109049

**Renu P Jalan**  
Director  
DIN - 08076758

**Heena Kalantri**  
Director  
DIN - 00149407

**Ashok Gupta**  
Chief Financial Officer

**Shashank Belkhede**  
Company Secretary

Place : Mumbai  
Date : May 28, 2019

Place : Mumbai  
Date : May 28, 2019

## Notes on Consolidated Financial Statements for the year ended 31st March, 2019

### 1 BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

These consolidated financial statements are prepared in accordance with Indian Accounting Standards ('Ind AS') under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013("Act") (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

Accounting policies have been consistently applied 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.

### 2 PRINCIPLES OF CONSOLIDATION

Subsidiaries are all entities over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the group.

The group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

### 3 SIGNIFICANT ACCOUNTING POLICIES

#### a) Income Recognition

- i) Revenue in respect of sale of goods is recognised on dispatch of goods from the factory on the basis of tax invoice. The sales are net of Goods and Service Tax. Further the materials returned/rejected are accounted for in the year of return/rejections.
- ii) For the service rendered the Group recognised revenue on the basis of Stage of Completion Method
- iii) Other income is comprised primarily of interest income, export incentives, exchange gain/loss on forward contracts and on translation of other assets and liabilities. Other income is recognized on accrual basis except dividend income which is recognized when the right to receive payment is established.

#### b) Property, Plant and Equipment

Property, plant and equipment are stated at original cost net of tax / duty credit availed, less accumulated depreciation and accumulated impairment losses, if any. The carrying amount of the component accounted for as a separated asset is derecognised when replaced. All other repair and maintenance costs are recognised in the statement of profit and loss as incurred.

Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date.

Property, plant and equipment are eliminated from financial statement, either on disposal or when retired from active use. Losses arising in case retirement of property, plant and equipment and gains or losses arising from disposal of property, plant and equipment are recognised in the statement of profit and loss in the year of occurrence.

The assets' residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

#### c) Lease Assets

Leasehold lands in case of operating lease are amortised over the period of lease.

Buildings constructed on leasehold land are depreciated based on the useful life specified in Schedule II to the Companies Act, 2013, where the lease period of land is beyond the life of the building.

In other cases, buildings constructed on leasehold lands are amortised over the primary lease period of the lands.

## Notes on Consolidated Financial Statements for the year ended 31st March, 2019

### d) Intangible Fixed Assets

Intangible assets acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Cost of a non-monetary asset acquired in exchange of another non-monetary asset is measured at fair value. Intangible assets are amortised on a straight-line basis over their estimated useful lives.

#### Goodwill

Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Consolidated Statement of Profit and Loss.

### e) Depreciation

#### Tangible Fixed Assets

Consequent to the enactment of the Companies Act, 2013 (The Act) and its applicability for accounting periods commencing from 1st April 2014, the Group has realigned the remaining useful lives of its fixed assets, in accordance with the provisions prescribed under Schedule II of the Act. Consequently, the carrying value (net of residual value) as at 1st April 2014 is being depreciated over the revised remaining useful lives on the basis of straight - line method. The Group has used following useful life to provide depreciation on its fixed assets:

Office Building	60 years	Factory Building	30 years
Plant & Machinery	15 years	Wind Mill	22 years
Office Equipment's	05 years	Furniture & Fixtures	10 years
Vehicles	10 years	Computer Hardware	03 years

#### Intangible Fixed Assets

Intangible assets are amortized by straight line method over the estimated useful life of such assets. The useful life is estimated based on the evaluation of future economic benefits expected of such assets. The amortisation period and amortisation method are reviewed at least at each financial year. If the expected useful life of assets is significantly different from previous estimates, the amortisation period is changed accordingly.

### f) Valuation of Inventories

- i) Raw materials are valued at cost or net realizable value whichever is lower. Cost is computed using First in First Out (FIFO) method.
- ii) Work -in -Progress include the cost of purchase, appropriate share of cost of conversion and other overhead incurred in bringing the inventory to its present location and condition.
- iii) Finished goods are valued at cost or net realisable value whichever is less. Cost includes cost of purchase, cost of conversion and other overhead incurred in bringing the inventory to its present location and condition. Obsolete/slow moving inventories are adequately provided for.
- iv) Other stores and spares/consumable are valued at cost after providing for cost of obsolescence, if any.

### g) Foreign Exchange Fluctuation

- i) Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.
- ii) Monetary items denominated in foreign currencies at the year end are restated at year end rates.
- iii) In respect of forward exchange contract entered for speculation purpose and expired during the year, the difference in forward exchange booking rate and spot rate on the date of expiry of contract is dealt in the Profit and Loss Account. In respect of forward exchange contract entered for speculative purpose and carried forward in next accounting period, the difference between the forward exchange booking rate and closing interbank rate including premium upto maturity prevailing at the close of the year are dealt in the Profit and Loss Account.



## Notes on Consolidated Financial Statements for the year ended 31st March, 2019

- iv) In respect of branches, which are non-integral foreign operations, all transactions are translated at rates prevailing on the date of transaction or that approximates the actual rate at the date of transaction. Branch monetary assets and liabilities are restated at the year-end rates. The exchange difference arising on translation are recognised in Other Comprehensive Income (OCI).
- v) Any income or expense on account of exchange difference either on settlement or on translation is recognised in the Statement of Profit and Loss.

### h) Employee Benefits

#### i) Short Term Employee Benefits

All Employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and they are recognized in the period in which employee renders the related service except leave encashment.

#### ii) Long Term Employee Benefits

##### - Defined Contribution Plans

Defined contribution fund are government administered provident fund scheme, employee state insurance scheme for all employees. The Company's contribution to defined contribution plans are recognized in the Profit & Loss Account in the financial year to which they relate.

##### - Defined Benefit Gratuity Plan

The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value and the fair value of any plan assets is deducted.

The present value of the obligation under such defined benefit plan is determined based on actuarial valuation using the Projected Unit Credit Method.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government Securities as at the Balance Sheet date.

Actuarial gains and losses are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. Past service cost is recognised in the statement of profit and loss in the period of plan amendment.

#### iii) Other Long-Term Employee Benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability at the present value of the defined benefit obligation at the Balance Sheet date, determined based on actuarial valuation using Projected Unit Credit Method. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government Securities as at the Balance Sheet date.

### i) Taxation

Income tax expense comprises current and deferred income tax. Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date.

The company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. The income tax provision for the interim period is made based on the best estimate of the annual average tax rate expected to be applicable for the full financial year.

Minimum Alternate Tax (MAT) credit is recognised as tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

## Notes on Consolidated Financial Statements for the year ended 31st March, 2019

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized. Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized.

### j) Provisions, Contingent Liabilities and Contingent Assets

Provision is recognised in the accounts when there is a present obligation as a result of past event(s) and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed unless the possibility of outflow of resources is remote.

Contingent assets are neither recognised nor disclosed in the consolidated financial statements.

### k) Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to Profit and Loss account.

### l) Earnings Per Share

In determining Earning per Share, the Group considers the net profit after tax and includes the post-tax effect of any extraordinary / exceptional item. The number of shares used in computing Basic Earning per Share is the weighted average number of shares outstanding during the period. The number of shares used in computing Diluted Earnings per Share comprises the weighted average shares considered for deriving Basic Earnings per Share and also the weighted average number of shares that could have been issued on the conversion of all dilutive potential equity shares unless the results would be anti - dilutive. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date.

### m) Leases:

Leases under which the company assumes substantially all the risks and rewards of ownership are classified as finance leases. When acquired, such assets are capitalized at fair value or present value of the minimum lease payments at the inception of the lease, whichever is lower. Lease payments under operating leases are recognized as an expense on a straight line basis in net profit in the Statement of Profit and Loss over the lease term.

### n) Impairment of Non-Financial Assets

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

## Notes on Consolidated Financial Statements for the year ended 31st March, 2019

### o) Exceptional Items

Certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Group is such that its disclosure improves the understanding of the performance of the Group, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the consolidated financial statements.

### p) Government Grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with.

Where the grant relates to an asset the cost of the asset is shown at gross value and grant thereon is treated as capital grant which is recognised as income in the statement of profit and loss over the period and in proportion in which depreciation is charged.

Revenue grants are recognised in the statement of profit and loss in the same period as the related cost which they are intended to compensate are accounted for.

Where the Group receives non-monetary grants, the asset and the grant are recorded gross at nominal amounts and released to the statement of profit and loss over the expected useful life and pattern of consumption of the benefit of the underlying asset by equal annual instalments.

### q) Financial Instruments

#### Initial recognition

The Group recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not at fair value through profit or loss, are added to the fair value on initial recognition.

#### Subsequent measurement

#### a) Non-derivative financial instruments

##### i) Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### ii) Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Group has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model. Further, in cases where the Group has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

##### iii) Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

#### Impairment

The Group recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required

## Notes on Consolidated Financial Statements for the year ended 31st March, 2019

to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in profit or loss.

### iv) Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. 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.

### v) Investment in subsidiaries

Investment in subsidiaries is carried at cost in the separate consolidated financial statements.

### b) **Derivative financial instruments**

The Group holds derivative financial instruments such as foreign exchange forward and option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank.

### c) **Share capital**

#### **Ordinary Shares**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares and share options are recognized as a deduction from equity, net of any tax effects

#### **Derecognition of financial instruments**

The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Group's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

### r) **Fair Value Measurement:**

In determining the fair value of its financial instruments, the Group uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

## 4) **SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS**

The preparation of the consolidated financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the Consolidated financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these Consolidated financial statements have been disclosed in note no 44 , 46 and 47. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the consolidated financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the consolidated financial statements.

## Notes on consolidated financial statement for the year ended on 31st March, 2019

### NOTE 5:- CONSOLIDATED PROPERTY, PLANT AND EQUIPMENT AS AT 31ST MARCH, 2019

Particulars	(₹ in Lakhs)											Total		
	Freehold Land	LAND - Leasehold Improvement	Factory Buildings	Office Premises	Plant and Machinery	Office Equipments	Furniture and fittings	Electrical Equipments	Vehicles	Computers	Windmill		Total	Capital work-in-progress
Cost:														
<b>As at 31-03-2017</b>	136.78	108.50	11,251.61	548.15	27,956.03	94.62	363.08	431.66	503.13	56.91	854.09	42,304.59	528.19	42,832.78
Additions	-	-	231.86	931.66	4,236.06	25.08	3.22	12.67	94.21	22.73	-	5,557.49	10,528.41	16,085.90
Disposals/transfers	-	-	-	-	9.53	-	-	-	72.77	-	-	82.29	4,756.86	4,839.15
Impairment (Loss by fire)	-	-	-	-	370.17	-	-	-	-	-	-	370.17	-	370.17
Less: translation adjustments	-	-	-	252.17	-	-0.01	-0.17	-	-0.19	-0.00	-	251.81	-	251.81
Transferred to discontinued operations	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>As at 31-03-2018</b>	136.78	108.50	11,483.47	1,227.64	31,812.39	119.71	366.47	444.34	524.76	79.65	854.09	47,157.81	6,299.74	53,457.55
Additions	-	-	912.38	-	7,620.86	2.89	5.41	95.08	12.78	42.76	-	8,692.17	1,606.40	10,298.57
Disposals/transfers	-	-	-	-	289.87	-	-	-	-	-	-	289.87	7,630.33	7,920.20
Impairment (Loss by fire)	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Less: translation adjustments	-	-	-	-	-	-0.09	-2.02	-	-2.27	-0.05	-	-4.42	-	-4.42
Transferred to discontinued operations	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>As at 31-03-2019</b>	136.78	108.50	12,395.86	1,227.64	39,143.38	122.68	373.89	539.42	539.80	122.46	854.09	55,564.52	275.81	55,840.33
<b>Accumulated Depreciation:</b>														
<b>As at 31-03-2017</b>	-	11.29	894.44	10.49	6,228.55	27.68	164.12	203.36	88.12	23.09	97.40	7,748.53	-	7,748.53
Depreciation charge for the year	-	9.23	458.84	5.48	3,187.94	16.29	55.42	55.13	63.95	19.76	48.63	3,920.65	-	3,920.65
Disposals/transfers	-	-	-	-	2.34	-	-	-	50.71	-	-	53.06	-	53.06
Less: translation adjustments	-	-	-	-	-	-0.01	-0.17	-	-0.11	-0.00	-	-0.29	-	-0.29
Transferred to discontinued operations	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>As at 31-03-2018</b>	-	20.52	1,353.27	15.97	9,414.15	43.97	219.71	258.49	101.47	42.85	146.03	11,616.43	-	11,616.43
Depreciation charge for the year	-	9.24	485.83	19.97	3,832.33	18.27	51.35	31.33	66.71	29.21	48.63	4,592.87	-	4,592.87
Disposals/transfers	-	-	-	-	289.87	-	-	-	-	-	-	289.87	-	289.87
Less: translation adjustments	-	-	-	-	-	-0.09	-2.01	-	-0.98	-0.05	-	-3.12	-	-3.12
Transferred to discontinued operations	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>As at 31-03-2019</b>	-	29.76	1,839.10	35.94	12,956.61	62.33	273.07	289.81	169.15	72.11	194.67	15,922.55	-	15,922.55
Net book value														
<b>At 31-03-2018</b>	136.78	87.98	10,130.20	1,211.67	22,398.24	75.74	146.76	185.85	423.29	36.80	708.06	35,541.38	6,299.74	41,841.12
<b>At 31-03-2019</b>	136.78	78.75	10,556.75	1,191.70	26,186.78	60.35	100.82	249.60	370.65	50.35	659.43	39,641.98	275.81	39,917.79

#### Note :-

i) Refer to Note 19 and Note 24 for information on property, plant and equipment pledged as security by the Group.

## Notes on consolidated financial statement for the year ended on 31st March, 2019

Note No.	Particulars	(₹ In Lakhs)	
		As at 31st-March-2019	As at 31st-March-2018
<b>6</b>	<b>Non Current Investment</b>		
	<b>Unquoted Investments</b>		
	<b>Investment carried at cost</b>		
	<b>Investment in equity instrument of subsidiaries</b>		
	<b>Merino Shelters Private Limited</b>	10,229.83	10,229.83
	18,789 (31 March 2018: 18,789) Equity Shares of ₹ 10/- each		
	<b>Total</b>	<u>10,229.83</u>	<u>10,229.83</u>
<b>7</b>	<b>Non Current Trade Receivables</b>		
	<b>Unsecured, Considered goods unless otherwise stated</b>		
	Non Current *	3,741.73	1,799.36
	<b>Total</b>	<u>3,741.73</u>	<u>1,799.36</u>
	* of above ₹ 2,897.99 Lakhs (31 March 2018: ₹ 1,710.74 Lakhs) outstanding on account of matters in litigation.		
<b>8</b>	<b>Non-Current Financial Assets-Others</b>		
	Security Deposit	76.65	54.36
	Lease Deposit *	114.91	103.58
	Bank Deposit maturing over one Year ^	293.96	247.75
	<b>Total</b>	<u>485.52</u>	<u>405.69</u>
	* includes payment to related parties (Refer Note 42)		
	^ held as lien by bank against bank guarantee and letter of credit amounting to ₹ 287.88 Lakhs (31 March 2018: ₹ 247.75 Lakhs)		
<b>9</b>	<b>Non-Current Assets-Others</b>		
	Unsecured, considered good, unless otherwise stated		
	Advance to Suppliers	76.31	56.32
	Capital Advance	3,473.17	-
	Advance for Property ^	6,356.90	6,012.90
	Others	223.98	216.85
	<b>Total</b>	<u>10,130.36</u>	<u>6,286.07</u>
	^ includes advance paid to related parties (Refer Note 42)		
<b>10</b>	<b>Inventories</b>		
	Raw Material	13,594.60	20,525.02
	Raw Material - In Transit	-	4,211.34
	Work-in-progress	4,007.18	10,467.74
	Finished goods	1,157.11	4,401.90
	Stores and Spares	2,904.03	2,223.70
	<b>Total</b>	<u>21,662.92</u>	<u>41,829.70</u>

## Notes on consolidated financial statement for the year ended on 31st March, 2019

Note No.	Particulars	(₹ In Lakhs)	
		As at 31st-March-2019	As at 31st-March-2018
<b>11</b>	<b>Investment</b>		
	Investments in equity instruments Quoted	5.09	7.90
	Investments in equity instruments Unquoted	0.01	0.01
	Investments in Mutual Fund	-	49.25
	<b>Total</b>	<u>5.10</u>	<u>57.16</u>
	<b>Quoted Investments</b>		
	<b>Investments in equity instruments Carried at fair value through profit and loss</b>		
	<b>Everest Kant Cylinder Ltd.</b>		
	18,763 (31 March 2018: 18,763) Equity shares of ₹ 2/- each	5.09	7.90
	<b>Sirpur Paper Mills Ltd.</b>		
	18,519 (31 March 2018: 18,519) equity shares of ₹ 10/- each	-	-
	<b>Total Current Investments</b>		
	Aggregate amount of quoted investments and market value thereof	5.09	7.90
	<b>Total</b>	<u>5.09</u>	<u>7.90</u>
	<b>Unquoted Investments</b>		
	<b>Dombivali Nagari Sahakari Bank Ltd</b>	0.01	0.01
	30 (31 March 2018: 30) equity shares of ₹ 50/- each		
	<b>Total</b>	<u>0.01</u>	<u>0.01</u>
	<b>Investment in Mutual Fund</b>		
	<b>Union Balanced Advantage Fund Regular Plan -Growth</b>		
	Nil (31 March 2018: 499,990) units of ₹ 10/- each	-	49.25
	<b>Total</b>	<u>-</u>	<u>49.25</u>
<b>12</b>	<b>Trade Receivables</b>		
	<b>Considered good, unless otherwise stated</b>		
	Unsecured	51,887.73	18,539.79
	Secured	3,637.63	19,730.84
	<b>Total</b>	<u>55,525.36</u>	<u>38,270.63</u>
<b>13</b>	<b>Cash And Cash Equivalents</b>		
	Balances with banks:		
	in current accounts	86.35	534.77
	in deposit accounts	396.27	6.53
	Cash on hand	9.45	2.77
	<b>Total</b>	<u>492.07</u>	<u>544.07</u>
<b>14</b>	<b>Bank Balances Other Than Cash And Cash Equivalents</b>		
	Margin money deposits <sup>^</sup>	3,747.25	5,673.37
	Unpaid dividends - earmarked balances with banks	485.99	448.62
	<b>Total</b>	<u>4,233.24</u>	<u>6,121.99</u>

<sup>^</sup> held as lien by bank against bank guarantee, letter of credit and term loan amounting to ₹ 3,747.25 Lakhs (31 March 2018: ₹ 5,673.37 Lakhs)

There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund as at 31st March, 2019.

## Notes on consolidated financial statement for the year ended on 31st March, 2019

Note No.	Particulars	(₹ In Lakhs)	
		As at 31st-March-2019	As at 31st-March-2018
<b>15</b>	<b>Current Financial Asstes - Loans</b>		
	Unsecured, considered good, unless otherwise stated		
	Advances recoverable in cash or in kind or for value to be received:		
	Intercompany Deposits	1,500.00	1,836.37
	Loans to employees	32.13	30.26
	Loans to Related Parties (Refer Note 42)	1,938.57	857.63
	Interest Receivable:		
	Others	373.02	303.15
	Related Parties (Refer Note 42)	1,163.18	996.10
	<b>Total</b>	<b>5,006.90</b>	<b>4,023.51</b>
<b>16</b>	<b>Current Financial Assets - Others</b>		
	Advance tax less provision for tax of earlier years	1,380.67	1,386.77
	Security Deposits	0.65	0.61
	<b>Total</b>	<b>1,381.32</b>	<b>1,387.38</b>
<b>17</b>	<b>Other Current Assets</b>		
	Capital Advance	-	3,100.00
	Advance to Suppliers	2,571.80	3,629.06
	Prepaid expenses	880.85	924.50
	Statutory and other receivables	3,154.77	8,968.01
	Other Receivables	-	343.46
	<b>Total</b>	<b>6,607.42</b>	<b>16,965.03</b>
<b>18A</b>	<b>Share Capital</b>		
	<b>Authorised:</b>		
	80,000,000 (31 March 2018: 80,000,000) Equity Shares of ₹ 5/- each	4,000.00	4,000.00
	<b>Issued, Subscribed &amp; Paid-Up</b>		
	57,103,055 (31 March 2018: 57,103,055) Equity Shares of ₹ 5/- each	2,855.15	2,855.15

Notes:

**a Reconciliation of the number of the shares outstanding at the beginning and at the end of the year:**

Issued, Subscribed and paid up share capital	As at 31st-March-2019 No. of Shares	As at 31st-March-2018 No. of Shares
	Balance at the beginning of the year	5,71,03,055
Balance at the end of the year	5,71,03,055	5,71,03,055



## Notes on consolidated financial statement for the year ended on 31st March, 2019

### b Terms / rights attached to equity shares:

The Company has one class of share capital, i.e., equity shares having face value of ₹ 5/- per share. Each holder of equity share is entitled to one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

### c Details of shareholders holding more than 5 % shares in the Company:

Particulars	%	As at	%	As at
		31st-March-2019		31st-March-2018
		No. of Shares		No. of Shares
Shri Rameshchandra Mansukhani	23.31	1,33,12,992	22.57	1,28,87,601
Shri Nikhil Mansukhani	6.06	34,61,285	5.86	33,44,081
Man Finance Private Limited	5.49	31,32,834	5.49	31,32,834

d There are no shares reserved for issue under options and contracts / commitments for the sale of shares / disinvestment.

e The Company, in the previous five years, has not allotted any Bonus Shares, fully paid up Shares pursuant to contract(s) without payment being received in cash and has not bought back any Shares.

### 18B Other Equity

(₹ In Lakhs)

Particulars	Reserves and Surplus			Exchange Diff. on translating the financial statements of foreign operations	Total
	Securities Premium Reserve	General Reserve	Retained Earnings		
<b>Balance as at 1st April, 2017</b>	<b>9,433.32</b>	<b>8,531.06</b>	<b>38,953.43</b>	<b>55.16</b>	<b>56,972.98</b>
Profit / (Loss) for the year	-	-	6,365.11	-	6,365.11
Other comprehensive gains / (loss) for the year					
- Remeasurements gains / (loss) on defined benefit plans	-	-	37.02	-	37.02
- Foreign currency translation differences	-	-	-	46.26	46.26
- Deferred Tax	-	-	(12.81)	(13.59)	(26.41)
Dividend	-	-	(856.55)	-	(856.55)
Corporate Dividend Distribution Tax	-	-	(174.37)	-	(174.37)
Transfer to General Reserve	-	626.61	(626.61)	-	-
<b>Balance as at 31st March, 2018</b>	<b>9,433.32</b>	<b>9,157.67</b>	<b>43,685.22</b>	<b>87.82</b>	<b>62,364.04</b>
Profit / (Loss) for the year	-	-	5,883.69	(9.00)	5,874.70
Other comprehensive income / (loss) for the year					
- Remeasurements gains / (loss) on defined benefit plans	-	-	(11.32)	-	(11.32)
- Foreign currency translation differences	-	-	-	364.92	364.92
- Deferred Tax	-	-	3.96	(127.73)	(123.78)
Dividend	-	-	(856.55)	-	(856.55)
Corporate Dividend Distribution Tax	-	-	(176.07)	-	(176.07)
Transfer to General Reserve	-	-	-	-	-
Adjustment of Income Tax (earlier year)	-	-	(88.09)	-	(88.09)
<b>Balance as at 31st March, 2019</b>	<b>9,433.32</b>	<b>9,157.67</b>	<b>48,440.85</b>	<b>316.02</b>	<b>67,347.86</b>

## Notes on consolidated financial statement for the year ended on 31st March, 2019

Note No.	Particulars	(₹ In Lakhs)	
		As at 31st-March-2019	As at 31st-March-2018
<b>19</b>	<b>Non-Current Financial Liabilities-Borrowings</b>		
	<b>Secured loans</b>		
	<b>Term loans from banks</b>		
	Foreign Currency Loan	9,091.32	10,701.48
	Rupee Loan	169.71	8,654.81
	<b>Total</b>	<b>9,261.03</b>	<b>19,356.29</b>
	<b>Non Current Borrowings</b>		
	Foreign Currency Loan	4,845.04	2,098.38
	Rupee Loan	71.43	6,859.57
	<b>Total</b>	<b>4,916.47</b>	<b>8,957.95</b>
	<b>Current Borrowings</b>		
	Current Maturities of Long Term Borrowing		
	Foreign Currency Loan	4,246.28	8,603.10
	Rupee Loan	98.28	1,795.24
	<b>Total</b>	<b>4,344.56</b>	<b>10,398.34</b>

**(a) Secured term loans from banks:**

Foreign Currency Loan is secured by first pari passu charge by way of registered mortgage of entire immovable properties of the Company by way of deposit of title deeds both present and future; and Second pari passu charge by way of hypothecation over the current assets of the Company, both present and future.

**Repayment Schedule of Foreign Currency Loan**

Rate of Interest	Repayment Schedule	
	2019-20	Total
6 Months Libor + 4.90%	2,279.46	2,279.46

FCNR(B) Loan from State Bank of India balance amounting to ₹ 6811.85 Lakhs is secured primarily against 1st pari-passu charge along with foreign currency loan lenders on Company's Property Plant & Equipment

**Repayment Schedule**

Rate of Interest	Repayment Schedule			
	2019-20	2020-21	2021-22	Total
6 Months Libor + 5.00%	1,966.81	3,453.90	1,391.14	6,811.85

Car Loan from Kotak Mahindra Prime Limited balance amounting to ₹ 140.07 (Previous year March 31, 2018 ₹ 219.39 Lakhs) is secured against the motor car.

**Repayment Schedule of Car Loan**

Rate of Interest	Repayment Schedule		
	2019-20	2020-21	Total
11.19% per annum	89.99	50.08	140.07

Car Loan from Axis Bank balance amounting to ₹ 29.64 lakhs (Previous year March 31, 2018 ₹ 37.26 Lakhs) is secured against the motor car.

**Repayment Schedule of Car Loan**

Rate of Interest	Repayment Schedule				
	2019-20	2020-21	2021-22	2022-23	Total
8.52% per annum	8.29	9.03	9.82	2.50	29.64

## Notes on consolidated financial statement for the year ended on 31st March, 2019

		(₹ In Lakhs)	
Note No.	Particulars	As at 31st-March-2019	As at 31st-March-2018
<b>20</b>	<b>Non Current Financial Liabilities - Trade Payables</b>		
	Others	10.83	11.80
	<b>Total</b>	<u>10.83</u>	<u>11.80</u>
<b>21</b>	<b>Non-Current Provisions</b>		
	Employee Benefits	167.40	132.05
	<b>Total</b>	<u>167.40</u>	<u>132.05</u>
		<b>2018-19</b>	<b>2017-18</b>
<b>22</b>	<b>Taxation</b>		
	The major components of income tax items charged or credited directly to the profit or loss during the year:		
	Current income tax:		
	Current Income tax charge	2,655.81	3,345.28
	Adjustment in respect of current income tax of previous year	-	-
	Deferred tax expense / (benefit):		
	Relating to origination and reversal of temporary differences (continuing operations)	303.53	(177.34)
	<b>Total tax expense</b>	<u>2,959.33</u>	<u>3,167.94</u>
	<b>Income Tax expense</b>		
	<b>Reconciliation</b>		
	Accounting profit before income tax	8,697.80	9,454.04
	Taxable Income tax rate in India applicable to Company	34.944%	34.608%
	Tax Amount	3,039.36	3,271.86
	Tax effect of amounts which are not deductible (Taxable) in calculating taxable income	(383.56)	73.39
	Income not considered for tax purpose	(8.73)	(138.61)
	Expense not allowed for tax purpose	(439.12)	978.07
	Additional allowances for tax purpose	(649.80)	(627.41)
	Additional allowances for capital gain	0.05	0.27
	Current year losses/ brought forward losses on which deferred tax not recognised		
	Tax paid at lower rate	0.01	0.04
	<b>Income tax expense charged to the statement of profit and loss</b>	<u>2,655.81</u>	<u>3,345.28</u>

### Deferred tax relates to the following:

Particulars	(₹ In lakhs)					
	Balance Sheet		Recognised in statement of profit or loss		Recognised in statement of OCI	
	As at 31-03-2019	As at 31-03-2018	2018-19	2017-18	2018-19	2017-18
Depreciation	(1,018.53)	376.92	(355.92)	130.45	-	-
Amortization of Leasehold Improvements	-	-	-	-	-	-
Prepaid Expense on Leasehold premium and deposit	0.43	0.43	0.15	0.15	-	-
Amortization of Deferred Revenue Expenditure	98.40	153.94	34.38	53.28	-	-
Fair Valuation of Shares, Mutual funds & Bonds	2.82	(10.84)	0.99	(3.75)	-	-
Liability towards Guarantee to Subsidiary	-	(53.59)	-	(18.55)	-	-
Gratuity Provision - Current	59.79	54.30	20.89	18.79	-	-
Interest Cost on Rent Deposit	(11.51)	(8.72)	(4.02)	(3.02)	-	-
Foreign Currency translation Reserve	-	-	-	-	(127.73)	(13.59)
Gratuity Provision - Actuarial	-	-	-	-	3.96	(12.81)
	<u>(868.61)</u>	<u>512.43</u>	<u>(303.53)</u>	<u>177.34</u>	<u>(123.78)</u>	<u>(26.41)</u>

## Notes on consolidated financial statement for the year ended on 31st March, 2019

Note No.	Particulars	As at 31st-March-2019	As at 31st-March-2018
	<b>Reconciliation of deferred tax assets / (liabilities) net:</b>		
	Opening balance as of 1st April	3,541.16	3,692.08
	Tax income / (expense) during the period recognised in profit or loss	303.53	(177.34)
	Tax income / (expense) during the period recognised in OCI	123.78	26.41
	<b>Closing balance</b>	<b>3,968.47</b>	<b>3,541.16</b>
	Deferred tax assets have not been recognised in respect of losses as they may not be used to offset taxable profits elsewhere in the Group, they have arisen in subsidiaries that have been loss-making for some time, and there are no other tax planning opportunities or other evidence of recoverability in the near future.		
<b>23</b>	<b>Other Non-Current Liabilities</b>		
	Others	364.53	364.85
	<b>Total</b>	<b>364.53</b>	<b>364.85</b>
<b>24</b>	<b>Current Financial Liabilities - Borrowings</b>		
	<b>Secured loans</b>		
	<b>Working capital demand loan from banks</b>		
	Foreign Currency Loan	-	7,115.32
	Rupee Loan (Cash credit & Bill discounting)	14,429.19	9,645.95
		14,429.19	16,761.27
	Interest Accrued but not due	700.68	655.78
	<b>Total</b>	<b>15,129.87</b>	<b>17,417.05</b>
	Working Capital facilities by banker's are secured by first pari passu charge on entire current assets and second pari passu charges on the immovable properties of the Group.		
<b>25</b>	<b>Current Financial Liabilities - Trade Payables</b>		
	<b>Considered good, unless otherwise stated</b>		
	Unsecured	10,596.97	5,698.15
	Secured	45,741.45	52,079.52
	<b>Total</b>	<b>56,338.42</b>	<b>57,777.67</b>
	Refer Note 49 for due to supplier registered under MSMED Act		
<b>26</b>	<b>Current-Other Financial Liabilities</b>		
	Financial Liabilities at amortised cost:		
	Current maturities of long-term debt from bank		
	Foreign Currency Loan	4,246.27	8,603.10
	Rupee Loan	98.28	1,795.24
		4,344.55	10,398.34
	Outstanding Expenses	893.30	1,168.67
	Unpaid Dividend	485.99	448.61
	<b>Total</b>	<b>5,723.84</b>	<b>12,015.62</b>
<b>27</b>	<b>Other Current Liabilities</b>		
	Advances from customers	400.00	897.04
	Other payables:		
	Statutory dues	108.81	108.83
	Others *	0.31	1,250.44
	<b>Total</b>	<b>509.12</b>	<b>2,256.31</b>

\* includes ₹ Nil Lakhs (31 March 2018: ₹ 1,200.00 Lakhs) towards invocation of Bank guarantee of Pratibha Industries India Limited.

## Notes on consolidated financial statement for the year ended on 31st March, 2019

		(₹ In Lakhs)	
Note No.	Particulars	As at 31st-March-2019	As at 31st-March-2018
<b>28</b>	<b>Short-Term Provisions</b>		
	Employee benefits	756.79	676.42
	<b>Total</b>	<u>756.79</u>	<u>676.42</u>
<b>29</b>	<b>Tax Assets / Liabilities (Net)</b>		
	Current Tax Liabilities	1,330.81	1,391.47
	<b>Total</b>	<u>1,330.81</u>	<u>1,391.47</u>
		Year Ended 31st-March-2019	Year Ended 31st-March-2018
<b>30</b>	<b>Revenue From Operations</b>		
	Sale of products	2,15,992.12	1,52,587.97
	Sale of services	880.62	205.78
	Other Operating Income	5,298.39	7,958.59
	<b>Total</b>	<u>2,22,171.13</u>	<u>1,60,752.34</u>
<b>31</b>	<b>Other Income</b>		
	Interest income *	759.24	2,982.89
	Dividend income	-	0.16
	Gain on sale of investments	0.05	0.08
	Foreign Exchange gain	(177.77)	1,201.77
	Profit & (Loss) on Sale of Fixed Assets	-	27.89
	Others	1,484.03	1,467.13
	<b>Total</b>	<u>2,065.55</u>	<u>5,679.92</u>
	* includes income from related parties (Refer note 42)		
<b>32</b>	<b>Cost Of Materials Consumed</b>		
	Opening stock	24,736.36	9,138.03
	Add: Purchases	1,40,839.53	1,49,287.06
	Less: Closing stock	13,594.60	24,736.36
		<u>1,51,981.29</u>	<u>1,33,688.73</u>
	Excise Duty	-	285.08
	<b>Total</b>	<u>1,51,981.29</u>	<u>1,33,973.81</u>
<b>33</b>	<b>Purchases Of Stock-In-Trade</b>		
	Purchases of stock-in-trade	8,013.79	1,161.90
	<b>Total</b>	<u>8,013.79</u>	<u>1,161.90</u>
<b>34</b>	<b>Changes In Inventories Of Finished Goods, Work-In-Progress And Stock-In-Trade</b>		
	<b>Closing stock:</b>		
	Finished goods	1,157.11	4,401.90
	Work-in-progress	4,007.17	10,467.75
	<b>Total</b>	<u>5,164.28</u>	<u>14,869.65</u>
	<b>Opening stock:</b>		
	Finished goods	4,401.90	545.34
	Work-in-progress	10,467.75	102.89
	<b>Total</b>	<u>14,869.65</u>	<u>648.23</u>
	Total Changes in Inventories of Finished Goods, Work in Progress	<u>9,705.37</u>	<u>(14,221.42)</u>

## Notes on consolidated financial statement for the year ended on 31st March, 2019

Note No.	Particulars	(₹ In Lakhs)	
		Year Ended 31st-March-2019	Year Ended 31st-March-2018
<b>35</b>	<b>Employee Benefits Expense</b>		
	Salaries, Wages and bonus	4,983.55	4,205.94
	Contribution to provident fund and other funds	290.89	218.59
	Staff Welfare Expenses	297.46	203.77
	<b>Total</b>	<b>5,571.90</b>	<b>4,628.30</b>
<b>36</b>	<b>Finance Costs</b>		
	Interest on loans	5,038.05	3,027.37
	Interest on others	80.18	92.09
	Bank Charges / Loan Processing Fees	1,411.31	1,183.98
	<b>Total</b>	<b>6,529.54</b>	<b>4,303.44</b>
<b>37</b>	<b>Depreciation</b>		
	Depreciation	4,592.87	3,920.65
	<b>Total</b>	<b>4,592.87</b>	<b>3,920.65</b>
<b>38</b>	<b>Other Expenses</b>		
	<b>Manufacturing Expenses</b>		
	Consumption of Stores and Packing Materials	3,916.01	2,236.38
	Repairs to Plant and Machinery	164.73	171.24
	Power Expense	4,345.19	3,007.62
	Jobwork Charges	-	3,289.61
	Labour Charges	2,634.47	1,519.32
	Others	932.92	902.74
	<b>Total</b>	<b>11,993.32</b>	<b>11,126.91</b>
	<b>Selling and Distribution Expenses</b>		
	Commission on Sales	303.50	155.86
	Freight and Forwarding Charges	12,736.65	7,968.62
	Bad Debts & Delay delivery Charges	-	149.11
	Others *	1,756.03	1,133.23
	<b>Total</b>	<b>14,796.18</b>	<b>9,406.82</b>
	<b>Administrative Expenses</b>		
	Insurance	182.74	146.16
	Professional Fees *	763.42	643.72
	Rentals Including Lease Rentals *	376.62	369.78
	Repairs to Other	52.08	282.48
	Repairs to Building	74.18	27.93
	Rates and Taxes	134.60	31.06
	Expenditure incurred for CSR (note No 50)	54.08	3.12
	Payment to Auditor:		
	- Statutory Audit Fees	17.79	15.00
	- Tax Audit Fees	8.00	8.00
	- Other Services	1.20	1.05
	Others	544.68	696.18
	<b>Total</b>	<b>2,209.39</b>	<b>2,224.48</b>
	<b>Total</b>	<b>28,998.89</b>	<b>22,758.21</b>

\* includes payment to related parties (Refer note 42)

## Notes on consolidated financial statement for the year ended on 31st March, 2019

Note No.	Particulars	(₹ In Lakhs)	
		As at 31st-March-2019	As at 31st-March-2018
<b>39</b>	<b>Operating Leases</b>		
	Future minimum lease rentals payable as per Lease Agreements		
	The Company has taken certain assets such as commercial premises on operating lease from various parties.		
	Not later than one year	273.26	268.44
	Later than one year and not later than five years	142.55	398.91
	<b>Total</b>	<b>415.81</b>	<b>667.35</b>

### 40 Contingent Liabilities & Legal Cases

#### a Contingent Liabilities: (to the extent not provided for)

##### (a) Claims against the company not acknowledged as debts:

Guarantees / Letter of Credit outstanding	46,080.28	45,104.21
(b) Entry Tax / Sales Tax/VAT liability that may arise in respect of matters in appeal	366.77	354.96
(c) Excise duty/Customs duty/ Service tax liability that may arise in respect of matters in appeal	2,161.79	2,788.03
(d) Income tax liability that may arise in respect of matters in appeal preferred by the company	2,014.37	2,014.37

##### Legal Cases

- Midcontinent express pipeline LLC, USA	778.64	778.64
- Pragya Equipments Private Limited	-	36.52
- SEBI	25.00	25.00

#### b Arbitration & Legal Cases

Arbitration & Legal cases pending before the various forum for settlement /recovery of outstanding dues	13,087.55	9,143.66
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The management, based on the legal opinion received and considering various force majors issues involved, is of the view that the chances of recovery of these amount are very high and further viewed that pending outcome these would not be any material impact on cash flows and profitability of the company. In view of the same, Company has not made any provisions.

(₹ In Lakhs)

Note No.	Particulars	Year Ended	
		31st-March-2019	31st-March-2018
<b>41</b>	<b>Remuneration to Directors</b>		
	Salaries and perquisite	958.47	908.43
	Sitting fees	6.80	6.70
	<b>Total</b>	<b>965.27</b>	<b>915.13</b>

The Company has paid excess managerial remuneration during the year ₹ 246.12 lakhs. The Company is in process of ratifying the same in the ensuing general meeting.

**Notes on consolidated financial statement for the year ended on 31st March, 2019****42 Disclosures As Required By Indian Accounting Standard (Ind As) 24 Related Party Disclosures**

(₹ In Lakhs)

SR. NO.	Name of the Related Party / Country of Incorporation	As at 31st-March-2019	As at 31st-March-2018
<b>Subsidiaries:</b>			
1	Merino Shelters Private Limited - India	100%	100%
<b>Key Management Personnel:</b>			
1	Shri Rameshchandra Mansukhani		
2	Shri Nikhil Mansukhani		
3	Smt.Heena Kalantri		
<b>Relative of Key Managerial Personnel</b>			
1	Smt. Deepa Mansukhani		
<b>Enterprises controlled or significantly influenced by key management personnel or their relatives with whom transaction have occurred</b>			
1	M Concepts Retail LLP		
2	Limitless Contracting Private Limited		
3	TMW Fintech Pvt Ltd (formerly known as "The Mobile Wallet Private Limited")		

**The following transactions were carried out with the related parties in the ordinary course of business:**

SR. NO.	Particulars	Year Ended 31st-March-2019	Year Ended 31st-March-2018
1	<b>Subsidiary Company</b>		
	<b>Merino Shelters Private Limited</b>		
	Loan given (Net)	0.52	(12,952.04)
	Interest Income	85.79	2,551.22
	Income on Corporate Guarantee^	-	53.59
	Advance for property	-	5,641.38
2	<b>Enterprises over which Key Managerial Personnel are able to Exercise Significant Influence</b>		
a	<b>M Concepts Retail LLP</b>		
	Professional Fees	16.23	32.04
	Sundry purchases	-	1.12
b	<b>Limitless Contracting Private Limited</b>		
	Loan given (Net)	1,080.38	-
	Interest Income	99.85	-
	Interest Expenses	-	2.35
c	<b>TMW Fintech Pvt Ltd (formerly known as "The Mobile Wallet Private Limited")</b>		
	Sundry purchases	10.07	1.55
3	<b>Key Managerial Personnel and Relative of Key Managerial Personnel</b>		
	Remunerations	958.47	908.43
	Sitting Fees	1.75	3.70
	Rental charges	388.04	390.87
	Interest on Rental Deposit^	11.39	8.72



## Notes on consolidated financial statement for the year ended on 31st March, 2019

Note No.	Particulars	(₹ In Lakhs)	
		Year Ended 31st-March-2019	Year Ended 31st-March-2018
	<b>Details of Outstanding Balance to Related Parties</b>		
<b>1</b>	<b>Subsidiary Company</b>		
	<b>Merino Shelters Private Limited</b>		
	Investment In Equity Shares <sup>^</sup>	10,229.83	10,229.83
	Loan given	858.15	857.63
	Accrued Interest	1,073.31	996.10
	<b>Enterprises over which Key Managerial Personnel are able to Exercise Significant Influence</b>		
	<b>Limitless Contracting Private Limited</b>		
	Loan given	1,080.38	-
	Accrued Interest	87.52	(2.35)
	<b>TMW Fintech Pvt Ltd (formerly known as "The Mobile Wallet Private Limited")</b>		
	Sundry purchases	(0.91)	-
<b>2</b>	<b>Key Managerial Personnel and Relative of Key Managerial Personnel</b>		
	Lease Deposit <sup>^</sup>	112.47	101.09
	<sup>^</sup> The movement is due to IND AS Effect		
<b>43</b>	<b>Earnings Per Share</b>		
	Earnings Per Share has been computed as under:		
	Profit/(Loss) for the year	5,883.69	6,369.26
	Weighted average number of equity shares outstanding	5,71,03,055	5,71,03,055
	Earnings Per Share - Basic (Face value of Rs 5/ per share)		
	Diluted earning per share is same as basic earning per share.	10.30	11.15
<b>44</b>	<b>Capital Management</b>		
	<b>Risk Management</b>		
	The primary objective of the Company's Capital Management is to maximise Shareholder value. The Company monitors capital using Debt-Equity ratio, which is total debt divided by total capital.		
	For the purposes of the Company's Capital Management, the Company considers the following components of its Balance Sheet to be managed capital.		
	Total equity as shown in the Balance Sheet includes General reserve, Retained earnings, Share capital, Security premium. Total debt includes current debt plus non-current debt.		

Particulars	(₹ In Lakhs)	
	As at 31st-March-2019	As at 31st-March-2018
Total debt	20,046.34	26,375.00
Total equity	70,203.01	65,219.19
Debt-equity ratio	0.29	0.40

## Notes on consolidated financial statement for the year ended on 31st March, 2019

Note No.	Particulars	31st-March-2019		31st-March-2018	
		FVTPL	Amortised cost	FVTPL	Amortised cost
<b>45</b>	<b>Fair Value Measurement</b>				
	<b>Financial assets</b>				
	Investments:				
	Equity instruments	10,234.93	-	10,237.74	-
	Mutual Fund	-	-	49.25	-
	Trade receivables	-	59,267.09	-	40,069.99
	Loans	-	5,006.90	-	4,023.51
	Security Deposit	-	76.65	-	54.36
	Lease Deposit	-	114.91	-	103.58
	Bank Deposit maturing over one Year	-	293.96	-	247.75
	Cash and bank balances	-	4,725.31	-	6,666.06
	<b>Total Financial assets</b>	<b>10,234.93</b>	<b>69,484.81</b>	<b>10,286.99</b>	<b>51,165.24</b>
	<b>Financial liabilities</b>				
	Borrowings	-	20,046.34	-	26,375.00
	Trade payables	-	56,349.25	-	57,789.47
	Other liabilities	-	5,723.84	-	12,015.62
	<b>Total financial liabilities</b>	<b>-</b>	<b>82,119.42</b>	<b>-</b>	<b>96,180.10</b>

## a) Fair value hierarchy

This section explains the judgement and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the Financial Statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Particulars	Note	Level 1	Level 2	Level 3	Total
<b>i) Financial assets and liabilities measured at fair value - recurring fair value measurements at March 31, 2019</b>					
<b>Financial assets</b>					
Financial investments at FVTPL:					
Quoted Equity shares	11	5.09	-	-	5.09
Quoted Bonds	11	-	-	-	-
Mutual Funds	11	-	-	-	-
Unquoted Equity Shares	6 & 11	-	10,229.84	-	10,229.84
<b>Total financial assets</b>		<b>5.09</b>	<b>10,229.84</b>	<b>-</b>	<b>10,234.93</b>
<b>ii) Financial assets and liabilities which are measured at amortised cost for which fair values are disclosed at March 31, 2019</b>					
<b>Financial assets</b>					
Trade receivables	7 & 12	-	-	59,267.09	59,267.09
Loans	15	-	-	5,006.90	5,006.90
Security Deposit	8	-	-	76.65	76.65
Lease Deposit	8	-	-	114.91	114.91
Bank Deposit maturing over one Year	8	-	-	293.96	293.96
Cash and bank balances	13 & 14	-	-	4,725.31	4,725.31
<b>Total financial assets</b>		<b>-</b>	<b>-</b>	<b>69,484.81</b>	<b>69,484.81</b>

## Notes on consolidated financial statement for the year ended on 31st March, 2019

Note No.	Particulars	Notes	Level 1	Level 2	Level 3	₹ In Lakhs	
						Total	
	<b>Financial liabilities</b>						
	Borrowings						
	Non Current	19	-	-	4,916.47		4,916.47
	Current	24	-	-	15,129.87		15,129.87
	Trade payables						
	Non Current	20	-	-	10.83		10.83
	Current	25	-	-	56,338.42		56,338.42
	Other liabilities	26	-	-	5,723.84		5,723.84
	<b>Total financial liabilities</b>		<u>-</u>	<u>-</u>	<u>82,119.42</u>		<u>82,119.42</u>
iii)	<b>Financial assets and liabilities measured at fair value - recurring fair value measurements at March 31, 2018</b>						
	<b>Financial assets</b>						
	Financial investments at FVTPL:						
	Quoted Equity shares	11	7.90	-	-		7.90
	Mutual Funds	11	49.25	-	-		49.25
	Unquoted Equity Shares	6 & 11	-	10,229.84	-		10,229.84
	<b>Total financial assets</b>		<u>57.15</u>	<u>10,229.84</u>	<u>-</u>		<u>10,286.99</u>
iv)	<b>Financial assets and liabilities which are measured at amortised cost for which fair values are disclosed at March 31, 2018</b>						
	<b>Financial assets</b>						
	Trade receivables	7 & 12	-	-	40,069.99		40,069.99
	Loans	15	-	-	4,023.51		4,023.51
	Security Deposit	8	-	-	54.36		54.36
	Lease Deposit	8	-	-	103.58		103.58
	Bank Deposit maturing over one Year	8	-	-	247.75		247.75
	Cash and bank balances	13 & 14	-	-	6,666.06		6,666.06
	<b>Total financial assets</b>		<u>-</u>	<u>-</u>	<u>51,165.24</u>		<u>51,165.24</u>
	<b>Financial liabilities</b>						
	Borrowings						
	Non Current	19	-	-	8,957.95		8,957.95
	Current	24	-	-	17,417.05		17,417.05
	Trade payables						
	Non Current	20	-	-	11.80		11.80
	Current	25	-	-	57,777.67		57,777.67
	Other liabilities	26	-	-	12,015.62		12,015.62
	<b>Total financial liabilities</b>		<u>-</u>	<u>-</u>	<u>96,180.10</u>		<u>96,180.10</u>

There were no transfers between any levels during the year.

### Level 1:

Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments and mutual funds that have a quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing net assets value (NAV)

### Level 2:

The fair value of financial instruments that are not traded in an active market (for example over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

### Level 3:

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

## Notes on consolidated financial statement for the year ended on 31st March, 2019

(₹ In Lakhs)

Note No.	Particulars
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## b) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves.
- the fair value of forward foreign exchange contracts are determined using forward exchange rates at the Balance Sheet date
- the fair value of foreign currency option contracts is determined using the Black Scholes valuation model.
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis.

All of the resulting fair value estimates are included in level 1 and 2.

## c) Valuation processes

The finance department of the Company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. This team reports directly to the Chief Financial Officer (CFO).

## d) Fair value of financial assets and liabilities measured at amortised cost

Particulars	As at March 31, 2019		As at March 31, 2018	
	Carrying amount	Fair value	Carrying amount	Fair value
<b>Financial assets:</b>				
Trade receivables	59,267.09	59,267.09	40,069.99	40,069.99
Loans	5,006.90	5,006.90	4,023.51	4,023.51
Security Deposit	76.65	76.65	54.36	54.36
Lease Deposit	114.91	114.91	103.58	103.58
Bank Deposit maturing over one Year	293.96	293.96	247.75	247.75
Cash and bank balances	4,725.31	4,725.31	6,666.06	6,666.06
<b>Total financial assets</b>	<b>69,484.81</b>	<b>69,484.81</b>	<b>51,165.24</b>	<b>51,165.24</b>
<b>Financial liabilities</b>				
Borrowings	20,046.34	20,046.34	26,375.00	26,375.00
Trade payables	56,349.25	56,349.25	57,789.47	57,789.47
Other liabilities	5,723.84	5,723.84	12,015.62	12,015.62
<b>Total financial liabilities</b>	<b>82,119.42</b>	<b>82,119.42</b>	<b>96,180.10</b>	<b>96,180.10</b>

The carrying amounts of trade receivables, trade payables, other receivables, short-term security deposits, bank deposits with more than 12 months maturity, capital creditors and cash and cash equivalents including bank balances other than cash and cash equivalents are considered to be the same as their fair values due to the current and short-term nature of such balances.

The fair values of non-current borrowings are based on discounted cash flows using a current borrowing rate.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

## 46 Financial Risk Management

Risk Management is an integral part of the business practices of the Company. The framework of Risk Management concentrates on formalising a system to deal with the most relevant risks, building on existing Management practices, knowledge and structures. The Company has developed and implemented a comprehensive Risk Management System to ensure that risks to the continued existence of the Company as a going concern and to its growth are identified and remedied on a timely basis. While defining and developing the formalised Risk Management System, leading standards and practices have been considered. The Risk Management System is relevant to business reality, pragmatic and simple and involves the following:

## Notes on consolidated financial statement for the year ended on 31st March, 2019

(₹ In Lakhs)

Note No.	Particulars
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- i. Risk identification and definition – Focused on identifying relevant risks, creating, updating clear definitions to ensure undisputed understanding along with details of the underlying root causes contributing factors.
- ii. Risk classification – Focused on understanding the various impacts of risks and the level of influence on its root causes. This involves identifying various processes generating the root causes and clear understanding of risk interrelationships.
- iii. Risk assessment and prioritisation – Focused on determining risk priority and risk ownership for critical risks. This involves assessment of the various impacts taking into consideration risk appetite and existing mitigation controls.
- iv. Risk mitigation – Focused on addressing critical risks to restrict their impact(s) to an acceptable level (within the defined risk appetite). This involves a clear definition of actions, responsibilities and milestones.
- v. Risk reporting and monitoring – Focused on providing to the Board and the Audit Committee periodic information on risk profile evolution and mitigation plans.

a) **Management of liquidity risk**

The Company's principal sources of liquidity are cash and cash equivalents, borrowings and the cash flow that is generated from operations. The Company believes that current cash and cash equivalents, tied up borrowing lines and cash flow that is generated from operations is sufficient to meet requirements. Accordingly, liquidity risk is perceived to be low.

The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows as at the Balance sheet date:

Particulars	Note	Carrying amount	Less than 12 months	More than 12 months	Total
<b>As at March 31, 2019</b>					
Borrowings					
Non-current	19	4,916.47	-	4,916.47	4,916.47
Current	24	14,429.19	14,429.19	-	14,429.19
Interest on non-current borrowings	24	700.68	700.68	-	700.68
Trade payables					
Non-current	20	10.83	-	10.83	10.83
Current	25	56,338.42	56,338.42	-	56,338.42
Other liabilities	26	5,723.84	5,723.84	-	5,723.84
<b>As at March 31, 2018</b>					
Borrowings					
Non-current	19	8,957.95	-	8,957.95	8,957.95
Current	24	16,761.27	16,761.27	-	16,761.27
Interest on non-current borrowings	24	655.78	655.78	-	655.78
Trade payables					
Non-current	20	11.80	-	11.80	11.80
Current	25	57,777.67	57,777.67	-	57,777.67
Other liabilities	26	12,015.62	12,015.62	-	12,015.62

## Notes on consolidated financial statement for the year ended on 31st March, 2019

(₹ In Lakhs)

Note No.	Particulars
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47	<b>Management of market risk</b>
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The Company's size and operations result in it being exposed to the following market risks that arise from its use of financial instruments:

- Price risk,
- Interest rate risk; and
- Foreign exchange risk

The above risks may affect the Company's income and expenses, or the value of its financial instruments. The objective of the Company's Management of market risk is to maintain this risk within acceptable parameters, while optimising returns. The Company's exposure to, and Management of, these risks is explained below:

Potential impact of risk	Management policy	Sensitivity to risk
<b>1. Price Risk</b>		
The Company is mainly exposed to the price risk due to its investments in equity instruments. The price risk arises due to uncertainties about the future market values of these investments. Equity price risk is related to the change in market reference price of the investments in equity securities. In general, these securities are not held for trading purposes. These investments are subject to changes in the market price of securities. The fair value of quoted equity, mutual fund and bond instruments classified as fair value through Profit and Loss account as at March 31, 2019 is Rs. 5.09 lakhs (March 31, 2018: Rs. 57.16 lakhs).	In order to manage its price risk arising from investments in equity instruments, the Company maintains its portfolio in accordance with the framework set by the Risk Management policies. Any new investment or divestment must be approved by the Board of Directors, Chief Financial Officer and Risk Management Committee.	As an estimation of the approximate impact of price risk, with respect to investments in equity instruments, the Company has calculated the impact as follows: For equity instruments, a 5% increase in prices would have led to approximately an additional Rs. 0.25 lakhs gain in profit and loss account (2017-18: Rs. 2.86 lakhs). A 5% decrease in prices would have led to an equal but opposite effect.
<b>2. Interest rate risk</b>		
Financial Liabilities: The Company is mainly exposed to interest rate risk due to its variable interest rate borrowings. The interest rate risk arises due to uncertainties about the future market interest rate of these borrowings. As at March 31, 2019, the exposure to interest rate risk due to variable interest rate borrowings amounted to Rs. 20046.34 lakhs (March 31, 2018: Rs. 26375.00 lakhs)	Financial Liabilities: In order to manage its interest rate risk arising from variable interest rate borrowings, the Company uses Interest rate swaps to hedge its exposure to future market interest rates whenever appropriate. The hedging activity is undertaken in accordance with the framework set by the Risk Management Committee and supported by the Treasury department.	Financial Liabilities: As an estimation of the approximate impact of the interest rate risk, with respect to financial instruments, the Company has calculated the impact of a 50 bps change in interest rates. A 50 bps decrease in interest rates would have led to approximately an additional Rs. 100.23 lakhs (2017-18: Rs. 131.88 lakhs) gain in profit and loss account. A 50 bps increase in interest rates would have led to an equal but opposite effect.
<b>3. Foreign Exchange risk</b>		
The Company has international operations and is exposed to foreign exchange risk arising from foreign currency transactions. Foreign exchange risk arises from future commercial transactions and recognised Financial assets and liabilities denominated in a currency that is not the Company's functional currency (INR). The risk also includes highly probable foreign currency cash flows. The objective of the cash flow hedges is to minimise the volatility of the INR cash flows of highly probable forecast transactions.	The Company has exposure arising out of export, import, loans and other transactions other than Company's functional currency. The Company hedges its foreign exchange risk using foreign exchange forward contracts and currency options after considering the natural hedge. The same is within the guidelines laid down by Company's risk Management policy.	As an estimation of the approximate impact of the foreign exchange rate risk, with respect to Financial Statements, the Company has calculated the impact of a 2% increase in the spot price as on the reporting date would have led to an increase in additional Rs. 1508.45 lakhs as loss in Profit and Loss account (2017-18: loss of Rs.719.56 lakhs) and Rs. 45.64 lakhs addition to Fixed Assets(2017-18: loss of Rs.215.08 lakhs). A 2% decrease would have led to an increase an equal but opposite effect

**Foreign currency risk exposure:**

The Company's exposure to foreign currency risk at the end of the reporting period expressed in ₹ Lakhs, are as follows:

Particulars	31-March-19				31-March-18			
	USD	KWD	EURO	AED	USD	KWD	EURO	AED
<b>Financial assets</b>								
Trade receivables	22,357.25	499.47	-	-	12,120.72	507.76	-	-
Others	577.33	-	-	2,664.08	577.63	-	-	2,788.08
Less:								
Foreign exchange forward contracts	2,931.98	-	-	-	9,164.57	-	-	-
<b>Net exposure to foreign currency risk (assets)</b>	<b>20,002.60</b>	<b>499.47</b>	<b>-</b>	<b>2,664.08</b>	<b>3,533.78</b>	<b>507.76</b>	<b>-</b>	<b>2,788.08</b>
<b>Financial liabilities</b>								
Borrowings	8,567.99	-	-	-	17,869.19	-	384.51	-
Trade payables	30,673.72	-	138.97	-	35,976.64	-	-	-
Others	831.65	-	30.67	633.91	1,482.32	-	-	-
Less:								
Hedged through derivatives (includes hedges for highly probable transactions upto next 12 months)	-	-	-	-	-	-	-	-
Foreign exchange forward contracts	2,058.90	-	365.90	-	2,150.78	-	-	-
<b>Net exposure to foreign currency risk (liabilities)</b>	<b>38,014.46</b>	<b>-</b>	<b>(196.26)</b>	<b>633.91</b>	<b>53,177.38</b>	<b>-</b>	<b>384.51</b>	<b>-</b>

## Notes on consolidated financial statement for the year ended on 31st March, 2019

(₹ In Lakhs)

Note No.	Particulars
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**i) Management of credit risk**

Credit risk is the risk of financial loss to the Company if a customer or counter-party fails to meet its contractual obligations.

**Trade receivables**

Concentrations of credit risk with respect to trade receivables are limited, due to the Company's customer base being large, diverse and across sectors and countries. All trade receivables are reviewed and assessed for default on a quarterly basis.

Our historical experience of collecting receivables is supported by low level of past default and hence the credit risk is perceived to be low.

**Other financial assets**

The Company maintains exposure in cash and cash equivalents, term deposits with banks, and loans to subsidiary companies. Individual risk limits are set for each counter-party based on financial position, credit rating and past experience. Credit limits and concentration of exposures are actively monitored by the Treasury department of the Company.

**Impact of hedging activities**

The Company does not follow the hedge accounting in view of natural hedge.

### 48 DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARD (Ind AS) 19 EMPLOYEE BENEFITS

- a** Defined contribution plans: Amount of ₹ 290.89 Lakhs (Previous year ₹ 273.99 Lakhs) is recognised as an expense and included in Employee benefits expense as under the following defined contribution plans:

Particulars	(₹ In Lakhs)	
	Year Ended 31st-March-2019	Year Ended 31st-March-2018
<b>Benefits (Contribution to):</b>		
Provident fund	228.37	217.60
Employee state insurance scheme	0.98	0.99
Labour welfare scheme	0.21	0.21
<b>Total</b>	<b>229.56</b>	<b>218.80</b>

- b** Defined benefit plans:

**Gratuity:**

The company provides for gratuity, a defined benefit retirement plan covering eligible employees. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount equivalent to 15 days' salary for each completed year of service. Vesting occurs upon completion of five continuous years of service in accordance with Indian law.

The following tables summarise the components of net benefit expenses recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet:

Sr. No.	Particulars	As at	
		31st-March-2019	31st-March-2018
I	Change in present value of defined benefit obligation during the year		
1	Present Value of defined benefit obligation at the beginning of the year	302.37	291.06
2	Interest cost	23.37	20.96
3	Current service cost	45.06	41.83
4	Past service cost	-	-
5	Liability transfer from other Group	-	-
6	Liability transferred out/divestment	-	-
7	Benefits paid directly by employer	-	-
8	Benefits paid	(46.68)	(14.28)
9	Actuarial changes arising from changes in demographic assumptions	-	-
10	Actuarial changes arising from changes in financial assumptions	1.13	(20.13)
11	Actuarial changes arising from changes in experience adjustments	9.86	(17.06)
12	Present Value of defined benefit obligation at the end of the year	335.11	302.37

## Notes on consolidated financial statement for the year ended on 31st March, 2019

Sr. No.	Particulars	As at 31st-March-2019	As at 31st-March-2018
<b>II</b>	Change in fair value of plan assets during the year		
1	Fair value of plan assets at the beginning of the year	111.83	117.81
2	Interest Income	8.64	8.48
3	Contributions paid by the employer		
4	Benefits paid from the fund	(6.06)	(14.28)
5	Assets transferred out / divestments		
6	Return on plan assets excluding interest income	(0.33)	(0.17)
7	Fair value of plan assets at the end of the year	114.09	111.83
<b>III</b>	Net asset / (liability) recognised in the balance sheet		
1	Present Value of defined benefit obligation at the end of the year	(335.11)	(302.37)
2	Fair value of plan assets at the end of the year	114.09	111.83
3	Amount recognised in the balance sheet	(221.03)	(190.54)
4	Net (liability) / asset- current	(53.63)	(131.37)
5	Net (liability) / asset- non-current	(167.40)	(59.17)
<b>IV</b>	Expenses recognised in the statement of profit and loss for the year		
1	Current service cost	45.06	41.83
2	Interest cost on benefit obligation (net)	14.73	12.47
3	Total expenses included in employee benefits expense	59.79	54.30
<b>V</b>	Recognised in other comprehensive income for the year		
1	Actuarial changes arising from changes in demographic assumptions	-	-
2	Actuarial changes arising from changes in financial assumptions	1.13	(20.13)
3	Actuarial changes arising from changes in experience adjustments	9.86	(17.06)
4	Return on plan assets excluding interest income	0.33	0.17
5	Recognised in other comprehensive income	11.32	(37.02)
<b>VI</b>	Maturity profile of defined benefit obligation		
1	Within the next 12 months (next annual reporting period)	10.16	6.52
2	Between 2 and 5 years	88.98	57.91
3	Between 6 and 10 years	123.62	105.10
<b>VII</b>	Quantitative sensitivity analysis for significant assumption is as below:		
1	Increase / (decrease) on present value of defined benefits obligation at the end of the year:		
(i)	One percentage point increase in discount rate	(34.74)	(33.34)
(ii)	One percentage point decrease in discount rate	40.97	39.62
(i)	One percentage point increase in rate of salary Increase	39.44	39.51
(ii)	One percentage point decrease in rate of salary Increase	(34.14)	(33.84)
(i)	Ten (Previous year One) percentage point increase in employee turnover rate	(1.59)	1.71
(ii)	Ten (Previous year One) percentage point decrease in employee turnover rate	1.66	(2.03)
2	Sensitivity Analysis Method:		
	The sensitivity analyses above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the method (Projected Unit Credit Method) used to calculate the liability recognised in the balance sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous period.		
<b>VIII</b>	Actuarial assumptions		
1	Discount rate	7.70%	7.73%
2	Salary escalation	7.00%	7.00%
3	Mortality rate during employment	Indian assured lives (2006-08) Ultimate	Indian assured lives (2006-08) Ultimate
4	Mortality post retirement rate	NA	NA
5	Rate of Employee Turnover	For Service 3 Years and below 20% p.a. & For Service 4 years and above 1% p.a.	For Service 4 Years and below 20% p.a. & For Service 5 years and above 1% p.a.



## Notes on consolidated financial statement for the year ended on 31st March, 2019

Note No.	Particulars
----------	-------------

49

- a **Disclosure requirement under the Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act, 2006").**

Particulars	(₹ In Lakhs)
-------------	--------------

- |  |        |
|--|--------|
| i The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year  |        |
| Principal  | 642.49 |
| Interest on Principal Outstanding  | 39.53  |
| ii. The amount of interest paid by the buyer in terms of section 16, along with the amount of the payment made to a supplier beyond the appointed day during each accounting year.   | -      |
| iii The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed date during the year) but without adding interest under the act.  | 21.76  |
| iv The amount of interest accrued and remaining unpaid at the end of each accounting year.   | 61.30  |
| v The amount of further interest remaining due and payable even in succeeding years, until such date when the interest dues as above are actually paid to the small companies, for the purpose of disallowance as deductible expenditure under section 23. | 61.30  |

Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company.

- b Trade payables / receivables are subject to confirmation and reconciliation.

(₹ In Lakhs)

Particulars	Year Ended 31st-March-2019	Year Ended 31st-March-2018
-------------	-------------------------------	-------------------------------

**50 Details Of Corporate Social Responsibility (CSR) Expenditure:**

Amount required to be spent as per Section 135 of the Act	<b>118.88</b>	112.68
	<b>118.88</b>	<b>112.68</b>

Amount spent during the year on:

(i) Construction / acquisition of an asset	-	-
On purpose other than (i) above	<b>54.08</b>	3.12
<b>Total</b>	<b>54.08</b>	<b>3.12</b>

- 51** The Income Tax Department had conducted a search and seizure operation on the Company and promoters between December 10 and 14, 2014 under section 132/133 of the Income Tax Act 1961 (The Act). Subsequent to the above, the department had completed the assessment and passed the order against which the company had preferred an appeal at Commissioner of Income Tax - Appeals. Pending the disposal of the appeal, the company had not given effect of the same in the financials.

## Notes on consolidated financial statement for the year ended on 31st March, 2019

Note No.	Particulars
----------	-------------

- |    |   |
|----|---|
| 52 | The Financial Statements of Merino Shelters Private Limited, wholly owned Subsidiary of the company have not been consolidated as required by Indian Accounting Standards (IND AS) 110 issued by Institute of Chartered Accountants of India.   |
| 53 | The Company, on approval of the Bombay High Court in March 2015, has given effect to the scheme of arrangement for the merger / demerger between Man Industries (India) Limited (Company) and Man Infraprojects Private Limited (MIPL), in the financial statement of Financial Year 2014-15. MIPL has made frivolous claims on the company and also challenged the valuation of assets which had been already approved by the H'ble Bombay High Court. In view of this, the Company has filed an Application for withdrawal of bogus claims and for modification of scheme to provide for swapping of shares between two promoter groups, which is pending hearing and disposal in the H'ble Bombay High Court. Pending adjudication of the same and pending full implementation of the Scheme, Company continues to be 100% shareholder of MIPL. As the above matter stands sub-judice, liability if any, thereon cannot be quantified. |

### As per our Report of the even date.

#### For M H Dalal & Associates

Chartered Accountants  
Firm registration number : 112449W

#### Devang Dalal

Partner  
Membership No.: 109049

Place : Mumbai  
Date : May 28, 2019

#### For and behalf of Board of Directors

**R C Mansukhani**  
Chairman  
DIN - 00012033

**Renu P Jalan**  
Director  
DIN - 08076758

Place : Mumbai  
Date : May 28, 2019

**Kirit N Damania**  
Director  
DIN - 01435190

**Heena Kalantri**  
Director  
DIN - 00149407

**P K Tandon**  
Director  
DIN - 00364652

**Ashok Gupta**  
Chief Financial Officer

**Nikhil Mansukhani**  
Director  
DIN - 02257522

**Shashank Belkhede**  
Company Secretary

## FORM AOC-1

[Pursuant to first proviso to sub-section (3) of Section 129 read with rule 5 of Companies (Accounts) Rules, 2014]

### Statement containing salient features of the financial statements of Subsidiaries

(₹ in Lakhs)

Name of the Subsidiary Companies	Man Overseas Metals DMCC	Man USA Inc ^
Financial Year ended on	31-March-2019	31-March-2019
Share Capital	2,824.13	0.69
Reserve & Surplus	23.60	(4.15)
Total Liabilities	3,336.53	1.30
Total Assets	3,336.53	1.30
Investments	-	-
Turnover	743.78	17.11
Profit before taxation	153.15	(7.93)
Provision for taxation	-	-
Profit after taxation	153.15	(7.93)
Proposed dividend	-	-
% of shareholding	100%	100%
Reporting Currency	AED	USD
Rupee Equivalent of 1 unit of foreign currency as at 31.03.2019	18.8275	69.1550

Note :

Financial Information in respect of Merino Shelters Private Limited (Merino) has not been given as Financial Statement of Merino Shelters Private Limited as on 31<sup>st</sup> March 2019 has not been consolidated effect due to pending implementation of the Scheme of Demerger.

^ Financial Information is based on Unaudited Results.

#### For and behalf of Board of Directors

**R C Mansukhani**  
Chairman  
(DIN : 00012033)

**Kirit N Damania**  
Director  
(DIN : 01435190)

**P K Tandon**  
Director  
(DIN : 00364652)

**Renu P Jalan**  
Director  
(DIN : 08076758)

**Nikhil Mansukhani**  
Executive Director  
(DIN : 02257522)

**Heena Kalantri**  
Director  
(DIN : 00149407)

**Ashok Gupta**  
Chief Financial Officer

**Shashank Belkhede**  
Company Secretary

Place : Mumbai  
Date : May 28, 2019

## KYC FORM

To

**Link Intime India Pvt. Ltd**

C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083

Unit : MAN INDUSTRIES (INDIA) LTD

Dear Sir Madam,

Date: \_\_\_ // \_\_\_ // \_\_\_\_\_

Folio No: \_\_\_\_\_

No. of Shares: \_\_\_\_\_

We refer to the KYC documents status requirement as mentioned in the below table:

Name of the shareholder(s)		PAN (A)	Bank details (B)	Specimen Signature (C)	Email ID (D)	Mobile No. (E)	Nominee Details (F)
Registered Holder		Required	Required	Required	Required	Required	Required
1 <sup>st</sup> Joint Holder		Required	N.A.	Required	N.A.	N.A.	N.A.
2 <sup>nd</sup> Joint Holder		Required	N.A.	Required	N.A.	N.A.	N.A.
3 <sup>rd</sup> Joint Holder		Required	N.A.	Required	N.A.	N.A.	N.A.

N.A. – Not Applicable

We are forwarding herewith the required supporting documents by ticking in the appropriate checkbox below for all the fields where the status is shown as 'Required' in the above table.

**A. For registering PAN of the registered and/or joint shareholders (as applicable)**

Registered shareholder       Joint holder 1       Joint holder 2       Joint holder 3

(self-attested copy for all Shareholders attached)

**B. For registering Bank details of the registered shareholder**

Aadhar/Passport/utility bill       Original cancelled cheque leaf       Bank Passbook/Bank Statement

**C. For registering the Specimen Signature of registered and/or joint shareholders (as applicable)**

Affidavit       Bank Verification       Original cancelled cheque leaf       Bank Passbook/Bank Statement

(for all Shareholders attached)

**D. For Updating the email id : \_\_\_\_\_**

**E. Mobile :**

**F. For registering the nominee details by the registered shareholder**

Form SH-13 (Nomination registration form attached)

**Note:- For residents of Sikkim, instead of PAN provide Aadhar Card/Voter ID /Driving License/Passport or any other identity proof issued by Govt.**

I/We hereby state that the above-mentioned details are true and correct and we consent towards updating the particulars based on the self-attested copies of the documents enclosed with this letter by affixing my/our signature(s) to it.

Sign: \_\_\_\_\_ Sign: \_\_\_\_\_ Sign: \_\_\_\_\_ Sign: \_\_\_\_\_

Registered holder      Joint holder 1      Joint holder 2      Joint holder 3

**Name & Address of the Registered Shareholder**

Name : Mr/Ms/Mrs \_\_\_\_\_

Address : \_\_\_\_\_

\_\_\_\_\_

City \_\_\_\_\_ PIN \_\_\_\_\_

### **Instruction for updating the necessary KYC details of the shareholders holding shares in physical form**

SEBI, vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20<sup>th</sup> April 2018 & BSE, vide its Circular No. LIST/COMP/15/2018-19 dated 5<sup>th</sup> July 2018 have directed all the listed companies to record the PAN and Bank account details of all their shareholders and advise them to dematerialise their physical securities.

Accordingly, your Company has initiated steps for registering the **PAN details** (including joint holders, if any) and the **BANK ACCOUNT** details of all the registered shareholders.

We would also like to register other KYC details such as specimen signature, email id, mobile number, and nomination. We request you to kindly fill in the details in the KYC form and forward the same along with all the supporting documents based on requirements considering the below mentioned points. Single copy of supporting document is sufficient for updating multiple subjects.

**A. For updating PAN of the registered and/or joint shareholders :**

- Self- attested legible copy of PAN card (exempted for Shareholders from Sikkim)

**B. For updating Bank Account details of the registered shareholder:**

**1. In cases wherein the original cancelled cheque leaf has the shareholder's name printed**

- For address proof : Self- attested legible copy of Aadhaar/passport/utility bill (not older than 3 months)
- Original cancelled cheque leaf containing the Bank A/c No., Bank Name, type of account, IFSC Code, MICR Code and the name of the shareholder printed on the cheque leaf.

**OR**

**2. In cases wherein the cancelled cheque leaf does NOT contain the shareholder's name printed on it**

- For address proof : Self- attested legible copy of Aadhaar/passport/utility bill (not older than 3 months).
- Original cancelled cheque leaf containing the details, Bank A/c No., Bank Name, type of account, IFSC Code, MICR Code.
- Legible copy of the bank passbook / bank statement specifying the KYC details of the registered shareholder such as the name, address, bank account number etc. duly attested by the officer of the same bank with his signature, name, employee code, designation, bank seal & address stamp, phone no. and date of attestation.

**C. For updating the Specimen signatures of the registered and/or joint shareholders:**

- Affidavit duly notarised on non-judicial stamp paper of Rs. 100/- (format available on RTA's website [www.linkintime.co.in](http://www.linkintime.co.in) under Resources-Download-General-Change of Signature- Affidavit for change of signature).
- Banker's verification (format available on RTA's website [www.linkintime.co.in](http://www.linkintime.co.in) under Resources-Download-General-Change of Signature format for signature verification)
- Original cancelled cheque containing the details, Bank A/c No., Bank Name, type of account, IFSC Code, MICR Code and the name of the shareholder printed on the cheque leaf.
- If the cancelled cheque leaf does not contain shareholder's name - legible copy of the bank passbook / bank statement specifying the KYC details of the registered shareholder such as the name, address, bank account number etc. duly attested by the officer of the same Bank with his signature, name, employee code, designation, bank seal & address stamp, phone no. and date of attestation.

**D. For registering Email id of registered shareholder:**

Email-id of the registered shareholder to be mentioned in the KYC form attached for all future communication in electronic mode (Go Green Initiative).

**E. For registering Mobile No. of registered shareholder:**

Mobile no. of registered shareholder for future direct communication.

**F. For registering Nominee by the registered shareholder (if any):**

Nomination (Form SH-13) is available on the website of the RTA's website [www.linkintime.co.in](http://www.linkintime.co.in) under Resources-Downloads-General- Nomination.

You are requested to kindly forward the KYC form duly filled in, along with copies of supporting documents for all the "Required" remarks to the Registrar and Transfer Agents of the Company, 'Link Intime India Pvt. Ltd' at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083, Tel. +91 22 49186270; Fax: +91 22 49186000. As per SEBI directive, enhanced due diligence procedure will be applicable if KYC requirements mentioned above are not fulfilled.

## MAN INDUSTRIES (INDIA) LIMITED

CIN: L99999MH1988PLC047408

Registered Office: Man House, 101, S.V. Road, Opp. Pawan Hans, Vile Parle (West), Mumbai- 400 056

Website: www.mangroup.com, Email: investor.relations@maninds.org

Tel. No.: 022 6647 7500, Fax No.: 022 6647 7600

### ATTENDANCE SLIP

(To be presented at the entrance)

Regd. Folio No. / DP ID / Client ID : \_\_\_\_\_

Full Name of the Member : \_\_\_\_\_

Full Name of the Proxy : \_\_\_\_\_

No. of Shares held : \_\_\_\_\_

I hereby record my presence at the 31<sup>st</sup> Annual General Meeting of the Company held on Friday, 27<sup>th</sup> Day of September, 2019 at 4:30 P.M. at Juhu Vile Parle Gymkhana Club, Plot No U/13, J.V.P.D. Scheme, 13<sup>th</sup> Road, Juhu, Opposite Juhu Bus Depot, Juhu, Mumbai, Maharashtra - 400 049.

\_\_\_\_\_  
(Signature of the Member / Proxy)

## MAN INDUSTRIES (INDIA) LIMITED

CIN: L99999MH1988PLC047408

Registered Office: Man House, 101, S.V. Road, Opp. Pawan Hans, Vile Parle (West), Mumbai- 400 056

Website: www.mangroup.com, Email: investor.relations@maninds.org

Tel. No.: 022 6647 7500, Fax No.: 022 6647 7600

### PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) \_\_\_\_\_

Registered Address \_\_\_\_\_

E-mail ID \_\_\_\_\_

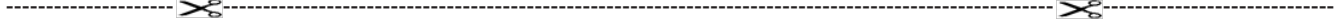
Folio No./ DP ID /Client ID \_\_\_\_\_

I/We, being the Member(s) of \_\_\_\_\_ shares of Man Industries (India) Limited, hereby appoint:

- 1 Name: \_\_\_\_\_ Address: \_\_\_\_\_  
Email id: \_\_\_\_\_ Signature: \_\_\_\_\_  
or failing him /her
- 2 Name: \_\_\_\_\_ Address: \_\_\_\_\_  
Email id: \_\_\_\_\_ Signature: \_\_\_\_\_  
or failing him /her
- 3 Name: \_\_\_\_\_ Address: \_\_\_\_\_  
Email id: \_\_\_\_\_ Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31<sup>st</sup> Annual General Meeting of Man Industries (India) Ltd, to be held on Friday, 27<sup>th</sup> Day of September, 2019 at 4:30 P.M. at Juhu Vile Parle Gymkhana Club, Plot No U/13, J.V.P.D. Scheme, 13<sup>th</sup> Road, Juhu, Opposite Juhu Bus Depot, Juhu, Mumbai, Maharashtra - 400 049 and at any adjournment thereof in respect of such resolutions as are indicated below/overleaf :

**MAN INDUSTRIES (INDIA) LIMITED**  
**31<sup>st</sup> Annual General Meeting (AGM) Venue – Route Map**



I wish my said Proxy to vote in the manner as indicated in the box below :

S. No.	Resolutions	For	Against	Abstain
<b>Ordinary Business</b>				
1.	To receive, consider and adopt the audited Balance Sheet as at 31 <sup>st</sup> March, 2019 and the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and the Auditors thereon.			
2.	To declare dividend of Rs. 1.50 (i.e. 30%) per equity share of face value of Rs. 5.00 each for the year ended March 31, 2019.			
3.	To appoint a Director in place of Mr. Nikhil Mansukhani (DIN 0225752), who retires by rotation and being eligible, offers himself for re-appointment.			
<b>Special Business</b>				
4.	Ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2020.			
5.	Re-appointment of Mr. Pramod Tandon as an Independent Director.			
6.	Continuation of directorship of Mr. Kirit Damania, aged above 75 years.			
7.	Waiver of recovery of excess managerial remuneration paid to Mr. R.C. Mansukhani for the financial year ended March 31, 2019.			
8.	Continuation of payment of remuneration to Executive Directors who are Promoters in excess of limits prescribed under Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Affix  
₹ 1/-  
Revenue  
Stamp

\_\_\_\_\_  
 Signature of 1<sup>st</sup> Proxy Holder      Signature of 2<sup>nd</sup> Proxy Holder      Signature of 3<sup>rd</sup> Proxy Holder      Signature of Member

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. A person can act as a proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. A Member holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as a Proxy and such Proxy shall not act as a Proxy for any other Member.
3. This form of proxy in order to be effective, should be deposited at the Registered Office of the Company i.e. Man House, 101, S.V. Road, Opp. Pawan Hans, Vile Parle (West), Mumbai-400056, duly completed, stamped and signed, not less than 48 hours before the commencement of the Meeting.
4. This is only optional. Please put a '√' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For', 'Against' or 'Abstain' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.









## FINANCIAL HIGHLIGHTS

(₹ in crore)

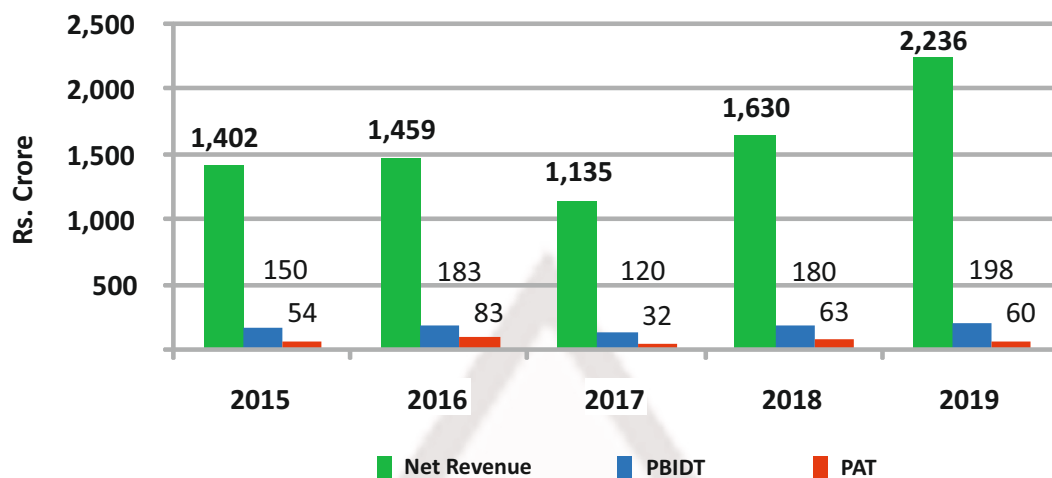
Financial Year	2019	2018	2017	2016	2015
<b>Income Statement</b>					
Net Revenues	2,236.01	1,630.03	1,134.63	1,458.50	1,401.53
EBITDA	198.19	180.47	119.76	183.02	149.84
Net Profit after Tax	59.69	63.36	32.25	82.80	53.56
EBITDA Margin	8.86	11.07	10.56	12.55	10.69
Net Profit after Tax Margin	2.67	3.89	2.84	5.68	3.82
<b>Capital &amp; Reserves</b>					
Share Capital	28.55	28.55	28.55	28.55	28.55
Reserves & Surplus	673.28	624.80	571.75	532.03	460.08
Shareholders Fund	701.84	653.35	600.30	560.58	488.63
<b>Application of Funds</b>					
Gross Block	555.24	471.23	420.17	757.09	727.34
Less: Acc Dep.	158.85	115.81	77.14	409.93	373.81
Net Block	396.40	355.41	343.03	347.16	353.53
Capital Work in Progress	2.76	63.00	5.28	18.89	3.40
Net Fixed Assets	399.15	418.41	348.32	366.05	356.93
Investment + NCA	396.96	365.02	428.88	433.86	454.63

(In ₹)

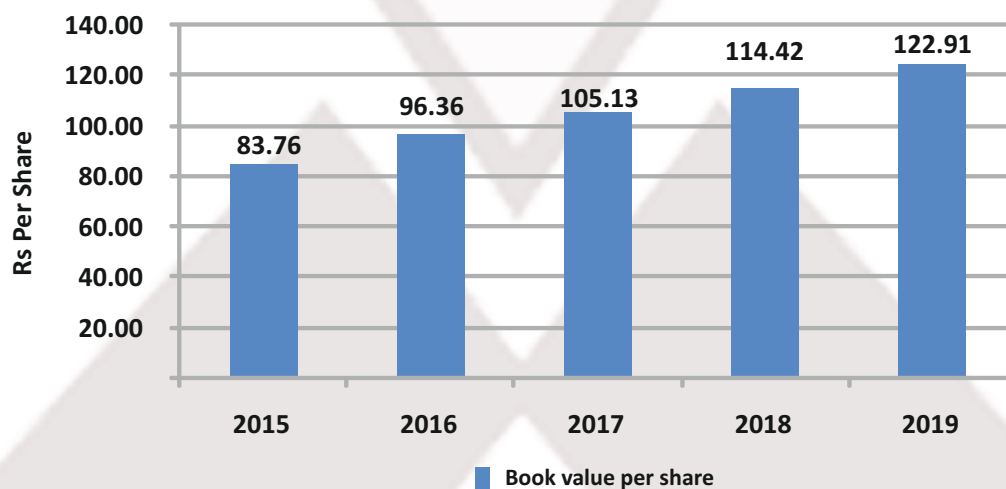
<b>Book Value, EPS &amp; Dividend</b>					
EPS share	10.05	11.01	5.72	14.50	9.38
Equity Dividend per share	1.50	1.50	1.50	1.50	1.50
Book Value Per share	129.86	120.62	105.13	96.36	83.76

<b>Ratios</b>					
Debt to Equity ratio	0.34	0.54	0.74	0.63	0.93
Fixed Assets (Net) Turnover ratio	5.60	3.90	3.26	3.98	3.93
Return on Networth (%)	8.05	9.20	5.37	15.05	11.20
Return on Fixed Assets Net (%)	14.95	15.14	9.26	22.62	15.00

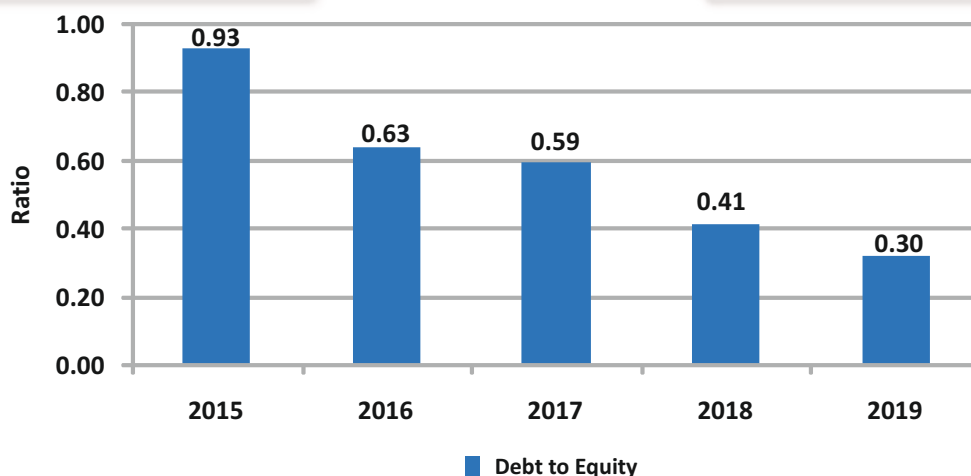
### Net Revenue, EBITDA & PAT



### Book value per share



### Debt to Equity Ratio





L - SAW LINE PIPES

SPIRAL PIPES

COATING SYSTEMS

**THE**  
**MAN**  
**GROUP**

*Globally Committed*

**Registered Office:**

MAN House, 101, S. V. Road, Opp. Pawan hans, Vile Parle (West), Mumbai - 400056. INDIA.

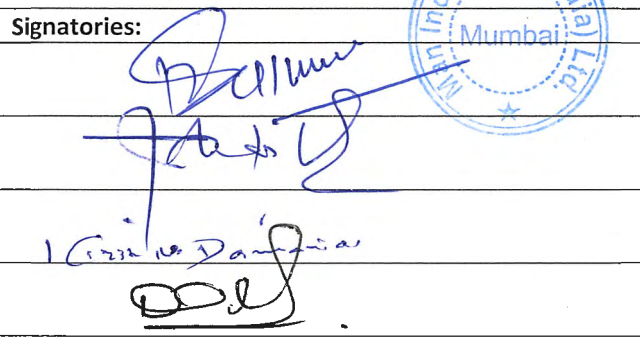
**Website:** [www.mangroup.com](http://www.mangroup.com) **Email:** [investor.relations@maninds.org](mailto:investor.relations@maninds.org)

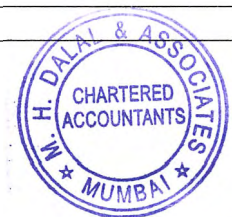
**Tel. No.:** 022 6647 7500 **Fax No.:** 022 6647 7600

CIN: L99999MH1988PLC047408 An ISO 9001 / 14001 / 18001 accredited company

## Annexure I

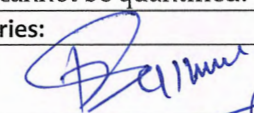
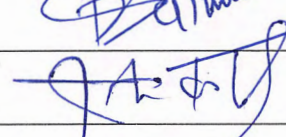
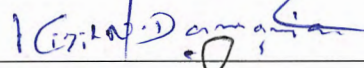
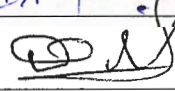
### Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Annual Audited Financial Results - (Standalone)

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2019 [See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]				
I.	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications) (Rs. In lakhs)	Adjusted Figures (audited figures after adjusting for qualifications) (Rs. In lakhs)
	1.	Turnover / Total income	2,23,601.16	2,23,601.16
	2.	Total Expenditure	2,14,903.36	2,14,903.36
	3.	Net Profit/(Loss)	5,738.46	5,738.46
	4.	Earnings Per Share (INR)	10.05	10.05
	5.	Total Assets	1,59,578.75	1,59,578.75
	6.	Total Liabilities	89,395.19	89,395.19
	7.	Net Worth	70,183.56	70,183.56
	8.	Any other financial item(s) (as felt appropriate by the management)	-	-
<b>II. Audit Qualification (each audit qualification separately):</b>				
<b>a. Details of Audit Qualification:</b>				
i. During the year the company has granted loan of Rs. 1080.38 lakhs to one company in which directors are interested, which is in violation of section 185 of the Companies Act 2013. The year end balance is Rs.1080.38 lakhs.				
ii. In respect of loan granted to wholly own subsidiary M/s. Merino Shelters Pvt Ltd covered in registered maintained under section 189 of the Companies Act 2013, interest amounting to Rs. 996.10 lakhs has been overdue for more than 90 days.				
iii. During the year the company has paid excess managerial remuneration of Rs. 246.12 lakhs in accordance of provision of section 197 read with schedule V to the Companies Act 2013.				
<b>b. Type of Audit Qualification :</b> Qualified Opinion / Disclaimer of Opinion / Adverse Opinion QUALIFIED				
<b>c. Frequency of qualification:</b> Whether appeared first time / repetitive / since how long continuing - FIRST TIME				
<b>d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:</b>				
<b>e. For Audit Qualification(s) where the impact is not quantified by the auditor:</b>				
<b>(i) Management's estimation on the impact of audit qualification:</b>				
<b>(ii) If management is unable to estimate the impact, reasons for the same:</b>				
a. The company has given loan for temporary requirement & expect to recover by end of June 2019.				
b. M/s. Merino Shelter Pvt Ltd is entered into an agreement with Panchsheel Group & we expect to receive the dues once the project revenue start generating.				
c. In respect of serial no iii i.e. excess remuneration of Rs. 246.12 lakhs paid to director the company is in the process of ratifying the same in ensuing general meeting.				
<b>(iii) Auditors' Comments – No comment</b>				
<b>III.</b>			<b>Signatories:</b>	
☉ Chairman				
☉ CFO				
☉ Audit Committee Chairman				
☉ Statutory Auditor				
<b>Place: Mumbai</b>				
<b>Date: May 28, 2019</b>				



## Annexure I

### Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Annual Audited Financial Results - (Consolidated)

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2019 [See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]				
I.	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications) (Rs. In lakhs)	Adjusted Figures (audited figures after adjusting for qualifications) (Rs. In lakhs)
	1.	Turnover / Total income	2,24,236.68	-
	2.	Total Expenditure	2,15,393.65	-
	3.	Net Profit/(Loss)	5,883.69	-
	4.	Earnings Per Share (INR)	10.30	-
	5.	Total Assets	1,59,419.56	-
	6.	Total Liabilities	89,216.55	-
	7.	Net Worth	70,203.01	-
	8.	Any other financial item(s) (as felt appropriate by the management)	-	-
<b>II. Audit Qualification (each audit qualification separately):</b>				
<b>a. Details of Audit Qualification:</b>				
i. Contravention to Indian Accounting Standard Ind AS 110: Consolidated Financial Statement. Financial Statements of Merino Shelters Private Limited., wholly owned Subsidiary have not been consolidated.				
ii. During the year the holding company has paid excess managerial remuneration of Rs. 246.12 lakhs in accordance of provision of section 197 read with schedule V to the Companies Act 2013.				
<b>b. Type of Audit Qualification :</b> Qualified Opinion / Disclaimer of Opinion / Adverse Opinion QUALIFIED				
<b>c. Frequency of qualification:</b> Whether appeared first time / repetitive / since how long continuing				
i. Qualification in serial no i is repetitive since last 4 years.				
ii. Qualification in serial no ii is appearing first time.				
<b>d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:</b> N.A.				
<b>e. For Audit Qualification(s) where the impact is not quantified by the auditor:</b>				
<b>(i) Management's estimation on the impact of audit qualification:</b>				
<b>(ii) If management is unable to estimate the impact, reasons for the same:</b>				
a. As represented by the Board of Directors of Man Industries (India) Limited, the implementation of the Scheme of Demerger is still pending and as such, the consolidation of Financial Statements of Merino Shelters Private Limited has not been given effect of.				
b. In respect of serial no 2 i.e. excess remuneration of Rs. 246.12 lakhs paid to director the company is in the process of ratifying the same in ensuing general meeting.				
<b>(iii) Auditors' Comments on (i) or (ii) above:</b>				
The Company has prepared consolidated Financial Statements without including the financial of Merino Shelters Private Limited. In absence of the financials of Merino Shelters Private Limited impact of non-consolidation of financials cannot be quantified.				
<b>III.</b>			<b>Signatories:</b>	
☉ Chairman				
☉ CFO				
☉ Audit Committee Chairman				
☉ Statutory Auditor				
Place: Mumbai				
Date: May 28, 2019				

