



# MIRCH TECHNOLOGIES (INDIA) LIMITED

'Aurus Chambers', B Wing, 701, 7th Floor, S.S. Amrutwar Marg, Worli, Mumbai - 400 013.  
Tel : Off: +91-22-2497 9758 • Telefax : +91-22-2490 9003 • Email : uvwtskl@gmail.com  
CIN - L27290MH1972PLCO16172

September 06, 2019

To,  
BSE Limited  
P. J. Towers, Dalal Street, Fort,  
Mumbai – 400001.

Scrip Code: 505336

Sub: Submission of Annual Report for the Financial Year 2018-19

Dear Sir/Madam,

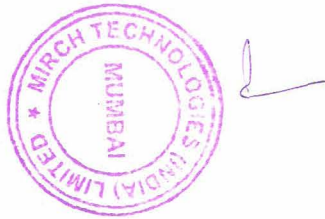
Pursuant to Regulation 34 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the Annual Report for the financial year 2018-19. The same is also available on the website of the Company.

Kindly take the same on your record.

Thanking you,

Yours Faithfully,  
For Mirch Technologies (India) Limited

Shiv Kumar Ladha  
Managing Director  
Encl: A/a



## Notice

Notice is hereby given that the 46<sup>th</sup> Annual General Meeting of the Company will be held on Monday, 30<sup>th</sup> September, 2019 at the Registered office of the Company at B -701,7<sup>th</sup> Floor, Aurus Chambers, S.S. Amrutwar Marg, Worli, Mumbai - 400013 at 11:30 a.m. 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 31<sup>st</sup> March, 2019 along with Directors' Report and Auditors' Report thereon and in this regard to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

- 2 To appoint a Director in place of Shri Sadashiv Sheena Salian (DIN: 05346842), who retires by rotation at this Annual General Meeting and being eligible has offered himself for reappointment. and in this regard to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Shri Sadashiv Sheena Salian (DIN: 05346842), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

- 3 To appoint M/s. U. S. Tanwar & Company, Chartered Accountants, Mumbai, as the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the 48<sup>th</sup> Annual General Meeting and to fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED** that pursuant to provisions of Section 139 and other applicable provisions of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, M/s. U. S. Tanwar & Company, Chartered Accountants, Mumbai (Firm Registration No. 110810W) who were appointed for five years till the conclusion of 46<sup>th</sup> Annual General Meeting (AGM) be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this AGM until the conclusion of 48<sup>th</sup> AGM of the company (which includes the maximum permissible term including transition period as contemplated under rule 6 of the companies (Audit and Auditors) Rules, 2014), at such remuneration as shall be fixed by the Board of Directors of the Company."

**SPECIAL BUSINESS:**

- 1 To consider and, if thought fit, to pass the following resolution as an **Special Resolution:**

**“RESOLVED THAT**, in accordance with the provisions of Sections 196, 197 and 203 and any other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification (s) or re-enactment thereof for the time being in the force), read with schedule V to the Companies Act, 2013 and the Articles of Association of the company, consent of the company be and is hereby accorded to the re-appointment of Shri Shiv Kumar Ladha (DIN: 00478534) aged 78 years as the Managing Director and Chairman of the company for a period of five years with effect from September 29, 2019 till September 28, 2024.

**“RESOLVED FUTHER THAT**, pursuant to the provision of the section 196, 197, and any other applicable provision of the Companies Act, 2013, and the rules made thereunder (including any statutory modification (s) or re-enactment thereof for the time being in the force), read with schedule V to the Companies Act, 2013 and Articles Association of the Company, approval of the company be and is hereby accorded to pay a remuneration upto Rs. 2,50,000/- (Rupees two lacs fifty thousand only) per month to Shri Shiv Kumar Ladha, Managing Director and Chairman of the Company, the details of which are given in the explanatory statement annexed hereto.

**“RESOLVED FUTHER THAT**, the Board of Directors of the Company or any Committee thereof be and is hereby authorised to do all such acts, deed and things as in its absolute discretion it may think necessary, expedient or desirable to settle any question or doubt that may arise in relation to give effect to the forgoing resolution”.

**By Order of the Board of Directors  
For Mirch Technologies (India) Limited**

**Place: Mumbai  
Dated: 30<sup>th</sup> May, 2019**

**Sd/-  
Shivkumar Ladha  
Chairman**

## **NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY, TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting.
3. Relevant documents referred to in the accompanying Notice open for inspection by the members at the Registered office of the Company on all working days, except Saturday, during business hours up to the date of the meeting.
4. Corporate members intending to send their Authorized Representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. The Register of Members and Share Transfer Book of the Company will be closed from 28<sup>th</sup> September, 2019 to 30<sup>th</sup> September, 2019 (both days inclusive).
6. Members holding share in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / RTA.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant with whom they are maintaining demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.
9. Members holding shares in the single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form will be sent by RTA on request to the respective shareholders.
10. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to RTA, for consolidation into a single folio.

Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Annual Reports, Notices, and Circulars etc. from the Company electronically.

11. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the RTA or the Company at its registered office address.
12. As per Ministry of Corporate Affairs' (MCA) Green initiative, all the members are requested to intimate their e-mail address to the Company's Registrar and Share Transfer Agent whose e-mail ID is busicomp@vsnl.com mentioning the Company's name i.e, Mirch Technologies (India) Limited, so as to enable the Company to send the Annual Reports and Accounts, notices and other documents through electronic mode to their e-mail address in the future.

### **13. Voting through Electronic means**

In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) the Company is pleased to provide members, facility to exercise their right to vote at 46<sup>th</sup> Annual General Meeting by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). The Facility for voting by way of polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting may exercise their voting right at the meeting by using polling paper. The members who have cast their vote(s) by using remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.

The instructions for e-voting are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (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.
- (v) 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.

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

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li><li>• In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li></ul>
DOB#	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"><li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cutoff date in the Dividend Bank details field.</li></ul>

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

(viii) Members holding shares in physical form will then reach directly 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.

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

(x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.

- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a user who would be able to link the account(s) 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.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.

14. The voting period begins on 27<sup>th</sup> September, 2019 at 10.00 am and ends on 29<sup>th</sup> September, 2019 at 5.00 pm. During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e on 23<sup>rd</sup> September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
15. 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**By Order of the Board of Directors  
For Mirch Technologies (India) Limited**

**Place: Mumbai  
Dated: 30<sup>th</sup> May, 2019**

**Sd/-  
Shivkumar Ladha  
Chairman**



**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

**Item 1**

Shri Shivkumar Ladha, aged 78 years, is a co-promoter and Chairman of the Company and has vast industry experience in the field of fabrication and designing.

He has excellent grasp and thorough knowledge and experience of not only engineering and technology, but also of general management. His knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors as per the recommendation of the nomination and remuneration committee, is of the opinion that for smooth and efficient running of the business, the services of Shri Shivkumar Ladha should be available to the Company for a period of five years with effect from September 29, 2019 till September 28, 2024.

As the Company has no Profit or its profit is inadequate, the remuneration may be paid to him in accordance with the provision of the Companies Act, 2013 read with Schedule V of the Act.

Shri Shivkumar Ladha has attained the age of 78 years and hence the board as per the advice of the nomination and remuneration committee, recommends to the members to pass the resolution as a special resolution.

None of the other Directors/ Key Managerial Personnel of the Company/ their relatives are concerned or interested, financially or otherwise, in this Special Resolution.

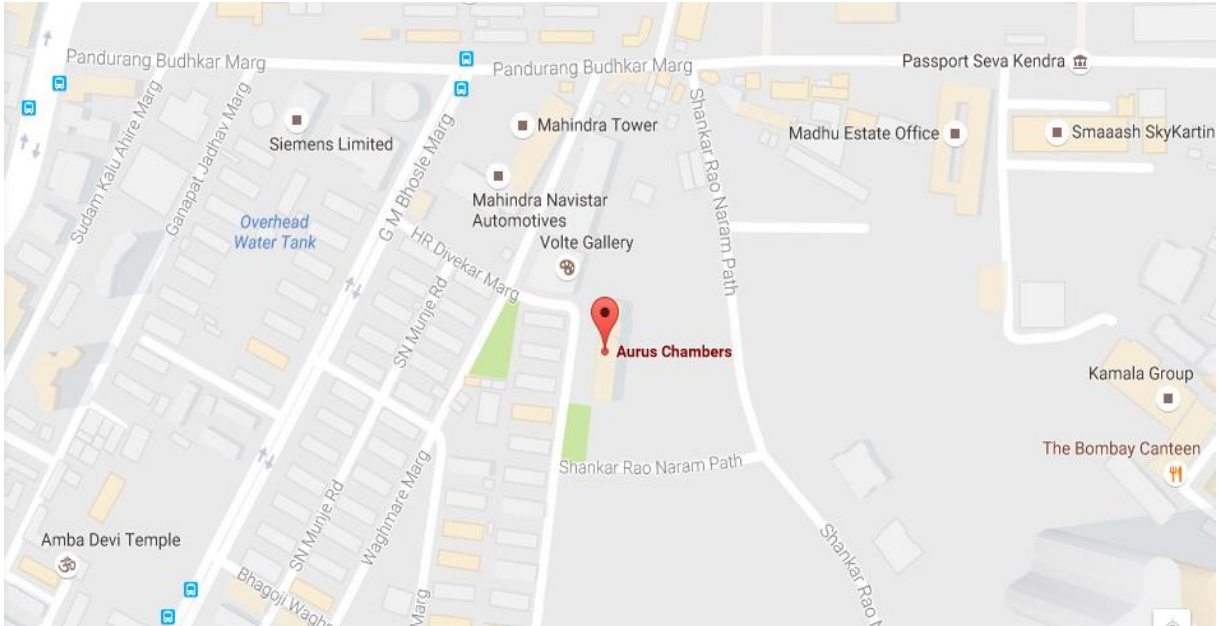
**For Mirch Technologies (India) Limited**

**Place: Mumbai**  
**Dated: 30<sup>th</sup> May, 2019**

**Sd/-**  
**Shivkumar Ladha**  
**Chairman**

## **ROUTE MAP TO THE AGM VENUE**

**Venue: B- 701, 7<sup>th</sup> Floor, Aurus Chambers, S. S. Amrutwar Marg, Worli, Mumbai – 400013.**



**Landmark : Mahindra Tower, Worli – Mumbai**

**Distance from Lower Parel Railway Station - 1 Km (approx)**

**Distance From Worli- 2 Km (approx)**

## DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the 46<sup>th</sup> Annual Report together with Audited Balance Sheet and Profit & Loss Account for the year ended 31<sup>st</sup> March, 2019. The highlights of the financial results are as under:

### FINANCIAL RESULTS:

The Company's financial performances for the year under review, along with the previous year's figures, are summarized hereunder:

(Amt in Rs.)

Particulars	Current Year 2018-19	Previous Year 2017-18
Revenue From Operations	3,301,100	-
Other Operating Revenue Income	871,408	841,802
<b>Total Revenue</b>	<b>4,172,508</b>	<b>841,802</b>
Less: Expenses excluding Finance cost and Depreciation	5,608,355	25,37,839
<b>Profit / (Loss) before Interest, Tax and Depreciation</b>	<b>(1,435,847)</b>	<b>(16,96,037)</b>
Less: Finance Cost	3739	2,830
<b>Profit/(Loss) Before Depreciation</b>	<b>(1,439,586)</b>	<b>(16,98,867)</b>
Less: Depreciation and amortization	1,738,340	18,60,625
<b>Profit /(Loss) Before Tax</b>	<b>(3,177,926)</b>	<b>(35,59,492)</b>
Add: Deferred Tax expenses	7,524,13	10,99,926
<b>Profit / (loss) after tax</b>	<b>(2,425,513)</b>	<b>(24,59,566)</b>

**STATE OF COMPANY'S AFFAIRS:**

The company is into the activities of industrial design and fabrication. The Company has been covering various industries like fertilizers, chemicals, petrochemicals, power plant, fibers, cements, steel plants, pharmaceuticals, dyes and intermediates, paper and pulp and other allied processing industries since its inception. The company has made a loss of Rs. 2,425,513/- during the financial year.

**DIVIDEND:**

Your Directors do not recommended any dividend during the year.

**THE AMOUNTS, COMPANY PROPOSES TO CARRY TO ANY RESERVES:**

The Board of the Company has decided not to carry any amount to Reserves.

**CHANGE IN THE NATURE OF BUSINESS:**

The Company has not made any changes in the nature of business during the financial year.

**MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENT RELATES AND THE DATE OF THE REPORT:**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year till the date to this report.

**SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:**

During the year under review, no Companies have become or ceased to be Company's subsidiaries, joint ventures or associate companies. As the Company does not have any subsidiaries, associates or joint venture companies as per the Companies Act, 2013 (the Act), no report on the performance of such companies is provided.

**CORPORATE SOCIAL RESPONSIBILITY:**

The Company does not meet the criteria of Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 so there is no requirement to constitute Corporate Social Responsibility Committee.

**DIRECTORS & KEY MANAGERIAL PERSONNEL:**

Shri Sadashiv Sheena Salian (DIN: 05346842), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment. The Board of Directors on recommendation of the Nomination and Remuneration Committee has recommended his re appointment.

Shri Shiv Kumar Ladha (DIN:00478534) is the Managing Director of the company. Shri Natwarlal Somani (DIN:01829336), Smt. Kajal Dilip Kulshrestha (DIN: 08205698) are Independent Directors of the company. Shri Kumar Sambhaw Ladha (DIN:00478616), Smt. Ushadevi Shivkumar Ladha (DIN:06964508) and Shri Sadashiv Salian (DIN:05346842) are the other Directors on the board. Apart from the appointment of Smt. Kajal Kulshrestha as an independent Director with effect from 19<sup>th</sup> September 2018, there was no appointment or resignation of Directors during the financial year.

Shri Rupesh Anil Kadam is the Chief financial officer of the Company.

There was no appointment or resignation of any key managerial personnel.

#### **STATEMENT OF DECLARATION BY INDEPENDENT DIRECTORS:**

The Company has received declarations from the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under the Act.

#### **DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to the requirement under Section 134(5) of the Act, with respect to Directors' responsibility statement, it is hereby confirmed that:

- (i) in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2019 and of the loss of the Company for the said period;
- (iii) the directors have taken proper and sufficient care of the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the directors have prepared the Annual Accounts on a going concern basis.
- (v) the directors of the Company have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (vi) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **DEPOSITS FROM PUBLIC:**

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

## **CORPORATE GOVERNANCE**

In terms of provisions of Regulation 27(2) read with Regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provisions relating to corporate governance report is not mandatory, for the time being, accordingly your company is not required to give corporate governance report.

## **EXTRACT OF ANNUAL RETURN:**

An extract of Annual Return in Form No. MGT 9, as referred to in Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, is furnished in **Annexure - I** and is attached to this Report.

## **PARTICULARS OF CONTRACTS AND ARRANGEMENTS MADE WITH RELATED PARTIES:**

All Contracts/arrangements/transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on arm's length basis. Information on transactions with related parties pursuant to section 134(3)(h) of the Companies Act, 2013 read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in **Annexure- II** in Form AOC-2 and the same forms part of this report.

## **BOARD EVALUATION**

The Board of Directors has carried out an annual evaluation of its own performance, Board Committees and individual directors pursuant to the provisions of the Act.

## **POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS**

The Nomination and Remuneration Committee of the Company formulates the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

## **STATUTORY AUDITORS:**

Pursuant to provisions of Section 139 and other applicable provisions of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, M/s. U. S. Tanwar & Company, Chartered Accountants, Mumbai (Firm Registration No. 110810W) were appointed for five years till the conclusion of 46th Annual General Meeting (AGM). The board as per the recommendation of the Audit Committee recommends re-appointment of M/s. U. S. Tanwar & Company, Chartered Accountants, as the Statutory

Auditors of the Company, to hold office from the conclusion of 46th AGM until the conclusion of 48th AGM, which includes the maximum permissible term including transition period as contemplated under rule 6 of the companies (Audit and Auditors) Rules, 2014.

#### **SECRETARIAL AUDITORS:**

The Board has appointed M/s Arun Dash & Associates, Company Secretaries, to conduct Secretarial Audit for the financial year ended March 31, 2019 and Secretarial Audit Report is annexed herewith marked as **Annexure III** to this Report.

The Secretarial Audit Report contains the following qualifications i) The Company has not appointed a whole time Company Secretary as provided u/s 203 of the Companies Act, 2013 and the rules framed thereunder, ii) the Company has preference shares which are yet to be redeemed and (iii) the promoter(s) shareholding is not maintained in 100% dematerialized form.

#### **EXPLANATION OR COMMENTS BY THE BOARD ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS:**

The observation made by the Statutory Auditors and note no. 2.13 to the financial statements are self-explanatory.

The Company is searching for a suitable candidate to be appointed as its whole time Company secretary, the company is taking utmost efforts in redemption of preference shares and the company is taking adequate steps to hundred percent de-materialize the shares of promoters.

#### **MANAGEMENT'S DISCUSSION AND ANALYSIS:**

The Management's Discussion and Analysis are annexed and forms an integral part of this report.

#### **INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY:**

The Company has adequate system of internal financial controls that are commensurate with its size and nature of business to safeguard and protect the Company from loss, unauthorized use or disposition of its assets.

#### **PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year.

## **EQUITY SUSPENSE ACCOUNT**

In accordance with the requirement of Regulation 34 (3) and Schedule V Part F of SEBI Listing Regulations, no share of the company is in suspense account.

## **VIGIL MECHANISM:**

Your Company is committed to highest standard of ethical, moral and legal business conduct. Accordingly, the Board of Directors have formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177(10) of the Act. The policy provide a framework and process whereby concerns can be raised by its employees against any kind of discrimination, harassment, victimization or any other unfair practice being adopted against them.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNING AND OUTGO:**

The information on conversation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3) (m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as **Annexure IV**.

## **BOARD AND COMMITTEE MEETINGS:**

### **A. BOARD MEETINGS**

Four Board Meetings were held during the year.

Attendance of Directors in Board and Annual General meeting is summarized below.

<b>Director</b>	<b>No. of Board Meetings held</b>	<b>No. of Board Meetings attended</b>	<b>Attended last AGM</b>
Shri Shiv Kumar Ladha	4	4	Yes
Shri Sadashiv Salian	4	4	Yes
Shri Natwarlal Somani	4	4	Yes
Smt. Ushadevi Ladha	4	4	Yes
Shri Kumar Sambhav Ladha	4	1	No
Smt. Kajal Dilip Kulshrestha* (appointed w.e.f 19 <sup>th</sup> September 2018)	4	2	N. A

There were four board meetings held during the financial year i.e on 30<sup>th</sup> May, 2018, 13<sup>th</sup> August, 2018, 05<sup>th</sup> November, 2018 and 13<sup>th</sup> February, 2019.



## B. COMMITTEE MEETINGS

### i. AUDIT COMMITTEE

The Company's Audit Committee was reconstituted w.e.f 05<sup>th</sup> November, 2018 comprising of three Directors. The board has accepted all the recommendation of the Audit Committee.

Directors	Category of the Director	No. of Audit Committee meeting held	No. of Audit Committee meeting attended
Shri Shiv Kumar Ladha	Executive Non Independent	4	4
Shri Natwarlal Somani	Non Executive Independent	4	4
Shri Sadashiv Salian*	Executive Non Independent	4	2
Smt. Kajal Dilip Kulshrestha**	Non Executive Independent	4	2

There were four Audit Committee meetings held during the financial year i. e, on 30<sup>th</sup> May, 2018, 13<sup>th</sup> August, 2018, 05<sup>th</sup> November, 2018 and 13<sup>th</sup> February, 2019.

\*Ceased to be a member w.e.f 5<sup>th</sup> November, 2018

\*\*Became a member w.e.f 5<sup>th</sup> November, 2018

### ii. NOMINATION AND REMUNERATION COMMITTEE

The Company's Nomination and Remuneration Committee was reconstituted w.e.f 5<sup>th</sup> November, 2018 comprising of three directors.

Directors	Category of the Director	No. of Nomination & Remuneration Committee meeting held	No. of Nomination and Remuneration Committee meeting attended
Shri Natwarlal Somani	Non Executive Independent	2	2
Shri Shiv Kumar Ladha*	Executive Non Independent	2	1

Shri Sadashiv Salian**	Executive Non Independent	2	1
Smt. Ushadevi Shivkumar Ladha***	Non Executive Director	2	1
Smt. Kajal Kulshrestha***	Non Executive Independent	2	1

There were two Nomination and Remuneration Committee meetings held during the financial year i.e, on 30<sup>th</sup> May, 2018 and 9<sup>th</sup> February, 2019.

\*Ceased to be a member w.e.f 5<sup>th</sup> November, 2018

\*\*Ceased to be a member w.e.f 5<sup>th</sup> November, 2018

\*\*\*Became a member w.e.f 5<sup>th</sup> November, 2018

\*\*\*\*Became a member w.e.f 5<sup>th</sup> November, 2018

#### **a. TERMS OF REFERENCE**

To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance.

#### **b. REMUNERATION POLICY**

Remuneration to Executive Directors:

The remuneration paid to Executive Directors is recommended by the Nomination and Remuneration Committee and approved by Board in Board meeting, subject to the subsequent approval of the shareholders at the General Meeting and such other authorities, as may be required.

Remuneration to Non Executive Directors:

The Non Executive Directors are paid remuneration by way of sitting fees and commission.

### iii. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Company's Stakeholders Relationship Committee was reconstituted w.e.f 5<sup>th</sup> November, 2018 comprising of two Directors.

Directors	Category of the Director	No. of Stakeholders relationship Committee meeting held	No. of Stakeholders relationship Committee meeting attended
Shri Natwarlal Somani	Non Executive Independent	2	2
Shri Sadashiv Salian	Executive Non Independent	2	2
Smt. Kajal Kulshreshta*	Non Executive Independent	2	1

There were two Stakeholders Relationship Committee meetings were held during the financial year i.e, on 30<sup>th</sup> May, 2018 and 13<sup>th</sup> February, 2019.

\*Became a member w.e.f 5<sup>th</sup> November, 2018

### ANTI SEXUAL HARASSMENT POLICY:

The Company has adopted a policy and constituted a Committee as required under the Sexual Harassment of Women at the Work place (Prevention Prohibition & Redressal) Act 2013. During the year under review no complaints were reported to the Committee.

### PARTICULARS OF EMPLOYEES:

There are no employees covered by provision contained in Rule 5(2) and Rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended. Other details stating comparison of remuneration of median employee to others is attached as **Annexure V**.

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

No significant and material orders were passed by any Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future during the year under review.

**ANNUAL EVALUATION:**

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committees.

**ACKNOWLEDGEMENT:**

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by Company's executives, staff and workers.

For and on behalf of the Board of Director of  
**Mirch Technologies (India) Limited**

**Sd/-**  
**Shiv Kumar Ladha**  
**Chairman**  
**DIN: 00478534**  
**Place: Mumbai**  
**Date: 30<sup>th</sup> May, 2019**

**Annexure I****FORM NO. MGT-9****EXTRACT OF ANNUAL RETURN****as on the financial year ended on 31.03.2019****[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration ) Rules, 2014]****I. REGISTRATION & OTHER DETAILS:**

i	CIN	L27290MH1972PLC016127
ii	Registration Date	18-Nov-72
iii	Name of the Company	MIRCH TECHNOLOGIES (INDIA) LIMITED
iv	Category/Sub-category of the Company	Public Limited Company
v	Address of the Registered office and contact details	B-701, 7th Floor, Aarus Chambers, S.S. Amrutwar Marg, Worli , Mumbai-400013 Contact No.02224909003
vi	Whether listed company	Yes
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	Purva Sharegistry (India) Private Limited, Unit No 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai- 400011. Tel : 91-22-2301 6761 / 8261

**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	Industrial Design and Fabrication	7110	100

**III. PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES**

Sl. No.	Name and Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	NIL	NIL	NIL	NIL	NIL

IV. SHAREHOLDING PATTERN (Equity Share capital Break up as percentage of Total Equity)

(i) CATEGORY-WISE SHARE HOLDING

Category of Shareholders	No. of Shares held at the beginning of the year(01/04/2018)				No. of Shares held at the end of the year (31 /03/2019)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	557844	8450	566294	70.79	557844	8450	566294	70.79	0.00
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks/Fl	0	0	0	0	0	0	0	0	0
f) Any other...	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL:(A) (1)</b>	<b>557844</b>	<b>8450</b>	<b>566294</b>	<b>70.79</b>	<b>557844</b>	<b>8450</b>	<b>566294</b>	<b>70.79</b>	<b>0.00</b>
<b>(2) Foreign</b>									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other - Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/Fl	0	0	0	0	0	0	0	0	0
e) Any other...	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL (A) (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</b>	<b>0</b>
<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	<b>557844</b>	<b>8450</b>	<b>566294</b>	<b>70.79</b>	<b>557844</b>	<b>8450</b>	<b>566294</b>	<b>70.79</b>	<b>0.00</b>
<b>B. PUBLIC SHAREHOLDING</b>									
<b>(1) Institutions</b>									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/Fl	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)					0	0	0	0	0
Private Sector Bank	0	100	100	0.01	0	100	100	0.01	0
<b>SUB TOTAL (B)(1)</b>	<b>0</b>	<b>100</b>	<b>100</b>	<b>0.01</b>	<b>0</b>	<b>100</b>	<b>100</b>	<b>0.01</b>	<b>0</b>
<b>(2) Non - Institutions</b>									
a) Bodies Corp.									
i) Indian	2875	3210	6085	0.76	2775	3210	5985	0.75	-0.01
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.2 lakh	36671	186091	222762	27.85	38421	184491	222912	27.86	0.02
ii) Individuals shareholders holding nominal share capital in excess of Rs. 2 lakh	0	0	0	0	0	0	0	0	0.0
c) Others (specify)									
a) NRI	275	0	275	0.03	225	0	225	0.03	-0.01
b) Foreign Corporate Bodies	0	0	0	0	0	0	0	0	0
c) Trusts	3200	100	3300	0.41	3200	100	3300	0.41	0.00
d) Hindu Undivided Family	1033	0	1033	0.13	1033	0	1033	0.13	0.00
e) Employee	0	0	0	0	0	0	0	0	0
d) Clearing member	151	0	151	0.02	151	0	151	0.02	0.00
<b>SUB TOTAL (B)(2)</b>	<b>44205</b>	<b>189401</b>	<b>233606</b>	<b>29.20</b>	<b>45805</b>	<b>187801</b>	<b>233606</b>	<b>29.20</b>	<b>0.00</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>44205</b>	<b>189501</b>	<b>233706</b>	<b>29.21</b>	<b>45805</b>	<b>187901</b>	<b>233706</b>	<b>29.21</b>	<b>0.00</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A+B+C)</b>	<b>602049</b>	<b>197951</b>	<b>800000</b>	<b>100</b>	<b>603649</b>	<b>196351</b>	<b>800000</b>	<b>100</b>	<b>0</b>

## (ii) SHARE HOLDING OF PROMOTERS

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (01/04/2018)			Shareholding at the end of the year (31/03/2019)			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of shares pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of shares pledged/encumbered to total shares	
1	Shiv Kumar Ladha	310850	38.86	0.00	310850	38.86	0.00	0.00
2	Usha S. Ladha	255444	31.93	0.00	255444	31.93	0.00	0.00

## (iii) CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE)

Sl. No.		Shareholding at the beginning of the Year	
		No. of Shares	% of total shares of the company
	At the beginning of the year	566294	70.79
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	No Change during the year	No Change during the year
	At the end of the year	566294	70.79

## (iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters &amp; Holders of GDRs &amp; ADRs):

Sl. No.	Name	Shareholding at the end of the year (31/03/2018)		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	C. D. Malani	5786	0.72	5786	0.72
2	Keshav Kabra	3700	0.46	3700	0.46
3	CUSTODIAN A/C - BHUPENDRA C DALAL	3200	0.4	3200	0.4
4	Rahul Anantra Mehta	3128	0.39	3128	0.39
5	Renuka Praveen Mehta	2250	0.28	2250	0.28
6	Panna Devi Kajaria	2100	0.26	2100	0.26
7	Lily financial and investment Co. (P) Ltd.	2100	0.26	2100	0.26
8	Hiteshkumar Naranbhai Patel	2000	0.25	2000	0.25
9	Govindbhai Baldevbhai Desai	2000	0.25	2000	0.25
10	Kushroo P. Batiwal Pereiras Cottage	1750	0.22	1750	0.22
	<b>Total</b>	<b>28014</b>	<b>3.49</b>	<b>28014</b>	<b>3.49</b>

## (v) Shareholding of Directors &amp; Key Managerial Personnel

Sl. No.		Shareholding at the beginning of the year(01/04/2018)		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>A.</b>	<b>Directors</b>				
1	Shiv Kumar Ladha	310850	38.86	310850	38.86
2	Ushadevi Ladha	255444	31.93	255444	31.93
3	Natwarlal Somani	NIL	NIL	NIL	NIL
4	Kajal Dilip Kulshrestha*	NA	NA	NIL	NIL
5	Kumar Sambhaw Ladha	NIL	NIL	NIL	NIL
6	Sadashiv Salian	10	0	10	0
	* Appointed with effect from 19.09.2018				
<b>B.</b>	<b>Key Managerial Personnels (KMPs)</b>				
1	Rupesh Anil Kadam (CFO)	NIL	NIL	NIL	NIL

V INDEBTEDNESS (in Rs.)

Indebtedness of the Company including interest outstanding/accrued but not due for payment		Unsecured Loans	Deposit	Total Indebtedness
	Secured loan Excluding deposit			
<b>Indebtedness at the beginning of the financial year (01.04.2018)</b>				
i) Principal Amount	NIL	35,206,355	NIL	35,206,355
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
<b>Total (i+ii+iii)</b>	NIL	35,206,355	NIL	35,206,355
<b>Change in Indebtedness during the financial year</b>				
> Addition	NIL	NIL	NIL	NIL
> Reduction	NIL	227,740	NIL	227,740
<b>Net Change</b>	NIL	227,740	NIL	227,740
<b>Indebtedness at the end of the financial year (31.03.2019)</b>				
i) Principal Amount	NIL	34,978,615	NIL	34,978,615
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
<b>Total (i+ii+iii)</b>	NIL	34,978,615	NIL	34,978,615



**VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager (in Rs.)**

Sr. No.	Particulars of Remuneration	Name of the MD/WTD/Manager	Total Amount
		Shiv Kumar Ladha (Managing Director)	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961	NIL	NIL
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	NIL	NIL
2	Stock option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission	NIL	NIL
	- as % of profit	NIL	NIL
	- others, specify...	NIL	NIL
5	Others, please specify	NIL	NIL
	Total (A)	NIL	NIL
	Ceiling as per the Act	Inadequate profit so as per Schedule V	

**B. Remuneration to other Directors (in Rs.)**

Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Sadashiv Salián	Kajal Dilip Kulshrestha*	Natwarlal Somani	
1	<b>Independent Directors</b>				
	(a) Fee for attending board/committee meetings	N.A	6,000	NIL	6,000
	(b) Commission	N.A	NIL	NIL	NIL
	(c) Others, please specify	N.A	NIL	NIL	NIL
	<b>Total (1)</b>		6,000	NIL	6,000
2	<b>Other Non-Executive Directors</b>				
	(a) Fee for attending board/committee meetings	NIL	N.A	N.A	NIL
	(b) Commission	NIL	N.A	N.A	NIL
	(c) Others, please specify <b>Salary</b>	3,49,500	N.A	N.A	349500
	<b>Total (2)</b>	NIL	N.A	N.A	NIL
	<b>Total (B)=(1+2)</b>	NIL	N.A	N.A	NIL
	<b>Total Managerial Remuneration</b>	<b>349,500</b>	<b>6,000</b>	<b>NIL</b>	<b>349,500</b>
	Overall Ceiling as per the Act.	Inadequate profit so as per Schedule V			

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD (in Rs.)**

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		CEO	CFO	
			Rupesh Anil Kadam	
1	Gross Salary	N.A	40,000	40,000
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	N.A	NIL	NIL
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	N.A	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	N.A	NIL	NIL
2	Stock Option	N.A	NIL	NIL
3	Sweat Equity	N.A	NIL	NIL
4	Commission	N.A	NIL	NIL
	- as % of profit	N.A	NIL	NIL
	- others, specify...	N.A	NIL	NIL
5	Others, please specify	N.A	NIL	NIL
	<b>Total</b>	<b>N.A</b>	<b>40,000</b>	<b>40,000</b>

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority [RD/NCLT/Court]	Appeal made, if any (give details)
<b>A. COMPANY</b>					
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			N.A		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					

For and on behalf of the Board of Directors of  
Mirch Technologies (India) Limited

Sd/-

Shiv Kumar Ladha  
Chairman

DIN: 00478534

Date: 30th May, 2019

Place: Mumbai

**Annexure II**  
**Form No. AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 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 transactions under third proviso thereto:

1. **Details of contracts or arrangements or transactions not at arm's length basis:** The Company) has not entered into any contract/arrangement/transaction with its related parties which is not in ordinary course of business or at arm's length during FY 2018-19.

(a) Name(s) of the related party and nature of relationship: **Not Applicable**

(b) Nature of contracts/arrangements/transactions: **Not Applicable**

(c) Duration of the contracts / arrangements/transactions: **Not Applicable**

(d) Salient terms of the contracts or arrangements or transactions including the value, if any: **Not Applicable**

(e) Justification for entering into such contracts or arrangements or transactions: **Not Applicable**

(f) Date(s) of approval by the Board: **Not Applicable**

(g) Amount paid as advances, if any: **Not Applicable**

(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: **Not Applicable**

2. **Details of material contracts or arrangement or transactions at arm's length basis:** There was no a material contract or transactions at arm's length basis during FY 2018-19.

a. Name(s) of the related party and nature of relationship: **Not Applicable**

b. Nature of contracts / arrangements / transactions: **Not Applicable**

c. Duration of the contracts / arrangements / transactions: **Not Applicable**

d. Salient terms of the contracts or arrangements or transactions including the value, if any: **Not Applicable**

e. Date(s) of approval by the Board, if any: **Not Applicable**

f. Amount paid as advances, if any: **Not Applicable**

For and on behalf of the Board of Director of  
**Mirch Technologies (India) Limited**

**Sd/-**

**Shiv Kumar Ladha**

**Chairman**

**DIN: 00478534**

**Place: Mumbai**

**Date: 30<sup>th</sup> May, 2019**

**ANNEXURE III**

**FORM NO. MR- 3**

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31 MARCH, 2019**

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

**To,**

**The Members**

**Mirch Technologies (India) Limited**

B-701, 7<sup>th</sup> Floor, Aurus Chambers,

S.S. Amrutwar Marg,

Worli, Mumbai - 400013.

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2019 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable to the Company during the audit period)

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): —

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during the audit period)
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not applicable to the Company during the audit period)
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period)
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period)

and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

vi) Other laws specifically applicable to the Company:

1. The Maternity Benefit Act, 1961
2. The Child Labour (Prohibition & Regulation) Act, 1986
3. The Environment Protection Act, 1986

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

***i) the Company has not appointed a whole time Company Secretary as provided u/s 203 of the Act and the rules framed thereunder***

***ii) the Company has preference shares which are yet to be redeemed and***

***(iii) the promoter(s) shareholding is not maintained in 100% dematerialized form.***

**We further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors except for one Independent Director. The changes in the

composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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

**We further report that** during the audit period there was no specific events/ actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

**For M/s Arun Dash & Associates  
Company Secretaries**

**Sd/-  
CS Arun Dash  
(Proprietor)  
M. No. FCS 9765  
C.P. No. 9309**

**Place: Mumbai  
Date: 30<sup>th</sup> May, 2019**

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



**'Annexure A'**

**To,**  
**The Members**  
**Mirch Technologies (India) Limited**  
B-701, 7<sup>th</sup> Floor, Aurus Chambers,  
S.S. Amrutwar Marg,  
Worli, Mumbai -400013.

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

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

**For M/s Arun Dash & Associates**  
**Company Secretaries**

**Place: Mumbai**  
**Date: 30<sup>th</sup> May, 2019**

**Sd/-**  
**CS Arun Dash**  
**(Proprietor)**  
**M. No. FCS 9765**  
**C.P. No. 9309**

#### Annexure - IV

**Information under Section 134(3) (m) of the Companies Act, 2013 read with rule 8(3) the Companies (Accounts) Rules, 2014 and forming part of the Report of the Directors**

(A) Conservation of energy-

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

(B) Technology absorption:

- (i) The efforts made towards technology absorption: **Nil**
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution: **Nil**
- (iii) In case of imported technology (imported during the last three reckoned from the beginning of the financial year) : **Nil**
- (iv) The expenditure incurred on Research and Development: **Nil**

(C) Foreign exchange earnings and Outgo: **Nil**

For and on behalf of the Board of Director of  
**Mirch Technologies (India) Limited**

**Sd/-**

**Shiv Kumar Ladha**  
**Chairman**  
**DIN: 00478534**  
**Place: Mumbai**  
**Date: 30<sup>th</sup> May, 2019**

## ANNEXURE V

Ratio of remuneration of each director to the median remuneration of all the employees of the Company for the financial year 2018-19.

The ratio of the remuneration of each director to the median of employee's remuneration and other details in terms of Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

<b>SR. No</b>	<b>REQUIREMENT</b>	<b>DISCLOSURE</b>
1	The ratio of the remuneration of each director to the median remuneration of the employees for the financial year. a. Shri Sadashiv Sheena Salián	2.37
2	The percentage increase in remuneration of each Directors, CFO, CEO, CS in the financial year Director – Shri Sadashiv Sheena Salián	10.80%
3	The percentage increase in the median remuneration of employees in the financial year Employee- 1. Krishna Kout* * The Median Employee has joined in the financial year 2018-19 and therefore his salary for previous financial year is ignored.	N. A
4	The number of permanent employees on the rolls of the Company	5
5	Affirmation that the remuneration is as per the remuneration policy of the Company	It is affirmed that the remuneration paid to the Directors and Key Managerial Personnel are as per the Nomination and Remuneration Policy of the Company.

## **Management's Discussion and Analysis**

### **Industry sector and development:**

The company is into the activities of industrial design and fabrication. The Company has been covering various industries like fertilizers, chemicals, petrochemicals, power plant, fibers, cements, steel plants, pharmaceuticals, dyes and intermediates, paper and pulp and other allied processing industries since its inception.

### **Opportunities:**

Industrial design encompasses many different types of opportunities, which carry out working with prefabricated materials, to heavy engineering that relies on the use of raw materials.

### **Segment-wise performance:**

In this industry there has been some odd sluggishness in the transmission space despite very optimistic expectations.

### **Major threats:**

Achieving sustainable growth can also present challenges. Turning a small product engineering company into a larger one normally requires a lot of capital.

The skills, expertise, the supply chain to develop products, the costs of manufacturing, including raw material costs are major threats for sustaining in the long term.

### **Future Outlook:**

As per the current analysis there seems to be a positive outlook for Industrial design sector in the coming years.

### **Risk Management:**

Risk is an important element of corporate functioning and governance. The Company has established the process of identifying, analyzing and treating risks, which could prevent the Company from effectively achieving its objectives. It ensures that all the risks are timely defined and mitigated in accordance with the well structured risk management process.

**Internal control system and their adequacy:**

The Company has adequate system of internal controls that are commensurate with its size and nature of business.

**Performance:**

The Company has constantly trying to increase its turnover as well as profitability.

**Human Resource:**

The company places high importance on the development of its human resources. It imparts regular training to its employees to make them more focused to adapt to the constant changes in the business environment. Industrial relation in the units was satisfactory.

**Discussion on financial performance with respect to operational performance:**

Turnover of the Company is Rs. 3,301,100 for the year ended 31<sup>st</sup> March, 2019 as compared to Rs. Nil for the year ended 31<sup>st</sup> March, 2018. Net worth is Rs. (-) 10,440,467 for the year ended 31<sup>st</sup> March, 2019 as compared to Rs. (-) 8,014,953 for the year ended 31<sup>st</sup> March, 2018.

**Cautionary Statement:**

The statements made in this report describe the Company's objectives, expectations and projections that may be forward looking statements. The actual results might differ materially from those expressed or implied depending on the economic conditions, government policies and other incidental factors, which are beyond the control of the company and management.



# U.S. Tanwar & Co.

Chartered Accountants

B-39/40, Gajanan Building No.9, Gajanan Colony Road, Jawahar Nagar,  
Goregaon(West), Mumbai 400062.

Tel : ( 022 ) 28785058 \* Email : ustanwar@yahoo.com

## Independent Auditor's Report

To the Members of M/s Mirch Technologies (India) Limited.

Report on the Audit of the Financial Statements

### Opinion

We have audited the accompanying financial statements of **M/s Mirch Technologies (India) Limited** (the Company), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss for the year then ended, the Statement of Changes in Equity and the Statement of Cash Flows for the year the ended and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the loss, changes in equity and its cash flows for the year ended on that date.

### Basis for opinion

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

### Key Audit Matters

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

Sr. No.	Key Audit Matter
1	Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 115 "Revenue from Contracts with Customers" (new revenue accounting standard) The application of the new revenue accounting standard involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of



# U.S. Tanwar & Co.

## Chartered Accountants

B-39/40, Gajanan Building No.9, Gajanan Colony Road, Jawahar Nagar,  
Goregaon(West), Mumbai 400062.

**Tel : ( 022 ) 28785058 \* Email : ustanwar@yahoo.com**

the basis used to measure revenue recognized over a period. Additionally, new revenue accounting standard contains disclosures which involves collation of information in respect of disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.  
Refer to Notes 2.5 to the Standalone Financial Statements

### Auditor's Response

Principal Audit Procedures We assessed the Company's process to identify the impact of adoption of the new revenue accounting standard. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows :

- Evaluated the design of internal controls relating to implementation of the new revenue accounting standard.
- Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, re-performance and inspection of evidence in respect of operation of these controls.
- Tested the relevant information technology systems' access and change management controls relating to contracts and related information used in recording and disclosing revenue in accordance with the new revenue accounting standard.
- Selected a sample of continuing and new contracts and performed the following procedures :
  - Read, analysed and identified the distinct performance obligations in these contracts.
  - Compared these performance obligations with that identified and recorded by the Company.
  - Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to compute revenue and to test the basis of estimation of the variable consideration.
  - Samples in respect of revenue recorded for time and material contracts were tested using a combination of approved time sheets including customer acceptances, subsequent invoicing and historical trend of collections and disputes.
  - Sample of revenues disaggregated by type and service offerings was tested with the performance obligations specified in the underlying contracts.
  - In respect of samples relating to fixed-price contracts, progress towards satisfaction of performance obligation used to compute recorded revenue was verified with actual and estimated efforts from the time recording and budgeting systems. We also tested the access and change management controls relating to these systems.
  - Sample of revenues disaggregated by type and service offerings was tested with the performance obligations specified in the underlying contracts.
  - Performed analytical procedures for reasonableness of revenues disclosed by type and service offerings.



# U.S. Tanwar & Co.

## Chartered Accountants

B-39/40, Gajanan Building No.9, Gajanan Colony Road, Jawahar Nagar,  
Goregaon(West), Mumbai 400062.

Tel : ( 022 ) 28785058 \* Email : ustanwar@yahoo.com

	<ul style="list-style-type: none"><li>○ We reviewed the collation of information and the logic of the report generated from the budgeting system used to prepare the disclosure relating to the periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.</li></ul>
2	<b>Key Audit Matter</b>
	<p>Accuracy of revenues and onerous obligations in respect of fixed-price contracts involves critical estimates</p> <p>Estimated effort is a critical estimate to determine revenues and liability for onerous obligations. This estimate has a high inherent uncertainty as it requires consideration of progress of the contract, efforts incurred till date and efforts required to complete the remaining contract performance obligations.</p> <p>Refer Notes 2.5 to the Standalone Financial Statements.</p>
<b>Auditor's Response</b>	
	<p><b>Principal Audit Procedures</b></p> <p>Our audit approach was a combination of test of internal controls and substantive procedures which included the following :</p> <ul style="list-style-type: none"><li>• Evaluated the design of internal controls relating to recording of efforts incurred and estimation of efforts required to complete the performance obligations.</li><li>• Tested the access and application controls pertaining to time recording, allocation and budgeting systems which prevents unauthorised changes to recording of efforts incurred.</li><li>• Selected a sample of contracts and through inspection of evidence of performance of these controls, tested the operating effectiveness of the internal controls relating to efforts incurred and estimated.</li><li>• Selected a sample of contracts and performed a retrospective review of efforts incurred with estimated efforts to identify significant variations and verify whether those variations have been considered in estimating the remaining efforts to complete the contract.</li><li>• Reviewed a sample of contracts with unbilled revenues to identify possible delays in achieving milestones, which require change in estimated efforts to complete the remaining performance obligations.</li><li>• Performed analytical procedures and test of details for reasonableness of incurred and estimated efforts.</li></ul>
<b>3. Key Audit Matter</b>	
	<p>Evaluation of uncertain tax positions</p> <p>The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.</p> <p>Refer Notes 2.10 &amp; 19 to the Standalone Financial Statements</p>
<b>Auditor's Response</b>	
	<p><b>Principal Audit Procedures</b></p> <p>Obtained details of completed tax assessments and demands for the year ended March</p>





# U.S. Tanwar & Co.

## Chartered Accountants

B-39/40, Gajanan Building No.9, Gajanan Colony Road, Jawahar Nagar,  
Goregaon(West), Mumbai 400062.

Tel : ( 022 ) 28785058 \* Email : ustanwar@yahoo.com

	<p>31, 2019 from management. We involved our internal experts to challenge the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes. Our internal experts also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions. Additionally, we considered the effect of new information in respect of uncertain tax positions as at April 1, 2018 to evaluate whether any change was required to management's position on these uncertainties.</p>
<b>4 Key Audit Matter</b>	
	<p>Recoverability of Indirect tax receivables As at March 31, 2019, non-current assets in respect of withholding tax and others includes Cenvat recoverable amounting to Rs. Nil which are pending adjudication</p>
<b>Auditor's Response</b>	
	<p>Principal Audit Procedures We have involved our internal experts to review the nature of the amounts recoverable, the sustainability and the likelihood of recoverability upon final resolution.</p>

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

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

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

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

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments



# *U.S. Tanwar & Co.*

## *Chartered Accountants*

---

B-39/40, Gajanan Building No.9, Gajanan Colony Road, Jawahar Nagar,  
Goregaon(West), Mumbai 400062.

**Tel : ( 022 ) 28785058 \* Email : ustanwar@yahoo.com**

---

and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

### **Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material 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.

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

- Identify and assess the risks of material misstatement of the 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
- 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 Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by
- 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.



# *U.S. Tanwar & Co.*

## *Chartered Accountants*

---

B-39/40, Gajanan Building No.9, Gajanan Colony Road, Jawahar Nagar,  
Goregaon(West), Mumbai 400062.

**Tel : ( 022 ) 28785058 \* Email : ustanwar@yahoo.com**

---

- 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.

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

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

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

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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 purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st 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 Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".



# *U.S. Tanwar & Co.*

## *Chartered Accountants*

---

B-39/40, Gajanan Building No.9, Gajanan Colony Road, Jawahar Nagar,  
Goregaon(West), Mumbai 400062.

**Tel : ( 022 ) 28785058 \* Email : ustanwar@yahoo.com**

---

- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

For and on behalf of  
U.S. Tanwar & Co.,  
Chartered Accountants  
F.R. No.110810W

Place:-Mumbai  
Date: 30-05-2019

Sd/-  
(CA.U.S. Tanwar)  
Proprietor  
ICAI M.No.030440



# *U.S. Tanwar & Co.*

## *Chartered Accountants*

---

B-39/40, Gajanan Building No.9, Gajanan Colony Road, Jawahar Nagar,  
Goregaon (West), Mumbai 400062.

Tel : ( 022 ) 28785058 \* Email : ustanwar@yahoo.com

---

### **Annexure “A” to the Independent Auditor’s Report**

(Referred to in paragraph 1 under ‘Report on other legal and regulatory requirements’ section of our report to the members of Mirch Technologies (India) Limited of even date)

(1) In Respect of its fixed assets:

- (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The fixed assets of the Company were physically verified in full by the management during the year. According to the information and explanations given to us and as examined by us, no material discrepancies were noticed on such verification
- (c) According to the information and explanations given to us, the records examined by us, we report that the Company does not hold any freehold, are held in the name of the Company as at the balance sheet date. In respect of immovable properties of land and building that have been taken on lease and disclosed as fixed assets in the financial statements, the lease agreements are in the name of the Company.

(2) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. According to the information and explanations given to us and as examined by us, no material discrepancies were noticed on such verification.

(3) According to information and explanation given to us, the company has not granted any loan, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register required under section 189 of the Companies Act, 2013. Accordingly, paragraph 3 (iii) of the order is not applicable.

(4) In our opinion and according to information and explanation given to us, the company has not granted any loans or provided any guarantees or given any security or made any investments to which the provision of section 185 and 186 of the Companies Act, 2013. Accordingly, paragraph 3 (iv) of the order is not applicable.

(5) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits and accordingly paragraph 3 (v) of the order is not applicable.

(6) The Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Act for any of the activities of the company and accordingly paragraph 3 (vi) of the order is not applicable.



# U.S. Tanwar & Co.

## Chartered Accountants

B-39/40, Gajanan Building No.9, Gajanan Colony Road, Jawahar Nagar,  
Goregaon(West), Mumbai 400062.

Tel : ( 022 ) 28785058 \* Email : ustanwar@yahoo.com

- (7) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have been generally regularly deposited during the year by the company with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were in arrears as at March 31, 2019 for a period of more than six months from the date they became payable, except as per details below:

Name of the statute	Nature if the Dues	Amount(Rs.)	Period to which Amount relates	Due Date
Maharashtra Value Added Tax,2002	Mumbai sales tax	30,546/-	Old Dues prior to 2002	
Maharashtra Value Added Tax,2002	Mumbai sales tax	16345/-	Apr 05-Mar 05	21-04-2005
Central Sales Tax,1956	Central Sales Tax	7,30,249/-	Old Dues prior to 2002	Old Dues prior to 2002
Maharashtra Value Added Tax,2002	Vat	17,055/-	Oct 09 to Mar 10	21-04-2010

- (7) (b) According to the information and explanations given to us and the records of the company examined by us, there are no dues of income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise and value added tax which have not been deposited on account of any dispute.
- (8) In our opinion and according to the information and explanations given to us, the company has no outstanding dues to any financial institutions or banks or any government or any debenture holders during the year. Accordingly, paragraph 3 (viii) of the order is not applicable.
- (9) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and has not taken any term loans during the year. Accordingly, paragraph 3 (ix) of the order is not applicable.
- (10) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.



# *U.S. Tanwar & Co.*

## *Chartered Accountants*

---

B-39/40, Gajanan Building No.9, Gajanan Colony Road, Jawahar Nagar,  
Goregaon(West), Mumbai 400062.

**Tel : ( 022 ) 28785058 \* Email : ustanwar@yahoo.com**

---

- (11) No Managerial remuneration has been paid or provided.
- (12) The Company is not a Nidhi Company and accordingly, paragraph 3 (xii) of the order is not applicable to the Company.
- (13) According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with section 177 and 188 of the Act. Where applicable, the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (14) According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the order is not applicable.
- (15) According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the order is not applicable.
- (16) According to the information and explanations given to us and based on our examination of the records of the company, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For and on behalf of  
U.S. Tanwar & Co.,  
Chartered Accountants  
F.R. No.110810W

Place:-Mumbai  
Date:30-05-2019

Sd/-  
(CA.U.S. Tanwar)  
Proprietor  
ICAI M.No.030440





# *U.S. Tanwar & Co.*

## *Chartered Accountants*

---

B-39/40, Gajanan Building No.9, Gajanan Colony Road, Jawahar Nagar,  
Goregaon(West), Mumbai 400062.

Tel : ( 022 ) 28785058 \* Email : [ustanwar@yahoo.com](mailto:ustanwar@yahoo.com)

---

### **Annexure “B” to the Independent Auditor’s Report**

(Referred to in paragraph 2 (f) under ‘Report on other legal and regulatory requirements’ section of our report to the Members of Mirch Technologies (India) Limited of even date)

#### **Report on the internal financial controls over financial reporting under clause (i) of sub – section 3 of section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of Mirch Technologies (India) Limited (“the Company”) as at March 31, 2019, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management’s responsibility for internal financial controls**

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

#### **Auditors’ responsibility**

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

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

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





# *U.S. Tanwar & Co.*

## *Chartered Accountants*

---

B-39/40, Gajanan Building No.9, Gajanan Colony Road, Jawahar Nagar,  
Goregaon(West), Mumbai 400062.

Tel : ( 022 ) 28785058 \* Email : [ustanwar@yahoo.com](mailto:ustanwar@yahoo.com)

---

### **Meaning of internal financial controls over financial reporting**

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

### **Limitations of internal financial controls over financial reporting**

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

### **Opinion**

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

For and on behalf of  
U.S. Tanwar & Co.,  
Chartered Accountants  
F.R. No.110810W

Place:-Mumbai  
Date:30-05-2019

Sd/-  
(CA.U.S. Tanwar)  
Proprietor  
ICAI M.No.030440

**MIRCH TECHNOLOGIES (INDIA) LIMITED**

**CIN- L27290MH1972PLC016127**

**Balance Sheet as at 31 March, 2019**

Particulars	Note	As at	As at	As at
		31 March, 2019	31 March, 2018	1st April, 2017
<b>ASSETS</b>				
<b>Non-current assets</b>				
(a) Property, Plant and Equipment	2	3,01,00,462	3,11,32,820	3,29,68,985
<b>Financial assets</b>				
(a) Loans	3	13,13,651	13,17,651	13,22,651
(b) Other Financial Assets	4	92,601	18,601	26,000
		<b>3,15,06,714</b>	<b>3,24,69,072</b>	<b>3,43,17,636</b>
<b>Current assets</b>				
(a) Inventories		-	10,24,373	-
<b>Financial assets</b>				
(a) Trade Receivable	5	-	-	69,72,564
(b) Cash and cash equivalents	6	34,404	1,28,692	41,737
(c) Bank Balance other Than above	7	-	9,00,607	8,47,171
Current Tax Assets (Net)	8	4,16,513	3,37,617	2,54,051
Other Current Assets	9	1,78,464	6,90,744	-
		<b>6,29,381</b>	<b>30,82,033</b>	<b>81,15,523</b>
<b>TOTAL</b>		<b>3,21,36,095</b>	<b>3,55,51,105</b>	<b>4,24,33,159</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
(a) Equity share capital	10A	89,11,000	89,11,000	89,11,000
(b) Other equity	10B	-1,93,51,467	-1,69,25,953	-1,44,66,387
		<b>-1,04,40,467</b>	<b>-80,14,953</b>	<b>-55,55,387</b>
<b>LIABILITIES</b>				
<b>Non-Current Liabilities</b>				
Deferred Tax liabilities (net)		53,21,342	60,73,755	71,73,681
<b>Current Liabilities</b>				
<b>Financial Liabilities</b>				
(i) Borrowings	11	3,49,78,615	3,52,06,355	3,71,16,355
(ii) Trade payables	12	10,72,641	10,97,554	15,67,359
Other Current liabilities	13	12,03,964	11,88,394	21,31,151
		<b>4,25,76,561</b>	<b>4,35,66,058</b>	<b>4,79,88,546</b>
<b>TOTAL</b>		<b>3,21,36,095</b>	<b>3,55,51,105</b>	<b>4,24,33,159</b>
<b>Notes forming part of the financial statements</b>	1 to 20			

In terms of our report attached.

**For U.S.Tanwar & Co**  
Chartered Accountants  
F.R.N.110810W

0 - -  
For and on behalf of the Board of Directors

Sd/-  
**CA. U.S.Tanwar**  
Proprietor  
M.No.30440

Sd/-  
**Chief Financial Officer**  
Rupesh Anil Kadam

Sd/-  
**Chairman**  
S.K. Ladha

Sd/-  
**Director**  
S.Salian

Place : Mumbai  
Date :

**MIRCH TECHNOLOGIES (INDIA) LIMITED**

**CIN- L27290MH1972PLC016127**

**Profit and Loss for the year ended 31 March, 2019**

Particulars	Note	For the year ended 31 March, 2019	For the year ended 31 March, 2018
<b>Revenues:</b>			
Sales		33,01,100	-
Other Operating Revenue	14	33,01,100 8,71,408	- 8,41,802
<b>Total Revenue</b>		<b>41,72,508</b>	<b>8,41,802</b>
<b>Expenses:</b>			
(a) Cost of Materials Consumed	15	16,09,573	-
(b) Employee Benefits Expense	16	11,84,289	8,47,717
(c) Finance costs	17	3,739	2,830
(d) Depreciation and Amortisation Expense	2	17,38,340	18,60,625
(e) Other expenses	18	28,14,493	16,90,123
<b>Total Expenses</b>		<b>73,50,434</b>	<b>44,01,295</b>
<b>Profit / (Loss) before tax</b>		-31,77,926	-35,59,493
<b>Tax expense:</b>			
(a) Deferred Tax	19	7,52,413	10,99,926
<b>Profit / (Loss) for the Period (5 ± 6)</b>		<b>-24,25,513</b>	<b>-24,59,567</b>
<b>Earnings per equity share (of `10/- each):</b>			
(a) Basic (in `)		(3.03)	(3.07)
(b) Diluted (in `)		(3.03)	(3.07)
<b>Notes forming part of the financial statements</b>	<b>1 to 20</b>		

In terms of our report attached.

**For U.S.Tanwar & Co**  
Chartered Accountants  
F.R.N.110810W

For and on behalf of the Board of Directors

Sd/-  
**CA. U.S.Tanwar**  
Proprietor  
M.No.30440

Sd/-  
**Chief Financial Officer**  
Rupesh Anil Kadam

Sd/-  
**Chairman**  
S.K. Ladha

Sd/-  
**Director**  
S.Salian

Place : Mumbai

Date :

**MIRCH TECHNOLOGIES (INDIA) LIMITED**  
**CIN- L27290MH1972PLC016127**  
**Cash Flow Statement for the year ended 31 March, 2019**

Particulars	For the year ended 31 March, 2019		For the year ended 31 March, 2018	
	-	-	-	-
<b>A. Cash flow from operating activities</b>				
Net Profit / (Loss) before extraordinary items and tax	-31,77,926		-35,59,493	
<u>Adjustments for:</u>				
Depreciation and amortisation	17,38,340		18,60,625	
Finance costs	3,739		2,830	
Interest income	-1,706		-59,374	
Prior Period Tax Provision				
Operating profit / (loss) before working capital changes	-14,37,553		-17,55,412	
<u>Changes in working capital:</u>				
<u>Adjustments for (increase) / decrease in operating assets:</u>				
Closing Stock	10,24,373		-10,24,373	
Trade receivables	-		69,72,564	
Long-term loans and advances	-1,48,896		-71,167	
Other current assets	5,12,280		-6,90,744	
<u>Adjustments for increase / (decrease) in operating liabilities:</u>				
Trade payables	-24,913		-4,69,805	
Other current liabilities	15,570		-9,42,757	
Cash flow from extraordinary items				
<b>Net cash flow from / (used in) operating activities (A)</b>		-59,140		20,18,306
<b>B. Cash flow from investing activities</b>	-7,05,983		-24,459	
<b>Net cash flow from / (used in) investing activities (B)</b>		<b>-7,05,983</b>		<b>-24,459</b>
<b>C. Cash flow from financing activities</b>				
Capital expenditure on fixed assets, including capital advances	-		-	
Proceeds from Short Term borrowings	-2,27,740		-19,10,000	
Interest income	1,706		59,374	
Finance cost	-3,739		-2,830	
<b>Net cash flow from / (used in) financing activities (C)</b>		-2,29,773		-18,53,456
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		-9,94,896		1,40,391
Cash and cash equivalents at the beginning of the year		10,29,299		8,88,908
<b>Cash and cash equivalents at the end of the year</b>		<b>34,404</b>		<b>10,29,299</b>
* Comprises:				
(a) Cash on hand	8,091		92,929	
(c) Balances with banks				
(i) In current accounts	26,312		35,763	
(iii) In deposit accounts with original maturity of less than 3 months	-		9,00,607	
		34,404		10,29,299

**Notes:**

(i) The Cash Flow Statement reflects the combined cash flows pertaining to continuing and discounting operations.

(ii) These earmarked account balances with banks can be utilised only for the specific purpose.

**See accompanying notes forming part of the financial statements**

In terms of our report attached.

<p><b>For U.S.Tanwar &amp; Co.</b> Chartered Accountants FRN 110810W</p> <p style="text-align: center;">Sd/- <b>(CA.U.S.Tanwar)</b> Proprietor</p>	<p><b>For and on behalf of the Board of Directors</b></p> <p style="text-align: center;">Sd/- <b>Chief Financial Officer</b> Rupesh Anil Kadam</p>	<p style="text-align: center;">Sd/- <b>Chairman</b> S.K. Ladha</p>	<p style="text-align: center;">Sd/- <b>Director</b> S. Salian</p>
--	--	--	---

**M.No.030440**  
Place : Mumbai  
Date :

**Statement of Changes in Equity for the year ended 31st March, 2019**

**A) Equity Share Capital**

1st April,2017	Changes in equity share capital during 2017-18	31st March,2018	Changes in equity share capital during 2018-19	31st March,2019
89,11,000	-	89,11,000	-	89,11,000

**B) Other Equity**

Particulars	Reserve & Surplus Retained Earning	Total
1st April,2017	-1,44,66,387	-1,44,66,387
Profit for the Year	-24,59,567	-24,59,567
Prior Period Adjustment	-	-
<b>31st March,2018</b>	<b>-1,69,25,954</b>	<b>-1,69,25,954</b>
Profit for the Year	-24,25,513	-24,25,513
Prior Period Adjustment	-	-
<b>31st March,2019</b>	<b>-1,93,51,467</b>	<b>-1,93,51,467</b>

**For U.S.Tanwar & Co**  
Chartered Accountants  
F.R.N.110810W

For and on behalf of the Board of Directors

Sd/-  
**CA. U.S.Tanwar**  
Proprietor  
M.No.30440

Sd/-  
**Chief Financial Officer**

Sd/-  
**Chairman**  
S.K. Ladha

Sd/-  
**Director**  
S.Salian

Place : Mumbai  
Date :

**MIRCH TECHNOLOGIES (INDIA) LIMITED**  
**CIN- L27290MH1972PLC016127**  
**Notes forming part of the financial statements**

Note	Particulars
<b>1</b>	<b>The Company Overview, Basic of Preparation and significant Accounting Policies</b>
	<b>I The Company Overview</b>
	Mirch Technologies (India) Limited, a Public Limited listing on the Bombay Stock Exchange Limited. The Registered office of the Company is situated at Aurus Chambers, B Wing, Flat No. 701, S.S. Amrutwar Margh, Worli, Mumbai-400013. Note on the business activity / operations of the Company:- Manufacturing of chemical processing equipments like heat exchangers, air drying plants etc. These financial Statements were approved and adopted by Board of Directors of the Company in their meeting held on May 30,2019
	<b>II Basis of Preparation of financial statements</b>
	<b>(i) Statement of Compliance:</b>
	The Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act,2013 read with Companies (Indian Accounting Standards) Rules,2015 and Companies (Indian Accounting Standards) (Amendment) Rules,2016 and relevant provisions of the Companies Act,2013
	<b>(ii) Basis of Preparation:</b>
	The financial statements of the Company have been prepared in accordance with Ind AS 101, " First Time Adoptions of Ind AS", as these are the Company's first Ind AS compliant Financial Statements for the year ended March,31, 2018. The Financial Statements correspond to the Classification provisions contioned in Ind AS-1 (Presetation of Financial Statements). The Transition to Ind AS has been carried out from the Accounting Principles generally accepted in India (Indian GAAP), which is considered as the "Previous GAAP", for purpose of Ind AS-1.
<b>2.1</b>	<b>Use of estimates</b> The Preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions 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.  The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable.
<b>2.3</b>	<b>Cash and cash equivalents</b>  Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short term balances (with an original maturity of three months or less from the date of acquisition).
<b>2.4</b>	<b>Cash flow statement</b> Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.
<b>2.5</b>	<b>Revenue recognition</b> <u>Sale of goods</u> During the year there is no sales.

**MIRCH TECHNOLOGIES (INDIA) LIMITED**  
**CIN- L27290MH1972PLC016127**  
**Notes forming part of the financial statements**

**Note 2 Significant accounting policies (contd.)**

Note	Particulars
<b>2.6</b>	<p><b>Other income</b>  Rent income is accounted on accrual basis.</p>
<b>2.7</b>	<p><b>Property, Plant and Equipment (PPE)</b>  On transition to Ind AS, the company has adopted optional exception under Ind AS 101 to measure Property, Plant and Equipment at fair value. Depreciation has been provided on the written down value method as per the rates prescribed in schedule II to the Companies Act,2013. Property, Plant and Equipment are carried at cost less accumulated depreciation and impairment losses, if any. The Office premises purchased is yet to be transferred in company's Name by the society. However the company has claimed depreciation on the same.</p>
<b>2.8</b>	<p><b>Earnings per share</b>  Basic earnings per share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.</p>
<b>2.10</b>	<p><b>Taxes on income</b>  Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets are recognised for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.</p>
<b>2.11</b>	<p><b>Impairment of assets</b>  There is no impairment of assets during the year.</p>

**MIRCH TECHNOLOGIES (INDIA) LIMITED**  
**CIN- L27290MH1972PLC016127**  
**Notes forming part of the financial statements**

<b>2.12</b>	<b>Provisions and contingencies</b> A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liability is disclosed after careful evaluation of facts, uncertainties and possibility of reimbursement. Contingent liabilities are disclosed in notes.
<b>2.13</b>	The Net worth of the company has been eroded in to negative. However accounts have been prepared on going concern basis.



**MIRCH TECHNOLOGIES (INDIA) LIMITED**  
**CIN- L27290MH1972PLC016127**  
**Notes forming part of the financial statements**

**Note 2 Property, Plant and Equipments (PPE)**

Description	Gross Carrying Value				Depreciation				Net Carrying Value		
	Balance as at 1 April, 2017	Additions	Disposals	Balance as at 31 March, 2018	Balance as at 1 April, 2017	Depreciation / amortisation expense for the year	Eliminated on disposal of assets	Adjustment To Reserve	Balance as at 31 March, 2018	Balance as at 31 March, 2018	Balance as at 31 March, 2017
( a) Building	3,96,57,290	-	-	3,96,57,290	77,59,457	15,51,062	-	-	93,10,519	3,03,46,771	3,18,97,833
( b) Furniture and Fixtures	16,24,738	-	-	16,24,738	10,73,070	1,53,769	-	-	12,26,839	3,97,899	5,51,668
( c) Motor Car	9,95,812	-	-	9,95,812	7,69,849	75,065	-	-	8,44,914	1,50,898	2,25,963
( d) Electrical Fittings	4,80,468	-	-	4,80,468	3,03,585	51,002	-	-	3,54,587	1,25,881	1,76,883
( e) Air Conditioner	2,53,120	-	-	2,53,120	1,38,245	23,989	-	-	1,62,233	90,887	1,14,875
( f) Computer	84,100	24,559	-	1,08,659	82,437	5,738	-	-	88,175	20,484	1,663
( g) Computer Printer	6,950	-	-	6,950	6,850	-	-100	-	6,950	0	100
<b>Total</b>	<b>4,31,02,478</b>	<b>24,559</b>	<b>-</b>	<b>4,31,27,037</b>	<b>1,01,33,493</b>	<b>18,60,625</b>	<b>-100</b>	<b>-</b>	<b>1,19,94,217</b>	<b>3,11,32,820</b>	<b>3,29,68,985</b>

Description	Gross Carrying Value				Depreciation				Net Carrying Value		
	Balance as at 1 April, 2018	Additions	Disposals	Balance as at 31 March, 2019	Balance as at 1 April, 2018	Depreciation / amortisation expense for the year	Eliminated on disposal of assets	Adjustment To Reserve	Balance as at 31 March, 2019	Balance as at 31 March, 2019	Balance as at 31 March, 2018
( a) Building	3,96,57,290	6,67,000	-	4,03,24,290	93,10,519	14,94,596	-	-	1,08,05,115	2,95,19,175	3,03,46,771
( b) Furniture and Fixtures	16,24,738	-	-	16,24,738	12,26,839	1,10,908	-	-	13,37,747	2,86,991	3,97,899
( c) Motor Car	9,95,812	-	-	9,95,812	8,44,914	50,128	-	-	8,95,043	1,00,769	1,50,898
( d) Electrical Fittings	4,80,468	-	-	4,80,468	3,54,587	36,296	-	-	3,90,883	89,585	1,25,881
( e) Air Conditioner	2,53,120	-	-	2,53,120	1,62,233	18,381	-	-	1,80,615	72,505	90,887
( f) Computer	1,08,659	38,983	-	1,47,642	88,175	28,030	-	-	1,16,205	31,437	20,484
<b>Total</b>	<b>4,31,20,087</b>	<b>7,05,983</b>	<b>-</b>	<b>4,38,26,070</b>	<b>1,19,87,268</b>	<b>17,38,340</b>	<b>-</b>	<b>-</b>	<b>1,37,25,608</b>	<b>3,01,00,462</b>	<b>3,11,32,819</b>
<b>Previous year</b>	<b>4,31,02,478</b>	<b>24,559</b>	<b>-</b>	<b>4,31,27,037</b>	<b>1,01,33,493</b>	<b>18,60,625</b>	<b>-100</b>	<b>-</b>	<b>1,19,94,217</b>	<b>3,11,32,820</b>	<b>3,29,68,985</b>

**MIRCH TECHNOLOGIES (INDIA) LIMITED**  
**CIN- L27290MH1972PLC016127**  
**Notes forming part of the financial statements**

**Note 3 Non-current Financial Assets- Loans**

Particulars	As at 31 March, 2019	As at 31 March, 2018	As at 1st April, 2017
Unsecured, considered good Other loans and advances	13,13,651	13,17,651	13,22,651
<b>Total</b>	<b>13,13,651</b>	<b>13,17,651</b>	<b>13,22,651</b>

**Note 4 Non-current Financial Assets- Others**

Particulars	As at 31 March, 2019	As at 31 March, 2018	As at 1st April, 2017
Security Deposits	92,601	18,601	26,000
<b>Total</b>	<b>92,601</b>	<b>18,601</b>	<b>26,000</b>

**Note 5 Trade receivables**

Particulars	As at 31 March, 2019	As at 31 March, 2018	As at 1st April, 2017
Unsecured considered good	-	-	69,72,564
<b>Total</b>	<b>-</b>	<b>-</b>	<b>69,72,564</b>

**Note 6 Cash and cash equivalents**

Particulars	As at 31 March, 2019	As at 31 March, 2018	As at 1st April, 2017
(a) Cash on hand	8,091	92,929	14,708
(b) Current Accounts	26,312	35,763	27,029
<b>Total</b>	<b>34,404</b>	<b>1,28,692</b>	<b>41,737</b>

**Note 7 Bank Balances other Than Cash and cash equivalents**

Particulars	As at 31 March, 2019	As at 31 March, 2018	As at 1st April, 2017
Fixed Deposits with Scheduled Banks	-	9,00,607	8,47,171
<b>Total</b>	<b>-</b>	<b>9,00,607</b>	<b>8,47,171</b>

**Note 8 Current Tax Assets (Net)**

Particulars	As at 31 March, 2019	As at 31 March, 2018	As at 1st April, 2017
Tax Deducted At Source (Net)	4,16,513	3,37,617	2,54,051
<b>Total</b>	<b>4,16,513</b>	<b>3,37,617</b>	<b>2,54,051</b>

**Note 9 Other Current Assets**

Particulars	As at 31 March, 2019	As at 31 March, 2018	As at 1st April, 2017
(a) Advance to Suppliers	1,78,464	6,90,744	-
<b>Total</b>	<b>1,78,464</b>	<b>6,90,744</b>	<b>-</b>

**MIRCH TECHNOLOGIES (INDIA) LIMITED**  
**CIN- L27290MH1972PLC016127**  
**Notes forming part of the financial statements**

**Note 10 Share capital**

Particulars	As at 31 March, 2019	As at 31 March, 2018	As at 1st April, 2017
(a) Authorised			
Equity shares-9,00,000 (9,00,000 Equity Share of Rs.10 Each as at 31-03-2018 and 01-04-2017)	90,00,000	90,00,000	90,00,000
Redeemable preference shares-10,000 (10,000 Shares of Rs.10 Each as at 31-03-2018 and 01-04-2017)	10,00,000	10,00,000	10,00,000
	<b>1,00,00,000</b>	<b>1,00,00,000</b>	<b>1,00,00,000</b>
(b) Issued,Subscribed and paid up			
Equity shares-7,71,850 (7,71,850 Equity Share of Rs.10 Each as at 31-03-2018 and 01-04-2017)	77,18,500	77,18,500	77,18,500
Equity shares-7,450 (7,450 Equity Share of Rs.5 Each as at 31-03-2018 and 01-04-2017)	37,250	37,250	37,250
Equity shares-20,700 (20,700 Equity Share of Rs.7.50 Each as at 31-03-2018 and 01-04-2017)	1,55,250	1,55,250	1,55,250
Redeemable preference shares-10,000 (10,000 Shares of Rs.10 Each as at 31-03-32018 and 01-04-2017)	10,00,000	10,00,000	10,00,000
<b>Total</b>	<b>89,11,000</b>	<b>89,11,000</b>	<b>89,11,000</b>

(i) Details of shares held by each shareholder holding

Class of shares / Name of shareholder	As at 31 March, 2019	As at 31 March, 2018	As at 1st April, 2017
Equity shares with voting rights			
Shiv Kumar Ladha	310950	310950	310950
Usha Devi Ladha	255444	255444	255444
Redeemable preference shares			
Unit Trust of India	2500	2500	2500
The Oriental Fire General Insurance Co. Ltd	5000	5000	5000
Life Insurance corporation of India	2400	2400	2400

**MIRCH TECHNOLOGIES (INDIA) LIMITED**  
**CIN- L27290MH1972PLC016127**  
**Notes forming part of the financial statements**

**Note 11 Current Financial Liabilities- Borrowings**

Particulars	As at 31 March, 2019	As at 31 March, 2018	As at 1st April, 2017
(a) Loans and advances from related parties	3,49,78,615	3,52,06,355	3,71,16,355
<b>Total</b>	<b>3,49,78,615</b>	<b>3,52,06,355</b>	<b>3,71,16,355</b>

**Note 12 Current Financial Liabilities- Trade Payable**

Particulars	As at 31 March, 2019	As at 31 March, 2018	As at 1st April, 2017
Total Outstanding dues of Creditors other than	10,72,641	10,97,554	15,67,359
<b>Total</b>	<b>10,72,641</b>	<b>10,97,554</b>	<b>15,67,359</b>

**Note 13 Other current liabilities**

Particulars	As at 31 March, 2019	As at 31 March, 2018	As at 1st April, 2017
(a) Statutory remittances:- Duties & taxes	8,17,221	6,43,379	16,25,427
(b) Rent Deposit	3,37,500	3,37,500	3,37,500
(c) Other Current Liabilities	49,242	2,07,515	1,68,224
<b>Total</b>	<b>12,03,964</b>	<b>11,88,394</b>	<b>21,31,151</b>

**MIRCH TECHNOLOGIES (INDIA) LIMITED**  
**CIN- L27290MH1972PLC016127**  
**Notes forming part of the financial statements**

**Note 14 Other income**

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
Interest income on Bank Deposit	1,706	59,374
Rent Received	7,94,848	7,76,257
Other Income	8,832	6,171
Packing Charges	66,022	-
<b>Total</b>	<b>8,71,408</b>	<b>8,41,802</b>

**Note 15 Cost of materials Consumed**

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
Opening stock	<b>10,24,373</b>	-
Add: Purchases	5,85,200	10,24,373
Less: Closing stock	-	<b>10,24,373</b>
<b>Cost of material consumed</b>	<b>16,09,573</b>	-

**Note 16 Employee benefits expense**

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
Salaries and wages	10,76,353	8,06,800
Ex-Gratia	50,000	-
Staff welfare expenses	57,936	40,917
<b>Total</b>	<b>11,84,289</b>	<b>8,47,717</b>

**Note 17 Finance costs**

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
Bank Charges	3,739	2,830
<b>Total</b>	<b>3,739</b>	<b>2,830</b>

**Note 18 Other expenses**

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
Advertisement	54,552	65,704
A G M expenses	17,750	20,666
Conveyance	99,334	68,280
Car Expenses	3,06,706	3,24,996
Direct Expenses	5,53,348	2,76,620
Misc. Expenses	98,066	1,37,018
Filing Fees	3,600	26,400
Legal and professional	3,01,408	2,03,541
Listing Fees	2,50,000	72,506
Office Expenses	1,59,890	68,285
Power and fuel	56,236	56,264
Printing and stationery	52,952	53,739
Repairs and maintenance - Machinery	1,66,150	66,000
Remuneration to CFO	40,000	24,000
Society Charges	1,79,294	1,87,985

Telephone Expense	20,749	23,620
Transportation Charges	53,328	14,500
Rate & Taxes	4,01,130	-
<b>Total</b>	<b>28,14,493</b>	<b>16,90,123</b>

**MIRCH TECHNOLOGIES (INDIA) LIMITED**  
**Notes forming part of the financial statements**

**Note 18 Disclosures under Accounting Standards (contd.)**

**Particulars**

**Related party transactions**

**Details of related parties:**

Description of relationship	Names of related parties			
Key Management Personnel (KMP)	MR. Shiv Kumar Ladha, Mrs.Usha Ladha, Mr. Sadashiv Salian			
Relatives of KMP				
Company in which KMP / Relatives of KMP can exercise significant influence				
	KMP	Relatives of KMP	Entities in which KMP / relatives of KMP have significant influence	Total
<u>Balances outstanding at the end of the year</u>				
Loans and advances	-	-	-	-
	-50,000			-50,000
Borrowings	3,52,06,355	-	-	3,52,06,355
	-3,71,16,355	-	-	-3,71,16,355

Note: Figures in bracket relates to the previous year

**MIRCH TECHNOLOGIES (INDIA) LIMITED**  
**Notes forming part of the financial statements**

**Note 19 Disclosures under Accounting Standards (contd.)**

Particulars	As at 31 March, 2019	As at 31 March, 2018
<b>Deferred tax (liability) / asset</b>		
<u>Tax effect of items constituting deferred tax liability</u>		
On difference between book balance and tax balance of Fixed Assets	2,60,947	5,04,172
Tax effect of items constituting deferred tax liability	2,60,947	5,04,172
<u>Tax effect of items constituting deferred tax assets</u>		
On difference between book balance and tax balance of Unabsorbed Losses	(4,91,466)	-5,95,755
Tax effect of items constituting deferred tax assets	(4,91,466)	(5,95,755)
<b>Net deferred tax (liability) / asset</b>	<b>7,52,413</b>	<b>5,95,755</b>

**Note 20 Other Disclosures required by statute**

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
<b>Auditors Remuneration (including service tax)</b>		
<b>Statutory Auditors</b>		
i. Audit Fee	25,000	25,000
ii. Tax Audit Fee	-	-
iii. Certification/other Services	-	-
iv. Out of Pocket Expenses	-	-
<b>Total</b>	<b>25,000</b>	<b>25,000</b>

**Note 21 Disclosures under Accounting Standards (contd.)**

**Provisions and contingencies**

Contingent Liabilities not provided in respect of:

a) Claim against the company not acknowledged as debt Rs.3,18,811/- towards Bombay Sales Tax, Central Sales Tax Assessment dues.

b) No Provision has been made for the present liabilities for future payment of gratuity. Valuation of gratuity not done for the current financial year, the same will be accounted as and when paid

c) Arrears of dividend on 9.5% Redeemable Cumulative Preference Shares of Rs.100/- each, Rs.26,60,000/- has neither been paid nor provided.

d) Balance due to/ due from various parties are subject to confirmation.

e) Interest on unsecured loan has not been provided as Directors are pursuing with unsecured loan creditors to waive the interest

f) The company do not have any information with regard to creditors whether they possess any S.S.I. units



g) As per the term and conditions, the company was to redeem the Redeemable Preference shares at par after 12 years, that is in the year 1985-86 subject to three month notice, but not later than 15 years from the date of allotment that is 27.09.1973 but the company has not redeemed the same so far. As the maturity period of same shares is over, the company is liable to pay dividend on these shares @9.5% p.a., that is Rs.95,000/-p.a. and aggregating to Rs.26,60,000/- liable to be paid to the shareholders of those shares, however, Rs.26,60,000/- has not been provided in the balance sheet. Hence the debit balance of profit & loss account as appearing in the balance sheet would have been higher to the extent of Rs.26,60,000/- and the loss for the current year would have been higher to the same extent.

**Note 1 to 20**

In terms of our report attached.

**For U.S.Tanwar & Co**

Chartered Accountants

F.R.N.110810W

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

**Sd/-**  
**(CA. U.S.Tanwar)**  
**Proprietor**  
**M.No.030440**

**Sd/-**  
**Chief Financial Officer**  
**Rupesh Anil Kadam**

**Sd/-**  
**Chairman**  
**S.K. Ladha**

**Sd/-**  
**Director**  
**S.Salian**

Place : Mumbai

Date :

**Form No. MGT-11**

**Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**CIN:** L27290MH1972PLC016127

**Name of the company:** Mirch Technologies (India) Limited

**Registered office:** B -701, 7<sup>th</sup> Floor, Aurus Chambers, S.S. Amrutwar Marg, Worli, Mumbai - 400013.

<p><b>Name of the member (s):</b> <b>Registered address:</b></p>  <p><b>E-mail Id:</b> <b>Folio No/ Client Id:</b> <b>DP ID:</b></p>
--

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him/her

2. Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him/her

3. Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 46<sup>th</sup> Annual general meeting/ ~~Extra Ordinary general meeting~~ of the company, to be held on the Monday of September 30, 2019 At 11.30 a.m. at B-701, 7th Floor, Aurus Chambers, S.S. Amrutwar Marg Worli, Mumbai - 400013 and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No.**

**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 31<sup>st</sup> March, 2019 along with Directors' Report and Auditors' Report thereon.
2. To appoint a Director in the place of Shri Sadashiv Sheena Salian (DIN: 05346842), who retires by rotation at this Annual General Meeting and being eligible has offered himself for reappointment.
3. Re- appointment of M/s. U.S. Tanwar & Co. Chartered Accountants (Firm Registration No. 110810W) as the Statutory Auditors of the Company.

**Special Business**

- 1 Appointment of Shri Shivkumar Ladha as the Managing Director and Chairman of the Company

Signed this..... day of..... 2019.

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp
---------------------------

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

**ATTENDENCE SLIP**

**MIRCH TECHNOLOGIES (INDIA) LIMITED**

B-701, 7th Floor, Aurus Chambers, S.S. Amrutwar Marg, Worli, Mumbai - 400013.  
CIN: L27290MH1972PLC016127

**PLEASE FILL ATTENDANCE SLIP AND HAND OVER AT THE ENTRANCE OF THE MEETING  
VENUE**

Joint Shareholders may use photocopy of this attendance Slip

Folio No. /DP ID\*/Client ID\*:

Number of shares held:

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the 46<sup>th</sup> Annual General Meeting of the Company at the Registered Office at B-701, 7th Floor, Aurus Chambers, S.S. Amrutwar Marg, Worli, Mumbai - 400013 on Monday, September 30, 2019 at 11.30 a.m.

.....  
Name of the Member / Proxy  
(In BLOCK letters)

.....  
Signature of the Member / Proxy  
(In BLOCK letters)

Note: Shareholder/Proxy holder desiring to attend the meeting should bring this copy of the Annual Report for reference at the Meeting.

\* Applicable for investors holding shares in electronics form.