

# ANISHA IMPEX LIMITED



## 20<sup>TH</sup> ANNUAL REPORT 2019- 2020



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## Corporate Information

### Board of Directors

1. Sunil Kumar Malik –Managing Director
2. Anshu Agarwal- Whole Time Director & CFO
3. Pranav Vasana- Director
4. Sanjay Kukreja -Independent Director
5. Puneet Bhawaker-Independent Director
6. Nisha Jain-Independent Director

### Nomination and Remuneration Committee

1. Sanjay Kukreja-Chairman
2. Puneet Bhawaker-Member
3. Nisha Jain-Member

### Shareholders /Investors Grievance Committee

- |    |                  |          |
|----|------------------|----------|
| 1. | Nisha Jain-      | Chairman |
| 2. | Sanjay Kukreja-  | Member   |
| 3. | Puneet Bhawaker- | Member   |

### Audit Committee

- |    |                  |          |
|----|------------------|----------|
| 1. | Puneet Bhawaker- | Chairman |
| 2. | Sanjay Kukreja – | Member   |
| 3. | Anshu Agarwal-   | Member   |

### Registrar & Share Transfer Agent

Bigshare Services Private Limited  
1<sup>st</sup> Floor, Bharat Tin Works Building  
Marol Maroshi Road,  
Andheri (East), Mumbai-400059

### Listed in Stock Exchange

BSE-SME

### Secretarial Auditor

Sachin Agarwal & Associates

### Statutory Auditors

Garg Arun & Associates  
Chartered Accountants  
4832/24, Flat No-106 Ansari Road,  
Darya Ganj, New Delhi-110002

### Principal Banker

City Union Bank

### Company Secretary & Compliance Officer

Ms. Bhawna Saunkhiya

### CIN No.

L17101DL1999PLC102506

### Registered Office :

Unit No. 203, Plaza-P3, Central Square, Bara Hindu Rao, Delhi-110006

## CHAIRMAN SPEECH

### 1. Ladies & Gentlemen

It gives me great pleasure in welcoming all of you to the 20<sup>th</sup> Annual General Meeting of your Company. The Annual Report for the year ended 31<sup>st</sup> March 2020 has been circulated so, with your permission, I shall take it as read.

### 2. Review of Performance

I would like to start by highlighting operational achievements during the year under review.

Your Company delivered another year of financial performance with compare to financial year 2018-19. Your Company earned profit after tax of Rs.3.67 lacs during financial year 2019-20.

The Company was not doing so well in Financial Year 2019-2020 comparable financial year 2018-19. Now, we should be able to post even better results next year as we are all set to strongly focus on taking our business to higher levels of operational excellence and growth. This gives me the confidence to say that with God's blessings, team's hard work and your support; we shall be able to report stellar results for the next year.

### 3. Outlook

Indian textiles industry is a well-established with showing strong features and a bright future. In fact, the country is the second biggest textiles manufacturer worldwide, right after China. Similar force is demonstrated in the cotton production and consumption trend where India ranks just after China and USA. The textiles manufacturing business is a pioneer activity in the Indian manufacturing sector and it has a primordial importance in the economic life of the country, which is still predominantly based on the agro-alimentary sector. Employing around 35 million people, textiles industry stands as a major foreign currency revenue generator and further proves it in its 14% share of industrial production and the 16% of export revenues it generated.

The country is also significant textiles fiber and yarn manufacturer on the world scene, taking on its own a 12% share of the world's production volume. India ranks on the second place as regards in production of silk and cellulose fiber and yarn whilst standing on the fifth position when it comes to synthetic fiber and yarn.

Indians have well understood the importance of staying one step ahead of developments in the world economic environment. The industry is now preparing itself to take share of opportunities expected to arise out of the market freed from quota restrictions and other trade barriers. Industry operators are increasingly moving towards modernization and expansion as encouraged by the so-designated Textile Up gradation Fund Scheme implemented by Government.

### 4. Corporate Social Responsibility

Company's approach to social responsibility extends well beyond business and financial considerations. The Company has been set up to create economic and social opportunities for those at the bottom of the pyramid and particularly aims to create awareness among women and children about health, sanitation and education.

### 5. Human Resources & Industrial Relations

The dedication and commitment of our people has been a key strength. We continue to focus on enhancing the knowledge base through Learning & Development initiatives and are working on strengthening the management bandwidth. I am also pleased to inform you that industrial relations at all units were cordial during the year under review and, on behalf of your Directors; I acknowledge the co-operation and contribution of the entire workforce.

## 6. Acknowledgements

On behalf of the Board of Directors and the Management, I would like to place on record your Company's sincere appreciation of the support extended by the Central & State Government and their agencies, term lenders & working capital bankers and the continuing patronage and support of all stakeholders.

I welcome your feedback and suggestions on what we can do to improve Anisha Impex Limited as a company. Feel free to send me your thoughts and comments at [ipo@anishaimpex.com](mailto:ipo@anishaimpex.com), [contact@anishaimpex.com](mailto:contact@anishaimpex.com).

Warm Regards

Sd/-

Sunil Kumar Malik  
Managing Director  
DIN:00143453  
159, Gagan Vihar,  
New Delhi-110051

## NOTICE

Notice is hereby given that the 20<sup>th</sup> Annual General Meeting of the Members of the **ANISHA IMPEX LIMITED** will be held on Wednesday, 30<sup>th</sup> September, 2020 at 1:30P.M (IST) through Video Conferencing (VC) / other Audio Visual Means (OVAM), to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020 together with the reports of Board of Directors and Auditors thereon.
2. To appoint Mr. Sunil Kumar Malik (DIN 00143453), who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard.

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, and Regulation 17(IA) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended Mr. Sunil Kumar Malik (DIN 00143453), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

3. To ratify the appointment of M/s. Garg Arun & Associates. Chartered Accountants (Firm Registration No. 8180N) as statutory auditors of the Company from the ensuing Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the resolution passed by the members at the AGM held on September 29, 2017, the appointment of M/s Garg Arun & Associated, Chartered Accountants (FRN: 8180N) as the Statutory Auditors of the Company till the conclusion of 21<sup>st</sup> AGM be and are hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2021, as may be determined by the Audit Committee in consultation with Statutory Auditors.”

### SPECIAL BUSINESS

4. **TO APPOINT MRS. NISHA JAIN (DIN: 00270098), AS INDEPENDENT DIRECTOR OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149,150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies [Appointment and Qualifications of Directors] Rules, 2014 (including any statutory modification[s] or re-enactment[s] thereof for the time being in force) and relevant provisions of SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015, Mrs. Nisha Jain (DIN: 00270098), who was appointed as an Additional Director by the Board of Directors at its Board meeting held on February 26, 2020 as per Section 161(1) of the Companies Act, 2013 and who holds office up to the date of this AGM and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, w.e.f. 30<sup>th</sup> September,2020”

**RESOLVED FURTHER THAT** Mr. Sunil Kumar Malik, Managing Director of the Company, be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

#### **5. MIGRATING FROM BSE-SME PLATFORM TO MAIN BOARD**

To consider and if thought fit, to pass, with or without any modification (s) as may deem fit the following, as a Special Resolution

“**RESOLVED THAT** in pursuance of SEBI circular dated 18<sup>th</sup> May 2010, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, BSE circular dated 26<sup>th</sup> November, 2012 and Listing Agreement with SME BSE (Bombay Stock Exchange) and provisions of Companies Act, 2013 (read with underlying rules and regulations notified by MCA), which shall include any statutory modifications, amendments and re-enactments thereof, and other applicable laws, the consent of the members of the company be and is hereby accorded for the purpose of Migration of the Company’s present listing from SME Platform of BSE Limited to the Main Board of BSE Limited and follow such procedure as specified by SEBI (ICDR) Regulations, 2009 and other applicable regulations notified by SEBI, as amend from time to time, to give effect to the above said resolution”.

“**RESOLVED FURTHER THAT** Mr. Sunil Kumar Malik, Managing Director and Mr. Anshu Agarwal, Whole-Time Director and Chief Financial Officer of the Company be and are hereby authorized jointly and /or severally to do all acts, things and deeds as are necessary to give effect to the said resolution, which shall include but not restricted to filing of forms, documents and resolution with relevant authorities, signing of documents and any other acts which shall considered necessary by Board to give effect to the said resolution”.

“**RESOLVED FURTHER THAT** a certified true copy of the resolution may be given to the concerned department(s)/authority (ies)/ Party (ies) etc

”By Order of the Board of Director

Sd/-

**Sunil Kumar Malik**  
Managing Director  
DIN: 00143453  
159, Gagan Vihar,  
New Delhi-110051



### NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the “AGM” through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. The AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 24<sup>th</sup> September, 2020 to Wednesday, 30<sup>th</sup> September, 2020 (both days inclusive) for the purpose of the Annual General Meeting.
4. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special business to be transacted at the Annual General Meeting (“AGM”) is annexed hereto.
5. Details under as required under pursuant to Regulation 36 of the SEBI (Listing obligations and Disclosure Requirements) regulations, 2015, in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, form integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
6. Corporate Members are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization, etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting to the M/s. Bigshare Services Private Limited the Registrar and Transfer Agents, by email through its registered email address to [www.bigshareonline.com](http://www.bigshareonline.com).
7. Notice of the 20<sup>th</sup> Annual General Meeting and the Annual Report for 2020 will also be available on the Company’s website [www.anishaimpex.com](http://www.anishaimpex.com) for their download.

For any communication, the shareholders may also send requests to the Company’s investor **email id: [ipo@anishaimpex.com](mailto:ipo@anishaimpex.com)**

Members are requested to intimate change in their address immediately to M/s Bigshare Services Private Limited, the Company’s Registrar and Share Transfer Agents, at their office 1st Floor, Bharat Tin Works Building, Marol Maroshi Road, Andheri (East), Mumbai-400059

8. Members holding shares in physical form in the same set of names under different folios are requested to apply for consolidation of such folios along with relevant Share Certificates to M/s Bigshare Services Private Limited, Registrar and Share Transfer Agents of the Company, at their address given above.
9. Pursuant to SEBI Circular, the Shareholders holding shares in physical form are requested to submit self-attested copy of PAN at the time of sending their request for share transfer/transmission of name/transposition of name.
10. Members, who are wishing to avail of the nomination facility, are requested to send the duly filled in nomination in the prescribed form (SH-13) of Companies Act, 2013 to M/s Bigshare Services Limited, Registrar and Share Transfer Agents of the Company, at their address given above or to the Compliance Officer at the Registered Office of the Company
11. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held



through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

12. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend then AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
13. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
14. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
15. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
16. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.anishaimpex.com](http://www.anishaimpex.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
17. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020..

#### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

The remote e-voting period begins on Sunday 27<sup>th</sup> September, 2020 (9:00 A.M) and ends on Tuesday 29<sup>th</sup> September, 2020 (5:00 P.M).The remote e-voting module shall be disabled by NSDL for voting thereafter.

#### **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system

#### **Details on Step 1 is mentioned below:**

#### **How to Log-into NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evot->



ing.nSDL.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nSDL.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.

4. Your User ID details are given below:

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is:  |
|--|---|
| a) For Members who hold shares                                 | 8 Character DP ID followed by 8 Digit Client ID<br>For in demat account with NSDL example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. Client ID account with NSDL. |
| b) For Members who hold shares in demat account with CDSL.     | 16 Digit Beneficiary ID<br>For example if your Beneficiary ID is 12***** then your user ID is 12*****   |
| c) For Members holding shares in Physical Form.                | EVEN Number followed by Folio Number registered with the company<br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***   |

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
  - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The.pdf file contains your ‘User ID’ and your ‘initial password’.
  - (ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

- a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com).

- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e- Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (**PDF/JPG Format**) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [sachinkagg@gmail.com](mailto:sachinkagg@gmail.com)<Please mention the e-mail ID of Scrutinizer>with a copy marked toevoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request [atevoting@nsdl.co.in](mailto:atevoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [www.anishaimpex.com](http://www.anishaimpex.com).

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [www.anishaimpex.com](http://www.anishaimpex.com)

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at [www.anishaimpex.com](http://www.anishaimpex.com).
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
18. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of September 23, 2020.
19. Mr. Sachin Agarwal & Associates, Practicing Company Secretary (Membership No. F6148) and has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

20. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
21. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.anishaimpex.com](http://www.anishaimpex.com) and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

As required under Listing Regulations and Secretarial Standard-2 on General Meeting, the relevant details in respect of director seeking appointment/re-appointment under Item Nos.2 and 4.

## 22. BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT

| Particulars   | Mr. Sunil Kumar Malik  | Mrs. Nisha Jain   |
|---|--|---|
| Date of Birth   | 09/05/1971   | 17/08/1964  |
| Date of first appointment on the Board  | 22/11/1999   | 26/02/2020  |
| Qualification   | Graduate   | Graduate  |
| Experience and Expertise in Specific functional area                                    | Textile Technocrat having management experience of 26 years with various Companies.  | Having Experience of over 5 Years in administrative, finance, and human resources departments |
| Terms & Conditions of re- appointment   | As per company's Policy on Nomination, Remuneration and Board Diversity.   | As per company's Policy on Nomination, Remuneration and Board Diversity.                      |
| Remuneration last drawn   | As mentioned in Corporate Governance Report (Forming the Part of Annual Report 2019-20)  | As mentioned in Corporate Governance Report (Forming the Part of Annual Report 2019-20)       |
| Other Directorships   | *RUNIT EXIM PRIVATE LIMITED<br>*ANISHA EXIM PRIVATE LIMITED<br>*SUNSTAR SHARE BROKERS PRIVATE LIMITED<br>*R P M EXIM PRIVATE LIMITED<br>*ANISHA DAZZLE FILMS PRIVATE LIMITED<br>*VISTA FURNISHING PRIVATE LIMITED<br>*ANIARYAN FARMS AND RESORTS PRIVATE LIMITED | *DNEO CABLES PRIVATE LIMITED  |
| Chairman/ Member of Committee of the Board of other Companies of which he is a Director | NIL  | NIL   |
| Shareholding in Anisha Impex Limited as. On 31.03.2020                                  | NIL  | NIL   |
| No. of Board Meetings attended during the financial year 2019-2020                      | 6  | 1   |

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT  
TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No.4:**

Mrs. Nisha Jain (DIN: 00270098) aged 56 years, was appointed as an Additional Directors (Independent Non-Executive) by the Board of Directors w.e.f. 26.02.2020 in accordance with the provisions of the Section 161 of the Companies Act, 2013. She is a graduate From Rajasthan University. She has an experience in the various fields such as administrative, finance, and Human Resource Department. The Board is of the opinion that the rich experience of Mrs. Nisha Jain (DIN: 00270098) would be beneficial for the Company. In this regard, Board decided to appoint her as an Independent Director of the Company seeking approval from the members in the ensuing Annual General Meeting for a period of 5 (Five) Years ending in the calendar year 2025.

Mrs. Nisha Jain hold directorship DENO Cables Private Limited. She does not hold any shares in the Company by himself or on behalf of any other person on a beneficial basis.

**Item No. 5:**

The Company came out with an Initial Public Offer in the year 2014 and pursuant to which the Equity shares of the company got listed at the platform of BSE Limited w.e.f. 18.03.2014 with a post issue capital 164,322,000/- and completing of Six years of listing on 17.03.2020

The Company has been listed and traded on the SME Platform for more than Six years and hence eligible to migrate on to the Main Board as per the guidelines specified by SEBI and as per the procedures laid down under Chapter XB of SEBI ICDR Regulations, 2009.

In terms of provisions of SEBI circular dated 18<sup>th</sup> May, 2010 Company with post issue face value capital of Rs. 10 crores or more and upto Rs. 25 crores and listed on SME Exchange can migrate to main Board provided shareholder's approval is obtained in Annual General Meeting and Company meets listing requirement of stock exchange on which company is proposed to list.

Since the company is complying with the eligibility criteria, the Board of Directors in its meeting held on 31.08.2020 has decided to migrate the listing of its shares from SME Platform of BSE Limited to the Main Board of the BSE Limited.

None of the Directors and Key Managerial personnel (including relatives of Directors or Key Managerial Personnel) of the Company is concerned or interested, financially or otherwise in the resolution

Order of the Board of Directors

Sd/-

Sunil Kumar Malik  
Managing Director  
DIN: 00143453  
159, Gagan Vihar  
New Delhi-110051

Date: August 31, 2020

Place: Delhi



## Board's Report

To

The Members  
**Anisha Impex Limited**

Your Directors are pleased to present their 20<sup>th</sup> Annual Report on the business and operations of your Company together with the Audited Accounts for the year ended 31<sup>st</sup> March, 2020.

The Financial performance of the Company for year ended 31<sup>st</sup> March, 2020 is summarized below:

### 1. Financial Highlights:

(Rs. in Lacs)

| Particulars  | 2019-20 | 2018-19 |
|--|---------|---------|
| Income from operations                               | 1582.65 | 5018.58 |
| Other Income   | 140.87  | 118.27  |
| Total Income   | 1723.53 | 5136.85 |
| Less: Expenditure                                    | 1721.75 | 5129.70 |
| Profit/(Loss) before Interest, Depreciation & Tax    | 1.77    | 7.15    |
| Less: Interest & Depreciation                        | NIL     | NIL     |
| Profit & Loss Before Tax                             | 1.77    | 7.15    |
| Tax Expense (including Previous year Tax Adjustment) | 1.90    | (2.07)  |
| Profit/(Loss) after Tax                              | 3.67    | 5.07    |
| Add: Profit/(Loss) Brought Forward                   | Nil     | Nil     |
| Amount available for Appropriation /(Loss)           | 3.67    | 5.07    |

### 2. Highlights of Performance

During the year under review, total income was Rs. 1723.53 Lacs as compared to Rs. 5136.85 Lacs in 2019. Net Sales for the current financial year were Rs.1582.65 Lacs as compared to Rs. 5018.58 Lacs in 2019. Profit after tax (PAT) stood at Rs.3.67 Lacs as Compared to Rs. 5.07 Lacs in 2019.

### 3. Reserve & Surplus

During the Financial year 2019-2020, Rs 3.67 Lacs amount to carry or transfer to Reserve & Surplus Account under Companies Act, 2013.

### 4. Dividend

In view of the requirement of the profits for strengthening of the company, your directors have decided to plough back the profit into the business hence no dividend could be recommended for the year under review.

### 5. Share Capital

The paid-up Equity Share Capital as on March 31, 2020 was Rs.164322000. During the year under review the company has not issued any shares or any convertible instruments.



## 6. SCORE Registration

During the year review no such cases were registered on SCORES Portal of SEBI from any investor of the Company.

## 7. Subsidiary Company/Associate/Joint Venture

There has been no subsidiary, Associate and Joint Venture companies during the year, as such; the requirement of furnishing information relating to performance and financial position of the subsidiary, Associate and Joint Venture companies is not applicable.

## 8. Directors & Committees

During the under review, Mr. Pranav Vasan has appointed as Non-Executive Director w.e.f. 12.04.2019, Mr. Anshu Agarwal has appointed as Whole-Time Director w.e.f. 20.07.2019 and Mr. Sanjay Kukreja has appointed as Independent Director of the Company w.e.f. 20.07.2019. Further Mr. Sachin Sharma has resigned as Whole-Time Director w.e.f. 12<sup>th</sup> April, 2019 and Mr. Rama Nand Gupta has resigned as Independent Director w.e.f. 20<sup>th</sup> July, 2019 of the company

Mrs. Priti Agarwal, Non-Executive Independent Director of the Company ceased to be Director w.e.f. 10<sup>th</sup> January, 2020 due to her death. The Directors place on record their deep appreciation for his valuable guidance and assistance received during the tenure as a Director and Member / Chairman of various committee of the Directors of the Company.

### KEY MANAGERIAL PERSONNEL

The following are the Key Managerial Personnel of the Company.

| SL.No | Name of the Person    | Designation                                   |
|-------|-----------------------|---|
| 1     | Mr. Sunil Kumar Malik | Managing Director                             |
| 2     | Mr. Anshu Agarwal     | Whole-Time Director & Chief Financial Officer |
| 3     | Ms. Bhawna Saunkhiya  | Company Secretary & Compliance officer        |

In accordance with the provisions of Companies Act, 2013 Mr. Sunil Kumar Malik (DIN: 00143453), Non-Executive Director retires by rotation and being eligible offers himself for re-appointment.

### DECLARATION FROM INDEPENDENT DIRECTORS

All independent directors have given declaration that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### COMMITTEES

As on date of this Report, The Board has Four Committees:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee
- Corporate Social Responsibility Committee

As per Regulation 21 of SEBI (LODR), Regulations, 2015, the Board needs to constitute Risk Management Committee, wherein majority of the members of Risk and Management Committee should consists of Members of Boards. This regulation is applicable only to top 100 listed entities, determined on the basis of market capitalization, as at the end of the preceding financial year. Since your Company is not amongst top 100 listed entities, your Company has not constituted a Risk Management Committee.

In line with the provisions of the Act and SEBI (LODR), the Company has devised and implemented a vigil mechanism, in the form of “Whistle Blower Policy”. As per the Policy, the Company has an internal committee comprising of the Head-HR and the Compliance Officer of the Company to address the functioning of the vigil mechanism as mandated by the Act and assist the Audit Committee there under.

The detailed information regarding the committees of the Board, including composition of the Audit Committee, Nomination and Remuneration Committee and Share Transfer and Share Holders/Investors Grievance Committee has been given in the Corporate Governance Report which forms an integral part of this Report.

#### **Audit Committee**

The company is having an audit committee comprising of the following directors:

| <b>Name</b>     | <b>Status</b> | <b>Category</b>             |
|-----------------|---------------|-----------------------------|
| Puneet Bhawaker | Chairman      | Non-Executive & Independent |
| Sanjay Kukreja  | Member        | Non-Executive & Independent |
| Anshu Agarwal   | Member        | Executive Director          |

#### **Nomination and Remuneration Committee**

The company is having a Nomination and Remuneration Committee comprising of the following directors:

| <b>Name</b>     | <b>Status</b> | <b>Category</b>             |
|-----------------|---------------|-----------------------------|
| Sanjay Kukreja  | Chairman      | Non-Executive & Independent |
| Puneet Bhawaker | Member        | Non-Executive & Independent |
| Nisha Jain      | Member        | Non-Executive & Independent |

#### **Share Transfer and Share Holders /Investors Grievance Committee**

The company is having a Share Transfer and Share Holders /Investors Grievance Committee comprising of the following directors

| <b>Name</b>     | <b>Status</b> | <b>Category</b>             |
|-----------------|---------------|-----------------------------|
| Nisha Jain      | Chairman      | Non-Executive & Independent |
| Punnet Bhawaker | Member        | Non-Executive & Independent |
| Sanjay Kukreja  | Member        | Non-Executive & Independent |

### **9. Directors’ Responsibility Statement**

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3) (c) of the Companies Act, 2013:

- a) that in the preparation of the annual financial statements for the year ended March 31, 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) that such accounting policies as mentioned in Notes to the Financial Statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2020 and of the profit of the Company for the year ended on that date;
- c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- d) that the annual financial statements have been prepared on a going concern basis;
- e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- f) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

#### **10. Board Meetings**

During the year Six Board Meetings and one independent directors' meeting was held. The Details of which are given in Corporate Governance Report. The provisions of Companies Act, 2013 and SEBI (LODR) Regulations, 2015 were adhered to while considering the time gap between two meetings. During the year under review, the Independent Director met on March 17, 2020.

#### **11. Compliance with Secretarial Standards**

During the year under review, the Company has duly complied with the applicable provisions of the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2), issued by the Institute of Company Secretaries of India.

#### **12. Related Party Transactions**

The Company has no material significant transactions with its related parties which may have a potential conflict with the interest of the Company at large. All transactions entered with the Related Parties as defined under the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 during the financial year were in the ordinary course of business and on arm's length basis and do not attract the provisions of section 188 of the Companies Act, 2013. Thus, disclosure in form AOC- 2 is not required. Related party transactions have been disclosed under the Note 23 of the financial statements in accordance with Accounting Standard 18.

A statement in summary form of transactions with related parties in the 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.

#### **13. Auditor**

##### **Statutory Auditors**

M/s. Garg Arun & Associates. Chartered Accountants (Firm Registration No. 8180N) who are the statutory auditors of the company, holds office for till the conclusion of the forthcoming Annual General Meeting and is eligible for re-appointment. They have confirmed their eligibility to the effect that their appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and that they were not disqualified for re-appointment. Your Board recommends the rectification of their appointment for the financial year 2020-21.

Since the Proviso to Section 139(1) has been omitted from the Companies Act, 2013 w.e.f. 7<sup>th</sup> May, 2018. Now no ratification of appointment of Auditors was required. Therefore, in the ensuing Annual General Meeting, the appointment of M/s Garg Arun & Associates, as the statutory auditor of the company was not required to be ratified.

##### **Secretarial Auditors**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Sachin Agarwal & Associates. (CP No.:3568, FCS: 6148), Company Secretaries to undertake the secretarial audit of the company. The Secretarial Audit Report is annexed herewith as 'Annexure A' to this report.

##### **Internal Auditors**

M/S T.K. Gupta & Associates, Chartered Accountants performs the duties of internal auditors of the com-

pany and their report is reviewed by the audit committee from time to time.

#### 14. Reporting of Frauds

There was no instance of frauds during the year under review, which required the Statutory Auditors to report to the Audit Committee and/ or Board under Section 143(12) of the Act and Rules framed thereunder.

#### 15. Listing

The Equity Shares of the Company are presently listed at BSE Limited on SME Platform. Listing Fee for the year 2020-21 is paid.

#### 16. Particulars of Employees

The information required pursuant to Section 197 read with Rule, 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is as follows:

The company has one Executive Director, remuneration paid under ceiling limit of Companies Act, 2013. Further, no sitting fee has been paid to any director during the year.

The particulars of the employees who are covered by the provisions contained in Rule 5(2) and rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are:

| SR. No. | Name of Director / KMP and Designation                           | Remuneration of Director / KMP for financial year 2019-20 (in Rs.) | Increase in Remuneration in the Financial Year 2018-19 | Ratio of remuneration of each Director / to median remuneration of employees |
|---------|--|--|--|--|
| 1.      | Sunil Kumar Maik<br>Managing Director                            | 1800000  | 240000   | NIL  |
| 2.      | Anshu Agarwal Chief<br>Financial Officer                         | 936000   | 149500   | NIL  |
| 3       | Bhawna Saunkhiya<br>Company Secretary<br>& Compliance<br>Officer | 329123   | -  | NIL  |

#### 17. Board Evaluation

Pursuant to the provisions of companies Act, 2013 and (Listing Obligation and Disclosure Requirement) Regulation 2015, the Board has carried out annual performance evaluation of its own performance, the directors individually as well the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholder committee. The manner in which the evaluation has been carried out has been explained in Corporate Governance Report.

#### 18. Business Risk Management

Although the company has long been following the principle of risk minimization as is the norm in every industry, it has now become a compulsion. Therefore, in accordance with Regulation 17(9) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation 2015 the Board members were informed about risk assessment and minimization procedures after which the Board formally adopted steps for framing, implementing and monitoring the risk management plan for the company.

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Manage-

ment, in order to guide decisions on risk related issues.

In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are: Regulations, competition, Business risk, Technology obsolescence, Investments, retention of talent and expansion of facilities. Business risk, inter-alia, further includes financial risk, political risk, fidelity risk, legal risk. As a matter of policy, these risks are assessed and steps as appropriate are taken to mitigate the same.

**19. Policy on Directors' Appointment and Remuneration**

The Board has, on the recommendation of the Nomination & Remuneration committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

**20. Material changes and commitments, if any, affecting the financial position of the company occurred between the end of the financial year to which these financial statements relate and the date of the report.**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year 2019-2020 and the date of this Report. Further, there was no change in the nature of business of the Company.

**21. Significant and Material Orders Passed by the Regulators or Courts**

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

**22. Information Technology and Communications**

During the financial year 2019-2020, apart from upgrading the existing software applications with enhanced/ added features to meet the current and emerging business needs, certain new application systems were implemented. Regular updation of Systems and procedures is undertaken from time to time to provide checks and alerts for avoiding fraud arising out of misrepresentation given by borrower/s while availing loans.

**23. Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo**

Pursuant to section 134(3)(m) of the Companies Act, 2013 read with Rule,8 of The Companies (Accounts) Rules, 2014, as amended, the relevant information is given below:

**Conservation of Energy:**

The Company's operations are not power intensive. Nevertheless, your Company is taking every steps to conserve and minimize the use of energy wherever possible such as using energy efficient computer terminals, purchasing energy efficient equipment etc.

**Research and Development:**

The Company has no formal research and development department but the Company is continuously making efforts to strengthen research and development activities to improve quality and reduce cost.

**Technology Import and Absorption:**

The Company has imported no technology. Indigenous technology available is continuously upgraded to improve overall performance.

| <b>Foreign Exchange Earnings and Out Go</b> | <b>2019-20</b> | <b>2018-19</b> |
|---|----------------|----------------|
| Foreign Exchange Outgo                      | Nil            | Nil            |
| Foreign Exchange Earnings                   | Nil            | 3426607        |

#### **24. Extract of Annual Return**

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as “Annexure B”.

#### **25. Corporate Governance**

According to the Securities Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation 2015, a separate section on corporate governance practices followed by the Company, together with a certificate from the Company’s Auditors confirming compliance forms an integral part of this Report. The Report on Corporate Governance by Auditor is forming part of Annual Report.

#### **26. Management Discussion and Analysis Report**

Pursuant to the Regulation 34 of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015, the Management Discussion and Analysis is a forming part of this Annual Report.

#### **27. Public Deposit**

Your Company has not accepted any deposits from the public during the year under review.

#### **28. Corporate Social Responsibility**

The Board of Directors of the Company hereby confirms that the provisions of Section 135(1) of the Companies Act, 2013 is not applicable to our company.

#### **29. Bonus Issue**

The Company has not allotted a bonus issue of Shares during the year.

#### **30. Auditors’ Report**

The Auditors’ observations are self-explanatory and hence do not call for any further clarification under section 134(5) of the Companies Act, 2013.

#### **31. Investor Complaints and Compliance**

During the year there were no complaints from investor, as on date no Complaints are pending.

#### **32. Earnings per Share(EPS)**

The Earnings per Share (EPS) is Rs. 0.02 as at March 31, 2020 as against Rs. 0.03 as at March 31, 2019.

#### **33. Regulatory Guidelines/Amendments**

The Company has also been following directions, guidelines, circulars issued by RBI, SEBI, BSE, MCA, from time to time pertaining to listed companies.

#### **34. Codes and Standards Fair Practice Code**

Company has in place a Fair Practice Code (FPC), which includes guidelines on appropriate staff conduct when dealing with customers and on the organization’s policies vis-à-vis client protection.



### **35. Internal Control System and Their Adequacy**

The Company has adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The internal auditor of the company checks and verifies the internal control and monitors them in accordance with policy adopted by the company. Even through this non-production period the Company continues to ensure proper and adequate systems and procedures commensurate with its size and nature of its business.

### **36. Vigil Mechanism / Whistle Blower Policy**

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior the company has adopted a vigil mechanism policy. The Vigil Mechanism / Whistle Blower Policy will be posted on company website.

### **37. Particulars of Loans, Guarantees and Investments**

The particulars of loans, guarantees and investments is given by the Company under Section 186 of the Companies Act, 2013 and other detailed in Notes to Accounts of the Financial Statements.

### **38. Compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013**

Your Corporation is committed to prevention of sexual harassment of women at workplace and takes prompt action in the event of reporting of such incidents. In this regard, internal complaints committees have been constituted to deal with sexual harassment complaints, if any and conduct enquires.

There were no complaints received of sexual harassment during the financial year 2019-2020.

### **39. Code of Conduct**

Company has adopted Code of Conduct for its Board Members and Senior Management personnel. The code of conduct has also been posted on the official website of the Company. The declaration by the Managing Director of the Company regarding compliance with the Code of Conduct for Board Members and Senior Management is annexed with the Corporate Governance Report.

### **40. Code for Prevention of Insider Trading Practices**

Your Company has formulated and adopted a Code for Prevention of Insider Trading Practices in accordance with the model code of conduct as prescribed under the SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended. The code is applicable to all directors, senior employees and their dependents. The said persons are restricted from dealing in the securities of the Company during the 'restricted trading periods' notified by the Company, from time to time. The code for prevention of Insider trading has also been posted on the official website of the Company.

### **41. Declaration for Acceptance & Deposit from Directors & their Relatives**

During the financial year The Company received money from Directors pursuant to Companies (Acceptance of Deposits) Amendments Rules, 2016.

### **42. Impact of the COVID-19 pandemic on the business**

Pursuant to Government's lockdown order, the Company had closed all its manufacturing plants and offices with effect from March 24, 2020. At present, all manufacturing units of the Company have re-started operations adhering to the safety norms prescribed by the Government of India.



### **A Note of Appreciation**

The Directors place on record their appreciation for co-operation and support extended by the Government, RBI, Banks, SEBI, Shareholders, Bankers to issue, RTA and customers for their continued support extended to the company at all times. The Directors further express their deep appreciation to all employees for commendable teamwork, high degree of professionalism and enthusiastic effort displayed by them during the year.

For and Behalf of the Board of Directors  
**Anisha Impex Limited**

Sd/-

Sd/-

**Mr. Sunil Kumar Malik**  
(Managing Director)  
DIN: 00143453  
159, Gagan Vihar,  
New Delhi-110051

**Mr. Anshu Agarwal**  
(Director)  
DIN: 08192908  
EE-106, Avantika  
Extension, Ghaziabad  
UP-201002

## DECLARATION OF INDEPENDENCE

Sub: Declaration of independence under Regulation 16(b) of the (Listing Obligations and Disclosure Requirements) Regulations, 2015 and sub-section (6) of section 149 of the Companies Act, 2013.

I, **Mr. Sanjay Kukreja**, hereby certify that I am a Non-executive Independent Director of Anisha Impex Limited, and comply with all the criteria of independent director as envisaged in (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013.

I certify that:

- I possess relevant expertise and experience to be an independent director in the Company;
- I am/was not a promoter of the company or its holding, subsidiary or associate company;
- I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the company, its holding, subsidiary or associate company;
- I am not taking sitting fees / remuneration and I have/had no pecuniary relationship / transactions with the company, its promoters, its directors, its senior management or its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial;
- none of my relatives has or had any pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or Rs. 50 Lacs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- Neither me nor any of my relatives:
  - a) holds or has held the position of a key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;
  - b) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;
    - a. a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
    - b. any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
  - c) holds together with my relatives 2% or more of the total voting power of the company; or
  - d) is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or
- I am not a material supplier, service provider or customer or a lessor or lessee of the company;
- I am not less than 21 years of age.



### **Declaration**

I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that the above said information's are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

## DECLARATION OF INDEPENDENCE

Sub: Declaration of independence under Regulations 16 (b) of the (Listing Obligations and Disclosure Requirements) Regulations, 2015 and sub-section (6) of section 149 of the Companies Act, 2013.

I, **Mr. Puneet Bhawaker**, hereby certify that I am a Non-executive Independent Director of Anisha Impex Limited, and comply with all the criteria of independent director as envisaged in (Listing Obligations and Disclosure Requirements) Regulations, and the Companies Act, 2013.

I certify that:

- I possess relevant expertise and experience to be an independent director in the Company;
- I am/was not a promoter of the company or its holding, subsidiary or associate company;
- I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the company, its holding, subsidiary or associate company;
- I am not taking sitting fees / remuneration and I have/had no pecuniary relationship / transactions with the company, its promoters, its directors, its senior management or its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial;
- none of my relatives has or had any pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or Rs. 50 Lacs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- Neither me nor any of my relatives:
  - a) holds or has held the position of a key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;
  - b) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;
    - a. a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
    - b. any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
  - c) holds together with my relatives 2% or more of the total voting power of the company; or
  - d) is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or
- I am not a material supplier, service provider or customer or a lessor or lessee of the company;
- I am not less than 21 years of age.



### **Declaration**

I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that the above said information's are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

## DECLARATION OF INDEPENDENCE

Sub: Declaration of independence under Regulations 16 (b) of the (Listing Obligations and Disclosure Requirements) Regulations, 2015 and sub-section (6) of section 149 of the Companies Act, 2013.

**I, Mrs. Nisha Jain**, hereby certify that I am a Non-executive Independent Director of Anisha Impex Limited, and comply with all the criteria of independent director as envisaged in (Listing Obligations and Disclosure Requirements) Regulations, and the Companies Act, 2013.

I certify that:

- I possess relevant expertise and experience to be an independent director in the Company;
- I am/was not a promoter of the company or its holding, subsidiary or associate company;
- I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the company, its holding, subsidiary or associate company;
- I am not taking sitting fees / remuneration and I have/had no pecuniary relationship / transactions with the company, its promoters, its directors, its senior management or its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial;
- none of my relatives has or had any pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or Rs. 50 Lacs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- Neither me nor any of my relatives:
  - a) holds or has held the position of a key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;
  - b) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;
    - a. a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
    - b. any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
  - c) holds together with my relatives 2% or more of the total voting power of the company; or
  - d) is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or
- I am not a material supplier, service provider or customer or a lessor or lessee of the company;
- I am not less than 21 years of age.



### **Declaration**

I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that the above said information's are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.



**“ANNEXURE-A”**  
**Form No. MR-3 SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020**  
**[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies**  
**(Appointment and Remuneration Personnel) Rules, 2014]**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020**

To,

The Members,  
Anisha Impex Limited  
Unit No.203, Plaza- P 3,  
Central Square, Bara Hindu Rao,  
Delhi-110006.

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

Based on our verification of the Anisha Impex 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 31<sup>st</sup> 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 herein after:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Anisha Impex Limited (“the Company”) for the financial year ended on 31<sup>st</sup> March, 2020 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee

- Stock Purchase Scheme) Guidelines, 1999;
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- vi. Other laws applicable to the Company as per the representations made by the Company.

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India, yet to be approved by the Central Government;
- ii. The Listing Agreements entered into by the Company with Bombay Stock Exchange;

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 observation:

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

Decisions at the Board meetings, as represented by management, were taken unanimously

We further report that as represented by the Company and relied upon by us, there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period no events occurred which had bearing on the Company's affairs in pursuance of above referred laws, rules, regulations, guidelines, etc.

Place: Delhi

Date: 31.08.2020

UDIN NO: F006148B000591546

CS Sachin Agarwal  
For Sachin Agarwal & Associates  
Company Secretaries  
FCSNo.: F6148  
C P No.: 3568

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' - Integral part of Secretarial Audit Report

To,  
The Members,  
Anisha Impex Limited  
Unit No.203, Plaza- P 3,  
Central Square, Bara Hindu Rao,  
Delhi-110006.

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

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

**CS Sachin Agarwal**  
For Sachin Agarwal & Associates  
Company Secretaries  
FCSNo.: F6148  
C P No.:3568

Place: Delhi  
Date: 31.08.2020

**“ANNEXURE-B”**

**Form No.MGT-9**

**EXTRACT OF ANNUAL RETURN** as on the financial year ended on 31<sup>st</sup> March, 2020 of **ANISHA IMPEX LIMITED** [Pursuant to Section 92(1) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**1. Registration and Other Details**

|  |   |      |       |      |
|--|---|------|-------|------|
| CIN:   | L17101DL1999PLC102506   |      |       |      |
| Registration Date:   | 22/11/1999  |      |       |      |
| Name of the Company:   | ANISHA IMPEX LIMITED  |      |       |      |
| Category / Sub-Category of the Company:  | Company Limited by Shares/Indian Non-Government Company   |      |       |      |
| Address of registered office and contact details:                              | Unit No-203, Plaza-P3, Central Square, Bara Hindu Rao, Delhi-110006<br>Bhawna Saunkhiya<br>Company Secretary & Compliance Officer 56/33, Site-IV, Industrial Area, Sahibabad, Ghaziabad, U.P-201010 |      |       |      |
| Tel No.:   | +91-120-4543708   |      |       |      |
| Whether listed company   | Listed  |      |       |      |
| Name, Address and contact details of Registrar & Transfer Agents (RTA), if any | Bigshare Services Private Limited 1 <sup>st</sup> Floor, Bharat Tin Works Building<br>Marol Maroshi Road, Andheri (East), Mumbai-400059   |      |       |      |
| AGM details  |   | Date | Month | Year |
| AGM held   | Date of AGM   | 30   | 09    | 2020 |
| AGM not held   | Due date of AGM   | 30   | 09    | 2020 |

|  |      |
|--|------|
| Whether extension of AGM was granted   | No.  |
| If Annual General Meeting was not held, specify the reasons for not holding the same | N.A, |

**1. Principal Business Activities of the Company**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated: -

| Sl. No. | Name and Description of main products / services | NIC Code of the Product/ service | % to total turnover of the company |
|---------|--|----------------------------------|------------------------------------|
| 1       | Trading and Marketing, of fabrics, yarns         | 1311                             | 71.93                              |
| 2       | Machinery(Scrap)                                 | 2950                             | 28.07                              |

**1. Particulars of Holding, Subsidiary and Associate Companies [No. of Companies for which information is being filled] –N.A**

| S. NO | NAME AND ADDRESS OF THE COMPANY | CIN/GLN | HOLDING/ SUBSIDIARY/ ASSOCIATE | % of shares held | Applicable Section |
|-------|---------------------------------|---------|--------------------------------|------------------|--------------------|
|       | N.A.                            | N.A.    | N.A.                           | N.A.             | N.A.               |

**2. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)**

**i. Category-wise Share Holding**

| Category of Shareholders                           | No. of Shares held at the beginning of the year |          |         |            | No. of Shares held at the end of the year |          |         |            | % Change during the year |
|--|---|----------|---------|------------|---|----------|---------|------------|--------------------------|
|  | Demat   | Physical | Total   | % of Total | Demat                                     | Physical | Total   | % of Total |                          |
| <b>A. Shareholding Promoter and promoter Group</b> |   |          |         |            |   |          |         |            |                          |
| <b>(1) Indian</b>                                  |   |          |         |            |   |          |         |            |                          |
| Individual/ HUF                                    | 5020000   | 0        | 5020000 | 30.5498    | 5020000                                   | 0        | 5020000 | 30.5498    | 0                        |
| Central  | 0   | 0        | 0       | 0          | 0   | 0        | 0       | 0          | 0                        |
| Government/State Government                        |   |          |         |            |   |          |         |            |                          |
| Bodies Corporate                                   | 2350100   | 0        | 2350100 | 14.3018    | 2350100                                   | 0        | 2350100 | 14.3018    | 0                        |
| Financial Institutions /Banks                      | 0   | 0        | 0       | 0          | 0   | 0        | 0       | 0          | 0                        |
| Any Others (Specify)                               | 0   | 0        | 0       | 0          | 0   | 0        | 0       | 0          | 0                        |
| Sub Total (A)(1)                                   | 7370100   | 0        | 7370100 | 44.8516    | 7370100                                   | 0        | 7370100 | 44.8516    | 0                        |
| <b>(2) Foreign</b>                                 |   |          |         |            |   |          |         |            |                          |
| Individuals (Non-Residents)                        |   |          |         |            |   |          |         |            |                          |
| Individuals/Foreign Individuals)                   | 0   | 0        | 0       | 0          | 0   | 0        | 0       | 0          | 0                        |
| Bodies Corporate                                   | 0   | 0        | 0       | 0          | 0   | 0        | 0       | 0          | 0                        |



|  |                |          |                |                |                |          |                |                |          |
|--|----------------|----------|----------------|----------------|----------------|----------|----------------|----------------|----------|
| Financial Institutions /Banks  | 0              | 0        | 0              | 0              | 0              | 0        | 0              | 0              | 0        |
| Any Others (Specify)   | 0              | 0        | 0              | 0              | 0              | 0        | 0              | 0              | 0        |
| Sub Total (A)(2)   | 0              | 0        | 0              | 0              | 0              | 0        | 0              | 0              | 0        |
| <b>Total Shareholding of promoter and Promoter Group(A)=(A)(1) +(A)(2)</b>                       | <b>7370100</b> | <b>0</b> | <b>7370100</b> | <b>44.8516</b> | <b>7370100</b> | <b>0</b> | <b>7370100</b> | <b>44.8516</b> | <b>0</b> |
| <b>B. Public Shareholding</b>  |                |          |                |                |                |          |                |                |          |
| <b>1- Institutions</b>   |                |          |                |                |                |          |                |                |          |
| Mutual Fund/UTI  | 0              | 0        | 0              | 0              | 0              | 0        | 0              | 0              | 0        |
| Financial Institutions /Banks  | 0              | 0        | 0              | 0              | 0              | 0        | 0              | 0              | 0        |
| Central Government/State Government  | 0              | 0        | 0              | 0              | 0              | 0        | 0              | 0              | 0        |
| Venture Capital Funds  | 0              | 0        | 0              | 0              | 0              | 0        | 0              | 0              | 0        |
| Insurance Companies  | 0              | 0        | 0              | 0              | 0              | 0        | 0              | 0              | 0        |
| Foreign Institutional Investors  | 0              | 0        | 0              | 0              | 0              | 0        | 0              | 0              | 0        |
| Foreign Venture Capital Investors  | 0              | 0        | 0              | 0              | 0              | 0        | 0              | 0              | 0        |
| Any Others (Marketmaker)   | 1490000        | 0        | 1490000        | 9.0676         | 1375000        | 0        | 1375000        | 8.3677         | (0.6999) |
| Sub Total (B) (1)  | 1490000        | 0        | 1490000        | 9.0676         | 1375000        | 0        | 1375000        | 8.3677         | (0.6999) |
| <b>1- Non-Institutions</b>   |                |          |                |                |                |          |                |                |          |
| Bodies Corporate   | 1044650        | 0        | 1044650        | 6.3573         | 645131         | 0        | 645131         | 3.9260         | (2.4313) |
| Individuals  |                |          |                |                |                |          |                |                |          |
| i) Individuals - Individuals Shareholders holding nominal share capital up to Rs. 1 Lakh.        | 1865150        | 0        | 1865150        | 11.3506        | 1969669        | 0        | 1969669        | 11.9866        | 0.636    |
| ii) Individuals - Individuals Shareholders holding nominal share capital in excess of Rs. 1 Lakh | 4412300        | 0        | 4412300        | 26.8515        | 3772300        | 0        | 3772300        | 22.9568        | (3.8947) |
| Any Others (HUF)   | 0              | 0        | 0              | 0              | 985000         | 0        | 985000         | 5.9943         | 5.9943   |
| i) Trust   | 0              | 0        | 0              | 0              | 0              | 0        | 0              | 0              | 0        |
| ii) Clearing Members   | 250000         | 0        | 250000         | 1.5214         | 315000         | 0        | 315000         | 1.9170         | 0.3956   |
| Sub Total (B) (2)  | 7572100        | 0        | 7572100        | 46.0809        | 7687100        | 0        | 7687100        | 46.7807        | 0.6998   |
| <b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>   | <b>9062100</b> | <b>0</b> | <b>9062100</b> | <b>55.1484</b> | <b>9062100</b> | <b>0</b> | <b>9062100</b> | <b>55.1484</b> | <b>0</b> |

|   |                 |          |                 |            |                 |          |                 |            |          |
|---|-----------------|----------|-----------------|------------|-----------------|----------|-----------------|------------|----------|
| C. Shares held by Custodian for GDRs & ADRs | 0               | 0        | 0               | 0          | 0               | 0        | 0               | 0          | 0        |
| <b>Grand Total(A+B+C)</b>                   | <b>16432200</b> | <b>0</b> | <b>16432200</b> | <b>100</b> | <b>16432200</b> | <b>0</b> | <b>16432200</b> | <b>100</b> | <b>0</b> |

## ii. Shareholding of Promoters

| S.No | Shareholder's Name           | Shareholding at the beginning of the year |                                  |  | Shareholding at the end of the year |                                  |  | % change in Shareholding during the year |
|------|------------------------------|---|----------------------------------|--|-------------------------------------|----------------------------------|--|--|
|      |                              | No. of Shares                             | % of total Shares of the Company | % of Shares/ Pledged/ encumbered to total shares | No. of share                        | % of total Shares of the Company | % of Shares /Pledged/ encumbered to total Shares |  |
| 1.   | Sangeeta Pareekh             | 4320000                                   | 26.2898                          | 4320000  | 4320000                             | 26.2898                          | NIL  | NIL                                      |
| 2.   | Dinesh Pareekh               | 700000                                    | 4.2599                           | 700000   | 700000                              | 4.2599                           | NIL  | NIL                                      |
| 3.   | BLP Equity Research Pvt Ltd. | 2350100                                   | 14.3018                          | 2350100  | 2350100                             | 14.3018                          | NIL  | NIL                                      |
|      | <b>Total</b>                 | <b>7370100</b>                            | <b>44.8516</b>                   | <b>7370100</b>                                   | <b>7370100</b>                      | <b>44.8516</b>                   | <b>NIL</b>                                       | <b>NIL</b>                               |

## ii. Change in Promoters' Shareholding (please specify, if there is no change)

| SI. No. | Shareholder's Name   | Date | 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 |
|         | <b>Sangeeta Pareekh</b>  |      |   |                                  |   |                                  |
|         | At the beginning of the year   |      | 4320000                                   | 26.2898                          | 4320000                                 | 26.2898                          |
|         | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g allotment/ transfer/bonus/sweat equity etc.):- |      |   |                                  |   |                                  |
|         | <b>At the End of the year</b>  |      | <b>4320000</b>                            | <b>26.2898</b>                   | <b>4320000</b>                          | <b>26.2898</b>                   |

| SI. No. | Shareholder's Name   | Date | 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 |
|         | <b>Dinesh Pareekh</b>  |      |   |                                  |   |                                  |
|         | At the beginning of the year   |      | 700000                                    | 4.2599                           | 700000                                  | 4.2599                           |
|         | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):- |      |   |                                  |   |                                  |
|         | <b>At the End of the year</b>  |      | <b>700000</b>                             | <b>4.2599</b>                    | <b>700000</b>                           | <b>4.2599</b>                    |



| Sl. No. | BLP Research Limited<br>Equity Private  | Date | 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 |
|         | At the beginning of the year  |      | 2350100                                   | 14.3018                          | 2350100                                 | 14.3018                          |
|         | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):- |      |   |                                  |   |                                  |
|         | <b>At the End of the year</b>   |      | <b>2350100</b>                            | <b>14.3018</b>                   | <b>2350100</b>                          | <b>14.3018</b>                   |

ii. **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)**

| Sl. No. | For Each of the Top 10 Shareholders   | Shareholding at the beginning of the year |                                  | Shareholding at the end of the year |                                  |
|---------|---------------------------------------|---|----------------------------------|-------------------------------------|----------------------------------|
|         |                                       | No. of shares                             | % of total shares of the Company | No. of shares                       | % of total shares of the Company |
| 1.      | Share India Securities Limited        | 1860000                                   | 11.3192                          | 1375000                             | 8.3677                           |
| 2.      | Puja Malik                            | 985200                                    | 5.9955                           | 985200                              | 5.9955                           |
| 3.      | Nidhi Agarwal                         | 650000                                    | 3.9556                           | 530000                              | 3.9556                           |
| 4.      | Sunstar share Brokers Private Limited | 295000                                    | 1.7953                           | 380000                              | 2.3125                           |
| 5.      | Rohan Agarwal                         | 340000                                    | 2.0691                           | 240000                              | 1.4605                           |
| 6.      | Sandeep Agarwal (H.U.F)               | 245000                                    | 1.4910                           | 302500                              | 1.8409                           |
| 7.      | Danvir Singh                          | 0   | 0                                | 265000                              | 1.6127                           |
| 8.      | Sanyog Agarwal                        | 200000                                    | 1.2171                           | 0                                   | 0                                |
| 9.      | Bhikamchand Rajesh                    | 80000                                     | 0.4868                           | 195000                              | 1.1867                           |
| 10.     | Sandeep Agarwal                       | 175000                                    | 1.0650                           | 75000                               | 0.4564                           |
| 11.     | K.K. Agarwal                          | 175000                                    | 1.0650                           | 135000                              | 0.8216                           |
| 12.     | Century Finvest Private Limited       | 117500                                    | 0.7151                           | 165000                              | 1.0041                           |
| 13.     | Anugrah Gupta                         | 0   | 0                                | 150000                              | 0.9128                           |
| 14.     | Globe Capital Market Limited          | 50000                                     | 0.3043                           | 150000                              | 0.9128                           |

**Share India Securities Limited**

| Sl. No. | For Each of the Top 10 Shareholders | 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       | At the beginning of the year        | 1860000                                   | 11.3192                          | 1860000                                 | 11.3192                          |



|  |   |            |          |        |         |         |
|--|---|------------|----------|--------|---------|---------|
|  | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus / sweat equity etc): | 05/04/2019 | 170000   | 1.0345 | 2030000 | 12.3538 |
|  |   | 17/05/2019 | (15000)  | 0.0913 | 2015000 | 12.2625 |
|  |   | 24/05/2019 | (60000)  | 0.3651 | 1955000 | 11.8974 |
|  |   | 31/05/2019 | (30000)  | 0.1826 | 1925000 | 11.7148 |
|  |   | 14/06/2019 | (260000) | 1.5823 | 1665000 | 10.1325 |
|  |   | 21/06/2019 | 240000   | 1.4605 | 1905000 | 11.5931 |
|  |   | 28/06/2019 | 2500     | 0.0152 | 1907500 | 11.6083 |
|  |   | 05/07/2019 | (2500)   | 0.0152 | 1905000 | 11.5931 |
|  |   | 23/08/2019 | (240000) | 1.4605 | 1665000 | 10.1325 |
|  |   | 30/09/2019 | (240000) | 1.4605 | 1425000 | 8.6719  |
|  |   | 25/10/2019 | (50000)  | 0.3043 | 1375000 | 8.3677  |
|  |   | 01/11/2019 | 240000   | 1.4605 | 1615000 | 9.8283  |
|  |   | 06/12/2019 | 16000    | 0.0974 | 1631000 | 9.9256  |
|  |   | 20/12/2019 | (256000) | 1.5579 | 1375000 | 8.3677  |
|  | At the end of the year  | 31/03/2020 | 1375000  | 8.3677 | 1375000 | 8.3677  |

**Puja Malik**

| Sl. No. |   | 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       | For Each of the Top 10 Shareholders   |   |                                  |   |                                  |
|         | At the beginning of the year  | 985200                                    | 6.00                             | 985200                                  | 6.00                             |
|         | 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  | 985200                                    | 6.00                             | 985200                                  | 6.00                             |

**Nidhi Agarwal**

| Sl. No. | For Each of the Top 10 Shareholders   |            | 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       | At the beginning of the year  | 31/03/2019 | 650000                                    | 3.9556                           | 650000                                  | 3.9566                           |
|         | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus / sweat equity etc): | 21/06/2019 | (100000)                                  | 0.6086                           | 550000                                  | 3.3471                           |
|         |   | 13/09/2019 | 27500                                     | 0.1673                           | 577500                                  | 3.5144                           |
|         |   | 20/09/2019 | 10000                                     | 0.06085                          | 578500                                  | 3.5205                           |
|         |   | 04/10/2019 | 60000                                     | 0.3651                           | 527500                                  | 3.2102                           |
|         |   | 11/10/2019 | 60000                                     | 0.3651                           | 467500                                  | 2.8450                           |
|         |   | 29/11/2019 | 15000                                     | 0.09128                          | 482500                                  | 2.9363                           |
|         |   | 06/12/2019 | 5000                                      | 0.03042                          | 487500                                  | 2.9667                           |
|         |   | 27/12/2019 | 42500                                     | 0.2586                           | 530000                                  | 3.2254                           |
|         | At the end of the year  | 31/03/2020 | 530000                                    | 3.2254                           | 530000                                  | 3.2254                           |

**Rohan Agarwal**

| Sl. No. | For Each of the Top 10 Shareholders   |            | 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       | At the beginning of the year  |            | 340000                                    | 2.069                            | 340000                                  | 2.069                            |
|         | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus / sweat equity etc): | 21/06/2019 | 100000                                    | 0.6085                           | 240000                                  | 1.4605                           |
|         | At the end of the year  | 31/03/2020 | 240000                                    | 1.4605                           | 240000                                  | 1.4605                           |

**Danvir Singh**

| Sl. No. | For Each of the Top 10 Shareholders                                     |            | 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       | At the beginning of the year  |            | 0   | 0                                | 0                                       | 0                                |
|         | Date wise Increase / Decrease in Promoters Shareholding during the year | 19/07/2019 | 25000                                     | 0.1521                           | 25000                                   | 0.1521                           |
|         |   | 20/12/2019 | 240000                                    | 1.4605                           | 265000                                  | 1.6127                           |
|         | At the end of the year  | 31/03/2020 | 265000                                    | 1.6127                           | 265000                                  | 1.6127                           |

**Sunstar Share Brokers Private Limited**

| Sl. No. | For Each of the Top 10 Shareholders   |            | 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       | At the beginning of the year  |            | 295000                                    | 1.7952                           | 295000                                  | 1.7952                           |
|         | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus / sweat equity etc): | 05/04/2019 | (170000)                                  | 1.03455                          | 125000                                  | 0.7607                           |
|         |   | 14/06/2019 | 240000                                    | 1.4605                           | 365000                                  | 2.2212                           |
|         |   | 21/06/2019 | (240000)                                  | 1.4605                           | 125000                                  | 0.7607                           |
|         |   | 23/08/2019 | 240000                                    | 1.4605                           | 365000                                  | 2.2212                           |
|         |   | 21/02/2020 | 15000                                     | 0.0928                           | 380000                                  | 2.3125                           |
|         | At the end of the year  | 31/03/2020 | 380000                                    | 2.3125                           | 380000                                  | 3.2254                           |

**Bhikamchand Rajesh**

| Sl. No. |   |            | 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 |        |
|         | For Each of the Top 10 Shareholders   |            |   |                                  |   |                                  |        |
| 1       | At the beginning of the year  |            | 80000                                     | 0.4868                           | 80000                                   | 0.4868                           |        |
|         | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus / sweat equity etc): | 26/04/2019 | 35000                                     | 0.2130                           | 115000                                  | 0.6998                           |        |
|         |   | 27/09/2019 | 5000                                      | 0.0304                           | 120000                                  | 0.7303                           |        |
|         |   | 11/10/2019 | 25000                                     | 0.1521                           | 145000                                  | 0.8824                           |        |
|         |   | 25/10/2019 | 50000                                     | 0.3043                           | 195000                                  | 1.1867                           |        |
|         | At the end of the year  |            | 31/03/2020                                | 195000                           | 1.1867                                  | 195000                           | 1.1867 |

**Sandeep Agarwal**

| Sl. No. |   |            | 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 |
|         | For Each of the Top 10 Shareholders   |            |   |                                  |   |                                  |
| 1       | At the beginning of the year  |            | 175000                                    | 1.06498                          | 175000                                  | 1.06498                          |
|         | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus / sweat equity etc): | 21/07/2019 | 100000                                    | 0.6086                           | 75000                                   | 0.4564                           |
|         |   | 31/03/2020 | 75000                                     | 0.4564                           | 75000                                   | 0.4564                           |

**Sanjog Agarwal**

| Sl. No. |   |            | 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 |
|         | For Each of the Top 10 Shareholders   |            |   |                                  |   |                                  |
| 1       | At the beginning of the year  |            | 200000                                    | 1.2171                           | 200000                                  | 1.2171                           |
|         | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus / sweat equity etc): | 21/06/2019 | 100000                                    | 0.6086                           | 100000                                  | 0.6086                           |
|         |   | 25/10/2019 | 100000                                    | 0.6086                           | 0                                       | 0                                |
|         | At the end of the year  |            | 0   | 0                                | 0                                       | 0                                |

**Sandeep Agarwal (H.U.F)**

| Sl. No. | For Each of the Top 10 Shareholders   | 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       | At the beginning of the year  | 245000                                    | 1.4910                           | 245000                                  | 1.4910                           |        |
|         | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus / sweat equity etc): |   |                                  |   |                                  |        |
|         |   | 06/12/2019                                | 20000                            | 0.1217                                  | 265000                           | 1.6127 |
|         |   | 27/12/2019                                | 35000                            | 0.2129                                  | 300000                           | 1.8257 |
|         |   | 24/01/2020                                | 2500                             | 0.01521                                 | 302500                           | 1.8408 |
|         | At the end of the year  | 31/03/2020                                | 302500                           | 1.8408                                  | 302500                           | 1.8408 |

**K. K. Agarwal**

| Sl. No. | For Each of the Top 10 Shareholders   | 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       | At the beginning of the year  | 175000                                    | 1.0645                           | 175000                                  | 1.0645                           |        |
|         | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus / sweat equity etc): |   |                                  |   |                                  |        |
|         |   | 21/06/2019                                | (100000)                         | 0.6086                                  | 75000                            | 0.4564 |
|         |   | 13/09/2019                                | 100000                           | 0.6086                                  | 175000                           | 1.0649 |
|         |   | 11/10/2019                                | (40000)                          | 0.2434                                  | 135000                           | 0.8216 |
|         | At the end of the year  | 31/03/2020                                | 135000                           | 0.8216                                  | 135000                           | 0.8216 |

ii. **Shareholding of Directors and Key Managerial Personnel:**

| Sl. No. | For Each of the Directors and KMP | Shareholding at the beginning of the year |                                  | Shareholding at the end of the year |                                  |
|---------|-----------------------------------|---|----------------------------------|-------------------------------------|----------------------------------|
|         |                                   | No. of shares                             | % of total shares of the company | No. of shares                       | % of total shares of the company |
| 1       | Sunil Kumar Malik                 | NIL                                       | NIL                              | NIL                                 | NIL                              |
| 2       | Pranav Vasan                      | 10000                                     | 10000                            | 10000                               | 10000                            |
| 3       | Sanjay Kukreja                    | NIL                                       | NIL                              | NIL                                 | NIL                              |
| 4       | Puneet Bhawaker                   | NIL                                       | NIL                              | NIL                                 | NIL                              |
| 5       | Nisha Jain                        | NIL                                       | NIL                              | NIL                                 | NIL                              |
| 6       | Anshu Agarwal                     | NIL                                       | NIL                              | NIL                                 | NIL                              |
| 7       | Bhawna Saunkhiya                  | NIL                                       | NIL                              | NIL                                 | NIL                              |

**5. Indebtedness**

**Indebtedness of the Company including interest outstanding / accrued but not due for payment:-**

|  | Secured Loans<br>excluding deposits | Unsecured Loans | Deposits | Total<br>Indebtedness |
|--|-------------------------------------|-----------------|----------|-----------------------|
| <b>Indebtedness at the beginning of the financial year</b> | 68525403.24                         | 342836.08       | 0        | 68868239.32           |
| i) Principal Amount  |                                     |                 |          |                       |
| ii) Interest due but not paid                              |                                     |                 |          |                       |
| iii) Interest accrued but not due                          |                                     |                 |          |                       |
| <b>Total (i+ii+iii)</b>                                    | 68525403.24                         | 342836.08       | 0        | 68868239.32           |
| Change in Indebtedness during the financial year           | (1425033.22)                        | (60971.75)      |          | (1486004.97)          |
| Addition   |                                     |                 |          |                       |
| Reduction  |                                     |                 |          |                       |
| Net Change   |                                     |                 | 0        |                       |
| <b>Indebtedness at the end of the financial year</b>       | 67100370.02                         | 281864.33       | 0        | 67382234.35           |
| i) Principal Amount  |                                     |                 |          |                       |
| ii) Interest due but not paid                              |                                     |                 |          |                       |
| iii) Interest accrued but not due                          |                                     |                 |          |                       |
| <b>Total (i+ii+iii)</b>                                    | 67100370.02                         | 281864.33       | 0        | 67382234.35           |

**6 Remuneration of Directors and Key Managerial Personnel**

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

| Sl. no. | Particulars of Remuneration   | Sunil Kumar Malik |   |   |  | Total Amount |
|---------|---|-------------------|---|---|--|--------------|
|         |   |                   |   |   |  |              |
| 1.      | Gross salary<br>(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961<br>(b) Value of perquisites u/s17(2) Income-tax Act, 1961<br>(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | 1800000           | - | - |  | 1800000      |
| 2.      | Stock Option  | 0                 | 0 | 0 |  | 0            |
| 3.      | Sweat Equity  | 0                 | 0 | 0 |  | 0            |
| 4.      | Commission<br>- as % of profit<br>- Others, specify...  | 0                 | 0 | 0 |  | 0            |
| 5.      | Others, please specify  | 0                 | 0 | 0 |  | 0            |
|         | Total (A)   | 1800000           | - | - |  | 1800000      |
|         | Ceiling as per the Act  |                   |   |   |  |              |

**b. Remuneration to other directors : N.A.**





| Sl.no | Particulars of Remuneration   | Name of Directors |                 |                 | Total Amount |
|-------|---|-------------------|-----------------|-----------------|--------------|
|       |   | Priti Agrawal     | Puneet Bhawaker | Rama Nand Gupta |              |
| 1.    | Independent Directors<br>Fee for attending board / committee<br>meetings Commission<br>Others, please specify       | 0                 | 0               | 0               |              |
|       | Total (1)   | 0                 | 0               | 0               |              |
| 2     | Other Non-Executive Directors Fee for<br>attending board committee meetings<br>Commission<br>Others, please specify | 0                 | 0               | 0               | 0            |
|       | Total (2)   | 0                 | 0               | 0               | 0            |
|       | Total (B)=(1+2)   | 0                 | 0               | 0               | 0            |
|       | Total Managerial Remuneration   | 0                 | 0               | 0               | 0            |
|       | Overall Ceiling as per the Act  | 0                 | 0               | 0               | 0            |

c. Remuneration to Key Managerial Personnel Other than MD/Manager/WTD:

| Sl. no. | Particulars of Remuneration   | Key Managerial Personnel |                   |        |         |
|---------|---|--------------------------|-------------------|--------|---------|
|         |   | CEO                      | Company Secretary | CFO    | Total   |
| 1.      | Gross salary<br>(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961<br><br>(b) Value of perquisites u/s 17(2) Income- tax Act, 1961<br><br>(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | N.A.                     | 329123            | 936000 | 1265123 |
| 2.      | Stock Option  | N.A.                     | 0                 | 0      | 0       |
| 3.      | Sweat Equity  | N.A.                     | 0                 | 0      | 0       |
| 4.      | Commission<br>- as % of profit Others, specify  | N.A.                     | 0                 | 0      | 0       |
| 5.      | Others, please specify  | N.A.                     | 0                 | 0      | 0       |
|         | Total   | N.A.                     | 329123            | 936000 | 1265123 |

4. **Penalties / Punishment/ Compounding of Offences**

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

For and on Behalf of the Board of Directors  
**Anisha Impex Limited**

Sd/-

Sd/-

**Mr. Sunil Kumar Malik**  
(Managing Director)  
DIN: 00143453  
159, Gagan Vihar,  
New Delhi-110051

**Mr. Anshu Agarwal**  
(Director)  
DIN: 08192908  
EE-106, Avantika  
Extension, Ghaziabad  
UP-201002

## CORPORATE GOVERNANCE REPORT

### 1. Corporate Governance

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

### 2. Company's Philosophy

Corporate Governance for the Company means achieving high level of accountability, efficiency, responsibility and fairness in all areas of operation. Our Employees are committed towards the protection of the interest of the Stakeholders viz. Shareholders, creditors, investors, clients etc. Our policies consistently undergo improvements keeping in mind our goal i.e. maximization of value of all the stakeholders.

#### The goal is achieved through–

1. Infusion of best expertise in the Board;
2. Consistent monitoring and improvement of the human and physical resources;
3. Board/Committee meetings at regular intervals to keep the Board informed of the recent happenings.

### 3. Board of Directors

#### 3.1 Composition of Board

The Board has six members with an Executive Chairman. The Independent Directors on the Board are competent and highly respected professionals from their respective fields and have vast experience in general corporate management, finance, banking and other allied fields which enable them to contribute effectively to the Company in their capacity as members of the Board. The day to day management of the Company is conducted by Managing Director subject to supervisions and control of the Board.

#### 3.2 Non-executive director's compensation and disclosures

None of the non-executive directors has any material pecuniary relationships or transactions with the company, its promoters, directors and associates which in their judgment would affect their independence. None of the directors are inter-se related to each other. None of the non-executive directors has received any fees/ Compensation in financial year 2019-2020 and in aggregate.

#### 3.3 Other Provision as to Board and Committees

The Directors of the Company are informed about the Agenda of the Board Meetings and Committee Meetings, containing relevant information / supporting data, as required well in advance, to enable the Board to take decision. Statutory Auditors are also requested to attend the Board or Committee meeting as and when required. Matters discussed at Board Meeting generally relate to Company's performance, quarterly results of the Company, approval of related-party transactions, general notice of interest of Directors, review of the reports of the Audit Committee and compliance with their recommendation, suggestion, compliance of any regulatory, statutory or listing requirements, etc.

The composition and category of the Board of Directors as at March 31, 2020, the number of other Directorships/ Committee memberships held by them and also the attendance of the Directors at the Board meetings of the Company are as under:

| Name Of Directors                      | Designation                           | No. Of Directorship |         | No. Of Committee Positions |          |
|--|---------------------------------------|---------------------|---------|----------------------------|----------|
|  |                                       | Public              | Private | Member                     | Chairman |
| Shri Sunil Kumar Malik<br>DIN:00143453 | Managing Director /<br>Chairman       | Nil                 | Seven   | Nil                        | Nil      |
| Shri Anshu Agarwal<br>DIN NO:08192908  | Executive Director                    | Nil                 | One     | One                        | Nil      |
| Smt. Nisha Jain<br>DIN: 00270098       | Non-Executive<br>Independent Director | Nil                 | One     | Two                        | One      |
| Shri Sanjay Kukreja<br>DIN: 08506956   | Non-Executive<br>Independent Director | Nil                 | Nil     | Two                        | One      |
| Shri Puneet Bhawaker<br>DIN:06971183   | Non-Executive<br>Independent Director | Nil                 | Two     | Two                        | One      |
| Shri Pranav Vasan<br>DIN:07631095      | Non-Executive Director                | Nil                 | One     | Nil                        | Nil      |

None of the Directors hold directorship in more than 20 Companies nor is a member in more than ten committees or acts as chairman of more than 5 committees across all the companies in which they are Directors.

**Composition and category of Board of Directors, attendance at Board Meetings, at last Annual General Meeting and details of Membership of other Boards /Committees:**

The Board has an optimum combination of Executive and Non-Executive Directors as per the Corporate Governance requirements. The composition of the Board of Directors and other relevant details as on 31<sup>st</sup> March, 2020 are as under

| Name of Director  | Category                           | No. of Board Meetings during tenure |          | Whether present at the last Annual General Meeting held on 30.09.2019 | No. of Boards / Committees of Indian Public Limited Companies (including Anisha Impex Ltd.) |  |          | Directorship in Other Listed Entities and Category of Directorship |
|---|------------------------------------|-------------------------------------|----------|---|---|--|----------|--|
|   |                                    | Held                                | Attended |   | Directorship  | Committee (only Audit Committee & Stakeholders Relationship Committee) |          |  |
|   |                                    |                                     |          |   |   | Member   | Chairman |  |
| Mr. Sunil Kumar Malik (DIN:00143453)                    | Managing Director/ Chairman        | 6                                   | 6        | Yes   | 1   | -  | -        | No   |
| Mr. Anshu Agarwal (DIN :08192908) (w.e.f., 20/07/2019)  | Executive Director                 | 6                                   | 4        | Yes   | 1   | 1  | -        | No   |
| Mrs. Priti Agarwal (DIN: 08185695)                      | Non-Executive Independent Director | 6                                   | 5        | Yes   | 1   | 1  | 1        | No   |
| Mr. Sanjay Kukreja (DIN: 08506956) (w.e.f., 20/07/2019) | Non-Executive Independent Director | 6                                   | 4        | Yes   | 1   | 1  | -        | No   |
| Mr. Puneet Bhawaker (DIN:01146482)                      | Non-Executive Independent Director | 6                                   | 6        | Yes   | 1   | 1  | 1        | No   |
| Mr. Pranav Vasani (DIN:07631095) (w.e.f., 12/04/2019)   | Non-Executive Director             | 6                                   | 6        | Yes   | 1   | -  | -        | No   |
| Mrs. Nisha Jain (DIN: 00270098) (w.e.f., 26/02/2020)    | Non-Executive Independent Director | 6                                   | 1        | NO  | 1   | 1  | 1        | No   |

**B. Details of Board Meeting held during the year**

The Board met Six times during the year. The details of the Board Meeting are as under:

| S. No. | Date of Meeting | Board Strength | No. of Directors Present |
|--------|-----------------|----------------|--------------------------|
| 1.     | 12.04.2019      | 5              | 5                        |
| 2.     | 30.05.2019      | 5              | 5                        |
| 3.     | 20.07.2019      | 6              | 6                        |
| 4.     | 31.08.2019      | 6              | 6                        |
| 5.     | 14.11.2019      | 6              | 6                        |
| 6.     | 26.02.2020      | 6              | 6                        |

The company issued formal letters of appointment to independent directors in the manner as provided in the Companies Act, 2013. The terms and conditions of appointment are disclosed on the website of the company

The company has formulated a policy to familiarize the independent directors 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., through various programmers. The details of such familiarization programmers are disclosed in the website of the company.

### **3.4 Appointment and Reappointment of Directors**

During the under review, Mr. Pranav Vasani has appointed as Non-Executive Director w.e.f. 12.04.2019, Mr. Anshu Agarwal has appointed as Whole-Time Director w.e.f. 20.07.2019 Mr. Sanjay Kukreja has appointed as Independent Director of the Company w.e.f. 20<sup>th</sup> July, 2019. Further Mr. Sachin Sharma has resigned as Whole-Time Director w.e.f. 12<sup>th</sup> April, 2019 and Mr. Rama Nand Gupta has resigned as Independent Director w.e.f. 20<sup>th</sup> July, 2019 of the company.

Mrs. Priti Agarwal, Non-Executive Independent Director of the Company ceased to be Director w.e.f. 10th January, 2020 due to his death. The Directors place on record their deep appreciation for his valuable guidance and assistance received during the tenure as a Director and Member / Chairman of various committee of the Directors of the Company.

Member / Chairman of various committee of the Directors of the Company. The brief particulars of the Director of the company, being eligible for re-appointment as Directors, retiring by rotation at the ensuing Annual General Meeting is as follows:

Mr. Sunil Kumar Malik, aged 49 years, is currently Managing Director of the Company and joined its Board of Directors on 22.11.1999. He has completed Graduate. He has over 26 years' experience in Textile and Securities of our Company.

Mr. Sunil Kumar Malik retires by rotation at the ensuing Annual General Meeting and being eligible offers herself for re-appointment at the ensuing Annual General Meeting.

## **4. Committees of the Board**

### **4.1 Audit Committee**

The Audit Committee inter alia performs the functions of approving Annual Internal Audit Plan, review of financial reporting System, internal control system, discussion on quarterly, half yearly and annual financial results, interaction with Statutory & Internal Auditors, one-on-one meeting with Statutory and Internal Auditors, recommendation for the appointment of Statutory and fixing their remuneration, appointment and remuneration of Internal Auditors, Review of Business Risk Management Plan, Management Discussions & Analysis, Review of Internal Audit Reports, significant related party transactions. The Company has framed the Audit Committee Charter for the purpose of effective compliance of SEBI (LODR) Regulations, 2015. In fulfilling the above role, the Audit Committee has powers to investigate any activity within its terms of reference, to seek information from employees and to obtain outside legal and professional advice.

Our Company has constituted an Audit Committee, as per the provisions of Section 177 of the Companies Act 2013. The committee functions as prescribed under Section 177 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. The members of the committee at present are:

| S.No. | Name of Director | Category                              | Designation in Committee | No. of Committee meeting during the tenure |   |
|-------|------------------|---------------------------------------|--------------------------|--|---|
| 1.    | Puneet Bhawaker  | Non- Executive / Independent Director | Chairman                 | 6  | 6 |
| 2.    | Sanjay Kukreja   | Non- Executive/ Independent Director  | Member                   | 6  | 4 |
| 3.    | Anshu Agarwal    | Executive Director                    | Member                   | 6  | 4 |

**Terms of reference of the audit committee are broadly defined as under:**

The Committee's terms of reference powers, role and functions are as stipulated in SEBI (LODR) Regulations, 2015 and Section 177 of the Companies Act, 2013.

The quorum for the Audit Committee meeting is 1/3 of the total strength or 2 whichever is higher but there should be a minimum 2 independent director present at the meeting. The Company Secretary acts as the Secretary to the Committee. The terms of reference of the Audit Committee are in line with SEBI (LODR) Regulations, 2015 and provisions of Section 177 of the Companies Act, 2013.

Six Audit Committee meetings were held during the year and the gap between two meetings never exceeded four months. The dates on which such meetings were held are as follows:

12<sup>th</sup> April 2019, 30<sup>th</sup> May 2019, 20<sup>th</sup> July, 2019 31<sup>st</sup> August, 2019, 14<sup>th</sup> November 2019, 26<sup>th</sup> February, 2020. The company secretary acts as the secretary to the committee.

**4.2 Share Transfer and Share Holders/Investor Grievance Committee**

Our Company has constituted a Shareholders'/Investors' Grievance Committee. The committee is formed to specifically look into the redressal of shareholder and investor complaints. The members of the committee at present are:

| S.No. | Name of Director | Category                             | Designation in Committee | No. of Committee meeting during the tenure |   |
|-------|------------------|--------------------------------------|--------------------------|--|---|
| 1     | Nisha Jain       | Non- Executive/ Independent Director | Chairman                 | 6  | 1 |
| 2     | Sanjay Kukreja   | Non- Executive/ Independent Director | Member                   | 6  | 4 |
| 3.    | Puneet Bhawaker  | Non- Executive/ Independent Director | Member                   | 6  | 6 |

The various issues addressed in connection with Shareholders and Investor services & grievances are:

- a) Share transfer:
  - i) Approve and effect transfer and transmission of shares.
  - ii) Issue of new Share Certificates in lieu of lost /mutilated share certificates. iii)Consolidation of folios/transposition of names
- b) Shareholders/ Investors complaints:
  - i) Non receipt of shares after transfer / transmission
  - ii) Non receipt of Annual Report
  - iii) Other matters including change of address etc.

Six Share Transfer and Share Holders/Investor Grievance Committee meetings were held during the year and the gap between two meetings never exceeded four months. The dates on which such meetings were held are as follows:

12<sup>th</sup> April, 2019, 30<sup>th</sup> May 2019, 20<sup>th</sup> July 2019, 31<sup>st</sup> August, 2019, 14<sup>th</sup> November 2019, 26<sup>th</sup> February, 2020. The company secretary acts as the secretary to the committee.

**Status of Complaints received, resolved and pending as on 31st March, 2020.**

|   |     |
|---|-----|
| Numbers of Shareholders' Complaints received during the year      | NIL |
| Numbers of Shareholders 'Complaints resolved during the year      | NIL |
| Number of Shareholders, Complaints pending at the end of the year | NIL |

Name, Designation and address of the Compliance Officer:

Ms. Bhawna Saunkhiya  
Anisha Impex Limited  
56/33, Site-IV, Industrial Area  
Sahibabad, Ghaziabad-201010  
Uttar Pradesh,  
Tel: 91 120 454 3708

Email: ipo@anishaimpex.com, Website: www.anishaimpex.com

**4.3 Remuneration Committee/Compensation Committee**

Our Company has constituted a Remuneration/ Compensation Committee. The members of the said committee are:

| Name of Director | Category                                | Designation in Committee | No. of Committee meeting during the tenure |   |
|------------------|---|--------------------------|--|---|
| Sanjay Kukreja   | Non- Executive/<br>Independent Director | Chairman                 | 6  | 4 |
| Nisha Jain       | Non- Executive/<br>Independent Director | Member                   | 6  | 1 |
| Puneet Bhawekar  | Non- Executive/<br>Independent Director | Member                   | 6  | 6 |

The company secretary acts as the secretary to the committee

**The terms of reference of the compensation committee are:**

1. To recommend to the Board, the remuneration packages of the Company's Managing/Joint Managing/ Deputy Managing/Whole time / Executive Directors, including all elements of remuneration package (i.e. salary, benefits, bonuses, perquisites, commission, incentives, stock options, pension, retirement benefits, details of fixed component and performance linked incentives along with the performance criteria, service contracts, notice period, severance fees etc.);
2. To be authorized at its duly constituted meeting to determine on behalf of the Board of Directors and on behalf of the shareholders with agreed terms of reference, the Company's policy on specific remuneration packages for Company's Managing/Joint Managing/ Deputy Managing/ Whole time/ Executive Directors, including pension rights and any compensation payment.

Six Remuneration Committee/Compensation Committee meetings were held during the year and the gap



between two meetings never exceeded four months. The dates on which such meetings were held are as follows:

12<sup>th</sup> April 2019, 30<sup>th</sup> May 2019, 20<sup>th</sup> July 2019, 31<sup>st</sup> August 2019, 14<sup>th</sup> November 2019, 26<sup>th</sup> February, 2020. The company secretary acts as the secretary to the committee.

#### 4.4 Independent Directors' Meeting

During the year under review, the Independent Directors met on March 17, 2020, inter alia to discuss:

- i. review the performance of non-independent directors and the Board as a whole;
- ii. review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive Directors;
- iii. assess 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.

#### 5. Formulation of Policy for Selection and Appointment of Directors and their Remuneration

The Nomination and Remuneration Committee discussed and thereafter decided upon the policy for selection of appointment of directors and their remuneration. The highlights of this policy are as follows:

##### 5.1 Criteria of selection of Non-Executive Directors

- a. The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.
- b. In case of appointment of Independent Directors, the Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- c. The Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- d. The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.
  - i. Qualification, expertise and experience of the Directors in their respective fields;
  - ii. Personal, Professional or business standing;
  - iii. Diversity of the Board.
- e. In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

##### 5.2 Remuneration

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees for participation in the Board / Committee meetings and commission as detailed hereunder:

- i. A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee meeting attended by him/her at his/her discretion of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;
- ii. The Committee may recommend to the Board, the payment of commission on uniform basis, to reinforce the principles of collective responsibility of the Board.
- iii. The payment of such commission would be at the discretion of board only and shall not exceed 1% of the net profit of the Company;
- iv. The Independent Directors of the Company shall not be entitled to participate in the Stock Option Scheme of the Company, if any, introduced by the Company

### 5.3 Managing Director & Whole Time Director - Criteria for selection /appointment

For the purpose of selection of the Managing Director or Whole Time Director the Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfils such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

#### Remuneration for the Managing Director or Whole Time Director

- i. At the time of appointment or re-appointment, the Managing Director or Whole Time Director may be paid such remuneration as may be mutually agreed between the Company (which includes the nomination & Remuneration Committee and the Board of Directors) and the Managing Director or Whole Time Director within the overall limits prescribed under the Companies Act, 2013.
- ii. The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
- iii. The remuneration of the Managing Director or Whole Time Director may be broadly divided into fixed and variable components.

The fixed component shall comprise salary, allowances, perquisites, amenities and retrial benefits. The variable component shall comprise performance bonus.

- iv. In determining the remuneration (including the fixed increment and performance bonus) the Committee shall ensure / consider the following:
  - a. the relationship of remuneration and performance benchmarks is clear;
  - b. balance between fixed and incentive pay reflecting short- and long-term performance objectives, appropriate to the working of the Company and its goals;
  - c. responsibility required to be shouldered by the Managing Director or Whole Time Director, the industry benchmarks and the current trends.

### 6. Remuneration Policy for the Senior Management Employees

6.1 In determining the remuneration of the Senior Management Employees (i.e. KMPs) and senior officers just below the board level) the Committee shall ensure / consider the following:

- i. the relationship of remuneration and performance benchmark is clear;
- ii. the balance between fixed and incentive pay reflecting short-and long-term performance objectives, appropriate to the working of the Company and its goals;
- iii. the remuneration is divided into two components viz. fixed component comprising salaries, perquisites and retirement benefits and a variable component comprising performance bonus;
- iv. the remuneration including annual increment and performance bonus is decided based on the criticality of the roles and responsibilities, the Company's performance vis-à-vis the annual budget achievement, individuals' performance and current compensation trends in the market.

6.2 The Managing Director or Whole Time Director will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors and thereafter shall recommend the annual increment and performance incentive to the Committee for its review and approval.

### 7. Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR), Regulations, 2015, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence

of judgment thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as stakeholder relationship committee. The Directors expressed their satisfaction with the evaluation process.

#### 8. Policy on Disclosure and Internal procedure for prevention of Insider Trading

Mr. Sunil Kumar Malik, Managing Director and Compliance Officer is responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the code of conduct under the overall supervision of the Board.

#### 9. General Body Meetings:

The details of date, time and location of annual general meetings held in the last three years are as under:

| Year    | Date of AGM | Day      | Time      | Venue   |
|---------|-------------|----------|-----------|---|
| 2018-19 | 30.09.2019  | Monday   | 11.30 A.M | Unit No-203, Plaza-P3, Central Square, Bara Hindu Rao, Delhi-110006 |
| 2017-18 | 29.09.2018  | Saturday | 11.30 A.M | 159.Gagan Vihar, NewDelhi-110051                                    |
| 2016-17 | 29.09.2017  | Friday   | 11.30 A.M | 159. Gagan Vihar, New Delhi-110051                                  |

#### No. of Special resolutions passed during the last three AGM's: -

| AGM     | No. of Special Resolution |
|---------|---------------------------|
| 2018-19 | Four                      |
| 2017-18 | Four                      |
| 2016-17 | One                       |

#### 10. E-voting & Postal Ballot

At the Previous & forthcoming Annual General Meeting, there is some resolution proposed to be approved by E-voting & Postal Ballot.

#### 11. Subsidiary Company

There is no any subsidiary company.

#### 12. Proceeds from Public issue, rights issue, preferential issue

During the period there is no any further issue of equity share capital.

#### 13. Disclosures

Our corporate governance framework ensures that we make timely disclosures and share accurate information regarding our financials and performance, as well as disclosures related to the leadership and governance of Anisha Impex Limited ('the Company'). We believe that an active, well-informed and independent board is necessary to ensure the highest standards of corporate governance.

#### 14. Related Party Transaction

The Company had not entered into any transaction of a material nature, which will have a conflict with its interest during the year. The disclosure of related party transactions as required by the Accounting Standard (AS) 18 on 'Related Party Disclosures' issued by the Institute of Chartered Accountants of India (ICAI). All the transaction covered under related party transaction were fair, transparent and at arm's length.

#### 15. Statutory Compliance, Penalties and Strictures

The Company has complied with all the requirements of the SEBI (LODR) Regulations, 2015 as well as regulations and guidelines of SEBI. No penalties have been imposed or stricture has been issued by SEBI, stock exchanges or any Statutory Authorities on matters relating to capital markets during the last three years. The Company has followed all relevant accounting standards notified by the Companies Accounting

Standards Rules 2006 and relevant provisions of the Companies Act, read with the general circular 8/2014 dated April 04, 2014 while preparing its financial statements.

#### **16. Reconciliation of Share Capital Audit**

In line with the requirements stipulated by Securities and Exchange Board of India (SEBI), Reconciliation of Share Capital Audit is carried out on a quarterly basis by a Practicing Company Secretary to confirm that the aggregate number of equity shares of the Company held in National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) form tally with the total number of issued, paid-up, listed and admitted capital of the Company.

#### **17. Status of Compliance with non- mandatory requirements**

##### **17.1 The Board:**

No separate office for the Chairman is maintained, and hence no reimbursement is made towards the same. Specific tenure has been specified for the Independent Director, they are not liable to retire by rotation and seek re-appointment by the Members.

##### **17.2 Remuneration Committee**

Details regarding Remuneration Committee are provided and forms part of this report.

##### **17.3 Shareholders' Right**

The company has posted its half yearly and annual financial results on its website i.e. www.anishaimpex.com.

##### **17.4 Audit Qualification**

There are no audit qualifications in the financial statements for the financial year 2019-20. Standard practices and procedures are followed to ensure unqualified financial statements.

##### **17.5 Mechanism for evaluating Non-Executive Board Members**

The Company presently does not have any formal mechanism for evaluating Non-Executive Board Members.

##### **17.6 Whistle Blower Policy**

At present, the Company does not have any formal Whistle Blower Policy.

#### **18. Means of Communications**

The half yearly and annual results are communicated to all the Stock Exchanges where the Company's shares are listed. Further the results are not sent individually to the shareholders. These results are simultaneously posted on the website for the Company at www.anishaimpex.com.

#### **19. Code of Conduct**

The Board of Director has adopted the Code of Business Conduct and Ethics for Director and Senior Management. The said Code has been communicated to the Directors and members of the Senior Management.

#### **20. Annual Declaration by CEO / Managing Director under Para D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

I, Sunil Kumar Malik, Managing Director of Anisha Impex Limited hereby declare that all the members of the Board of Directors of the Company and Senior Management Personnel have affirmed compliance with the Code of Conduct applicable to them as laid down by the Company in terms of Para D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended 31<sup>st</sup> March, 2020.

By Order of the Board of Director

Sd/-  
Sunil Kumar Malik  
Managing Director  
DIN: 00143453

Date: August 31, 2020

Place: Delhi

159, Gagan Vihar, New Delhi-110051

## 21. Annual General Meeting

|                                  |  |
|----------------------------------|--|
| <b>Date &amp; Time</b>           | <b>30.09.2020, 1:30 PM</b>   |
| <b>Venue</b>                     | <b>Not arrange due to Covid -19<br/>AGM Through video conferencing</b>   |
| <b>Financial Year</b>            | <b>2019-2020</b>   |
| <b>Date of Book Closure</b>      | <b>24<sup>th</sup> September 2020 to 30<sup>th</sup> September,2020</b>  |
| <b>Dividend Payment Date</b>     | <b>N.A.</b>  |
| <b>Listing on Stock Exchange</b> | <b>SME Platform of BSE Limited</b>   |
| <b>Scrip Code/Symbol</b>         | <b>537785</b>  |
| <b>NSDL/CDSL-ISIN</b>            | <b>INE084Q01012</b>  |
| <b>CIN Number</b>                | <b>L17101DL1999PLC102506</b>   |
| <b>RTA</b>                       | <b>Big share Services Private Limited 1st Floor,<br/>Bharat Tin Works Building Marol Maroshi Road,<br/>Andheri (East), Mumbai-400059</b> |

## 22. Stock Market Data

| MONTH          | The Month High and Low Prices during the year<br>at Bombay Stock Exchange |             |
|----------------|---|-------------|
|                | High (InRs.)  | Low (InRs.) |
| April 2019     | 50  | 49          |
| May 2019       | 51  | 41          |
| June 2019      | 54.50   | 46          |
| July 2019      | 49.90   | 47          |
| August 2019    | 41  | 40          |
| September 2019 | 52  | 36.50       |
| October 2019   | 52.70   | 44          |
| November 2019  | 50.50   | 42          |
| December 2019  | 51.60   | 39.85       |
| January 2020   | 42.50   | 42.50       |
| February 2020  | 46  | 35.30       |
| March 2020     | -   | -           |

**23. Share holding pattern of the Company as on 31.03.2020**

| Sr. No. | Category                               | No. of Shares   | % (Percentage)  |
|---------|--|-----------------|-----------------|
| 1.      | Promoters<br>Promoters Body Corporate) | 7370100         | 44.85%          |
| 2.      | Body Corporate                         | 645131          | 3.93%           |
| 3.      | Public                                 | 6726969         | 40.94%          |
| 4.      | Market Maker                           | 1375000         | 8.37%           |
| 5.      | Clearing Member                        | 315000          | 1.92%           |
|         | <b>Total</b>                           | <b>16432200</b> | <b>100.0000</b> |

**24. Distribution of Shareholding as on 31.03.2020**

| No. of Shares Held | No. of Shareholders | Percentage (%) | ShareAmount      | % of Total      |
|--------------------|---------------------|----------------|------------------|-----------------|
| 20001-30000        | 41                  | 13.4426        | 1013000          | 0.6165          |
| 30001-40000        | 1                   | 0.3279         | 35000            | 0.0213          |
| 40001-50000        | 32                  | 10.4918        | 1600000          | 0.9737          |
| 50001-100000       | 126                 | 41.3115        | 12275000         | 7.4701          |
| 100001-9999999999  | 105                 | 34.4262        | 149399000        | 90.9184         |
| <b>Total</b>       | <b>305</b>          |                | <b>164322000</b> | <b>100.0000</b> |

**25. Share Transfer System**

Trading in Equity Shares of the Company is permitted only in dematerialized form as per notification issued by the Securities & Exchange Board of India (SEBI). Big Share Services Private Limited handles both Demat and Physical Shares Transfers.

The Share Transfers which are received in physical form are processed and the share certificates are returned within 21 days from the date of receipt, subject to Documents being valid and complete in all respects.

**26. Dematerialization of Shares**

As on 31<sup>st</sup> March, 2020, a total of 16432200 Equity shares are in dematerialized form representing 100% of total issued, subscribed and paid-up share capital of the Company. The Equity Shares of the Company are regularly traded on BSE Limited.

**27. Outstanding GDRs/ ADRs/ Warrants or any convertible instruments**

Nil

**28. Plant Locations & Warehouse**

Not Applicable

**Address for Correspondence**

Company: Anisha Impex Limited  
56/33 Site-IV, Industrial Area Sahibabad,  
Ghaziabad Uttar Pradesh-201010  
Email: ipo@anishaimpex.com,  
Website: www.anishaimpex.com

**29. Declaration**

As provide under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board members and senior management personnel have affirmed compliance with Anisha Impex Limited Code of Business Conduct and Ethics for the year ended March 31, 2020.

For Anisha Impex Limited

Sd/-  
Sunil Kumar Malik  
(Managing Director)  
DIN:00143453  
159, Gagan Vihar,  
New Delhi-110051

Place: Delhi  
Date:31.08.2020

### Auditor's Certificate on Corporate Governance

To,  
The Shareholders of  
Anisha Impex Limited  
Unit No.203, Plaza- P 3, Central Square  
Bara Hindu Rao, Delhi -110006\

We have examined the compliance of conditions of corporate governance by **Anisha Impex Limited** for the year ended on 31<sup>st</sup> March, 2020 as stipulated in:

- ✓ Listing Agreement of the Company with the StockExchange(s)
- ✓ SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations)

The compliance conditions of the Corporate Governance are the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and explanations given to us and the representation made by the management, we certify that the Company has complied with the conditions of corporate governance as stipulated in the Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the year ended March 31,2020.

We have to state that no investor grievance is pending for a period exceeding one month against the Company as per record maintained by the Company.

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 Sachin Agarwal & Associates

Sd/-

CS Sachin Agarwal  
Company Secretary  
FCS No.: F6148  
C P No.:3568

Place: Delhi

Date: 31.08.2020



**CEO and CFO Certification to the Board**

(issued in accordance with provision of Regulation 17(8) of SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015.

To

The Shareholders of  
Anisha Impex Limited  
Unit No.203, Plaza- P 3,  
Central Square Bara Hindu Rao,  
Delhi -110006

**Re: Financial Statements for the year 2019-2020 – Certification by CEO and CFO**

I, Anshu Agarwal, CFO of Anisha Impex Limited, to the best of our knowledge and belief, hereby certify that:

1. I have reviewed the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement of the Company and all the notes on accounts and the Board's report.
2. These statements do not contain any materially untrue statement or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.
3. The financial statements, and other financial information included in this report, present in all material respects a true and fair view of the Company's affairs, the financial condition, results of operations and cash flows of the Company as at, and for, the periods presented in this report, and are in compliance with the existing accounting standards and / or applicable laws and regulations.
4. There are no transactions entered into by the Company during the year that are fraudulent, illegal or violate the Company's Code of Conduct and Ethics, except as disclosed to the Company's auditors and the Company's audit committee of the Board of Directors.
5. I am responsible for establishing and maintaining disclosure controls and procedures and internal controls over financial reporting for the Company, and I have:
  - (a). Designed such disclosure controls and procedures or caused such disclosure controls and procedures to be designed under my supervision to ensure that material information relating to the Company is made known to me by others within those entities, particularly during the period in which this report is being prepared.
  - (b). Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting.
  - (c). Evaluated the effectiveness of the Company's disclosure, controls and procedures.
  - (d). Disclosed in this report, changes, if any, in the Company's internal control over financial reporting that occurred during the Company's current financial year that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.
6. I have disclosed, based on my most recent evaluation of the Company's internal control over financial reporting, wherever applicable, to the Company's auditors and the audit committee of the Company's Board (and persons performing the equivalent functions):
  - (a). Any deficiencies in the design or operation of internal controls, that could adversely affect the

Company's ability to record, process, summarize and report financial data, and have confirmed that there have been no material weaknesses in internal controls over financial reporting including any corrective actions with regard to deficiencies.

- (b). any significant changes in internal controls during the year covered by this report.
  - (c). all significant changes in accounting policies during the year, if any, and the same have been disclosed in the notes to the financial statements.
  - (d). any instances of significant fraud of which I am aware, that involve the Management or other employees who have a significant role in the Company's internal control system.
7. I affirm that I have not denied any personnel access to the audit committee of the Company (in respect of matters involving alleged misconduct) and I have provided protection to whistleblowers from unfair termination and other unfair or prejudicial employment practices.
8. I further declare that all Board members and senior management personnel have affirmed compliance with the Code of Conduct and Ethics for the year covered by this report.

**FOR ANISHA IMPEX LIMITED**

Sd/-  
Anshu Agarwal  
CFO

Place: Delhi

Date: 31.08.2020

## Management Discussion and Analysis Report

### 1. Industry Structure and Development

We are currently engaged in the business of trading of fabrics. We are a multi-product fabric trading and our range includes fabrics for bedding, windows dressing, decorative, pillows and accents, table linen, kitchen linen and other home furnishing fabrics. We have a diverse product portfolio. We also participate in auctions carried by authorized agents of customs and ports to buy the textile materials confiscated by them. We are able to get these textile materials at a cheaper rate from these auctions.

Our Business Process is buying regular lots through mills & traders and buying odd lots in the auction by authorised agents of customs & ports, then after direct sale or get some process done from the outside and then sale.

We are currently serving the corporate and other clients from various spheres of textile industry. Our customers during FY 2019-2020 include Alps Industries Limited, A.S.Enterprises, Extensive Brands Private Limited, Lakhani Infinity Footwears Private Limited, Stricker Sports Circket Academy LLP, M.B. Rubber Private Limited, M.S.Enterprises, Prime Overseas, Ashana Enterprises, Qplexus Private Limited, The Shawl Shop LLC, Quality Enterprises Ishan International Private Limited, Microtech Infoserv Private Limited, Deepa Trading Co.,Nagina Boutique, Sadhna Enterprises,Creations Overseas, Neha Creation and Opyarn Agency amongst others.

### 2. Industry Overview

India's textiles sector is one of the oldest industries in the Indian economy, dating back to several centuries

The industry is extremely varied, with hand-spun and hand-woven textiles sectors at one end of the spectrum, while the capital-intensive sophisticated mills sector on the other end. The decentralised power looms/ hosiery and knitting sector forms the largest component in the textiles sector. The close linkage of textiles industry to agriculture (for raw materials such as cotton) and the ancient culture and traditions of the country in terms of textiles makes it unique in comparison to other industries in the countr. India's textiles industry has a capacity to produce wide variety of products suitable for different market segments. both within India and across the world.

#### 2.1 Market Size

India's textiles industry contributed seven per cent of the industry output (in value terms) in FY19. It contributed two per cent to the GDP of India and employed more than 45 million people in FY19. The sector contributed 15 per cent to India's export earnings in FY19.

Textiles industry has around 4.5 crore employed workers including 35.22 lakh handloom workers across the country.

The domestic textiles and apparel market stood at an estimated US\$ 100 billion in FY19.

The production of raw cotton in India is estimated to have reached 36.04 million bales in FY20<sup>^</sup>. During FY19, production of fibre in India stood at 1.44 million tonnes (MT) and reached 1.60 MT in FY20 (till January 2020), while that for yarn, the production stood at 4,762 million kgs during same period..

### 3. Government Initiatives

Indian government has come up with a number of export promotion policies for the textiles sector. It has also allowed 100 per cent FDI in the sector under the automatic route.

Initiatives taken by Government of India are:

- Under Union Budget 2020-21, a National Technical Textiles Mission is proposed for a period from 2020-21 to 2023-24 at an estimated outlay of Rs 1,480 crore (US\$ 211.76 million).

- In 2020, New Textiles Policy 2020 is expected to be released by the Ministry of Textiles.
- CCEA approved mandatory packaging of foodgrains and sugar in jute material for the Jute Year 2019-20.
- In September 2019, textiles export witnessed a 6.2 per cent increase post GST as compared to the period pre-GST.
- The Directorate General of Foreign Trade (DGFT) has revised rates for incentives under the Merchandise Exports from India Scheme (MEIS) for two subsectors of Textiles Industry - readymade garments and made-ups - from two per cent to four per cent.
- The Government announced a special package of US\$ 31 billion to boost export, create one crore job opportunity and attract investment worth Rs 80,000 crore (US\$ 11.93 billion) during 2018-2020. As of August 2018, it generated additional investments worth Rs 25,345 crore (US\$ 3.78 billion) and exports worth Rs 57.28 billion (US\$ 854.42 million).
- The Government of India has taken several measures including Amended Technology Up-gradation Fund Scheme (A-TUFS), estimated to create employment for 35 lakh people and enable investment worth Rs 95,000 crore (US\$ 14.17 billion) by 2022.
- Integrated Wool Development Programme (IWDP) was approved by Government of India to provide support to the wool sector, starting from wool rearer to end consumer, with an aim to enhance quality and increase production during 2017-18 and 2019-20.
- The Cabinet Committee on Economic Affairs (CCEA), Government of India approved a new skill development scheme named 'Scheme for Capacity Building in Textile Sector (SCBTS)' with an outlay of Rs 1,300 crore (US\$ 202.9 million) from 2017-18 to 2019-20. As of August 2019, 16 states signed pacts with the Ministry of Textiles to partner with it for skilling about four lakh workers under the scheme.

References: Ministry of Textiles, Indian Textile Journal, Department of Industrial Policy and Promotion, Press Information Bureau.

#### 4. Operational Performance

During the current period, your company has shown decrease in revenue to the extent of Rs. 5018.57 during FY 2018-19 to Rs. 1582.65 Lakhs during FY 2019-2020. PAT has shown and decreases from Rs. 5.07 lacs during FY 2018-19 to Rs. 3.67 lacs during FY 2019-2020.

#### 5. Achievements

Following are the achievements of the Government in the past four years:

As of 2019, 348 technical textiles products were developed according to Bureau of Indian Standards (BIS).

I-ATUFS, a web-based claims monitoring and tracking mechanism was launched on April 21, 2016. 381 new block level clusters were sanctioned.

Under the Scheme for Integrated Textile Parks (SITP), 59 textile parks were sanctioned, out of which, 22 have been completed.

Employment increased to 45 million in FY19 from 8.03 in FY15.

#### 6. Road Ahead

The future for the Indian textiles industry looks promising, buoyed by strong domestic consumption as well as export demand. With consumerism and disposable income on the rise, the retail sector has experienced a rapid growth in the past decade with the entry of several international players like Marks & Spencer, Guess and Next into the Indian market.

High economic growth has resulted in higher disposable income. This has led to rise in demand for products creating a huge domestic market.

## 7. Investment

The textiles sector has witnessed a spurt in investment during the last five years. The industry (including dyed and printed) attracted Foreign Direct Investment (FDI) worth US\$ 3.44 billion from April 2000 to March 2020..

## 8. Risk & Concerns

The Company is mainly exposed to external risks in the form of reduction in value of its investments and fall in returns due to dip in the investee company's performance. The Company is also exposed to the fluctuations of economy and industry cycles / downturns.

## 9. Adequacy of Internal Control System

The Company has adequate internal control systems for the business processes in respect of all operations, financial reporting, compliance with laws and regulations etc. The management information system forms an effective and sound tool for monitoring and controlling all operating parameters. Regular internal audits ensure that responsibilities are executed effectively. The Audit Committee reviews the adequacy of internal controls on regular basis.

## 10. Human Resource Development

The Company firmly believes that motivated and empowered employees are the cornerstone of competitive advantage. The Company's employee value proposition is based on a strong focus on employee development, providing a satisfying work environment, performance appraisal and counseling and appropriate empowerment.

The Company continues to maintain and enjoy a cordial relationship with its employees, providing positive environment to improve efficiency with regular investments in upgrading the knowledge and skills of the employees.

## 11. Cautionary Statement

The Statement in this Management Discussion and Analysis report, describing the Company's outlook, projections, estimates, expectations or predictions may be "Forward looking Statements" within the meaning of applicable securities laws or regulations. Actual results could differ materially from those expressed or implied.

For and on behalf of the board of directors

Sd/-

Sunil Kumar Malik  
Managing Director  
DIN:00143453  
159, Gagan Vihar,  
Delhi-110051

Place: Delhi

Date: 31.08.2020

## INDEPENDENT AUDITOR'S REPORT

To the members of ANISHA IMPEX LIMITED

Report on the Audit of the Financial Statements

### Opinion

We have audited the Financial Statements of **ANISHA IMPEX LIMITED**, which comprise the balance sheet as at **31<sup>st</sup> March 2020**, and the statement of Profit & Loss, and statement of cash flows for the year ended, and notes to the Financial Statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial Statements give the information required by the Act in the manner of so required and give a true and fair view in conformity with the accounting principles accepted in India, of the state of affairs of the company as at March 31st, 2020, and its Profit and cash flows for the year ended on that date.

### Basis for opinion

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

### Key Audit Matters

Key audit matter are those matter that, in our professional judgment, were of most signification in our audit of the financial statements of the current period. These matters were addressed in the context of our opinion thereon, and we do not provide a separate opinion on these matters.

| <u>Key Audit Matters</u>   |                          |                         | <u>How the matter was addressed in our audit</u>  |
|--|--------------------------|-------------------------|---|
| <u>Accounting related to major investments</u><br><u>Ref. to Note 9 in the Financial Statement</u> |                          |                         |   |
| 1. During the year, the company has major Investment in the following companies.                   |                          |                         | <b>2.</b> We performed procedures to assess the key assumptions used. <ul style="list-style-type: none"> <li>- Current Investment is valued at cost and market value whichever is lower.</li> <li>- Long term Investment is valued at Cost Price.</li> <li>- Investments are classified as current or non-current based on management's intention. Noncurrent investment are carried at cost less provision recorded to recognize any decline, other than temporary, in the carrying value of each investment.</li> </ul> |
| <b>S.N</b>   | <b>Name of Companies</b> | <b>Investment (Rs.)</b> |   |
| 1.   | Akashdeep Metal Ltd.     | 1,83,24,683.11          |   |
| 2.   | Ganeshha Ecospare Ltd.   | 3,42,39,896.01          |   |

### Other Information – Other than the Standalone Financial Statements and Auditors Report Thereon

The Company's Board of Directors is responsible for other information. The other Information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Chairman's Statement, Shareholder's Information and Corporate Governance Report, but does not include the standalone financial statements and our auditor's report thereon. The Board's Report including Annexures to Board's Report, Chairman's Statement and Shareholder's Information is expected to be made available to us after the date of this auditor's report.

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

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we

are required to report that fact. We have nothing to report in this regard.

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

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

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

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

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

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors reports. However future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial Statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all
- relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.



- From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.
- Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.
- We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
- From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonable be expected to outweigh the public interest benefits of such communication.

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

1. As required by The Companies (Auditors Report) order 2016, the order issued by Central government of India in terms of sub section (11) of section 143 of the Act, we give in the "**Annexure-A**", a statement the matters specified in paragraph 3 and 4 of the said Order.
2. As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - c) The company does not have any branch which has not been audited by us.
  - d) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - e) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - f) In our opinion, there is no financial transaction, which would have adverse effect on the financing of the company.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of the Section 197(16) of the Act, as amended:

In our opinion and according to the information & explanation given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
  - h) On the basis of written representations received from the directors as on 31 March, 2020, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2020, from being appointed as a director in terms of Section 164(2) of the Act.
  - i) With respect to the adequacy of the internal financial controls over financial reporting of the company & the



operating effectiveness of such controls, refer to our separate report in '**Annexure-B**' to this report; and,

- j) With respect to the other matters included in the Auditor's Report in accordance with rule 11 of the Companies (Audit & Auditors) Rules 2014, in our opinion and to our best of our information and according to the explanations given to us :
- I. The Company has pending litigation with Income Tax Authorities and the possible impact of which has been disclosed in financial statements.
  - II. The company does not have any long-term contracts including derivative contracts which require provision under any law or accounting Standard for material foreseeable losses.
  - III. There was no amount which was required to be transferred to the Investor Education and Protection Fund.

**FOR M/s GARG ARUN AND ASSOCIATES**  
Chartered Accountants  
FRN: 08180N

Place:- Delhi  
Date:-30/7/2020

**CA RAMAN KUMAR GARG**  
(PARTNER)  
M. NO. 090564  
UDIN 20090564AAAABQ8444

**Annexure-A**

**To the Independent Auditor's Report of Even Date on the Financial Statements of ANISHA IMPEX LIMITED**

**A statement as required on the matter specified in the paragraph 3 & 4 of The Companies (Auditors Report) Order 2016, the order issued by Central government of India in terms of sub section (11) of section 143 of the Act,**

- (i) (a) The company has maintained proper records showing full particulars including quantitative details & situation of its fixed assets.
- (b) All the assets have been physically verified by the management during the year, which in our opinion is reasonable having regard to the size of the company & the nature of its assets. No discrepancy was noticed on such verification.
- (c) Title deeds of immovable properties are held in the name of the company.
- (ii) The inventory of the company has been physically verified by the management. No material discrepancies were noticed physical verification.
- (iii) According to the information & explanation given to us and based on the audit procedure conducted by us, we are of the opinion that the company has not granted any loan, Secured & Unsecured to companies, Firm, Limited Liability partnerships or other parties covered in the register-maintained u/s 189 of the Companies Act 2013.
- (iv) According to the Information & explanation given to us and based on the audit procedure conducted by us, we are of the opinion that company has complied with the provisions of Section 185 and 186 of the Companies Act 2013.
- (v) The company has not accepted any deposit from public in terms of Sec 73 to 76 or any provision of the Companies Act 2013 and rules made there under.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records u/s 148 of the Act, in respect of services carried out by the company.
- (vii) (a) The company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, Employees State Insurance, Income Tax, Sales-Tax, Goods and Service Tax, duty of customs, Duty of Excise, Value Added Tax, Cess & any other statutory dues applicable to it & there are no undisputed dues outstanding as on **31.03.2020** for a period of more than six months from the date they became payable.
- (b) According to the information & explanations given to us and based on the audit procedure conducted by us, we are of the opinion that there were no dues of Income Tax, Sales Tax or Goods and Service Tax or Duty of customs or Duty of excise or Value Added Tax that have not been deposited on account of any dispute except of following.

| <b>Nature of Statute</b> | <b>Nature of Dues</b> | <b>Amount (in Rs.)</b> | <b>Periods to which related</b> | <b>Forum where dispute is pending</b> |
|--------------------------|-----------------------|------------------------|---------------------------------|---------------------------------------|
| Income Tax Act, 1961     | Income Tax            | 63,252/-               | AY 2007-08                      | CPC                                   |
| Income Tax Act, 1961     | Income Tax            | 2,77,953/-             | AY 2008-09                      | CPC                                   |
| Income Tax Act, 1961     | Income Tax            | 2,99,405/-             | AY 2009-10                      | Assessing Officer                     |
| Income Tax Act, 1961     | Income Tax            | 49,340/-               | AY 2010-11                      | Assessing Officer                     |
| Income Tax Act, 1961     | Income Tax            | 2,23,070/-             | AY 2018-19                      | CPC                                   |

- (viii) In our opinion & according to the information & explanation given to us and based on the audit procedure conducted by us, we are of the opinion that the company has overdues in the cash credit limit of Citi Union Bank during the financial year as detailed below and has not defaulted in the repayment of loans or borrowing to any financial institution.

| <u>Particulars</u>  | <u>Amount of default</u>               | <u>Default</u> | <u>Period of default</u> |
|---------------------|--|----------------|--------------------------|
| Citi Union Bank Ltd | Rs. 70061675/- against CCL of Rs. 7Cr  | 31/07/2019     | 1 day                    |
|                     | Rs. 70599200/- against CCL of Rs. 7Cr  | 31/08/2019     | 5 days                   |
|                     | Rs. 70606512/- against CCL of Rs. 7Cr  | 31/10/2019     | 4 days                   |
|                     | Rs. 70587610/- against CCL of Rs. 7Cr. | 31/12/2019     | 2 days                   |
|                     | Rs. 70603760/- against CCL of Rs. 7Cr. | 31/01/2020     | 5 days                   |
|                     | Rs. 70509189/- against CCL of Rs. 7Cr  | 29/02/2020     | 6 days                   |
|                     | Rs. 70623396/- against CCL of Rs. 7Cr  | 31/03/2020     | 30 days                  |

- (ix) The company has not raised any money by way of term loan & public offer during the year.
- (x) In our opinion & according to the information & explanation given to us, we are of the opinion that the company has cash credit have of Rs. 7 Cr. From Citi Union Bank Ltd against the hypothecation of stock and books debts and book debt statements are submitted by the company on monthly basis and it has been observed that the drawing power statement submitted by the company to the bank were not as per the book of accounts & records of the company and were manipulated.
- (xi) In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) The company is not a Nidhi Company; as such the clause is not applicable.
- (xiii) In our opinion and according to the information & explanation given to us and based on the audit procedure conducted by us, we are of the opinion that the company has complied with Sec 177 & 188 of Companies Act 2013 in respect to all transactions, with the related parties & details have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (xiv) The company has not made any preferential allotment/ private placement of shares or partly Convertible debenture during the year under review.
- (xv) According to the information and explanation given to us and based on the audit procedure conducted by us, we are of the opinion that the company has not entered into any Non-cash transaction with directors or persons connected with him.
- (xvi) As the information & explanation given to us and in our opinion, the company is not required to be registered u/s 45 IA of the Reserve Bank of India Act 1934.

**FOR M/s GARG ARUN AND ASSOCIATES**  
Chartered Accountants  
FRN: 08180N

Place:- Delhi  
Date:- 30/07/2020

**CA RAMAN KUMAR GARG**  
(PARTNER)  
M. NO. 090564  
UDIN 20090564AAAABQ8444

## **Annexure-B**

### **To the Independent Auditor's Report of Even Date on the Financial Statements of ANISHA IMPEX LIMITED**

#### **Report on the Internal Financial Controls under clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("The Act")**

To The Members of **ANISHA IMPEX LIMITED**

We have audited the internal financial controls over financial reporting of **ANISHA IMPEX LIMITED** as of 31<sup>st</sup> March, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

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

#### **Auditors' Responsibility**

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

financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

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

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

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

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

#### **Adverse Opinion**

According to the information and explanations given to us and based on our audit, the following material weakness have

been identified as at March 31, 2020:

The Company has submitted to the Bank drawing power statements on monthly basis, those were not in agreement of its books of accounts and records and were found to be manipulated.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

In our opinion, because of the effects/possible effects of material weakness described above on the achievement of the objectives of the control criteria, the company has not maintained adequate and effective internal financial controls over financial reporting as of March 31, 2020.

We have considered the material weakness identified and reported above in determining the nature, timing and extent of audit tests applied in our audit of the march 31<sup>st</sup>, 2020 of financial statements of Company, and the material weakness does not affect our opinion on the financial statements of the Company.

**FOR M/s GARG ARUN AND ASSOCIATES**  
**Chartered Accountants**  
**FRN: 08180N**

**Place:- Delhi**  
**Date:- 30/07/2020**

**CA RAMAN KUMAR GARG**  
**(PARTNER)**  
**M. NO. 090564**  
**UDIN 20090564AAAABQ8444**

**BALANCE SHEET AS AT MARCH 31, 2020**

| <b>PARTICULARS</b>                                       | <b>NOTE NO.</b> | <b>AS AT 31.03.2020</b> | <b>AS AT 31.03.2019</b> |
|--|-----------------|-------------------------|-------------------------|
| <b>EQUITY AND LIABILITIES</b>                            |                 |                         |                         |
| <b>1. Shareholder's Funds</b>                            |                 |                         |                         |
| (a) Share Capital  | 2               | 16,43,22,000.00         | 16,43,22,000.00         |
| (b) Reserve & Surplus                                    | 3               | 68,62,647.37            | 64,94,700.62            |
| <b>2. Share Application Money Pending Allotment</b>      |                 |                         |                         |
|  |                 | -                       | -                       |
| <b>3. Non-current Liabilities</b>                        |                 |                         |                         |
| (a) Long-Term Borrowings                                 | 4               | 4,76,973.31             | 9,11,923.78             |
| (b) Deferred Tax Liabilities                             | 10              | -                       | -                       |
| (c) Other Long-Term Liabilities                          |                 | -                       | -                       |
| (d) Long-Term Provisions                                 | 5               | 27,62,658.69            | 16,22,307.69            |
| <b>4. Current Liabilities</b>                            |                 |                         |                         |
| (a) Short-Term Borrowings                                | 4               | 6,69,05,261.04          | 6,79,56,315.54          |
| (b) Trade Payables                                       | 6               |                         |                         |
| Dues to Micro Enterprises & Small Enterprises            |                 | -                       | -                       |
| Dues to Other than Micro Enterprises & Small Enterprises |                 | 1,05,60,029.00          | 9,42,65,129.37          |
| (c) Other Current Liabilities                            | 7               | 1,58,96,518.38          | 1,61,36,571.54          |
| (d) Short-Term Provisions                                | 5               | 10,35,697.60            | 7,21,738.60             |
| <b>Total</b>   |                 | <b>26,88,21,785.39</b>  | <b>35,24,30,687.00</b>  |
| <b>ASSETS</b>  |                 |                         |                         |
| <b>1. Non-current Assets</b>                             |                 |                         |                         |
| (a) Property, Plant & Equipments                         | 8               |                         |                         |
| i. Tangible Assets                                       |                 | 1,61,19,618.28          | 1,76,84,530.00          |
| ii. Intangible Assets                                    |                 |                         |                         |
| iii. Capital Work-in- progress                           |                 | -                       | 4,23,239.00             |
| iv. Intangible Assets under Development                  |                 |                         |                         |
| (b) Non-Current Investments                              | 9               | 15,41,376.15            | 15,41,376.15            |
| (c) Deferred Tax Assets                                  | 10              | 11,10,111.08            | 6,05,937.81             |
| (d) Long-Term Loans and Advances                         | 11              | 8,65,84,464.00          | 9,98,42,548.00          |
| (e) Other Non-Current Assets                             |                 |                         |                         |
| <b>2. Current Assets</b>                                 |                 |                         |                         |
| (a) Current Investment                                   | 9               | 5,40,43,557.32          | 4,19,49,322.14          |
| (b) Inventories  | 12              | 3,78,87,300.15          | 6,74,57,159.20          |
| (c) Trade Receivables                                    | 13              | 6,31,30,556.00          | 9,90,27,495.00          |
| (d) Cash and Cash equivalents                            | 14              | 18,24,409.06            | 31,82,394.00            |
| (e) Short-Term Loans and Advances                        | 11              | 65,80,393.35            | 2,07,16,685.70          |
| (f) Other Current Assets                                 |                 |                         |                         |
| <b>Total</b>   |                 | <b>26,88,21,785.39</b>  | <b>35,24,30,687.00</b>  |

See Accompanying notes forming part of the Financial Statements

As per our Report of even date annexed

**FOR GARG ARUN & ASSOCIATES**

CHARTERED ACCOUNTANTS

FRN : 08180N

Sd/-

**CA. RAMAN KUMAR GARG (PARTNER)**

M.NO. 090564

**UDIN 20090564AAAABQ8444**

PLACE : NEW DELHI

DATED : 30/07/2020

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

Sd/-

**SUNIL KUMAR MALIK  
MANAGING DIRECTOR  
DIN:- 00143453**

Sd/-

**BHAWNA SAUNKHIYA  
COMPANY SECRETARY**

Sd/-

**PRANAV VASAN  
NON EXECUTIVE DIRECTOR  
DIN:- 07631095**

Sd/-

**ANSHU AGARWAL  
CFO**

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2020**

| PARTICULARS  | NOTE NO. | For the year ended<br>31.03.2020 | For the year ended<br>31.03.2019 |
|--|----------|----------------------------------|----------------------------------|
| I. Revenue from Operations   | 15       | 15,82,65,871.46                  | 50,18,57,610.73                  |
| II. Other Income   | 16       | 1,40,87,580.29                   | 1,18,21,395.04                   |
| <b>III. Total Revenue</b>  |          | <b>17,23,53,451.75</b>           | <b>51,36,79,005.77</b>           |
| IV. Expenses:  |          |                                  |                                  |
| Cost of Goods traded   | 17       | 14,78,79,188.37                  | 48,25,86,362.43                  |
| Employee benefits expenses   | 18       | 88,91,516.00                     | 92,96,403.69                     |
| Finance costs  | 19       | 72,57,523.68                     | 57,20,033.95                     |
| Depreciation and amortization expenses                                     | 8        | 29,95,831.48                     | 37,89,984.00                     |
| Other Expenses   | 20       | 51,51,659.49                     | 1,15,71,477.29                   |
| <b>Total Expenses</b>  |          | <b>17,21,75,719.02</b>           | <b>51,29,64,261.36</b>           |
| V. Profit before Exceptional and Extraordinary items and Tax (III-IV)      |          | 1,77,732.73                      | 7,14,744.41                      |
| VI. Exceptional Items  |          | -                                | -                                |
| VII. Profit before Extraordinary items and Tax (V-VI)                      |          | 1,77,732.73                      | 7,14,744.41                      |
| VIII. Extraordinary Items  |          | -                                | -                                |
| IX. Profit Before Tax (VII- VIII)  |          | 1,77,732.73                      | 7,14,744.41                      |
| X. Tax Expenses:   |          |                                  |                                  |
| (1) Current Tax  |          | 3,13,959.00                      | 7,17,386.60                      |
| (2) Deferred Tax   |          | 5,04,173.28                      | 5,10,139.81                      |
| XI. Profit / (Loss) for the period from Continuing Operations (IX-X)       |          | 3,67,947.01                      | 5,07,497.62                      |
| XII. Profit / (Loss) from Discontinuing Operations                         |          | -                                | -                                |
| XIII. Tax Expense of Discontinuing Operations                              |          | -                                | -                                |
| XIV. Profit / (Loss) from Discontinuing Operations (after tax) (XII- XIII) |          | -                                | -                                |
| XV. Profit (Loss) for the period (XI+XIV)                                  |          | 3,67,947.01                      | 5,07,497.62                      |
| XVI. Earnings per equity share:  |          |                                  |                                  |
| (1). Basic   |          | 0.02                             | 0.03                             |
| (2) Diluted  |          | 0.02                             | 0.03                             |

See Accompanying notes forming part of the Financial Statements

As per our Report of even date annexed

**FOR GARG ARUN & ASSOCIATES**

CHARTERED ACCOUNTANTS

FRN : 08180N

Sd/-

**CA. RAMAN KUMAR GARG (PARTNER)**

M.NO. 090564

**UDIN 20090564AAAABQ8444**

PLACE : NEW DELHI

DATED : 30/07/2020

For an on behalf of the Board of Directors

Sd/-

**SUNIL KUMAR MALIK**  
MANAGING DIRECTOR  
DIN:- 00143453

Sd/-

**BHAWNA SAUNKHIYA**  
COMPANY SECRETARY

Sd/-

**PRANAV VASAN**  
NON EXECUTIVE DIRECTOR  
DIN:- 07631095

Sd/-

**ANSHU AGARWAL**  
CFO

**CASH FLOW STATEMENT AS ON 31/03/2020**

(Amount in Rs.)

| Particulars   | Figures as at end of the current reporting period |                     | Figures as at end of the previous reporting period |                     |
|---|---|---------------------|--|---------------------|
| <b>A. Cash flow from operating activities</b>                                   |   |                     |  |                     |
| Net Profit / (Loss) before extraordinary items and tax                          |   | 3,67,947            |  | 5,07,498            |
| <b>Adjustments for:</b>   |   | -3,74,05,328        |  | 86,89,292           |
| Depreciation and amortisation   | 29,95,831   |                     | 37,89,984  | -                   |
| Deferred Tax  | -5,04,173   |                     | -5,10,140  |                     |
| (Profit) / loss on sale / write off of assets                                   | -4,44,27,186                                      |                     | -  |                     |
| Finance costs   | 72,57,524   |                     | 57,20,034  |                     |
| Interest income   | -   |                     | -  |                     |
| Dividend income   | -1,74,745   |                     | -  |                     |
| Net (gain) / loss on sale of investments  | -25,52,579  |                     | -3,10,586  |                     |
| Net unrealised exchange (gain) / loss   |   |                     |  |                     |
| Operating profit / (loss) before working capital changes                        |   | -3,70,37,381        |  | 91,96,790           |
| <b>Changes in working capital:</b>  |   |                     |  |                     |
| <b>Adjustments for (increase) / decrease in operating assets:</b>               |   |                     |  |                     |
| Trade receivables   | 3,58,96,939                                       | 7,96,03,090         | 5,52,17,427  | 11,67,30,294        |
| Short-term loans and advances   | 1,41,36,292                                       |                     | 2,05,32,477  |                     |
| Other current assets  | -   |                     | 41,78,463  |                     |
| Inventories   | 2,95,69,859                                       |                     | 3,68,01,927  |                     |
| <b>Adjustments for increase / (decrease) in operating liabilities:</b>          |   |                     |  |                     |
| Trade payables  | -8,37,05,100                                      | -8,24,90,844        | -3,81,63,144                                       | -5,94,54,868        |
| Other current liabilities   | -2,40,053   |                     | -2,25,15,169                                       |                     |
| Other long-term liabilities   | -   |                     | -  |                     |
| Short-term provisions   | 3,13,959  |                     | 68,379   |                     |
| Long-term provisions  | 11,40,351   |                     | 11,55,066  |                     |
|   |   | -3,99,25,134        |  | 6,64,72,216         |
| Cash flow from extraordinary items  |   |                     |  | -                   |
| Cash generated from operations  |   | -3,99,25,134        |  | 6,64,72,216         |
| Net income tax (paid) / refunds   |   |                     |  | -6,49,008           |
| <b>Net cash flow from / (used in) operating activities (A)</b>                  |   | <b>-3,99,25,134</b> |  | <b>6,58,23,208</b>  |
| <b>B. Cash flow from investing activities</b>                                   |   |                     |  |                     |
| Capital expenditure on property, plant & equipments, including capital advances | -10,07,681  | 4,73,10,678         | -10,86,984   | -8,34,17,581        |
| Proceeds from sale of property, plant & equipments                              | 4,44,27,186                                       |                     |  |                     |
| Purchase of long-term investments   | -1,32,25,193                                      |                     | -15,41,376   |                     |
| Sales (Purchase) of other investments   | 11,30,958   |                     | -3,93,68,070                                       |                     |
| Long-term loans and advances  | 1,32,58,084                                       |                     | -4,17,31,737                                       |                     |
| Loans & advances given to Subsidiaries  | -   |                     | -  |                     |
| Interest received   | -   |                     | -  |                     |
| Net gain / (loss) on sale of investments  | 25,52,579   |                     | 3,10,586   |                     |
| Dividend received   | 1,74,745  |                     | -  |                     |
| Cash flow from extraordinary items  |   |                     |  | -                   |
| <b>Net cash flow from / (used in) investing activities (B)</b>                  |   | <b>4,73,10,678</b>  |  | <b>-8,34,17,581</b> |



| Particulars   | Figures as at end of the<br>current reporting period |                   | Figures as at end of the<br>previous reporting period |                    |
|---|--|-------------------|---|--------------------|
| <b>C. Cash flow from financing activities</b>   |  |                   |   |                    |
| Proceeds from issue of equity shares  | -  | -87,43,529        | -   | 1,93,67,248        |
| Security Premium from issue of equity shares  | -  |                   | -   |                    |
| Proceeds from issue of preference shares  | -  |                   | -   |                    |
| Proceeds from long-term borrowings  | -  |                   | -   |                    |
| Repayment of long-term borrowings   | -4,34,950  |                   | -5,02,557   |                    |
| Net increase / (decrease) in working capital borrowings                                     | -  |                   | -   |                    |
| Proceeds from other short-term borrowings   | -  |                   | 2,55,89,839   |                    |
| Repayment of other short-term borrowings  | -10,51,054   |                   |   |                    |
| Share issue expenses  | -  |                   | -   |                    |
| Finance cost  | -72,57,524   |                   | -57,20,034  |                    |
| Cash flow from extraordinary items  |  |                   | -   | -                  |
| <b>Net cash flow from / (used in) financing activities (C)</b>                              |  | <b>-87,43,529</b> |   | <b>1,93,67,248</b> |
| <b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>                       |  | <b>-13,57,984</b> |   | <b>17,72,874</b>   |
| Cash and cash equivalents at the beginning of the year                                      |  | 31,82,394         |   | 14,09,520          |
| Effect of exchange differences on restatement of foreign currency Cash and cash equivalents |  |                   |   |                    |
| <b>Cash and cash equivalents at the end of the year</b>                                     |  | <b>18,24,409</b>  |   | <b>31,82,394</b>   |
| <b>Reconciliation of Cash and cash equivalents with the Balance Sheet:</b>                  |  |                   |   |                    |
| Opening Cash and cash equivalents as per Balance Sheet                                      |  |                   |   | <b>14,09,520</b>   |
| (a) Cash on hand  |  | 8,28,837          |   | 9,64,264           |
| (b) Balances with banks   |  |                   |   |                    |
| (i) In current accounts   |  | 9,42,626          |   | 6,45,089           |
| (ii) In EEFC accounts   |  | -                 |   | -                  |
| (iii) In Fixed deposit accounts   |  | -                 |   | -                  |
| (c) Interest accrued on deposits  |  | -                 |   | -                  |
| (d) Current investments considered as part of cash & cash equivalents                       |  | 52,946            |   | 15,73,041          |
|   |  | <b>18,24,409</b>  |   | <b>31,82,394</b>   |
| See accompanying notes forming part of the financial statements                             |  |                   |   |                    |

See Accompanying notes forming part of the Financial Statements

As per our Report of even date annexed  
**FOR GARG ARUN & ASSOCIATES**  
CHARTERED ACCOUNTANTS  
FRN : 08180N

Sd/-  
**CA. RAMAN KUMAR GARG (PARTNER)**  
M.NO. 090564  
**UDIN 20090564AAAABQ8444**

PLACE : NEW DELHI  
DATED : 30/07/2020

For an on behalf of the Board of Directors

Sd/-  
**SUNIL KUMAR MALIK**  
MANAGING DIRECTOR  
DIN:- 00143453

Sd/-  
**BHAWNA SAUNKHIYA**  
COMPANY SECRETARY

Sd/-  
**PRANAV VASAN**  
NON EXECUTIVE DIRECTOR  
DIN:- 07631095

Sd/-  
**ANSHU AGARWAL**  
CFO

**NOTES TO THE ACCOUNTS**

**Notes forming part of Balance Sheet as at 31st March 2020 and Statement of Profit & Loss for the year ended 31st March 2020**

**NOTE:-1 SIGNIFICANT ACCOUNTING POLICIES:-**

**(a) Accounting Convention**

The financial statements are prepared under the historical cost convention in accordance with the Generally Accepted Accounting Principles in India including Accounting Standards prescribed under section 133 of the Companies Act 2013 read with Rule 7 of the Companies (Accounts) Rules 2014 & the provision of the Companies Act.

The Financial Statements are prepared as a going concern on accrual basis under historical cost convention.

**(b) Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles, accepted in India Management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting year end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Any revisions to the accounting estimates are recognized prospectively in the current and future years.

**(c) Property, Plant and Equipment (PPE) and Depreciation**

"Property, plant and equipment are stated at acquisition or construction cost less accumulated depreciation and impairment loss. Cost comprises the purchase price and any attributable cost of bringing the asset to its location and working condition for its intended use, including relevant borrowing costs and any expected costs of decommissioning.

"If significant parts of an item of PPE have different useful lives, then they are accounted for as separate items (major components) of PPE.

The cost of an item of PPE is recognized as an asset if, and only if, it is probable that the economic benefits associated with the item will flow to the Company in future periods and the cost of the item can be measured reliably. Expenditure incurred after the PPE have been put into operations, such as repair and maintenance expenses are charged to the Statement of Profit and Loss during the period in which they are incurred.

Depreciation on tangible fixed assets is provided on Straight Line Method using the rates arrived at based on the useful lives as specified in the Schedule II of the Companies Act, 2013 or estimated by the management. The Company has used the following useful life to provide depreciation on its Property Plant and Equipment.

| <b>Asset Category</b>          | <b>Estimated Useful Life</b> |
|--------------------------------|------------------------------|
| Office equipment's (computers) | 4 Years                      |
| Vehicles                       | 4 Years                      |
| Furniture & Fixtures           | 5 Years                      |

Useful life of assets different from the corresponding life specified in Schedule II has been estimated by management supported by technical assessments.

The estimated useful lives and residual values of the Property Plant and Equipment are reviewed at the end of each financial year.

Property Plant and Equipment, individually costing less than Rupees five thousand, are fully depreciated in the year of purchase.

Depreciation on the Property Plant and Equipment added/disposed off/discarded during the year is provided from/upto the date when added/disposed off/discarded.

Gains or losses arising from the retirement or disposal of Property Plant and Equipment are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognized as income or expense in the Statement of Profit and Loss.

**(d) Employees Benefits**

**a. Leave Encashment**

Leave encashment benefits are paid / provided in its entirety in the accounts for the year.

**b. Provident Fund**

Provision for provident fund is made The Employees Provident Funds and Miscellaneous Provision Act, 1952 as is applicable to the company.

**c. Gratuity**

Gratuity liability is a defined benefit obligation and is provided on the basis of an actuarial valuation on Projected Unit Credit Method as per AS-15 made at the end of each financial year. Actuarial gain/loss are immediately taken to Statement of Profit & Loss and are not deferred.

**KEY ASSUMPTIONS**

|                         |  |
|-------------------------|--|
| Mortality Table         | Indian Assured Lives Mortality 2006-08 |
| Discount Rate           | 7.55%                                  |
| Future Salary Increment | 9% PerAnnum                            |

**EXPENSES RECOGNISED IN THE PROFIT & LOSS ACCOUNT**

|  |                            |
|--|----------------------------|
| Current Service Cost                               | 2,23,117.00                |
| Interest Cost                                      | 1,09,738.00                |
| Net Actuarial (Gain)/Loss recognised in the period | 8,07,496.00                |
| <b>Total Liability</b>                             | <b><u>11,40,351.00</u></b> |

d. Other employee benefits are accounted for on accrual basis.

**(e) Cash and Cash Equivalents**

Cash and cash equivalents comprise cash at bank and on hand, including cheques on hand and short -term investments with an original maturity of three months or less.

**(f) Provision, Contingent Liabilities & Contingent Assets**

Provision are recognised only when the company has present or legal or contractive obligation as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the transaction & a reliable estimate can be made for the amount of obligation

Contingent Liabilities have been duly accounted for and a reasonable estimate has been made in the ascertaining the amount.

Contingent Assets are not recognised in the financial statement.

**(g) Recognition of Revenue**

Revenue is recognised only when it can be reliably measured and it is reasonable to expect ultimate collection. Interest Income is recognised on time proportion basis taking into account the amount outstanding and rate applicable. Interest income is included under the head "other income" in the statement of Profit & Loss.

Revenue from sale of goods is recognized when all the significant risks and reward of ownership

of the goods have been passed to the buyer, usually on delivery of the goods.

**(h) Inventories**

Raw material & traded goods are valued at lower of cost and net realizable value. However, materials & other items held for use in the trading are not written down below cost of the finished products in which they will be incorporated if they are expected to be sold at or above cost.

Net realizable value is the estimated selling price in the ordinary course of business less estimated costs necessary to make the Sale.

**(i) Borrowing Costs**

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowing.

**(j) Foreign Currency Transactions**

- (a) Current Assets and Current Liabilities are translated at the exchange rate prevailing on the last day of the year.
- (b) Gains or Losses arising out of remittance/translations at the year end are credited/debited to the profit and loss account for the year.
- (c) Foreign exchange transactions are converted into Indian rupees at the prevailing rate on the date of the transactions.

**(k) Investment**

Investments are classified as current or non current based on management's intention. Non current investment are carried at cost less provision recorded to recognize any decline, other than temporary, in the carrying value of each investment.

**NOTE : 2 SHARE CAPITAL**

| Particulars  | As at 31.03.2020       | As at 31.03.2019       |
|--|------------------------|------------------------|
| <b>Authorised Share Capital</b><br>(2,50,00,000 Equity Share of Rs. 10 each)                 | <u>25,00,00,000.00</u> | <u>25,00,00,000.00</u> |
| <b>Issued &amp; Subscribed Share Capital</b><br>(1,64,32,200 Equity Share of Rs. 10 each)    | <u>16,43,22,000.00</u> | <u>16,43,22,000.00</u> |
| <b>Paid up Share Capital</b><br>(1,64,32,200 Equity Share of Rs. 10 each)<br>(Fully Paid up) | <u>16,43,22,000.00</u> | <u>16,43,22,000.00</u> |

(a) Reconciliation of number of equity shares outstanding at the beginning and at the end of the year.

| Particulars   | As at 31.03.2020      | As at 31.03.2019      |
|---|-----------------------|-----------------------|
| <b>Number of shares outstanding as at the beginning of the year</b> | 1,64,32,200.00        | 1,64,32,200.00        |
| Add: Allotment made during the year                                 | -                     | -                     |
| <b>Number of shares outstanding as at the end of the year</b>       | <u>1,64,32,200.00</u> | <u>1,64,32,200.00</u> |

**(b) Terms/Rights attached to Equity Shares**

The Company has only one class of equity shares having a par value of Rs. 10 per share. All these Shares have some rights & preferences with respect to payment of dividend, repayment of capital and voting.

**(c) Details of Shareholders holding more than 5% shares in the Company**

| Name of the Shareholder             | Number of shares held in the company | Percentage of shares held |
|-------------------------------------|--------------------------------------|---------------------------|
| Sangeeta Pareekh                    | 43,20,000                            | 26                        |
| BLP Equity Research Private Limited | 23,50,100                            | 14                        |
| SHARE INDIA SECURITIES LIMITED      | 14,90,000                            | 9                         |
| Puja Malik                          | 9,85,200                             | 6                         |

**NOTE : 3 RESERVES AND SURPLUS**

| Particulars  | As at 31.03.2020    | As at 31.03.2019    |
|--|---------------------|---------------------|
| <b>Surplus in the Statement of Profit &amp; Loss</b> |                     |                     |
| Balance at the beginning of the year                 | 64,94,700.36        | 59,87,203.00        |
| Add: Transfer from General Reserves                  | -                   | -                   |
| Add: Profit for the year                             | 3,67,947.01         | 5,07,497.62         |
| Closing Balance                                      | 68,62,647.37        | 64,94,700.62        |
| <b>Total</b>   | <u>68,62,647.37</u> | <u>64,94,700.62</u> |

**NOTE : 4 BORROWINGS**

| Particulars  | As at 31.03.2020      | As at 31.03.2019      |
|--|-----------------------|-----------------------|
| <b>LONG TERM BORROWINGS</b>  |                       |                       |
| <b>Secured</b>   |                       |                       |
| ICICI Bank Car Loan<br>(Secured by hypothecation of car)   | 4,76,973.31           | 9,11,923.78           |
|  | <b>4,76,973.31</b>    | <b>9,11,923.78</b>    |
| <b>SHORT TERM BORROWINGS</b>   |                       |                       |
| <b>Secured</b>   |                       |                       |
| City Union Bank Ltd CC   | 6,66,23,396.71        | 6,76,13,479.46        |
| (Secured by hypothecation of Stock & debtor & collateral security against A-16/2, Site-4, Industrial Area, Sahibabad, Ghaziabad & 56/33, Site-IV, Industrial Area Ghaziabad and there is no default over in city union bank ltd as on balance sheet date of Rs. 66623396 and there is not default in any other loan) |                       |                       |
| <b>UnSecured</b>   |                       |                       |
| Loan from Director   | 2,81,864.33           | 3,42,836.08           |
| <b>Total</b>   | <b>6,69,05,261.04</b> | <b>6,79,56,315.54</b> |

**Note:** There is no default, continuing or otherwise, as at the balance sheet date, in repayment of any of the above loans.

**NOTE : 5 PROVISIONS**

| Particulars                  | As at 31.03.2020    | As at 31.03.2019    |
|------------------------------|---------------------|---------------------|
| <b>LONG TERM PROVISIONS</b>  |                     |                     |
| Provision for Gratuity       | 27,62,658.69        | 16,22,307.69        |
|                              | <b>27,62,658.69</b> | <b>16,22,307.69</b> |
| <b>SHORT TERM PROVISIONS</b> |                     |                     |
| Provision for Taxation       | 10,35,697.60        | 7,21,738.60         |
| <b>Total</b>                 | <b>10,35,697.60</b> | <b>7,21,738.60</b>  |

**NOTE : 6 TRADE PAYABLE**

| Particulars  | As at 31.03.2020      | As at 31.03.2019      |
|--|-----------------------|-----------------------|
| <b>Sundry Creditors</b>                                  |                       |                       |
| Dues to Micro Enterprises & Small Enterprises            |                       |                       |
| Dues to Other than Micro Enterprises & Small Enterprises | 1,05,60,029.00        | 9,42,65,129.37        |
| Other Payable  | -                     | -                     |
| <b>Total</b>   | <b>1,05,60,029.00</b> | <b>9,42,65,129.37</b> |

**NOTE : 7 OTHER CURRENT LIABILITIES**

| Particulars                           | As at 31.03.2020      | As at 31.03.2019      |
|---------------------------------------|-----------------------|-----------------------|
| <b>Other Payables</b>                 |                       |                       |
| Expenses Payables                     | 1,82,536.59           | 7,28,769.38           |
| Salary Payable                        | 9,12,853.00           | 9,96,613.00           |
| EPF Payable                           | 4,943.00              | 4,710.00              |
| ESIC Payable                          | 694.00                | 1,069.00              |
| TDS Payable                           | 37,669.00             | 45,270.00             |
| GST Output                            | -                     | 1,25,73,894.15        |
| GST PAYABLE                           | 3,24,000.00           | -                     |
| Advance received from customers       | 1,39,91,840.00        | 12,83,689.00          |
| Interest Accrued but not due          | 7,037.30              |                       |
| Current maturities of long term debts | 4,34,945.49           | 5,02,557.01           |
| <b>Total</b>                          | <b>1,58,96,518.38</b> | <b>1,61,36,571.54</b> |



| <b>NOTE-08 PROPERTY, PLANT &amp; EQUIPEMENT</b>   |        |                          |                    |                         |                          |                          |                     |                         |                          |                              |                         |                     |
|---|--------|--------------------------|--------------------|-------------------------|--------------------------|--------------------------|---------------------|-------------------------|--------------------------|------------------------------|-------------------------|---------------------|
| Particulars   | Rate   | Gross Block              |                    |                         |                          | Accumulated Depreciation |                     |                         |                          | Net Block                    |                         |                     |
|   |        | Balance as on 01/04/2018 | Additions          | Deductions/ Adjustments | Balance as at 31/03/2019 | Upto 31/03/2018          | Additions           | Deductions/ Adjustments | Balance as at 31/03/2019 | W.D.V. as on 31.03.2019      | W.D.V. as on 31.03.2018 |                     |
| <b>PLANT &amp; MACHINERY</b>  |        |                          |                    |                         |                          |                          |                     |                         |                          |                              |                         |                     |
| PLANT & MACHINERY   | 14.88% | 24,98,387.00             |                    |                         | 24,98,387.00             | 16,56,095.61             | 1,25,326.94         | -                       | 17,81,422.56             | 7,16,964.44                  | 8,42,291.39             |                     |
| <b>VEHICLES</b>   |        |                          |                    |                         |                          |                          |                     |                         |                          |                              |                         |                     |
| Car   |        | -                        |                    |                         | -                        |                          |                     |                         |                          |                              |                         |                     |
| CAR INNOVA  | 23.24% | 14,16,372.00             |                    |                         | 14,16,372.00             | 10,66,342.46             | 81,343.36           | -                       | 11,47,685.83             | 2,68,686.17                  | 3,50,029.54             |                     |
| CAR SCORPIO   | 23.22% | 11,71,437.00             |                    |                         | 11,71,437.00             | 8,86,790.88              | 66,091.98           | -                       | 9,52,882.86              | 2,18,554.14                  | 2,84,646.12             |                     |
| CAR EOS   | 23.22% | 7,69,453.00              |                    |                         | 7,69,453.00              | 5,82,174.82              | 43,487.87           | -                       | 6,25,662.69              | 1,43,790.31                  | 1,87,278.18             |                     |
| MOBIKE TVS  | 28.83% | -                        |                    |                         | -                        | (0.00)                   |                     |                         | (0.00)                   | 0.00                         | 0.00                    |                     |
| CAR HUNDAI I10  | 13.53% | 3,95,000.00              |                    |                         | 3,95,000.00              | 1,91,094.32              | 27,584.36           | -                       | 2,18,678.68              | 1,76,321.32                  | 2,03,905.68             |                     |
| CAR MERCEDES  | 13.57% | 57,42,932.00             |                    |                         | 57,42,932.00             | 25,40,045.41             | 4,34,631.71         | -                       | 29,74,677.12             | 27,68,254.88                 | 32,02,886.59            |                     |
| CAR MERCEDES  | 12.89% | 45,24,685.00             |                    |                         | 45,24,685.00             | 17,70,719.08             | 3,55,107.65         | -                       | 21,25,826.73             | 23,98,858.27                 | 27,53,965.92            |                     |
| Car Fortuner  | 31.23% | 32,26,340.00             |                    |                         | 32,26,340.00             | 10,76,160.03             | 6,71,501.20         |                         | 17,47,661.23             | 14,78,678.77                 | 21,50,179.97            |                     |
| <b>FACTORY LAND &amp; BUILDING</b>  |        |                          |                    |                         |                          |                          |                     |                         |                          |                              |                         |                     |
| FACTORY LAND  |        | -                        |                    |                         | -                        |                          |                     |                         |                          |                              |                         |                     |
| FACTORY BUILDING  | 9.50%  | 24,88,035.00             |                    |                         | 24,88,035.00             | -                        | -                   |                         | -                        | 24,88,035.00                 | 24,88,035.00            |                     |
| Elevator  | 45.07% | 89,90,233.00             |                    |                         | 89,90,233.00             | 29,54,137.55             | 5,73,429.07         | -                       | 35,27,566.62             | 54,62,666.38                 | 60,36,095.45            |                     |
|   |        | 11,14,500.00             |                    |                         | 11,14,500.00             | 5,62,782.58              | 2,48,659.04         | -                       | 8,11,441.62              | 3,03,058.38                  | 5,51,717.42             |                     |
| <b>GENERATOR</b>  |        |                          |                    |                         |                          |                          |                     |                         |                          |                              |                         |                     |
| GENERATOR   | 45.07% | 14,57,680.00             |                    |                         | 14,57,680.00             | 8,97,906.65              | 2,52,289.85         | -                       | 11,50,196.50             | 3,07,483.50                  | 5,59,779.35             |                     |
| COMPUTER  | 63.16% | 10,02,934.00             | 1,84,205.00        |                         | 11,87,139.00             | 7,97,627.49              | 1,92,666.60         | -                       | 9,90,294.10              | 1,96,844.90                  | 2,05,306.51             |                     |
| FURNITURE & FIXTURES  | 76.83% | 11,08,934.00             | 2,46,912.00        |                         | 13,55,846.00             | 5,68,529.43              | 4,73,792.17         | -                       | 10,42,321.60             | 3,13,524.40                  | 5,40,404.57             |                     |
| Office Equipments   | 45.07% | 6,65,034.00              | 2,32,628.00        |                         | 8,97,662.00              | 2,10,780.56              | 2,44,072.06         | -                       | 4,54,852.62              | 4,42,809.38                  | 4,54,253.44             |                     |
| <b>TOTAL</b>  |        | <b>3,65,71,956.00</b>    | <b>6,63,745.00</b> |                         | <b>3,72,35,701.00</b>    | <b>1,57,61,186.87</b>    | <b>37,89,983.87</b> |                         | <b>1,95,51,170.74</b>    | <b>1,76,84,530.00</b>        | <b>2,08,10,769.13</b>   |                     |
| Previous Year Total   |        | 3,58,05,980.00           | 8,61,468.00        |                         | 3,69,95,195.00           | 1,14,50,600.74           | 43,58,725.11        |                         | 1,57,61,186.87           | 2,08,10,769.00               | 2,43,55,379.26          |                     |
| Notes :   |        |                          |                    |                         |                          |                          |                     |                         |                          |                              |                         |                     |
| Capital Work In Progress  |        |                          | 4,23,239.00        |                         | 4,23,239.00              |                          |                     |                         |                          |                              |                         |                     |
| If you have difference format, copy on white area and provide the figures of Net Block & Depreciation for the year on right hand side |        |                          |                    |                         |                          |                          |                     |                         |                          |                              |                         |                     |
|   |        |                          |                    |                         |                          |                          |                     |                         |                          | <b>Net Block</b>             | <b>2,08,10,769.00</b>   |                     |
|   |        |                          |                    |                         |                          |                          |                     |                         |                          | <b>Depreciation for year</b> | <b>37,89,984.00</b>     | <b>43,58,725.00</b> |

**NOTE : 9 INVESTMENTS**

| <b>Particulars</b>   | <b>As at 31.03.2020</b> | <b>As at 31.03.2019</b> |
|--|-------------------------|-------------------------|
| <b>Non Current Investment</b>  |                         |                         |
| Pushpanjali Realms and Infra Ltd.<br>(48000 equity shares of Rs 10 each)<br>(Market Value as at 31.03.2020 is Rs 2,20,800/-) | 15,41,376.15            | 15,41,376.15            |
|  | <b>15,41,376.15</b>     | <b>15,41,376.15</b>     |
| <b><u>Current Investments</u></b>  |                         |                         |
| <b><u>Equity (Quoted)</u></b>  |                         |                         |
| ALPS Ltd<br>(741924 equity shares of Rs.10 each)<br>(Market Value as at 31.03.2020 is Rs 5,56,443/-)                         | 14,11,252.13            | 14,11,252.00            |
| Akashdeep Metal<br>(4715000 equity shares of Rs. 10 each)<br>(Market value as at 31.03.2020 is Rs. 84,16,014.60)             | 1,83,24,683.11          | 1,83,43,158.87          |
| Ganesha Ecospare Ltd.<br>( 84527 equity shares of Rs 10 each)<br>(Market value as at 31.03.2020 is Rs. 2,00,81,953.20)       | 3,42,39,896.01          | 2,10,16,597.45          |
| Hi-tech Pipes<br>(5900 equity shares of Rs. 10 each)<br>(Market value as at 31.03.2020 is Rs 15,851/-)                       | 65,832.06               | 11,78,313.82            |
| J T L Infra Ltd<br>15 Equity Shares<br>(Market value as at 31.03.2020 is Rs 1,197/-)   | 1,894.01                |                         |
| <b>Total</b>   | <b>5,40,43,557.32</b>   | <b>4,19,49,322.14</b>   |

**NOTE : 10 DEFERRED TAX LIABILITY / (ASSET) (NET)**

| <b>Particulars</b>      | <b>As at 31.03.2020</b> | <b>As at 31.03.2019</b> |
|-------------------------|-------------------------|-------------------------|
| Deferred Tax Asset      | (6,05,937.80)           | -95,798.00              |
| Add: Deferred Tax Asset | (5,04,173.28)           | -5,10,139.81            |
| <b>Total</b>            | <b>(11,10,111.08)</b>   | <b>(6,05,937.81)</b>    |



**NOTE : 11 LOANS & ADVANCES**

| <b>Particulars</b>  | <b>As at 31.03.2020</b> | <b>As at 31.03.2019</b> |
|---|-------------------------|-------------------------|
| <b><u>LONG TERM LOAN &amp; ADVANCES</u></b>                               |                         |                         |
| <b>(Unsecured, Considered Good otherwise stated)</b>                      |                         |                         |
| <b>Advance recoverable in cash or in kind or for value to be received</b> |                         |                         |
| Given to Employees  | 7,46,000.00             | 20,000.00               |
| Advance Against Security  | 3,72,161.00             | 4,72,161.00             |
| Inter Corporate Deposit   | 8,54,66,303.00          | 9,93,50,387.00          |
| <b>Total</b>  | <b>8,65,84,464.00</b>   | <b>9,98,42,548.00</b>   |

**SHORT TERM LOAN & ADVANCES**

|   |                     |                       |
|---|---------------------|-----------------------|
| <b>(Unsecured, Considered Good otherwise stated)</b>                      |                     |                       |
| <b>Advnace recoverable in cash or in kind or for value to be received</b> |                     |                       |
| Advance Given to Suppliers  | 27,11,708.00        | 44,00,000.00          |
| GST Input   | 5,16,440.35         | 1,42,46,391.70        |
| RCM Receivable  | 3,24,000.00         | -                     |
| Other Current Assets  | 7,00,940.00         | 7,16,123.00           |
| Claim Recoverable (Yarn Segment)  | 56,651.00           | 56,651.00             |
| Taxes & TDS Receivables   | 22,70,654.00        | 12,97,520.00          |
| <b>Total</b>  | <b>65,80,393.35</b> | <b>2,07,16,685.70</b> |

**NOTE : 12 INVENTORIES**

| <b>Particulars</b>   | <b>As at 31.03.2020</b> | <b>As at 31.03.2019</b> |
|--|-------------------------|-------------------------|
| TRADED GOODS: Fabric & Waste cloth   | 2,53,18,738.11          | 6,74,57,159.20          |
| Puma Products  | 52,23,195.02            | -                       |
| Machinery Scrap  | 46,34,000.00            | -                       |
| Furniture Stock  | 8,86,907.63             | -                       |
| Stock of Equity of Ganesha<br>(Valued at cost and Net Realisable Value (FIFO based) whichever is less unless otherwise stated) | 18,24,459.39            | -                       |
| <b>Total</b>   | <b>3,78,87,300.15</b>   | <b>6,74,57,159.20</b>   |

**NOTE : 13 TRADE RECEIVABLES**

| <b>Particulars</b>                                | <b>As at 31.03.2020</b> | <b>As at 31.03.2019</b> |
|---|-------------------------|-------------------------|
| <b>(Unsecured, Considered Good)</b>               |                         |                         |
| Outstanding for more than six month from due date | 1,13,28,533.00          | 58,79,594.00            |
| Others  | 5,18,02,023.00          | 9,31,47,901.00          |
| <b>Total</b>                                      | <b>6,31,30,556.00</b>   | <b>9,90,27,495.00</b>   |

**NOTE : 14 CASH AND CASH EQUIVALENTS**

| Particulars                           | As at 31.03.2020    | As at 31.03.2019    |
|---------------------------------------|---------------------|---------------------|
| Cash in hand                          | 8,28,837.00         | 9,64,264.00         |
| Balance with Bank in Current Accounts | 9,42,626.06         | 6,45,089.00         |
| <b>Other Bank Balance</b>             |                     |                     |
| Margin Money from Bank Gurantee       | 52,946.00           | 15,73,041.00        |
| <b>Total</b>                          | <b>18,24,409.06</b> | <b>31,82,394.00</b> |

**NOTE : 15 REVENUE FROM OPERATIONS**

| Particulars                   | As at 31.03.2020       | As at 31.03.2019       |
|-------------------------------|------------------------|------------------------|
| Revenue From -                |                        |                        |
| Sale of Food Products         | -                      | 63,34,780.49           |
| Sale of Yarn & Fabric (waste) | 8,53,90,965.37         | 41,04,08,448.61        |
| Sale of Puma Products         | 2,84,47,720.28         | -                      |
| Sale of Plant and Machinery   | 4,44,27,185.81         | -                      |
| Sale of Cloth                 | -                      | 8,51,14,381.63         |
| <b>Total</b>                  | <b>15,82,65,871.46</b> | <b>50,18,57,610.73</b> |

**NOTE : 16 OTHER INCOME**

| Particulars  | As at 31.03.2020      | As at 31.03.2019      |
|--|-----------------------|-----------------------|
| Rent Receipt   | 7,80,000.00           | 7,80,000.00           |
| Profit on sale of investment being securities chargeable to Securities | 25,52,579.00          | 3,10,586.04           |
| Transaction Tax (STT)  |                       |                       |
| Profit on Trading of Shares (Speculation)                              | 2,66,158.29           | 5,895.00              |
| Dividend on Shares   | 1,74,745.00           | -                     |
| Interest Income  | 89,42,957.00          | 1,04,20,729.00        |
| Foreign Exchange Fluctuation   | -                     | 59,529.00             |
| Interest ion FDR   | 38,674.00             | 81,757.00             |
| Interest on Income Other (Yarn Other)                                  | -                     | 9,689.00              |
| Rebate & Discount  | 13,32,467.00          | -                     |
| Exhibition Expense Receive (2017-18)                                   | -                     | 1,65,000.00           |
| <b>Total</b>   | <b>1,40,87,580.29</b> | <b>1,18,21,395.04</b> |

**NOTE : 17 COST OF GOODS TRADED**

| Particulars                       | As at 31.03.2020       | As at 31.03.2019       |
|-----------------------------------|------------------------|------------------------|
| Opening Stock                     | 6,74,57,159.20         | 10,42,59,086.35        |
| <b>Add:-</b>                      |                        |                        |
| Purchases of Fabric & Waste cloth | 6,56,31,887.47         | 35,56,62,401.40        |
| Purchase of Puma Products         | 63,52,982.46           |                        |
| Job Work charges                  | -                      | 8,99,05,577.56         |
| Purchase of Plant and Machinery   | 4,45,00,000.00         |                        |
| Cold Storage Expense              | -                      | 2,16,456.32            |
|                                   | 18,39,42,029.13        | 55,00,43,521.63        |
| <b>Less:-</b>                     |                        |                        |
| Closing Sock                      | 3,60,62,840.76         | 6,74,57,159.20         |
| <b>Total</b>                      | <b>14,78,79,188.37</b> | <b>48,25,86,362.43</b> |

**NOTE : 18 EMPLOYEE BENEFITS EXPENSES**

| <b>Particulars</b>                  | <b>As at 31.03.2020</b> | <b>As at 31.03.2019</b> |
|-------------------------------------|-------------------------|-------------------------|
| Directors Remuneration              | 18,00,000.00            | 15,60,000.00            |
| Salaries                            | 58,79,834.00            | 71,32,449.00            |
| Gratuity                            | 11,40,351.00            | 5,06,057.69             |
| Bonus                               | 32,655.00               | 48,043.00               |
| Contribution to Provident Fund      | 22,525.00               | 30,034.00               |
| Contribution Towards ESI            | 6,824.00                | 11,420.00               |
| Administration Expenses on PF & ESI | 9,327.00                | 8,400.00                |
| <b>Total</b>                        | <b>88,91,516.00</b>     | <b>92,96,403.69</b>     |

**NOTE : 19 FINANCE COSTS**

| <b>Particulars</b> | <b>As at 31.03.2020</b> | <b>As at 31.03.2019</b> |
|--------------------|-------------------------|-------------------------|
| Bank Charges       | 33,274.68               | 3,10,036.72             |
| Bank Interest      | 71,18,385.32            | 54,09,997.23            |
| Car Loan Interest  | 1,05,863.68             | -                       |
| <b>Total</b>       | <b>72,57,523.68</b>     | <b>57,20,033.95</b>     |

**NOTE : 20 OTHER EXPENSES**

| <b>Particulars</b>                   | <b>As at 31.03.2020</b> | <b>As at 31.03.2019</b> |
|--------------------------------------|-------------------------|-------------------------|
| Municipal Taxes                      | 1,00,409.00             | 1,00,409.00             |
| Advertisement and Publicity Expenses | 30,000.00               | 38,100.85               |
| Business Promotion Expenses          | -                       | 12,376.00               |
| Commission                           | 1,35,000.00             | 1,18,459.89             |
| Conveyance Expenses                  | 5,41,790.00             | 6,29,231.00             |
| Other Expenses                       | 1,38,043.22             | 41,772.94               |
| Telephone Expenses                   | 1,14,250.10             | 1,44,256.47             |
| Diwali Expenses                      | -                       | 17,249.00               |
| Insurance Exp.                       | 2,27,946.00             | 5,10,573.00             |
| Traveling Expenses                   | 1,36,187.00             | 1,24,425.29             |
| Statutory Audit                      | 50,000.00               | 50,000.00               |
| Registration Fee                     | 53,100.00               | -                       |
| Rates and Taxes                      | 13,712.24               | -                       |
| Demat/Depository Charges             | 1,630.91                | 13,341.94               |
| Professional Charges                 | 21,34,506.00            | 27,73,102.00            |
| Printing & Stationery                | 5,840.00                | 30,921.00               |
| Electricity & Generator Charges      | 7,20,979.52             | 5,84,067.08             |
| Freight & Cartage                    | 35,909.00               | 25,51,371.54            |
| Repair and Maintenance               | 1,23,883.35             | 5,40,738.94             |
| Round off                            | 3,770.31                | 218.91                  |
| Packing Material                     | -                       | 11,820.00               |
| Miscellaneous Exp                    | 9,698.00                | 3,860.00                |
| ROC Fees                             | 7,700.00                | -                       |
| Penalties & Interest                 | 80,901.16               | 2,91,376.00             |
| Postage & Courier exp                | 19,977.30               | 26,939.26               |
| Tender Fees                          | -                       | 5,000.00                |
| Rebate & Discount                    | 71,339.00               | 97,950.00               |
| Bad Debt                             | 4,02,628.00             | 28,51,655.00            |
| Software Exp.                        | -                       | 2,700.00                |
| <b>Total</b>                         | <b>51,51,659.49</b>     | <b>1,15,71,477.29</b>   |

**NOTE: 21** In the opinion of the Board of Directors, the Current Assets, Loans and Advances have a value on realization in the ordinary course of business at least equal to the amount at which these are stated.

**NOTE: 22 Segment Reporting**

Primary Segment information ( By Business segments )

The company operations represents revenue from Trading of Yarn & Fabrics (waste), Apperals & Others

Accordingly, revenue based on class of products comprise the primary basis of segmental information set oin the financial statement.

Business (Primary) segments of the company are:

- a) Yarn & Fabric (waste)
- b) Apperals & others
- c) Others

|  | <u>2019-2020</u>       | <u>2018-2019</u>       |
|--|------------------------|------------------------|
| <b><u>Segment Revenues</u></b>   |                        |                        |
| Yarn & Fabric(waste)   | 8,53,91,000.00         | 41,04,27,000.00        |
| Apperals & others  | 2,84,48,000.00         | 8,50,96,000.00         |
| others   | 63,35,000.00           |                        |
| Machinery (Surplus)  | 4,44,27,000.00         |                        |
| Un-allocable income  | -                      |                        |
| <b>Total Revenue</b>   | <b>15,82,66,000.00</b> | <b>50,18,58,000.00</b> |
| <b><u>Segment Results</u></b>  |                        |                        |
| Segment profits before finance charges & Tax   |                        |                        |
| Yarn & Fabric(waste)   | -33,16,000.00          | -22,93,000.00          |
| Apperals & others  | -5,51,000.00           | 67,45,000.00           |
| Machinery (Surplus)  | 38,17,000.00           |                        |
| others   | -9,25,000.00           |                        |
| Un-allocable results   | 74,85,000.00           | 29,08,000.00           |
| <b>Total Results</b>   | <b>74,35,000.00</b>    | <b>64,35,000.00</b>    |
| Less: Interest (othrt vthan the interest pertainging to the segments having operation which are primarily of financial nature) | 72,58,000.00           | 57,20,000.00           |
| <b>Total Profit Before Tax</b>   | <b>1,77,000.00</b>     | <b>7,15,000.00</b>     |
| <b><u>Segment Assets</u></b>   |                        |                        |
| Yarn & Fabric(waste)   | 9,08,64,000.00         | 9,33,80,000.00         |
| Apperals & others  | 1,06,69,000.00         | 7,45,17,000.00         |
| Machinery (Surplus)  | 46,34,000.00           |                        |
| others   | 36,48,000.00           | 61,69,000.00           |
| Un-allocable assets  | 15,90,07,000.00        | 17,83,64,000.00        |
| <b>Total Assets</b>  | <b>26,88,22,000.00</b> | <b>35,24,30,000.00</b> |
| <b><u>Segment Liabilities</u></b>  |                        |                        |
| Yarn & Fabric(waste)   | 8,90,65,000.00         | 50,83,000.00           |
| Apperals & others  | 50,36,000.00           | 7,47,56,000.00         |
| others   | 20,23,000.00           | 20,90,000.00           |
| Un-allocable assets  | 7,91,000.00            | 1,72,01,000.00         |
| <b>Total Liabilities</b>   | <b>9,69,15,000.00</b>  | <b>9,91,30,000.00</b>  |

**Note: 23 Related Party Disclosures**

As per Accounting standard 18 on Related Party disclosures

**(i) List of related parties**

|  |  |   |                  |
|--|--|---|------------------|
| <b>Key Management Personnel</b>  | Mr. Sunil K Malik<br>Mrs. Puja Malik<br>Mr. Anshu Agarwal<br>Mr. Ram Mohan Jha<br>Mr. Dinesh Singh Patwal<br>Mr. Sachin Sharma<br>Mr. Puneet Bhawaker<br>Mrs. Priti Aggarwal<br>Ms. Bhawna Saunkhiya | Mr. Sunil K Malik<br>Mrs. Puja Malik<br>Mr. Anshu Agarwal<br>Mr. Ram Mohan Jha<br>Mr. Dinesh Singh Patwal<br>Mr. Puneet Bhawaker  |                  |
| Relative of Key Management Personnel   | Mr. Lalit Malik  | Mr. Lalit Malik   |                  |
| Enterprise in which Key Management Personnel and their relatives and company are able to exercise significant influence in the Enterprises |  |   |                  |
|  |  | 1) RUNIT EXIM PRIVATE LIMITED<br>2) ANISHA EXIM PRIVATE LIMITED<br>3) SUNSTAR SHARE BROKERS PRIVATE LIMITED<br>4) R P M EXIM PRIVATE LIMITED<br>5) ANISHA DAZZLE FILMS PRIVATE LIMITED<br>6) VISTA FURNISHING PRIVATE LIMITED “ |                  |
| <b>Nature of Transaction</b>   | <b>2019-2020</b>   | <b>Balance as on 31.3.2020</b>  | <b>2018-2019</b> |
| <b><u>Key Management Personnel Remuneration &amp; Incentives</u></b>   |  |   |                  |
| (a) Mr. Sunil K Malik  | 18,00,000.00   |   |                  |
| (b) Mr. Anshu Agarwal  | 9,36,000.00  |   |                  |
| (c) Mr. Ram Mohan Jha  |  |   |                  |
| (d) Ms. Bhawna Saunkhiya   | 3,29,123.00  |   |                  |
| <b><u>Loan Taken</u></b>   |  |   |                  |
| Mr. Sunil K Malik  | 6,53,72,000.00   | 2,70,000.00   | 3,27,000.00      |
| <b><u>Loan Repaid</u></b>  |  |   |                  |
| Mr. Sunil K Malik  | 6,54,29,000.00   | 2,70,000.00   | 3,27,000.00      |
| <b><u>Brokerage Paid</u></b>   |  |   |                  |
| Anisha fincap Consultant LLP   |  |   |                  |

Note: Related party relationship is as identified by the Company and relied upon by the auditors.

**NOTE : 24 INCOME TAXES :**

(i) Provision for current tax is made on the basis of taxable Income as per the applicable provisions of the Income tax Act, 1961.

(ii) **Accounting for Tax on Income AS-22**

Deferred Income Taxes reflects the impact of current year timing difference between taxable income & income as per Profit & Loss A/c. Deferred Tax Asset are recognized only to the extent that there is reasonable certainty that difficult future taxable income will be available.

**The breakup of Net Deferred Tax Assets is as under:**

| Particulars                               | Current Year<br>31-Mar-2020 | Previous Year<br>31-Mar-2019 |
|---|-----------------------------|------------------------------|
| <b>Timing Difference of</b>               |                             |                              |
| (I) Depreciation                          | 8,17,603.48                 | 14,75,067.78                 |
| (II) Gratuity                             | 11,40,351.00                | 5,06,057.69                  |
|   | <b>19,57,954.48</b>         | <b>19,81,125.47</b>          |
| <b>Deferred Tax Assets/ (Liabilities)</b> |                             |                              |
| Add: Created during the Year              | 5,04,173.28                 | 5,10,139.81                  |
| <b>Closing Balance</b>                    | <b>5,04,173.28</b>          | <b>5,10,139.81</b>           |

**Note : 25 Auditors Remunerations**

| Particulars     | 2019-2020        | 2018-2019        |
|-----------------|------------------|------------------|
| Statutory Audit | 50,000.00        | 50,000.00        |
| <b>Total</b>    | <b>50,000.00</b> | <b>50,000.00</b> |

**Note: 26 Foreign Exchange Transactions**

| Particulars                               | 2019-2020 | 2018-2019           |
|---|-----------|---------------------|
| <b>Foreign Exchange Outgo</b>             |           |                     |
| Imports of Goods                          | NIL       | NIL                 |
| Total                                     | -         | -                   |
| <b>Foreign Exchange Earnings</b>          |           |                     |
| Export of Goods                           | NIL       | 28,90,078.00        |
| Return of advance against Import of Goods | NIL       | 5,36,529.00         |
| <b>Total</b>                              | <b>-</b>  | <b>34,26,607.00</b> |

**Note:27 Disclosures regarding money received from Directors & their relatives pursuant to Companies (Acceptance of Deposits) Amendment Rules 2016.**

Mr. Sunil K Malik, Managing Director -

**Note: 28 Leases : Company As Lessor**

|  | 2019-20     | 2018-19     |
|--|-------------|-------------|
| Lease Rent Received during the year            | 7,80,000.00 | 7,80,000.00 |
| <b>Future minimum Lease rental Receiveable</b> |             |             |
| Not later than one year                        | 7,80,000.00 | 7,80,000.00 |
| Later than one year but not later than 5 years | 7,80,000.00 | 7,80,000.00 |
| Later than 5 years                             | 7,80,000.00 | 7,80,000.00 |

**Note: 29 Contingent Liabilities (to the extent not provided)**

The Company has given Bank Guarantee of Rs. 50,000/- as on 31st March, 2020.

**Note: 30 Micro and Medium Scale Business Entities:**

There are no Micro, Small and Medium Enterprises, to whom the company owes dues which are outstanding for more than 45 days as at 31st March, 2020. This information as required to be disclosed under the Micro, Small and Medium Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company.

**Note: 31 Previous Year Figure**

Previous year figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

See Accompanying notes forming part of the Financial Statements

As per our Report of even date annexed  
**FOR GARG ARUN & ASSOCIATES**  
CHARTERED ACCOUNTANTS  
FRN : 08180N

Sd/-  
**CA. RAMAN KUMAR GARG (PARTNER)**  
M.NO. 090564  
UDIN 20090564AAAABQ8444

PLACE : NEW DELHI  
DATED : 30/07/2020

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

Sd/-  
**SUNIL KUMAR MALIK**  
MANAGING DIRECTOR  
DIN:- 00143453

Sd/-  
**BHAWNA SAUNKHIYA**  
COMPANY SECRETARY

Sd/-  
**PRANAV VASAN**  
NON EXECUTIVE DIRECTOR  
DIN:- 07631095

Sd/-  
**ANSHU AGARWAL**  
CFO

Registered Office :  
Unit No. 203, Plaza-P3,  
Central Square, Bara Hindu Rao,  
Delhi-110006