

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Yogendra kumar Gupta	: Managing Director
Mr. Manik Dattatrey C.	: Director & CFO
Mr. Lalit K. Sharma	: Independent Director
Mr. Kalpesh L. Trivedi	: Independent Director
Mr. Chanakya I. Shukla	: Independent Director
Ms. Hiralben P. Kubavat	: Woman Director

REGISTERED OFFICE ADDRESS

: 3rd Floor D. K .House,
Nr, Mithakhali Under Bridge,
Mithakhali, Ahmedabad - 380006.
Tel & Fax: 079-26568789
E-mail ID: mahan.int@gmail.com
Web Site: www.mahan.co.in

BANKERS

: Axis Bank Ltd & HDFC Bank
Ahmedabad

AUDITORS

: M/s. Roopen R Shah & Co.
Chartered Accountants

REGISTRAR & SHARES TRANSFER AGENT

: Adroit Corporate Service India Pvt. Ltd.
19/20, Jaferbhoy Ind. Estate,
1st Floor, Makwana Road, Marol,
Andheri (East), Mumbai-400059.
Tel : 228596060/28594060/42270400
E-mail Id: info@adroitcorporate.com

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BOARD'S REPORT

To,
The Members,
Mahan Industries Limited

Your Directors have pleasure in presenting the 26th Annual Report on the business and operations of your Company, along with the audited financial statements for the financial year ended 31st March, 2020.

Web Address of company: www.mahan.co.in

FINANCIAL PERFORMANCE

The summary of the Financial Result of the Company for the year under review are as under and figures are updated as per IND AS:

Particulars	31 st March 2020	31 st March 2019
	Amt (Rs.)	Amt (Rs.)
INCOME		
Revenue from Operations	68,33,742	45,06,951
Other Income	7,02,358	55,687
Total Revenue (i)	75,36,100	45,62,638
EXPENDITURE		
Purchase	30,72,344	49,56,880
(Increase)/ Decrease in inventory	28,93,688	22,55,913
Employee Benefits Expense	13,70,990	10,22,908
Finance Cost	16,539	20,324
Depreciation	18,773	18,773
Other Expenses	9,69,521	11,65,626
Diminution (Gain) in Value of Investments Quoted/ Unquoted	69,89,115	2,75,48,016
Diminution (Gain) in Value of Long Term Investment	-	2,52,000
Bad Debt or Loan Written Off.	5,92,500	-
Income Tax Exp earlier years written off./STT/MAT Written off/	5,61,351	35,96,309
Total Expenses (ii)	1,64,84,821	4,08,36,744
Profit / (Loss) before Tax [(i) - (ii)]	(89,48,720)	(3,62,74,106)
Tax expense:	-	-
Add: Balance from previous year of Profit (Loss)after reducing reserves of Rs. 90 ,00, 000	(28,60,54,163)	(24,97,80,057)
Balance of Profit / (Loss) carried to Balance Sheet after reducing reserves of Rs. 90 ,00, 000	(29,50,02,884)	(28,60,54,163)

RESERVES AND SURPLUS:

As on 31/03/2020 the Balance of Profit and Loss shows a Loss of Rs. 30,40,02,884/- as against P.F.Y. 29,50,54,163/-. During the year the Company has incurred a loss of Rs. 89,48,720/- as against P.Y. Rs. 3,62,74,106/-. There is no change in Capital Reserves balance. The opening and closing balance of capital reserves stands at Rs. 90,00,000/-.

DIVIDEND:

No Dividend for the year under the review is recommended.

PERFORMANCE REVIEW

During the financial year 2019-20, company's Performances has suffered due to high volatility in stock markets and funds constraint. Your company is trying to revive and improve performance.

SHARE CAPITAL

The Authorized Share Capital of the Company is Rs. 37,30,00,000 and paid up Equity Share Capital is Rs. 36,00,00,000 as at March 31, 2020. During the year under review, the Company has not issued shares or convertible securities or shares with differential voting rights nor has granted any stock options or sweat equity or warrants. As on March 31, 2020, none of the Directors of the Company hold instruments convertible into Equity Shares of the Company.

CHANGE IN NATURE OF COMPANY BUSINESS

The Company is a Non-Banking financial Company (Non Deposit taking) registered with the Reserve Bank of India. There is no change in nature of Company Business.

DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL APPOINTED / RESIGNED

The Board of Directors' key purpose is to ensure the Company's prosperity by collectively directing the company's affairs, whilst meeting the appropriate interests of its Shareholders and stakeholders.

The Board consists of a combination of Executive, Non – Executive and Independent Directors with an extensive and diverse experience in different fields of operations.

During the year under the review, following Key Managerial Personnel have been appointed or resigned.

Sr. No.	Name	Designation	Date	Appointment /Cessation
1.	Ms. Jaya Gopaldas	Company Secretary &	19/04/2019	Cessation

	Ahuja	Compliance Officer		
2.	Ms. Poonam Pravinbhai Panchal	Company Secretary & Compliance Officer	19/04/2019	Appointment
3.	Ms. Poonam Pravinbhai Panchal	Company Secretary & Compliance Officer	19/08/2019	Cessation
4.	Ms. Amarjeet Kaur L. Khandal	Company Secretary & Compliance Officer	19/08/2019	Appointment
5.	Ms. Amarjeet Kaur L. Khandal	Company Secretary & Compliance Officer	04/09/2019	Cessation
6.	Mr. Navalkishor Ratilal Shah	Company Secretary & Compliance Officer	14/02/2020	Appointment

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

During the year, no material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year of the company to which the financial statements relate and the date of this report, except as mentioned in this report.

DETAILS OF HOLDING / SUBSIDIARY COMPANIES / JOINT VENTURES / ASSOCIATE COMPANIES:

During the year under review, there was no holding, Subsidiary Company, Joint Ventures or Associate Companies.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNALS:

BSE Ltd. informed as per SEBI's directions vide Letter No. SEBI/HO/ISD/ISD/OW/P/2017/18183 dated 07th August, 2017 wherein it is mentioned that MCA directed SEBI to initiate action as per SEBI laws and regulations for 331 Shell Companies. The list includes your company.

Accordingly, the trading of the shares was put under GSM VI and trading in shares was restricted as per rules. Upon representation by Company, Bombay Stock Exchange Vide its Letter No. L/SURV/OFL/KM/2017/2017-18/SHELL/COMP/531515/1 Dated March, 14, 2018 restored trading as normal, subject to the other conditions, including the condition that promoters shall not transfer or sell their holdings.

An independent Auditor appointed by BSE has conducted Forensic Audit of Company and submitted report.

The Company has submitted its reply on the observations made in forensic audit report to BSE as per BSE's instructions in 20th January, 2020 and have requested BSE to remove the name of company from list of suspected shell companies in view of submissions and also requested for personal hearing and awaiting BSE's decision The

Company has sent reminders to BSE on 26th February 20 and June 12, 2020 requesting to remove its name from the list of Suspected Shell Companies,

The reply from BSE is still awaited.

During the year under review there were no significant and material orders passed by any Regulators or Court or Tribunals which may have impact on the going concern status. No order has been passed by any Regulators or Court or Tribunals which may have impact on the Company's operation in future.

INTERNAL FINANCIAL CONTROLS

Internal Financial Control system of the Company has been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable Accounting Standards.

The Company has an adequate internal financial control to support the preparation of the financial statements.

CODE OF CONDUCT

Pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, your Company has laid down a Code of Conduct for its Board Members and Senior Management Personnel. All the Directors and the Senior Management Personnel have affirmed compliance with the said Code of Conduct. A declaration regarding compliance by Board Members and Senior Management Personnel with the Code of Conduct for the year ended March 31, 2020 is also contained in the Corporate Governance Report.

DEPOSITORY SYSTEM

Members not having Shares in Dematerialized form are advised to avail the facility of Dematerialization through any of the nearest Depository Participants (DPs) to avoid the possibility of loss, mutilation etc, of share certificates and also to ensure safe and speedy transactions in the securities.

DIRECTORS' RESPONSIBILITY STATEMENT

As required under the provisions of Section 134(3) (c) of the Companies Act, 2013, your Directors report that:

(a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.

(b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Loss of the Company for that period.

(c) The Directors have taken proper and sufficient care for 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.

(d) The Directors have prepared the annual accounts on a going concern basis.

(e) The Directors have laid down internal financial controls as required by Explanation to Section 134(5) (e) of the Act to be followed by the Company and such internal financial controls are adequate and are operating effectively.

(f) The Directors have devised proper systems to ensure compliance with the provisions of applicable laws and such systems are adequate and operating effectively.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

Pursuant to provision of Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014 the Company has no particulars to report in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo during the year under review.

EXTRACT OF THE ANNUAL RETURN

Pursuant to provision of Section 92 and 134 and other applicable provision of the companies Act, 2013 and of Rule 12(1) of Companies (Management and Administration) Rules, 2014 the extract of the annual return in Form MGT-9 for the financial year ended on 31st March, 2020 is annexed as '**Annexure I**' to this report.

PARTICULARS OF EMPLOYEES:

There was no employee drawing remuneration requiring disclosure under the Rule 5 (2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The information required under Section 197(12) of the Companies Act, 2013 and rule 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in '**Annexure II**' to this report and form part of this Report.

LISTING:

The Equity Shares of the Company are listed on Bombay Stock Exchange. The Company is regular in payment of listing fees.

AUDITORS AND AUDITORS' REPORT

M/s. Roopen R. Shah & Co., Chartered Accountants (Firm Reg. No. 119869W) were appointed as Statutory Auditors of the Company to hold office from the conclusion of 23rd Annual General Meeting until the conclusion of 28th Annual General Meeting.

M/s. Roopen R. Shah & Co. have confirmed their eligibility and qualification required under section 139, 141 and other applicable provisions of the Companies Act, 2013 and rules issued there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

There is no qualification or adverse remarks in the auditor's report. The Notes on Accounts referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

AUDIT COMMITTEE:

The Company has duly constituted its Audit Committee pursuant to the provisions of Section 177 of the Companies Act, 2013 & Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The detail of the constitution of the audit committee is provided in the Corporate Governance Report. In Conformity with the requirements of Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013, as applicable, the strength of the Board as also of the Audit Committee is adequate.

DEMATERIALIZATION OF SHARES:

The ISIN for the equity shares is INE735D01033. As on 31st March, 2020 total 2,28,03,675 Equity Shares of the Company have been dematerialized. The Members of the Company are requested to dematerialize their Shares. Shareholders holding shares in physical mode are requested to submit their KYC details as per SEBI guidelines.

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the year under report were on an arm's length basis and in the ordinary course of business. There are no materially significant related party transactions made by the Company during the year. No advance is / was paid for entering into related party transactions. The details of the transactions entered with related party are mentioned in the notes to the accounts.

PARTICULARS OF LOANS/GUARANTEES/INVESTMENT:

The Company has not given any loan / guarantee or provided any Security or made any investment to any person (except those required for business purpose). The details of investments made during the year are provided in the Balance Sheet. Further the Company is a Non Banking finance Company and therefore it is eligible for exemption as provided under Section 186 (11) of the Companies Act, 2013. The Company and its Directors do not have any relation to the person to whom the loan is

provided or the Company in which the investment is made. The loan and investment are made for Business purpose.

RISK MANAGEMENT POLICY

The Company has a structured risk management policy. The Risk management process is designed to safeguard the organization from various risks through adequate and timely actions. It is designed to anticipate, evaluate and mitigate risks in order to minimize its impact on the business. The potential risks are inventories and integrated with the management process such that they received the necessary consideration during decision making. It is dealt with in greater details in the management discussion and analysis section. The Risk Management Policy is also available on the Company's website. i.e. www.mahan.co.in.

DECLARATION BY INDEPENDENT DIRECTORS

The following Directors are independent in terms of Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015:

- (a) Mr. Lalit Sharma
- (b) Mr. Kalpesh Trivedi
- (c) Mr. Chanakya Shukla

The Company has received requisite declarations/ confirmations from all the above Directors confirming their independence.

POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION

The requisite details as required by Section 134(3)(e), Section 178(3) & (4) and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 is attached herewith and forms part of the Directors Report.

The details in respect Disclosure under Section 197(12) and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in 'Annexure II' of the Report.

The details of the Nomination and Remunerations policy of the Company as required in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 is available at the website of the company at i.e. www.mahan.co.in.

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis as stipulated under the Listing Regulation is attached in 'Annexure III' forming part of the Annual Report. It speaks about the overall industry structure, global and domestic economic scenarios, development in

business operations/performance of the Company's business and other material changes with respect to the Company pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

NUMBER OF BOARD MEETINGS

The Board meets at regular intervals to discuss and decide on Company/ business policy and strategy, apart from other Board business. The Board/ Committee Meetings are pre-scheduled and a tentative annual calendar of the Board and Committee Meetings is circulated to the Directors well in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions through circulation, as permitted by law, which are confirmed in the subsequent Board meeting.

The notice of Board meeting is given well in advance to all the Directors. Usually, meetings of the Board are held in Ahmedabad. The Agenda of the Board /Committee meetings is circulated at least a week prior to the date of the meeting. The Agenda for the Board and Committee meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

During the year the Board of Directors met 8 times. The details of the Board Meetings are provided in the Corporate Governance Report.

CORPORATE SOCIAL RESPONSIBILITY

The Company is not covered under the criteria of the provision of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, and therefore it is not mandatory for the Company to have the Corporate Social Responsibility.

SCORPORATE GOVERNANCE

In compliance with Regulation 34 of Listing Regulations, a separate report on Corporate Governance along with a certificate from the Auditor's on its compliance forms an integral part of this Annual Report attached as an '**Annexure -IV**'.

CODE FOR PREVENTION OF INSIDER TRADING PRACTICES

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. The insider trading Policy is also available on the Website of the Company i.e. www.mahan.co.in

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

The Company has in place an Anti harassment policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaint Committee are set up at shop floor level to redress complaints received regularly and are monitored by women line supervisors who directly report to the Chairman. All employees (permanent, contractual, temporary, trainees) are covered under the policy. There was no complaint received from any employee during the financial year 2019-20 and hence no complaint is outstanding as on 31.03.2020 for Redressal. There is no female employee working with company.

SECRETARIAL STANDARDS

Pursuant to provision of Section 110 of the Companies Act, 2013 the Company has complied with the mandatory Secretarial Standards which are notified.

COST AUDIT

The Company is not engaged in the manufacturing activity and therefore the provisions of Cost Audit are not applicable to the Company.

SECRETARIAL AUDIT REPORT

Pursuant to Section 204 of the Act, the Secretarial Audit Report for the Financial Year ended 31st March, 2020 given by M/s. Gaudana & Gaudana, Practicing Company Secretaries is attached herewith and marked as '**Annexure V**' which forms part of the Directors Report. The observations are self explanatory.

ANNUAL PERFORMANCE EVALUATION

During the year, the Board has carried out the annual evaluation of its own performance as well as the evaluation of the working of its Committees and individual Directors, including Chairman of the Board. This exercise was carried out through a structured questionnaire prepared separately for Board, Committee and individual Directors.

The questionnaire for Board evaluation was prepared taking into consideration various aspects of the Board's functioning such as understanding of Board members of their roles and responsibilities, time devoted by the Board to Company's long-term strategic issues, quality and transparency of Board discussions, quality, quantity and timeliness of the information flow between Board members and management, Board's effectiveness in disseminating information to shareholders and in

representing shareholder interests, Board information on industry trends and regulatory developments and discharge of fiduciary duties by the Board.

The Board acknowledged certain key improvement areas emerging through this exercise and action plans to address these are in progress. The performance evaluation of the Non Independent Directors including Chairman was carried out by the Independent Directors at a separate meeting of the Independent Directors on 11th February, 2020. The Committee has carried out evaluation of all Directors including Independent Directors. The report of performance evaluation so arrived at was then noted and discussed at the Board Meeting.

BOARD

In accordance with the criteria suggested by The Nomination and Remuneration Committee, the Board of Directors evaluated the performance of the Board, having regard to various criteria such as Board composition, Board processes, Board dynamics etc. The Independent Directors, at their separate meetings, also evaluated the performance of the Board as a whole based on various criteria. The Board and the Independent Directors were of the unanimous view that performance of the Board of Directors as a whole was satisfactory.

In accordance with the provisions of Section 152 of the Act and the Company's Articles of Association, Ms. Hiralben Pravinkumar Kubavat, Director retires by rotation at the forthcoming Annual General Meeting and, being eligible offers herself for re-appointment and the same shall be eligible to appoint as Independent Woman Director of the Company. The Board recommends her re-appointment for the consideration of the Members of the Company at the forthcoming Annual General Meeting. Brief profile of Ms. Hiralben Pravinkumar Kubavat has been given in the Notice convening the Annual General Meeting.

COMMITTEES OF THE BOARD

The performance of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Independent Directors was evaluated by the Board having regard to various criteria such as committee composition, committee processes, committee dynamics etc. The Board was of the unanimous view that all the committees were performing their functions satisfactorily and according to the mandate prescribed by the Board under the regulatory requirements including the provisions of the Act, the Rules framed there under and the Listing Regulations.

INDIVIDUAL DIRECTORS

(a) Independent Directors: In accordance with the criteria suggested by The Nomination and Remuneration Committee, the performance of each Independent Director was evaluated by the entire Board of Directors (excluding the director being

evaluated) on various parameters like engagement, leadership, analysis, decision making, communication, governance and interest of stakeholders. The Board was of the unanimous view that each independent director was a reputed professional and brought his/her rich experience to the deliberations of the Board. The Board also appreciated the contribution made by all the independent directors in guiding the management in achieving higher growth and concluded that continuance of each independent director on the Board will be in the interest of the Company.

(b) Non-Independent Directors: The performance of each of the non-independent directors (including the chair person) was evaluated by the Independent Directors at their separate meeting. Further, their performance was also evaluated by the Board of Directors. The various criteria considered for the purpose of evaluation included leadership, engagement, transparency, analysis, decision making, functional knowledge, governance and interest of stakeholders. The Independent Directors and the Board were of the unanimous view that each of the non-independent directors was providing good business and people leadership.

CEO AND CFO CERTIFICATION

Pursuant to Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Certificate from Mr. Yogendra Kumar Gupta, Managing Director and Mr. Manik Dattatrey C., Chief Financial Officer for the year ended 31st March, 2020 is given in the Corporate Governance Report.

MATERIAL CHANGES AND COMMITMENTS

BSE Ltd. informed as per SEBI's directions vide Letter No. SEBI/HO/ISD/ISD/OW/P/2017/18183 dated 07 August, 2017 wherein it is mentioned that MCA directed SEBI to initiate action as per SEBI laws and regulations for 331 Shell Companies. The list includes your company.

Accordingly, the trading of the shares was put under GSM and trading shares were restricted as per rules. Upon representation by Company, Bombay Stock Exchange Vide its Letter No. L/SURV/OFL/KM/2017/201718/SHELL/COMP/531515/1 Dated March, 14, 2018 restored trading as normal, subject to the other conditions, including the condition that promoters shall not transfer or sell their holdings.

An independent Auditor appointed by BSE conducted Forensic Audit of the company and submitted report,

The Company has submitted its reply on the observations made in forensic audit report to BSE as per BSE's instructions in January 20 and awaiting BSE's decision

Company has again sent reminder to BSE on June 12, 2020 requesting to remove its name from the list of Suspected Shell Companies.

During the year under review there were no significant and material orders passed by any Regulators or Court or Tribunals which may have impact on the going concern status. No order has been passed by any Regulators or Court or Tribunals which may have impact on the Company's operation in future.

VIGIL MECHANISM & WHISTLE BLOWER POLICY

The Company has a Vigil mechanism & Whistle blower policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. The reportable matters may be reported to the Vigilance & Ethics Officer which operates under the supervision of the Audit Committee, as protected disclosures through an e-mail, or dedicated telephone line or a written letter. Employees may also report directly to the Chairman of the Audit Committee. The said Policy is available on the website of the Company.

POLICY ON RELATED PARTY TRANSACTIONS

The Board of the Company has adopted the Policy and procedure with regard to Related Party Transactions. The policy envisages the procedure governing the materiality of Related Party Transactions and dealing with Related Party transactions required to be followed by Company to ensure compliance with the Law and Regulation. Related Party Transaction Policy has been placed on the website of the Company and can be accessed at the link: www.mahan.co.in

DETAILS OF FRAUDS REPORTED BY AUDITORS

The Auditors did not found and hence reported any fraud during the year as per the Section 134 (3) (ca) of the Companies (Amendment) Act, 2015.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Your Company does not have any funds lying unpaid or unclaimed for a period of seven years. Therefore, there were no funds which were required to be transferred to investor Education and Protection Fund (IEPF).

WEB ADDRESS WHERE THE COPY OF THE ANNUAL RETURN:

The Annual Return for the financial year 2019-20 onwards as referred in sub-section (3) of Section 92 will be placed on below web address as per Section 134 (3) (a) of the Companies (Amendment) Act, 2015: www.mahan.co.in

OTHER DISCLOSURES

- a. The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meetings;
- b. The Managing Director of the company does not take any remuneration or commission from the Company;

- c. The Company does not have any scheme or provision of money for the purchase of its own shares by employees/ Directors or by trustees for the benefit of employees/ Directors; and
- d. The Company has not issued equity shares with differential rights as to dividend, voting or otherwise.

APPRECIATION:

Your Directors acknowledge the continued support and cooperation received from the Central Government, Shareholders, Banks and other Lenders, suppliers and Dealers.

The Board also wishes to record its sincere appreciation of the total commitment, dedication and hard work, put in by every stakeholder of the Company.

For and on behalf of Board of Directors of
Mahan Industries Limited

Yogendra kumar Gupta
Managing Director
DIN: 01726701

Date: 13/08/2020
Place: Ahmedabad

ANNEXURE-I

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2020
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the
Company (Management & Administration) Rules, 2014.

I. REGISTRATION AND OTHER DETAILS:-

1.	CIN	L91110GJ1995PLC024053
2.	Registration Date	02/01/1995
3.	Name of the Company	Mahan Industries Limited
4.	Category Sub-category of the Company	Company Limited by Shares/Indian Non-Government Company
5.	Address of the Registered office & contact details	D K House 3 rd Floor, Nr Mithakhali Under Bridge, Navrangpura, Ahmedabad-380006, Gujarat Email : mahan.int@gmail.com Telephone : 079-26568789 Website. :www.mahan.co.in
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if	Adroit Corporate Services Pvt. Ltd. 19/20, Jaferbhoy Industrial Estate

b) Banks / FI	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) FIIs	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	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	1,31,53,558	76,38,600	2,07,92,158	57.76	1,25,89,367	76,38,600	2,02,27,967	57.19	-0.57
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 2 lakh	53,67,971	1,44,593	55,12,564	15.31	54,76,885	1,55,125	56,32,010	15.64	0.33
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	36,42,680	54,02,600	90,45,280	25.13	42,03,769	54,02,600	96,06,369	26.68	1.55
c) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	2,22,80,553	1,31,85,793	3,54,66,346	98.52	2,22,70,021	1,31,96,325	3,54,66,346	98.52	1.31
Total Public Shareholding (B)=(B)(1)+ (B)(2)									
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	2,28,14,207	1,31,85,793	3,60,00,000	100	2,28,03,675	1,31,96,325	3,60,00,000	100	0

B) Shareholding of Promoter and parties acting in concert -

Sr.No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% 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	PROMOTER							

	Yogendra kumar Gupta	533454	1.48	0	533454	1.48	0	0
2	PARTY ACTING IN CONCERT							
	Pranav Gupta	200	0	0	200	0	0	0
	TOTAL	533654	1.48	0	533654	1.48	NIL	NIL

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

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	PROMOTER				
	Yogendra kumar Gupta				
	At the beginning of the year	533454	1.48	0	0
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	NO CHANGE			
	At the end of the year	533454	1.48	533454	1.48
2.	PARTY ACTING IN CONCERT				
	Pranav Gupta				
	At the beginning of the year	200	0	0	0
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	NO CHANGE			
	At the end of the year	200	0	200	0

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

S.No.	<i>Shareholding of each Directors and each Key Managerial Personnel</i>	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company

1.	Viaggio Entertainment Pvt. Ltd	45,00,000	12.50	45,00,000	12.50
2.	Godavari Commercial Services Private Limited	0	0	25,10,000	6.97
3.	Sourabh H Bora, HUF	18,00,000	5.00	18,00,000	5.00
4.	Rakhi S Bora	17,50,000	4.86	17,50,000	4.86
5.	Lakeview Land Private Limited	17,05,000	4.74	17,05,000	4.74
6.	Aalyya Traders Private Limited	16,94,995	4.71	16,94,995	4.71
7.	Religare Finvest Limited	16,43,720	4.57	16,43,720	4.57
8.	Sourabh H Bora	16,00,000	4.44	16,00,000	4.44
9.	Indivar Traders Private Limited	14,29,000	3.97	14,29,000	3.97
10.	Westlite infraprojects private limited	8,96,361	2.49	8,96,361	2.49

Shareholding of Directors and Key Managerial Personnel:

SN	<i>Shareholding of each Directors and each Key Managerial Personnel</i>	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Yogendrakumar Gupta	533454	1.48	-	-
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	0	0	0	0
	At the end of the year	533454	1.48	533454	1.48

***Other Directors do not hold any shares either at the beginning of the year and at the end of the year.**

IV) INDEBTEDNESS –

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

(Amount in Rs.)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	67,35,907	2,71,08,646	0	3,38,44,553

ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	67,35,907	2,71,08,646	0	3,38,44,553
Change in Indebtedness during the financial year				
* Addition		7,33,000	0	7,33,000
* Reduction	67,35,907	0	0	67,35,907
Net Change	67,35,907	7,33,000	0	-60,02,907
Indebtedness at the end of the financial year				
i) Principal Amount	0	2,78,41,646	0	2,78,41,646
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	2,78,41,646	0	2,78,41,646

V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Amount in Rs.)

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Yogendra kumar Gupta (Managing Director)	Manik Dattatrey C. (Executive Director)	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	3,00,000	3,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission - as % of profit - others, specify...	0	0	0
5	Others, please specify-Bonus	0	25,000	25,000
	Total (A)	0	3,25,000	3,25,000

B. Remuneration to other Directors:

SN.	Particulars of Remuneration	Name of Directors	Total Amount
-----	-----------------------------	-------------------	--------------

1	Independent Directors Fee for attending board committee meetings Commission Others, please specify	NIL	
	Total (1)		
2	Other Non-Executive Directors Fee for attending board committee meetings Commission Others, please specify	NIL	
	Total (2)		
	Total (B)=(1+2)		
	Total Managerial Remuneration		
	Overall Ceiling as per the Act		

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/ WTD:

Sr. No.	Particulars of Remuneration	Key Managerial Personnel					
		CEO	Company Secretary	Company Secretary	Company Secretary	Director and CFO	Total Amount (Rs.)
1.	Gross Salary		Jaya Ahuja (till 19/04/2019)	Poonam Panchal (From 19/04/2019 To 19/08/2019)	Navalkishor Ratilal Shah (From 04/02/2020 To till date)	Manik Dattatreya C.	
(a)	Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961		9,600	1,08,387	30,200	3,00,000	3,00,000
(b)	Value of Perquisites u/s 17(2) Income Tax Act, 1961		0	0	0	0	0
(c)	Profits in lieu of salary u/s 17(3) Income Tax Act, 1961		N.A.	N.A.	N.A.	N.A.	N.A.
2.	Stock Option		0	0	0	0	0
3.	Sweat Equity		0	0	0	0	0
4.	Commission –as % of profit-others, specify.		0	0	0	0	0
5.	Others, Please specify-		0	0	0	25,000	25,000

	Bonus						
	Total Amount (Rs.)		9,600	1,08,387	30,200	3,25,000	3,25,000

VI. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies	Brief description on	Details of Penalty/ Punishment/Compounding fees imposed	Authority (RD/NCLT/ Court)	Appeal made If any (give details)
A. Company					
Penalty Punishment Compounding					
B. Directors					
Penalty Punishment Compounding			NIL		
C. Other Officers In Default					
Penalty Punishment Compounding					

For and on behalf of Board of Directors of
Mahan Industries Limited

Date : 13/08/2020
Place: Ahmedabad

Yogendra kumar Gupta
Managing Director
DIN: 01726701

Annexure II

Disclosure under Section 197(12) and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- Ratio of remuneration of each director to the median remuneration of the employees of the Company for the financial year ended 31st March, 2020.

Sr. No.	Name of the Director	Remuneration per annum (In Rs.)	Median Remuneration of the employees per annum (In Rs.)	Ratio
1	Mr. Lalit Sharma	0	1,11,165	N.A.
2	Mr. Yogendra Kumar Gupta	0	1,11,165	N.A.
3	Mr. Manik Dattatreya C.	3,25,000	1,11,165	2.92:1
4	Mr. Kalpesh Trivedi	0	1,11,165	N.A.
5	Mr. Chanakya Shukla	0	1,11,165	N.A.
6	Ms. Hiralben Kubavat	0	1,11,165	N.A.

In view of the Financial Positions of the Company, Directors have foregone the Sitting Fees also.

- During the year under the review remuneration of Mr. Manik Dattatreya C. is increased by 10.77% (i.e. from Rs. 2,90,000 to Rs. 3,25,000),

Other than that there was no any proposal to increase the remuneration of any Director.

- The number of permanent employees on the rolls of the company as on 31st March, 2020 – 6 (Six).
- The explanation on the relationship between average increase in remuneration and company performance -

Particulars	Financial Year 2019 – 2020	Financial Year 2018 – 2019
Total revenue Amount Rs.	75,36,100	45,62,638
EBIDTA	(89,84,032)	(3,62,35,009)
EBIDTA as a % of total Income	-119.21%	-794.17%
Profit / (Loss) before tax	(89,48,720)	(3,62,74,106)
PBT as a % of total Income	-118.74%	-795.02%
Net profit / (Loss) for the year	(89,48,720)	(3,62,74,106)

Increase in the remuneration of employees is in line with the current year's performance, market dynamics and global environment, keeping in view the losses the Company.

- Comparison of the remuneration of the Key Managerial Personnel against the performance of the company.

Average increase in remuneration of Key Managerial Personnel is 0% and is based on individual performances, company's performance and as measure except the remuneration of Mr. Manik Dattatreya C. which was 10.77% in the last year to motivate them for better performance to achieve organization's growth expectations.

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

During the last three financial years, there was no increase in remuneration of Key Managerial Personnel:

Variations in the market capitalization of the company as at the closing date of the current financial year and the previous financial year:

- i. The market capitalization as on 31st March, 2020 was Rs. 68.40 lakh and as on 31st March, 2019 was Rs. 68.40 lakh.
- ii. Variation in price earnings ratio as at the closing date of the current financial year and the previous financial year:

Earnings Per Shares as on 31st March, 2020 is negative i.e. -0.25 and as on 31st March, 2019 was negative i.e. -1.01.

- iii. Percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year:

Not applicable since the Company has made no public offer during the last 5 years.

No Variable component of remuneration was paid to any Director.

There are no employees of the Company who receive remuneration in excess of the highest paid Director of the Company.

Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and senior management is as per the Remuneration Policy of your Company.

B. Particulars of Employee in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

There is no employee in the Company employed throughout the financial year with salary above Rs. 60 lacs per annum or employed part of the financial year with average salary above Rs. 5 lacs per month.

Further, there is no employee employed throughout Financial year or part thereof, was in receipt of remuneration of in aggregate is in excess of that drawn by the Managing Director or Whole time Director or Manager and holds by himself or along with his spouse and dependent children, not less than Two percent (2%) of the Equity Shares of the Company.

For and on behalf of Board of Directors of
Mahan Industries Limited

Date: 13/08/2020
Place : Ahmedabad

Yogendra kumar Gupta
Managing Director
DIN: 01726701

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

STRUCTURE OF THE COMPANY

Mahan Industries Limited is basically an Investment Company and majority of its assets are financial assets and income is derived mainly from financial activity.

The company invests in middle market companies. It provides direct equity capital and debt and loans. The company may also invest in Public and / or Private companies that are traded and/or unlisted may acquire investments in the secondary market.

OVERVIEW OF DEVELOPMENTS AND OPPORTUNITIES IN THE YEAR 2019 - 2020

During the year 2019 – 2020 the Indian Government is committed to enhance growth which will benefit your Company also.

RISKS AND CONCERNS:

The Company's income is mainly from the Dividends and Interests that may be receivable on Investments held by it. Any adverse impact on the industries of which securities are held by the Company, also have a bearing on the performance of the Company itself.

SEGMENT REPORTING:

The Company operates in a Single segment and hence segment reporting is not applicable to the Company.

INTERNAL CONTROL SYSTEMS:

The Company has a proper and adequate Internal Control System to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition, and those transactions are authorized, recorded and reported correctly. The Company, in consultation with its Statutory Auditors, periodically reviews and ensures the adequacy of Internal Control Procedures for the orderly conduct of business and also includes a review to ensure overall adherence to management policies and applicable laws & regulations.

HUMAN RESOURCES DEVELOPMENTS

During the year under review, the Company continued its emphasis on Human Resource Development as one of the critical area of its operation. Executives and officers of the Company having high potential in the field of Finance, Accounts, Marketing and Computer were regularly meet at the head office with a view to update their knowledge and to keep them abreast of the present scenario for meeting the challenges ahead.

FORWARD LOOKING STATEMENTS

The Forward looking statements that address expectations or projections about the future, including the Company's strategy for growth, development, market position, expenditures and financial results, based on certain assumptions and expectations of future events. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward looking statements.

CAUTIONARY STATEMENT:

The statements, objectives and estimates provided in the said Management Discussion and Analysis are “forward looking statements” within the meaning of applicable securities laws and regulations which have been prepared in compliance with the requirements of the Companies Act, 2013, the Accounting Standards issued by the Institute of Chartered Accountants of India, the Listing Regulations and all other applicable rules and regulations. The actual performance may vary depending on the market fluctuations, changes in Government policies, rules and regulations change in economic conditions nationally as well as internationally.

For and on behalf of Board of Directors of
Mahan Industries Limited

Date: 13/08/2020
Place: Ahmedabad

Yogendra kumar Gupta
Managing Director
DIN: 01726701

The Directors present the Company's Report on Corporate Governance for the year ended March 31st, 2020, in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (The "Listing Regulations").

Company's philosophy on Corporate Governance:

Mahan Industries Limited, recognizes the importance of Good Corporate Governance, which is the tool of building strong and everlasting beneficial relationship with customers, suppliers, bankers and more importantly with the investors. Corporate Governance is strongly driven by our values such as quality, commitment, customer orientation & integrity. Company's corporate structure, business and disclosure practices have been aligned to its Corporate Governance Philosophy. The Company believes in system driven performance and performance oriented systems to formulate strategies and policies having focus on optimizing value for various stakeholders and to protect their interest.

The Company is in adherence to the provisions on Corporate Governance pursuant to Schedule V (c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and forming part of Directors Report for the year ended on 31st March, 2020. The Company has complied with the Corporate Governance requirements specified in Regulation 17 to 27 and regulation 46 of the Listing regulations.

THE BOARD OF DIRECTORS GOVERNANCE STRUCTURE

The Corporate Governance structure at Mahan Industries Limited is as follows:

Board of Directors: The Board is entrusted with an ultimate responsibility of the Management, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosures.

Committees of the Board: The Board has constituted the following Committees viz, Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee. Each of the said Committee has been mandated to operate within a given framework.

The table below provides the composition of the Board, their attendance at Board Meetings & AGM and number of directorship, chairmanship/membership of companies:

Name of the Director & Designation & Age	Category & Nature of employment	Date of Appointment	No. of Directorship held in other companies /LLPs in India	No. of committees of which Member (M)/ Chairman (C) of other Companies	Board meeting attended	Attendance at the last AGM	No. of Shares held & % holding (of the Company) (As on 31 st March)
Mr. Yogendra Kumar Gupta Chairman cum Managing Director 62 Years	Executive Promoter Director	02/01/1995	NIL	NIL	8	Yes	533454 (1.48%)
Mr. Manik Dattatreya C. Director 48 Years	Executive Director Non Promoter	31/12/2003	NIL	NIL	8	Yes	NIL
Mr. Lalit Sharma 62 Years	Non-Executive Independent Director	31/12/1997	NIL	NIL	7	Yes	NIL
Mr. Kalpesh Trivedi 58 Years	Non-Executive Independent Director	23/02/2006	NIL	NIL	8	Yes	NIL
Mr. Chanakya Shukla 40 Years	Non-Executive Independent Director	30/12/2005	NIL	NIL	2	No	NIL
Mrs. Hiralben Kubavat 41 Years	Non-Executive Non Independent Director	07/04/2015	NIL	NIL	1	No	NIL

Notes:

Disclosure of Chairmanship & Membership includes membership of Audit and Stakeholder Relationship Committees in other Public Limited Companies.

Other directorships do not include alternate directorship, directorship of Private Limited Companies, Section 8 Companies of the Companies Act, 2013 and Foreign Companies.

None of the Directors of Board is a member of more than ten Committees and no Director is Chairman of more than five committees across all the Public companies in which they are Director. The necessary disclosures regarding Committee positions have been made by all the Directors.

None of the Independent Director of the Company is holding position of Independent Director in more than 7 Listed Company. Further, none of the Director of the Company serving as a Whole-Time Director in any Listed Company and is holding position of Independent Director in more than 3 Listed Company.

None of the Non-executive Directors has any pecuniary relationship, with other Directors of the Company. Non-executive Directors have no transaction with the Company. The details of sitting fees, commission and remuneration paid to each director appear later under the disclosure relating to Remuneration to Directors.

Board Meetings

The meetings of Board of Directors were held at the Registered Office of the Company. The functions performed by the Board include review of Minutes of Audit Committee Meetings and other Committees of the Board, adoption of financial results of the Company and review of Company's Operation & Performance. The Board meets at least once a quarter to review the quarterly performance and financial results of the Company. The maximum interval between any two meetings did not exceed 120 days. The agenda papers along with notes and other supporting were generally circulated in advance of the Board Meeting with sufficient information as required.

The Board met Eight times during the financial year 2019-20 as on the following dates:

Sr. No.	Date of Meeting	Board Strength	No. of Directors Present
1.	19/04/2019	6	4
2.	29/05/2019	6	4
3.	05/08/2019	6	5
4.	19/08/2019	6	4
5	04/09/2019	6	4
6	12/11/2019	6	4
7	12/02/2020	6	4
8.	14/02/2020	6	5

Information placed before the Board:

The Company provides the information as set out in Regulation 17 read with Part A of Schedule - II of the Listing Regulations to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective Meetings or by way of presentations and discussions during the Meetings.

Post Meeting Mechanism:

The important decisions taken at the Board/Board Committee Meetings in its meeting are communicated to the concerned department/ division. Board Support the Company Secretary attends the Board Meetings and advises the Board on Compliances with applicable laws and governance.

Roles, Responsibilities and Duties of the Board:

The duties of Board of Directors have been enumerated in Listing Regulations, Section 166 of the Companies Act, 2013 and Schedule IV of the said Act (Schedule IV is specifically for Independent Directors). There is a clear demarcation of responsibility and authority amongst the Board of Directors.

Number of Independent Directorships:

As per Regulation 17A of the Listing Regulations, Independent Directors of the Company do not serve as Independent Director in more than seven listed companies. Further, the Managing Director of the Company does not serve as an Independent Director in any listed entity.

Meeting of Independent Directors

The Company's Independent Directors meet at least once in a financial year without the presence of executive directors and management personnel to review the performance of Non-Independent Directors and Board as whole Schedule IV to the Act, inter alia, prescribes that the Independent Directors of the Company shall hold at least one meeting in a year, without the attendance of the non independent directors and members of the management. During the year, One meeting of independent directors was held on 11th February, 2020. Mr. Lalit Sharma was unanimously elected as the Chairman of the Meeting of the Independent Directors. The Independent Director meeting was attended by Mr. Lalit Sharma, Mr. Chanakya Shukla and Mr. Kalpesh Trivedi. At the meetings, the Independent Directors reviewed the performance of the non-independent directors (including the chairperson) and the Board as a whole and assessed the quality, quantity and timeliness of flow of information between the company, management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Company has devised the Policy on Familiarization Programme for Independent Director and the same is available on the website of the Company i.e. www.mahan.co.in

Familiarization Programme:

The Company has a detailed familiarization programme for Independent Directors to familiarize them with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the company operates, business model of the Company etc. The details of such programme are available on the website of the Company.

The Company has laid down procedures to inform the Board Members about the risk assessment and risk mitigation mechanism, which is periodically reviewed and reported to the Board of Directors by senior executives.

COMMITTEES OF THE BOARD:

Functioning of Boards through committees result in enhanced quality of decisions taken with focused approach. Such committees assist the Board in discharging its responsibilities in a better manner. In compliance with the mandatory requirements under the Listing Regulations, and the applicable laws, the Board has constituted the following committees.

The Board has constituted III Committees namely;

- ▽ **Audit Committee**
- ▽ **Stakeholder Relationship Committee**
- ▽ **Nomination and Remuneration Committee**

I. Audit Committee :

In Conformity with the requirements of Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013, as applicable, the strength of the Board as also of the Audit Committee is adequate.

Broad Terms of Reference of the Audit Committee

The Audit Committee of the Company comprises of Mr. Kalpesh Trivedi (Chairman), Mr. Lalit Sharma and Mr. Yogendra Kumar Gupta as other members of the Committee.

The role of the Audit Committee of the Company are in accordance with Section 177 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 inter-alia, include the following:

1. oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;

- d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions;
 - g. Modified opinion(s) in the draft audit report;
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
 6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
 7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
 8. Approval or any subsequent modification of transactions of the listed entity with related parties;
 9. Scrutiny of inter-corporate loans and investments;
 10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
 11. Evaluation of internal financial controls and risk management systems;
 12. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
 13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 14. Discussion with internal auditors of any significant findings and follow up there on;
 15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the whistle blower mechanism;
19. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Committee.

Attendance of the Members in the Audit Committee Meetings:

The Audit Committee is comprising of 3 (three) Directors which are as under:

Name of Directors	Designation	Category	No.of Meetings attended
Mr. Kalpesh Trivedi	Chairman	Non Executive Independent Director	5
Mr. Lalit Sharma	Member	Non Executive Independent Director	5
Mr. Yogendra Kumar Gupta	Member	Executive Director	3

The Committee met five times during the year ended 31st March, 2020 i.e. on 19th April, 2019, 29th May, 2019, 05th August, 2019, 12th November, 2019, and 12th February, 2020, and the time gap between the two meetings did not exceed 120 days. The necessary quorum was present for all the meeting. The Company has accepted all the recommendations of the audit committee.

The members of the committee are having financial and accounting knowledge. The committee carries out functions enumerated in the listing Regulations and Section 177 of the Companies Act, 2013.

Representatives of Auditors are invited from time to time depending upon the requirement of the committee to attend the meeting.

The Minutes of the Audit Committee are placed before the Board Meeting.

The Chairman of the Audit Committee was present at the Annual General Meeting of the Company to answer shareholders query.

▽ **Stakeholder Relationship Committee:**

Pursuant to provision of Section 178 of the Companies Act, 2013 the Company has constituted Stakeholders Relationship Committee deals with the following matters:

1. Noting Transfer/ Transmission of Shares
2. Review of dematerialised/rematerialised shares and all other related matters.
3. Monitors expeditious redressal of Investor Grievance Matters received from Investors, Stock Exchange, SEBI, ROC etc.
4. All other matters related to shares.

Composition and Category of Directors:

Name of Committee Member	Designation in Committee	Category
Mr. Lalit Sharma	Chairman	Non Executive Independent Director
Mr. Kalpesh Trivedi	Member	Non Executive Independent Director
Mr. Manik Dattatrey C.	Member	Executive Director

Stakeholder Relationship Committee Meetings Held:

In the financial year 2019-2020, the Committee met one time. The attendance of each Member at the said Meetings is stated below:

Name of Committee Member	No. of meetings attended
Mr. Lalit Sharma	1
Mr. Kalpesh Trivedi	1
Mr. Manik Dattatrey C.	1

The Stakeholder Relationship Committee generally meets in every Quarter depending on the frequency of grievances / transfer / duplicate requests received from the Shareholders and to discuss a plan of action for the recourse to be taken by the Committee to resolve such issues on time.

II. Nomination and Remuneration Committee:

Pursuant to the provision of Section 178 of the Companies Act, 2013 and of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has constituted a Nomination and Remuneration Committee.

It also identifies the persons who are qualified to become Directors and who may be appointed senior management. It also recommends to the Board their appointment and removal and evaluate their performance. The remuneration committee is established to ensure that remuneration arrangements support the strategic aims of the business and enable the recruitment, motivation and retention of senior executives such as Managing Director and the Executive Director while complying with the requirements of regulatory and governance bodies, satisfying the expectations of shareholders.

The Nomination and Remuneration Committee is entrusted with the power to determine Company's policy on specific remuneration packages, including pension

rights and other compensation for executive Directors and other employees of our Company.

Composition and Category of Directors:

The Remuneration Committee comprises of 3 Non-Executive Independent Directors.

Name of Committee Member	Designation in Committee	Category
Mr. Kalpesh Trivedi	Chairman	Non Executive Independent Director
Mr. Lalit Sharma	Member	Non Executive Independent Director
Mr. Chanakya Shukla	Member	Non Executive Independent Director

In the financial year 2019-2020, the Committee met four times. The attendance of each Member at the said Meetings is stated below:

Name of Committee Member	No. of meetings attended
Mr. Lalit Sharma	4
Mr. Kalpesh Trivedi	4
Mr. Manik Dattatrey C.	4

During the year there was no proposal to increase the remuneration of any Director.

During the year the Company has paid gross remuneration of Rs. 3,25,000/- to Mr. Manik Dattatrey C. (inclusive of Bonus of Rs. 25,000/-).

AFFIRMATIONS AND DISCLOSURES:

▽ **Compliances with Governance Framework:**

The Company is in compliance with all mandatory requirements under the Listing Regulations.

▽ **Related party transactions:**

All transactions entered into with the Related Parties as defined under the Companies Act, 2013 and Regulation 23 of the Listing Regulations during the financial year were on arm's length basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with Related Parties during the financial year. Related party transactions have been disclosed under significant accounting policies and notes forming part of the Financial Statements in accordance with "IND AS". A statement in summary form of transactions with Related Parties in ordinary course of

business and arm's length basis is periodically placed before the Audit committee for review and recommendation to the Board for their approval.

As required under Regulation 23(1) of the Listing Regulations, the Company has formulated a policy on dealing with Related Party Transactions. The Policy is available on the website of the Company viz. www.mahan.co.in.

None of the transactions with Related Parties were in conflict with the interest of Company. All the transactions are on arm's length basis and have no potential conflict with the interest of the Company at large and are carried out on an arm's length or fair value basis.

▽ **Compliances by the Company**

The Company has complied with all the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to capital markets hence there are no instances of non-compliances in any matter related to the capital market during the last three years except following:

- a) The Company has not appointed a qualified Company Secretary as the compliance officer for the period 4th September, 2019 to 13th February, 2020. However, as per Section 203(4) of Companies Act, 2013, this does not amount to a non-compliance as the vacancy was filled-up within a period of six months.
- b) The status of Company is suspected "Shell Company" as per records of the Stock Exchange. However the Company has provided all the necessary information and documents to the Stock Exchange and is in continuous communication with Stock Exchange for removal of the status of "Suspected Shell Company".

▽ **Vigil Mechanism & Whistle Blower Policy**

The Company has a Vigil mechanism & Whistle blower policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. The reportable matters may be reported to the Vigilance & Ethics Officer which operates under the supervision of the Audit Committee, as protected disclosures through an e-mail, or dedicated telephone line or a written letter. Employees may also report directly to the Chairman of the Audit Committee. The said Policy is available on the website of the Company.

▽ **Disclosure of Accounting Treatment:**

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

▽ **Risk Management Policy:**

The Company has a structured risk management policy. The Risk management process is designed to safeguard the organization from various risks through adequate and timely actions. It is designed to anticipate, evaluate and mitigate risks in order to minimize its impact on the business. The potential risks are inventories and integrated with the management process such that they receive the necessary consideration during decision making. It is dealt with in greater details in the management discussion and analysis section. The Risk Management Policy is also available on the Company's website. i.e. www.mahan.co.in.

▽ **Commodity price risk and Commodity hedging activities:**

The Company has adequate risk assessment and minimization system in place including for commodities. The Company does not have material exposure of any commodity and accordingly, no hedging activities for the same are carried out. Therefore, there is no disclosure to offer in terms of SEBI circular no. SEBI/HO/CFD/CMD1/ CIR/P/2018/0000000141 dated November 15, 2018.

▽ **Details of utilization of funds raised through Preferential Allotment or Qualified Institutional Placement as specified under Regulation 32 (7A).** N.A.

▽ **A certificate from a Company Secretary in practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Companies by the Board/ Ministry of Corporate Affairs or any such statutory authority.**

The Certificate of Company Secretary in practice is annexed herewith as a part of the Report.

▽ **Where the board had not accepted any recommendation of any committee of the Board which is mandatorily required, in the relevant Financial Year.** N.A.

▽ **Total fees for all services paid by the Listed Entity and its Subsidiaries, on a consolidated basis, to the Statutory Auditor and all entities in the network firm/network entity of which the Statutory Auditor is a part.**

Details relating to fees paid to the Statutory Auditors are given in note to the Standalone Financial Statements.

▽ **Non-mandatory requirements:**

Adoption of non-mandatory requirements of the Listing Regulations is being reviewed by the Board from time-to time.

DETAILS OF ADOPTION OF NON-MANDATORY (DISCRETIONARY) REQUIREMENTS:

Non-mandatory (discretionary) requirements under Regulation 27 of the Listing Regulations

The status of compliance with the non-mandatory requirements of the Listing Regulations is provided below:

▽ **The Board:**

The requirement relating to maintenance of office and reimbursement of expenses of Non-Executive Chairman is not applicable to the Company since the Chairman of the Company is an Executive Director.

▽ **Shareholder's Rights :**

The Company has not adopted the practice of sending out half-yearly declaration of financial performance to shareholders. Quarterly results as approved by the Board are disseminated to Stock Exchanges and updated on the website of the Company.

▽ **Reporting of Internal Auditor:**

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

GENERAL BODY MEETINGS:

1. GENERAL MEETING

a) Annual General Meeting held in last three years:

Financial Year	Day and Date	Type	Time	Location
2016-2017	Friday, , 29 th September, 2017	AGM	10.00 a.m.	3rd Floor, D.K. House, Near. Mithakhali Underbridge, Ellisbridge, Navrangpura, Ahmedabad-380006
2017-2018	Friday, 7 th September, 2018	AGM	10.00 a.m.	
2018-2019	Saturday, 31 st August, 2019	AGM	10.00 a.m.	

b) Extraordinary General Meeting

- One Extraordinary General meeting was held during the year 2016-2017 on 9th January, 2017.
- No Extra Ordinary General meeting was held during the year 2017 – 2018.
- No Extra Ordinary General meeting was held during the year 2018 – 2019.

2. Details of the Special Resolutions passed during the last three AGMs:

- No Special Resolution is passed during the last three AGMs.

3. **Postal Ballot:**

During the year under review, no Postal Ballot was conducted as none of the Businesses proposed to be transacted required passing a special resolution through postal ballot.

▽ **Annual General Meeting:**

Day and Date	30th September, 2020.
Time	11:00 A.M.
VENUE	The Company is conducting meeting through VC/OAVM pursuant to the MCA circular dated 5th May, 2020. For instructions to attend the AGM through VC/OAVM, please refer to the Notice of 26 th AGM.
Financial Year	1 st April, 2019 to 31 st March, 2020(12 Months)
Book Closure Dates	26 th September, 2020 to 30 th September, 2020 (both the days inclusive).
Listing on Stock Exchange	BSE Limited
Stock Code & Demat ISIN No.	Scrip code: 531515 ISIN: INE735D01033
Registrar and Transfer Agents	Adroit Corporate Services Pvt. Ltd. 19/20, Jaferbhay Industrial Estate 1st Floor, Makwana Road, Marol Naka, Andheri(E) Mumbai-400059
Address for Correspondence	Mahan Industries Ltd. 3rd Floor, D.K. House, Near. Mithakhali Underbridge, Ellisbridge, Navrangpura, Ahmedabad-380006.
Whether Management Discussion and Analysis Report is a part of Corporate Governance Report	Yes
Compliance Officer	Mr. Navalkishor Ratilal Shah
Plant Locations	Not Applicable
Any presentation made to the institutional investor and analyst	No
Is half yearly report sent to the shareholders	No

▽ **Financial Calendar**

During the Financial year under review, the Board Meetings for approval of quarterly Un-audited/Audited financial results were held on the following dates.

FINANCIAL REPORTING FOR THE YEAR 2019-20	DATE OF BOARD MEETING
Financial Reporting for the quarter ending 30/06/2019	5 th August, 2019
Financial Reporting for the quarter ending 30/09/2019	12 th November, 2019
Financial Reporting for the quarter ending 31/12/2019	12 th February, 2020
Financial Reporting for the quarter ending 31/03/2020	28 th July, 2020

Tentative Calendar for Financial Year ending March 31, 2021:

The tentative dates for Board Meetings for consideration of quarterly financial results are as follows:

Sr. No.	Particulars of Quarter	Tentative dates
1.	First Quarter Results	On or before the Second week of August, 2020
2.	Second Quarter & Half Yearly Results	On or before the Second week of November, 2020.
3.	Third Quarter & Nine-months ended Results	On or before the Second week of February, 2021
4.	Fourth Quarter & Annual Results	On or before the last week of May, 2021

MARKET INFORMATION

▽ Monthly high and low price Data of the Company on BSE in comparison with BSE Sensex for the period commencing from 1st April, 2019 to 31st March, 2020.

On the basis of the data available from the BSE website the monthly high and low price of the Shares in comparison to BSE Sensex is as under:

Month and Year	Share Price of the Company		No. of Shares of Company traded	BSE SENSEX	
	High	Low		High	Low
April, 2019	0.19	0.19	2,400	39,487.45	38,460.25
May, 2019	0.19	0.19	5,07,000	40,124.96	36,956.10
June, 2019	0.19	0.19	2,200	40,312.07	38,870.96
July, 2019	0.19	0.19	500	40,032.41	37,128.26
August, 2019	0.19	0.19	12,299	37,807.55	36,102.35
September,	0.19	0.19	9,000	39,441.12	35,987.80

2019					
October, 2019	0.19	0.19	4,011	40,392.22	37,415.83
November, 2019	0.19	0.19	6,893	41,163.79	40,014.23
December, 2019	0.19	0.19	8,603	41,809.96	40,135.37
January, 2020	0.19	0.19	5,06,561	42,273.87	40,476.55
February, 2020	0.19	0.19	2,101	41,709.30	38,219.97
March, 2020	Not traded	Not traded	Not traded	39,083.17	25,638.90

▽ **Distribution of the Shareholding as on 31st March, 2020**

Nominal Values	Shareholders	Percentage	Total Shares	Amount	Percentage
Up to 5000	- 3727	90.12	29,79,554	2,97,95,540	8.27
5001 10000	- 195	4.71	15,20,259	1,52,02,590	4.22
10001 20000	- 97	2.35	14,67,749	1,46,77,490	4.08
20001 50000	- 56	1.35	17,92,433	1,79,24,330	4.98
50001 & Above	61	1.47	2,82,40,005	28,24,00,050	78.44

▽ **Dematerialization of Shares**

Pursuant to SEBI notification, trading in the Equity Shares of the Company is permitted only in Dematerialized form w. e. f. 5th July, 2002 and as ammended from time to time.

▽ **Physical and Demat Shares as on 31st March, 2020**

Particulars	No. of Shareholders	No. of Shares	%
CDSL	1935	1,44,59,045	40.16
NSDL	1738	83,44,630	23.18
Physical	463	1,31,96,325	36.66
Total	4136	3,60,00,000	100

▽ **CONSOLIDATION OF FOLIOS AND AVOIDANCE OF MULTIPLE MAILING:**

In order to enable the Company to reduce costs and duplicity of efforts for providing services to investors, members who have more than one folio in the same order of names, are requested to consolidate their holdings under one folio. Members may write to the Registrars & Transfer Agents indicating the folio numbers to be consolidated along with the original shares certificates to be consolidated.

▽ **RECONCILIATION OF SHARE CAPITAL AUDIT REPORT:**

As stipulated by SEBI, a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges where the Company's shares are listed. The audit confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

▽ **COMPLIANCE WITH SECRETARIAL STANDARDS:**

The Institute of Company Secretaries of India, a Statutory Body, has issued Secretarial Standards on various aspects of corporate law and practices. The Company has complied with each one of them.

▽ **MEANS OF COMMUNICATION TO SHAREHOLDERS:**

The Un-audited quarterly/ half yearly results are announced within forty-five days of the close of the quarter. The audited annual results are announced within sixty days from the closure of the financial year as per the requirement of the Listing Regulations.

The approved financial results are forthwith sent to the Stock Exchanges and are published in English newspaper and Regional language (Gujarati) newspaper, within forty-eight hours of approval thereof. Presently the same are not sent to the shareholders separately.

The Company's financial results and official press releases are displayed on the Company's Website- www.mahan.co.in.

Management Discussion and Analysis report forms part of the Annual Report, which is sent to the shareholders of the Company.

The quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to the Stock Exchanges viz. Bombay Stock Exchange (BSE) are filed electronically. The Company has complied with filing submissions through BSE's BSE Listing Centre.

SEBI processes investor complaints in a centralized web based complaints redressal system i.e. SCORES. Through this system a shareholder can lodge complaint against a company for his grievance. The Company uploads the action

taken on the complaint which can be viewed by the shareholder. The Company and shareholder can seek and provide clarifications online through SEBI.

▽ **SHARE TRANSFER SYSTEM:**

The transfer of shares in physical form is processed and completed by Registrar & Transfer Agent within a period of seven days from the date of receipt thereof provided all the documents are in order. In case of shares in electronic form, the transfers are processed by NSDL/CDSL through respective Depository Participants. In compliance with the Listing Regulations, a Practicing Company Secretary carries out audit of the System of Transfer and a certificate to that effect is issued.

However, as per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialised form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.

▽ **Nomination:**

Individual shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s). Nomination facility in respect of shares held in electronic form is also available with the Depository Participants as per the bye-laws and business rules applicable to NSDL and CDSL. Nomination forms can be obtained from the Company's Registrar and Share Transfer Agent.

▽ **Address for Correspondence:**

Mahan Industries Limited
Mr. Yogendrakumar Gupta (Managing Director)
Address: 3rd Floor D.K. House,
Mithakhali Under Bridge,
Ahmedabad 380006
Contact No. 079 – 26568789
Email address: mahan.int@gmail.com

DECLARATION

As provided under Regulation 26 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All the Board Members and Senior Management Personnel have affirmed the compliance with the Code of Business Conduct and Ethics for the year ended March 31, 2020.

For and on behalf of Board of Directors of
Mahan Industries Limited

Date: 13/08/2020
Place: Ahmedabad

Yogendra kumar Gupta
Managing Director

DIN: 01726701

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

[Pursuant to Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We have examined the following documents:

- i) Declaration of non-disqualification as required under Section 164 of Companies Act, 2013 ('the Act');
- ii) Disclosure of concern or interests as required under Section 184 of the Act; (hereinafter referred to as 'relevant documents'),

As submitted by the Directors of **MAHAN INDUSTRIES LIMITED** bearing **CIN: L91110GJ1995PLC024053** and having its registered office at D K House, 3rd Floor, Nr. Mithakhali Under Bridge, Navrangpura, Ahmedabad-380006, Gujarat, India, to the Board of Directors of the Company ('the Board') for the **Financial Year 2019-20**. We have considered non-disqualification to include non-debarment by Regulatory / Statutory Authorities.

It is the responsibility of Directors to submit relevant documents with complete and accurate information in accordance with the provisions of the Act.

Based on our examination of relevant documents made available to us by the Company and such other verifications carried out by us as deemed necessary and to the extent possible, in our opinion and to the best of our information and knowledge and according to the explanations provided by the Company, its officers and authorized representatives, we hereby certify that as on date of this Certificate, none of the Directors on the Board of the Company, as listed hereunder, have been debarred or disqualified from being appointed or continuing as Directors of the Company by Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority:

Sr. No	Name of Director	Director Identification Number (DIN)
1	Mr. Kalpesh Lalitbhai Trivedi	00116441
2	Mr. Lalit Kajorimal Sharma	01552487
3	Mr. Yogendrakumar Prabhudayal Gupta	01726701
4	Mr. Manik Dattatrey Chandrakant	01825572
5	Mr. Chanakya Indravadan Shukla	02475734
6	Ms. Hiralben Pravinkumar Kubavat	07151116

This Certificate has been issued at the request of the Company to make disclosure in its Corporate Governance Report of the Financial Year ended 31st March, 2020.

Date: 13.08.2020
Place: Ahmedabad

For Gaudana & Gaudana
(Company Secretaries)

CS Arvind Gaudana
Senior Partner
FCS No: 2838, C.P. No: 2183
UDIN:F002838B000578358

CEO / CFO CERTIFICATION

We the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of Mahan Industries Limited ("the Company") to the best of our knowledge and belief certify that:

- a. We have reviewed financial statements for the year ended March 31, 2020 and that to the best of our knowledge and belief, we state that:
 - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. We further state that to the best of our knowledge and belief, no transactions are entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We are responsible for establishing and maintaining internal controls over financial reporting and that we have evaluated the effectiveness of internal control systems pertaining to financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee:
 - i. Significant changes, if any, in internal control over financial reporting during the year;
 - ii. Significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Mahan Industries Limited

Yogendra kumar Gupta
(Managing Director)

Date: 13/08/2020
Place: Ahmedabad

For Mahan Industries Limited

Manik Dattatrey C.
(Chief Financial Officer)

AUDITORS' CERTIFICATE FOR CORPORATE GOVERNANCE

(Pursuant to Schedule V (E) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members of,
Mahan Industries Limited

We have examined the compliance of conditions of Corporate Governance by Mahan Industries Limited for the Financial Year ended 31st March, 2020 as per the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Regulations') for the period from 1st April, 2019 to 31st March, 2020.

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

We have conducted review on the basis of the relevant records and documents maintained by the Company and furnished to us for review and the information and explanations given to us by the Company, the representations made by the Directors and the Management. In our opinion and to the best of our information and explanation given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in applicable provisions of the Regulations.

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

For Roopen R. Shah & Co.,
Chartered Accountant
Firm Reg No. 119869W

Roopen R. Shah
Proprietor
Membership No.: 107279

Place: Ahmedabad
Date: 13/08/2020
UDIN : 20107279AAAABV1538

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

For the financial year ended on 31/03/2020

[Pursuant to Section 204(1) of the Companies Act, 2013 and

Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Mahan Industries Limited
(CIN: L91110GJ1995PLC024053)
D K House 3rd floor,
Nr.Mitha-Khali UnderBridge,
Navrangpura,Ahmedabad-380006.

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

Based on our verification of the Mahan Industries Limited books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2020 according to the provisions of:

- a. The Companies Act, 2013 (the Act) and the rules made there under;
- b. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- c. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- d. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
- e. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and 2015;
- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- 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;
- The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 -Not applicable to the Company during the audit period;
- 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;
- The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 -Not applicable to the Company during the audit period;
- The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 -Not applicable to the Company during the audit period;

And in general, the Company has systems, process and procedure for the compliance of Other Laws Applicable to the Company namely:

a) Non-Banking Finance Companies Regulations, 2008.

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

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

- Appointment of full time Company Secretary by the Company from the date of 4th September, 2019 to 13th February, 2020. However, as per Section 203(4) of Companies Act, 2013, this does not amount to non-compliance as the vacancy was filled-up within a period of six months.
- The status of Company is “Suspected Shell Company” as per records of the Stock Exchange. However, the Company has provided all the necessary information and documents to the Stock Exchange and is in continuous communication with Stock Exchange for removal of the status of “Suspected Shell Company”.

We further report that the Board of Directors of the Company is duly constituted, subject to the above fact with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of

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

The Company has issued adequate notice to all the directors to schedule the Board Meetings, Agenda and Detailed Notes on agenda in advance.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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 no audit has been conducted on the compliance with finance and taxation laws as the same are subject to audit by the Statutory Auditor and Internal Auditor to the company and their observations, if any, shall hold good for the purpose of this audit report.

Place: Ahmedabad

Date: 13.08.2020

**For Gaudana & Gaudana
(Company Secretaries)**

**CS Arvind Gaudana
FCS No: 2838C.P No: 2183
UDIN:F002838B000578347**

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

‘Annexure A’

**To,
The Members,
Mahan Industries Limited
(CIN: L91110GJ1995PLC024053)
D K House 3rd floor,
Nr.Mitha-Khali UnderBridge,
Navrangpura,Ahmedabad-380006.**

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

1. Maintenance of Secretarial Records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our Audit.
2. We have followed the audit practices and processes as were appropriated 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. Wherever 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.
7. Audit of the compliance with other laws has been undertaken based on the scope of audit and the applicability of such laws as ascertained by the company and informed us.
8. We have relied on reports of Internal Audit, Regulatory Inspection/Audit to the extent made available to us and the observations, if any, contained in such reports shall hold good for the purpose of this audit report. Minor operational deviations that does not amounts to breach of non-compliances for which penalties (if any,) have been levied by the stock exchanges/depositories have not been treated as violation of any of the regulations, the compliance which ,have been subject to audit.

**Place: Ahmedabad
Date: 13.08.2020**

**For Gaudana & Gaudana
(Company Secretaries)**

CS ArvindGaudana

FCS No: 2838C.P No: 2183
UDIN:F002838B000578347

BALANCE SHEET AS AT 31ST MARCH, 2020			
"₹"			
Particulars	Note No.	As at 31st March,	
		2020	2019
ASSETS			
A Financial Assets			
(a) Cash and Cash Equivalents	1	171,716	221,607
(b) Bank balances other than cash and cash equivalents			
(c) Receivables			
(i) Trade receivables	2	12,634,420	12,176,880
(ii) Other receivables			
(d) Loans	3	45,981,615	49,800,259
(e) Investments	4	32,773,291	41,042,472
(f) Other financial assets		-	-
Total financial assets		91,561,042	103,241,218
B Non Financial Assets			
(a) Inventories	5	351,494	3,245,182
(b) Current tax asset (net)		-	-
(b) Deferred tax assets (net)		-	-
(c) Property, Plant and Equipment	6	667,108	685,880
(d) Intangible assets		-	-
(e) Other non financial assets	7	694,270	1,158,491
Total non financial assets		1,712,872	5,089,553
Total Assets (A+B)		93,273,915	108,330,771
LIABILITIES AND EQUITY			
C Liabilities			
(I) Financial liabilities			
(a) Payables			
(i) Trade payables			
- Total outstanding dues of micro enterprises and small Enterprises			
- Total outstanding dues of creditors other than micro enterprises and small enterprises		57,372	299,352
(ii) Other payables			
- Total outstanding dues of micro enterprises and small Enterprises			
- Total outstanding dues of creditors other than micro enterprises and small enterprises	8	27,841,646	33,844,553
(b) Debt securities		-	-
(c) Borrowings		-	-
(d) Other financial liabilities		-	-
Total financial liabilities		27,899,018	34,143,904
(II) Non Financial liabilities			
(a) Current tax liabilities (net)		-	-
(b) Provisions		-	-
(c) Other non financial liabilities	9	377,780	241,030
Total non financial liabilities		377,780	241,030
D Equity			
(a) Equity Share Capital	10	360,000,000	360,000,000
(b) Other Equity	11	(295,002,884)	(286,054,163)
Total Liabilities and Equity (C+D)		93,273,914	108,330,771
See Accompanying notes to the financial statements			
As per our report of even date attached		For Mahan Industries Limited	
For, Roopen R Shah & Co.			
Chartered Accountants			
ICAI Firm Reg. No. 119869W		Managing Director	
Chief Financial Officer		Yogendrakumar Gupta	
Manik Dattatrey		DIN :01726701	
PAN:AJJPM0483F			
CA ROOPEN R SHAH		Director	
Proprietor		Lailt Sharma	
Membership No. 107279		DIN: 07151116	
Place : Ahmedabad		Place : Ahmedabad	
Date : 28th July 2020		Date : 28th July 2020	
		Company secratery	
		Navalkishor Shah	
		PAN:AIQPS9282G	

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2020				
"₹"				
Sr. No.	Particulars	Note No.	For the Year ended 31st March,	
			2020	2019
	Revenue from operation			
I	Interest income		-	10,159
II	Fees and commission income		-	-
III	Sale of services		6,833,742	4,506,951
IV	Dividend income		1,725	4,320
	Profit On Sale of Unquoted Investment		43,315	40,688
	Total revenue from operations (I + II+III)		6,878,782	4,562,118
	Other income	12	657,319	520
	Total income (I+II+III+IV)		7,536,100	4,562,638
	Expenses			
V	Finance cost	13	16,539	20,324
VI	Employee benefit expense	14	1,370,990	1,022,908
VII	Depreciation and amortisation expenses	6	18,773	18,773
VIII	Purchase of stock in trade	15	3,072,344	4,956,876
IX	Changes in inventories	16	2,893,688	2,255,913
X	Other Expenses	17	969,521	1,165,626
XI	Diminution (Gain) in Value of unquoted investments		6,989,115	27,548,016
XII	Diminution (Gain) in Value of Long term Investments		-	252,000
	Bad debts & Loan Written off		592500	-
XIII	Income Tax Exp earlier years written off/STT/MAT Written off/		561351	3,596,309
XIV	Total expenses (IV)		16,484,821	40,836,744
	Profit before tax for continuing operations		(8,948,720)	(36,274,106)
XV	Tax expense:			
	(1) Current Tax		-	-
	(2) Deferred tax		-	-
	Profit After Tax (V-VI)		(8,948,720)	(36,274,106)
XVI	Other Comprehensive Income			
-	Items that will not be reclassified to profit or loss:		-	-
	Remeasurement gains/loss			
-	Items that will be reclassified to profit or loss:		-	-
	Changes in fair value			
XV	Total Comprehensive Income for the Year		(8,948,720)	(36,274,106)
XVI	Earnings per equity share: (nominal value of share ` 10/-)			
	(1) Basic		(0.25)	(1.01)
	(2) Diluted		(0.25)	(1.01)
See Accompanying notes to the financial statements				
As per our report of even date attached			For Mahan Industries Limited	
For, Roopen R Shah & Co.				
Chartered Accountants				
ICAI Firm Reg. No. 119869W		Chief Financial Officer	Managing Director	
		Manik Dattatreya	Yogendra Kumar Gupta	
		PAN:AJJPM0483F	DIN : 01726701	
CA ROOPEN R SHAH		Director	Company	
Secretary				
Proprietor		Lalit Sharma	Navalkishor Shah	
Membership No. 107279		DIN: 07151116	PAN: AIQPS9282G	
Place : Ahmedabad		Place : Ahmedabad		
Date : 28th July 2020		Date : 28th July 2020		

Statement of Changes in Equity For the year ended 31st March, 2020

Statement of Changes in Equity

Equity Share Capital	NUMBERS	"₹"
As at March 31 ,2019	36,000,000	360000000
Issue of equity Shares		
As at Marchr 31 ,2020	36,000,000	360000000

"₹"

Reconciliation of Other Equity as at 31st March 2020

Particulars	Reserves and Surplus				Other Comprehensive Income				Total
	Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earnings	Effective portion of Cash Flow Hedge	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Remeasurements of Defined Benefit Plans	
Balance at the beginning of the reporting period	9,000,000.00	-		(295,054,163)	-	-	-	-	(286,054,163)
Depreciation transferred (to)/from Revaluation Reserve	-	-	-	-	-	-	-	-	-
Dividend on Equity Shares	-	-	-	-	-	-	-	-	-
Tax on Dividend	-	-	-	-	-	-	-	-	-
Loss on Mark to Market of Hedging Instruments designated and effective as Hedges of Future Cash Flow	-	-	-	-	-	-	-	-	-
Adjustments as per Ind AS	-	-	-	-	-	-	-	-	-
Loss for the year	-	-	-	(8,948,720)	-	-	-	-	(8,948,720)
Balance at the end of the reporting period	9,000,000.00	-	-	(304,002,884)	-	-	-	-	(295,002,884)

Reconciliation of Other Equity as at 31st March 2019

Particulars	Reserves and Surplus				Other Comprehensive Income				Total
	Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earnings	Effective portion of Cash Flow Hedge	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Remeasurements of Defined Benefit Plans	
Balance at the beginning of the reporting period	9,000,000.00	-		(258,780,057)	-	-	-	-	(249,780,057)
Depreciation transferred (to)/from Revaluation Reserve	-	-	-	-	-	-	-	-	-
Dividend on Equity Shares	-	-	-	-	-	-	-	-	-
Tax on Dividend	-	-	-	-	-	-	-	-	-
Loss on Mark to Market of Hedging Instruments designated and effective as Hedges of Future Cash Flow	-	-	-	-	-	-	-	-	-
Adjustments as per Ind AS	-	-	-	-	-	-	-	-	-
Loss for the year	-	-	-	(36,274,106)	-	-	-	-	(36,274,106)
Balance at the end of the reporting period	9,000,000.00	-	-	(295,054,163)	-	-	-	-	(286,054,163)

Statement of Cash Flow the year ended on 31st March, 2020			
Sr. No.	Particulars	For the Year ended 31st March,	
		2020	2019
1	Cash flow from Operating Activities		
	Profit Before Tax as per statement of Profit & Loss	(8,948,720)	(36,274,106)
	Adjusted for:		
	Depreciation and amortization expenses	18,773	18,773
	Non Cash Expenditure	-	3,596,309
	Net Gain/ Loss on Valuation of Investment [FVTPL]	6,989,115	27,800,016
	Sub-total (a)	(1,940,832)	(4,859,008)
	Changes in Working Capital		
	(Increase)/Decrease in Current Assets		
	Trade Receivables	(457,540)	(1,282,625)
	Inventory	2,893,688	2,255,913
	Other Current Assets	464,221	(119,147)
	Sub-Total (b)	2,900,369	854,141
	Increase/ (Decrease) in Current Liabilities		
	Trade Payables	(241,979)	(3,995,564)
	Provisions	169,030	88,970
	Other current liabilities	(32,280)	(605,260)
	Sub-Total (c)	(105,229)	(4,511,854)
	Changes in Working Capital (d=b-c)	2,795,139	(3,657,712)
	Cash flow from operating activities (a+d)	854,307	(8,516,721)
2	Cash flow from Investing Activities		
	Decrease in Current Investment	1,280,065	5,379,592
	Cash flow from other non current assets	-	-
	Increase/Decrease in non current assets	3,818,644	1,513,043
	Cash flow from Investing Activities	5,098,709	6,892,635
3	Cash flow from Financing Activities		
	Proceeds/(Repayment) of short-Term Borrowings	(6,002,907)	1,750,052
	Cash flow from Financing Activities	(6,002,907)	1,750,052
	Cash in/(out) flow during the period (4=1+2+3)	(49,891)	125,966
	Opg. Balance of Cash & cash equivalents (5)	221,607	95,641
	Clg. balance of Cash and cash equivalents (4+5)	171,716	221,607
	Adjustment for gain / loss on fair valuation of current financial assets measured at FVTPL	6,989,115	27,800,016
		7,160,831	28,021,623
See accompanying notes to the financial statements			
As per our report of even date attached			
Note 1 Cash flow statement has been prepared under the indirect method as set out in Ind AS-7 on Cash flow statement.			
For, Roopen R Shah & Co.		For Mahan Industries Limited	
Chartered Accountants			
ICAI Firm Reg. No. 119869W			
		Chief Financial Officer	Managing Director
		Manik Dattatrey	Yogendrakumar Gupta
		PAN:AJJPM0483F	DIN :01726701
CA. Roopen R Shah		Director	Company secretary
Proprietor		Lalit Sharma	Navalkishor Shah
Membership No. 107279		DIN:07151116	PAN:AIQPS9282G
Place : Ahmedabad		Place :Ahmedabad	
Date : 28th July 2020		Date : 28th July 2020	

Note 1**Cash and cash equivalents**

Particulars	(₹) As at 31st March,	
	2020	2019
Cash on Hand	103,707	168,140
Balance with Banks in current account	68,010	53,468
Total	171,716	221,607

Note 2**Trade Receivables (Unsecured and considered Good)**

Particulars	(₹) As at 31st March,	
	2020	2019
Trade Receivables (Unsecured and considered Good)	12,634,420	12,176,880
Total	12,634,420	12,176,880

Note 3**Loans**

Particulars	(₹) As at 31st March,	
	2020	2019
Advances other than capital Advances		
Deposits (Unsecured and considered Good)	14,121	14,121
Other Advances (Unsecured and considered Good)	45,967,494	49,786,138
Total	45,981,615	49,800,259

Note 4**Investments (Current)**

Particulars	No. of Shares/Units		(₹) As at 31st March,	
	2020	2019	2020	2019
Unquoted investments				
Equity shares of,				
A S Techno Build Pvt Ltd	0	86630	0	1146327
Kalyan Toll Highways Pvt Ltd	1406330	1406330	14203933	14203933
RCM Infrastructure Limited	535290	535290	18569058	25555111
DK Association	3	3	300	300
Quoted Investments				
Sanguine Media Ltd.	0	720000	0	136800
Spenta Finance Ltd.	0	500	0	1
Total			32,773,291	41,042,472

Note 5 Inventories

Particulars	(₹) As at 31st March,	
	2020	2019
Inventory of shares	351,494	3,245,182
Total	351,494	3,245,182

Note : Refer Note No 15 in notes to accounts

Note 7**Other non financial assets**

Particulars	(₹) As at 31st March,	
	2020	2019
Advances to staff	82,304	62,304
Balance with government authorities	611,966	1,096,187
Total	694,270	1,158,491

Note 6

Property, Plant & Equipments

A Reconciliation of Carrying Amount for the year ended on March 31, 2020

Particulars	Software	Office Building	Plant & Equipment	Computer Equipment	Furniture & fixtures	Office Equipments	Total
Gross Carrying Value as on April 1, 2019	16,102	954,322	38,300	834,820	504,436	235,488	2,583,468
Additions during the year	-	-	-	-	-	-	-
Deletions during the year	-	-	-	-	-	-	-
Gross Carrying Value as on March 31, 2020	16,102	954,322	38,300	834,820	504,436	235,488	2,583,468
Accumulated depreciation as on April 1, 2019	4,025	361,175	36,382	793,079	479,213	223,713	1,897,587
Depreciation for the year	4,025	14,748	-	-	-	-	18,773
Adjustments during the year							
Accumulated depreciation as on March 31, 2020	8,050	375,923	36,382	793,079	479,213	223,713	1,916,360
Net Carrying Value as on March 31, 2020	8,052	578,399	1,918	41,741	25,223	11,775	667,108

B Reconciliation of Carrying Amount for the year ended on March 31, 2019

Particulars	Software	Office Building	Plant & Equipment	Computer Equipment	Furniture & fixtures	Office Equipments	Total
Gross Carrying Value as on April 1, 2018	16,102	954,322	38,300	834,820	504,436	235,488	2,583,468
Additions during the year	-	-	-	-	-	-	-
Deletions during the year	-	-	-	-	-	-	-
Gross Carrying Value as on March 31, 2019	16,102	954,322	38,300	834,820	504,436	235,488	2,583,468
Accumulated depreciation as on April 1, 2018	1	346,427	36,382	793,079	479,213	223,713	1,878,815
Depreciation for the year	4,025	14,748	-	-	-	-	18,773
Adjustments during the year	-						
Transitional Adjustment *	-						
Accumulated depreciation as on March 31, 2019	4,026	361,175	36,382	793,079	479,213	223,713	1,897,588
Net Carrying Value as on March 31, 2019	12,076	593,147	1,918	41,741	25,223	11,775	685,880

The Company has elected to continue with the carrying value of all its Property, Plant and Equipment and other intangible assets as recognized in the financial statement as at the date of transition to Ind As, measured as per the previous GAAP and use that as the deemed cost as at the transition date pursuant to the exemption under Ind AS 101

Note 8**Other Payables****"₹"**

Particulars	As at 31st March,	
	2020	2019
Unsecured Loan from Related Party repayable on demand	27,841,646	27,108,646
Secured Loan from Finance Companies Against pledge of Shares	-	6,735,907
Total	27,841,646	33,844,553

Note 9**Other non financial Liabilities**

Particulars	As at 31st March,	
	2020	2019
Other Payables	119,780	152,060
Provision for employee benefits	258,000	88,970
Total	377,780	241,030

Note 10**Share Capital****Authorised, Issued, Subscribed and Fully paid up shares**

Share Capital	As at 31 March, 2020		As at 31 March, 2019	
	Number	"₹"	Number	"₹"
Authorised shares				
Equity Shares of ₹ 10 each	37,300,000	373,000,000	37,300,000	373,000,000
Issued, subscribed and fully paid up shares				
Equity Shares of ₹ 10 each	36,000,000	360,000,000	36,000,000	360,000,000
Total issued, subscribed and fully paid-up share capital	36,000,000	360,000,000.00	36,000,000	360,000,000.00

The company has only one class of shares referred to as Equity shares having face value of Rs. 10 /- each. Each holder of Equity share is entitled to one vote per share.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exists currently. The distribution will be in proportion to the number of shares held by the shareholders.

Note 11**Other Equity**

Particulars	Reserves & Surplus		Total
	Capital Reserve	Retained Earnings	
Balance as at 01/04/2018	9,000,000	(258,780,057)	(249,780,057)
Loss for the Year	-	(36,274,106)	(36,274,106)
Balance as at 31/03/2019	9,000,000	(295,054,163)	(286,054,163)
Balance as at 01/04/2019	9,000,000	(295,054,163)	(286,054,163)
Loss for the Year	-	(8,948,720)	(8,948,720)

Balance as at 31/03/2020	9,000,000	(304,002,884)	(295,002,884)
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Note 12 Other

income

Particulars	For the Year Ended on 31st March,	
	2020	2019
Kasar & Vatav	-	520
Forfiture of loans and advances (Net)	652,189	
Interest On IT Refund	5,130	-
Total	657,319	520

Note 13

Finance cost

Particulars	For the Year Ended on 31st March,	
	2020	2019
Interest on Margin Funding	14,904	17,045
Other Interest	1,635	3,279
Total	16,539	20,324

Note 14

Employee benefits expense

Particulars	For the Year Ended on 31st March,	
	2020	2019
Director's Remuneration	300,000	270,000
Salary & Bonus	1,047,488	718,173
Staff Welfare Expenses	23,502	34,735
Total	1,370,990	1,022,908

Note 15

Purchase of Stock-In-Trade

Particulars	For the Year Ended on 31st March,	
	2020	2019
Purchase of shares	3,072,344	4,956,876
Total	3,072,344	4,956,876

Note 16

Changes in inventories of Stock-In-Trade

Particulars	For the Year Ended on 31st March,	
	2020	2019
Inventory of shares at the beginning of the year	3,245,182	5,501,095
Inventory of shares at the closing of the year	351,494	3,245,182
Changes in inventory	2,893,688	2,255,913



Note 17

Other

Particulars	For the Year Ended on 31st March,	
	2020	2019
Auditors Remuneration	70,800	70,800
Listing Fees	300,000	250,000
Miscellaneous Expenses	375,189	645,614
NSDL-CDSL Charges	150,489	134,549
Rates & Taxes	31,787	28,296
Repairs & Maintenance	41,256	36,367
Total	969,521	1,165,626

expense

Note 18

Particulars	For the Year Ended on 31st March,	
	2020	2019
Income Tax 2013-2014 Appeal filed with ITAT Demand reduced by DCIT u/s 154	23,037.00	117,640.00
Income Tax 2014-2015 Appeal filed with ITAT Demand reduced by DCIT u/s 154	107,264.00	107,264.00
Total	130,301.00	224,904.00

Contingent Liabilities

MAHAN INDUSTRIES LIMITED.

Notes to financial statements for the year ended 31 March, 2020.

1) Corporate Information

The standalone financial statements comprise of financial statements of Mahan Industries Limited (the "Company") for the year ended March 31, 2020. The Company is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. The Company's shares are listed on BSE, a recognized stock exchange, in India. The registered office of the company is located at D K House, 3rd Floor, Nr Mitha-Khali Under Bridge, Navrangpura Ahmedabad, Gujarat. The company is engaged in the business of Investment in Quoted and Unquoted Shares and trading in shares.

The standalone financial statements were authorised for issue in accordance with a resolution of the board of directors on July 28, 2020.

2) Basis of preparation and presentation

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and presentation requirements of Division II of Schedule III to the Companies Act, 2013 ("the Act"), (Ind AS compliant Schedule III), as applicable to the Company.

The standalone financial statements have been prepared on a historical cost basis, on the accrual basis of accounting except for certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments).

The standalone financial statements are presented in Indian Rupees and all values are rounded to the nearest Rupees, except where otherwise indicated. Any discrepancies in any table between totals and sums of the amounts listed are due to rounding off.

3) Significant accounting policies and key accounting estimates

a) Significant accounting policies

i) Current / non-current classification



The Company presents assets and liabilities in the balance sheet based on current and non-current classification. An asset is treated as current when it is:

- a) expected to be realised or intended to be sold or consumed in normal operating cycle;
- b) held primarily for the purpose of trading;
- c) expected to be realised within twelve months after the reporting period; or
- d) cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is treated as current when it is:

- a) expected to be settled in normal operating cycle;
- b) held primarily for the purpose of trading;
- c) due to be settled within twelve months after the reporting period; or
- d) there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

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

The operating cycle is the time between the acquisition of assets/materials for processing or realising and their realisation in cash and cash equivalents. As the Company's normal operating cycle is not clearly identifiable, it is assumed to be twelve months.

ii) Foreign currencies

The Company's standalone financial statements are prepared in Indian Rupee which is the also the Company's functional currency.

Transactions and balances

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing at the time of the transaction, i.e. spot rate.

Monetary assets and liabilities denominated in foreign currencies are translated using the exchange rate at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in the statement of profit and loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly

transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- a) In the principal market for the asset or liability, or
- b) In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- a) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities;
- b) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable;
and
- c) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

External valuers are involved, wherever required, for valuation of significant assets, such as properties, unquoted financial assets and significant liabilities. Involvement of external valuers is decided upon by the Company after discussion with and approval by the Company's management. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Company, after discussions with its external valuers, determines which valuation techniques and inputs to use for each case.



At each reporting date, the Company analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies. For this analysis, the Company verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents. The Company also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities

on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value measurement. Other fair value related disclosures are given in the relevant notes.

iii) **Property, plant and equipment**

Property, plant and equipment are carried at cost less accumulated depreciation and impairment losses, if any. The cost of Property, plant and equipment comprises its purchase price net of any trade

discounts and rebates, any import duties and other taxes (other than those subsequently

recoverable from the tax authorities.

Pre-operative expenditure comprising of revenue expenses incurred in connection with project implementation during the period up to commencement of commercial production are treated as part of the project costs and are capitalized. Such expenses are capitalized only if the project to which they relate, involve substantial expansion of capacity or up gradation.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from its use. Difference between the sales proceeds and the carrying amount of the asset is recognized in statement of profit and loss.

Freehold land is carried at historical cost and not depreciated

Depreciation on all fixed assets is provided on Straight Line Method as per the useful life prescribed in Schedule II to the Companies Act, 2013. Depreciation on Property, plant and equipment purchased/acquired during the year is provided on pro-rata basis according to the period each asset was put to use during the year. Similarly, depreciation on assets sold/discarded/demolished during the year is provided on pro-rata basis

The Company assesses at each reporting date using external and internal sources, whether there is an indication that an asset may be impaired. An impairment occurs where the carrying value exceeds the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. The impairment loss to be expensed is determined as

the excess of the carrying amount over the higher of the asset's net sales price or present value as determined above.

iv) Borrowing costs

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

v) Inventories

Inventories are valued at lower of cost and net realisable value.

Net Realizable value is the estimated selling price in the ordinary course of business, less estimated cost of completion and estimated costs necessary to make sale. (Refer Note 15)

vi) Impairment of non-financial assets

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

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations.

Impairment losses are recognised in the statement of profit and loss.

An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses on assets no longer exist or



have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss.

vii) Financial Instruments

A financial Instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognized when the company becomes party to the contractual provisions of the instruments. Financial assets and financial liabilities are initially measured at fair value.

Transaction costs that are directly attributable to the acquisition or issue of financial assets or liabilities measured at fair value through profit and loss are immediately recognized in profit and loss.

All financial assets and liabilities are subsequently measured depending on classification either at,

1. Amortised Cost
2. Fair Value through Other Comprehensive income (FVTOCI)
3. Fair value through profit and loss (FVTPL)

Investments:

Investments that are readily realizable and intended to be held for not more than 12 months are classified as current investments. **The carrying value of unquoted Equity Instrument is considered as fair value due to non-availability of relevant Information. They are classified as level 3**

Provision for diminution in the value of non current investments is made only if such decline is other than temporary. Cost of overseas noncurrent investments comprises the Indian rupee value of the consideration paid for the investment translated at the exchange rate prevalent at the date of investment.

Since there was permanent diminution in the value of some of the non-current investments, the same was written off to Profit & Loss account to the

extent of permanent diminution. The same practice was also adopted in earlier periods' figures and earlier period figures restated accordingly in current year.

viii) Cash and Cash Equivalents:

Cash and cash equivalent in the balance sheet comprise cash at bank, cash in hand and short term deposits (with the maturity of three months or less), which are subject to an insignificant risk of changes in value.

ix) Revenue Recognition

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

Dividend income is accounted on receipt basis.

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

x) Taxes on Income

Tax on Income comprises current and deferred tax. It is recognised in statement of profit and loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

Current tax

Tax on income for the current period is determined on the basis on estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments / appeals. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is recognized for the future tax consequences of deductible temporary differences between the carrying values of assets and liabilities and their respective tax bases at the reporting date, using the tax rates and laws that are enacted or substantively enacted as on reporting date. Deferred tax liability are generally recorded for all temporary timing differences. Deferred tax assets are recognized to the extent that it is probable that future



taxable income will be available against which the deductible temporary differences can be utilised. Deferred tax relating to items recognized outside the statement of profit and loss is recognized outside the statement of profit and loss, either in other comprehensive income or directly in equity. The carrying amount of deferred tax assets is reviewed at each reporting date.

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

The Company recognizes tax credits in the nature of MAT credit as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which tax credit is allowed to be carried forward. In the year in which the Company recognizes tax credits as an asset, the said asset is created by way of tax credit to the Statement of profit and loss. The Company reviews such tax credit asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period. Deferred tax includes MAT tax credit.

xi) Provisions and Contingent liabilities

A provision is recognized when the Company has a present obligation as a result of past event. It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimate.

Contingent liability arises when the Company has:

- a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity; or
- b) a present obligation that arises from past events but is not recognised because:
 - (i) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
 - (ii) the amount of the obligation cannot be measured with sufficient reliability.

xii) EARNING PER SHARE:

Basic earning per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period.

Sr. No	Particulars	Year ended 31-03-2020	Year ended 31-03-2019
1	Net Profit / (Loss) attributable to shareholders	(89.49)	(362.74)
2	Weighted average no. of. Equity Shares	3,60,00,000	3,60,00,000
3	Basic Earning Per Share	(0.25)	(1.01)

xiii) RELATED PARTY TRANSACTIONS:

Name	Relationship	Nature of transaction	Amt (Rs)		Outstanding Balance (Rs)	
			2019-2020	2018-2019	2019-20	2018-19
Yogendra Kumar Gupta	Managing Director	Loan Taken	7,33,000	24,35,000	2,78,41,646	2,71,08,64
		Loan Repaid	-	-		
Manik Dattatrey	Key Managerial Personnel	Remuneration	3,00,000	2,70,000	-	-
		Bonus	25,000	20,000		
Jaya G Ahuja	Company Secretary	Remuneration	9,600	80,000	-	-
Poonam Panchal	Company Secretary	Remuneration	1,08,387	-	-	-
NAVAL KISHOR SHAH	Company Secretary	Remuneration	30,200	-	-	-

b) Key accounting estimates
1. Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value are measured using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility.



Changes in assumptions relating to these factors could affect the reported fair value of financial instruments.

2. Loans and advances are subject to confirmation

For, Roopen R Shah & Co.
Limited

For Mahan Industries

Chartered Accountants
Managing Director
Firm Reg. No. 119869W
Yogendrakumar Gupta
Roopen R Shah
Proprietor
M.No:-107279
Place: Ahmedabad
Date: 28th July 2020
Company Secretary

Navalkishor Shah

PAN:AIQPS9282G

Chief Financial Officer

Manik Dattatrey

PAN: AJJPM0483F

Director

Lalit

Sharma

DIN: 07151116

Place: Ahmedabad

Date: 28th July 2020