

ANNUAL REPORT
2021-22



Madhusudan

Industries Limited

Board of Directors

Shri Rajesh B. Shah
Shri P. K. Shashidharan
Shri P. C. Surana
Smt. Rutva Acharya
Shri Yogendra Jhaveri
Shri Daarrpan Shah (w.e.f. 30.12.2021)

Auditors

Shailesh Shah & Associates
Chartered Accountants,
Ahmedabad.

Registered Office

Survey No. 359/B, 359/C, 361 and 362,
Rakhial - 382 315, Taluka - Dehgam,
Dist. Gandhinagar, Gujarat.
Phone : (079) 26427287
E-mail : madhusudan_i@yahoo.in
Website : www.madhusudan-india.com
CIN : L29199GJ1945PLC000443

Ahmedabad Office

"Madhusudan House", Opp. Navrangpura Telephone Exchange, Ahmedabad - 380 006.

Registrar & Share Transfer Agent

MCS Share Transfer Agent Limited,
201, Shatdal Complex, 2nd Floor,
Opp. Bata Show Room, Ashram Road,
Ahmedabad - 380 009.

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**Annual General Meeting at 11.30 a.m. on Thursday,
the 15th day of September, 2022 through Video Conferencing /
Other Audio Visual Means.**

NOTICE

Notice is hereby given that the 76th Annual General Meeting of the Members of the MADHUSUDAN INDUSTRIES LIMITED will be held at 11.30 a.m. on Thursday, the 15th day of September, 2022 through Video Conferencing ('VC') facility or Other Audio Visual Means ('OAVM') to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial year ended on 31st March, 2022 and the Directors' and Auditors' Reports thereon.
2. To appoint a director in place of Shri Rajesh B. Shah (DIN: 00607602), who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint Statutory Auditors and fix their remuneration.

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and pursuant to the recommendation made by the Audit Committee to the Board, N. M. Nagri & Co, Chartered Accountants (Firm Registration No. 106792W) be and are hereby appointed as the Statutory Auditors of the Company, in place of retiring auditors Shailesh Shah & Associates, Chartered Accountants (Firm Registration No. : 109877W), to hold office for a term of five consecutive years from the conclusion of this 76th Annual General Meeting ('AGM'), until the conclusion of the 81st Annual General Meeting of the Company (AGM of Financial year 2026-27), at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.

SPECIAL BUSINESS

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

"RESOLVED THAT Shri Daarrpan Shah (DIN:09449828), who was appointed as an additional director of the Company by the Board of Directors w.e.f. 30th December, 2021 in terms of Section 161 of the Companies Act, 2013 and Article 131 of the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company (who will not retire by rotation) pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under including any amendment(s), modification(s), replacement(s) or re-enactment(s) thereof for the time being in force read with Schedule IV to the Companies Act, 2013 to hold office for a term of 5 (five) consecutive years up to 29th December, 2026."

Regd. Office :
Survey No. 359/B, 359/C, 361 and 362,
Rakhial – 382 315, Taluka - Dehgam,
Dist. Gandhinagar.
9th August, 2022
CIN : L29199GJ1945PLC000443

By Order of the Board of Directors
For, Madhusudan Industries Limited

Mitushi Darji
Company Secretary
(ACS: 66466)

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, April 13, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("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. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this 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 by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional /Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc.) 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. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to evoting@parikh-dave.com with a copy marked to helpdesk.evoting@cdslindia.com.
4. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to MCS Share Transfer Agent Limited, Ahmedabad in case the shares are held by them in physical form.
5. Explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013 and applicable SEBI regulations is annexed hereto.
6. Unpaid / Unclaimed Dividend, Share application money received and due for refund and matured deposits unclaimed and unpaid for a period of seven years as applicable have been transferred to the Investor Education and Protection Fund pursuant to the provisions of, the Companies Act.

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7. Pursuant to SEBI Circular dated 3rd November, 2021 read with SEBI Circulars dated 14th December, 2021 and 25th January, 2022 on Common and Simplified Norms for processing Investor's Service, the shareholders holding shares in Physical mode are mandatorily require to record their PAN, Address with PIN code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination with the Company/ Registrar & Share Transfer Agent (RTA) of the Company. The salient features and requirements of the circular are as follows:
- If case of Non - updation of KYC - Folios wherein any ONE of the cited details/documents, (i.e PAN, Address with PIN code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination) are not available on or after April 01, 2023, shall be frozen as per SEBI circular. The securities in the frozen folios shall be eligible to lodge any grievance or avail service request from the RTA only after furnishing the complete documents / details as aforesaid. And eligible for any payment including dividend, interest or redemption payment only through electronic mode upon complying with the above stated requirements.
 - The relevant formats for Nomination and Updation of KYC details viz; Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 and SEBI circular are available on Company website as well as the website of MCS Share Transfer Agent Ltd. Original cancelled cheque leaf bearing the name of the first holder failing which first security holder is required to submit copy of bank passbook / statement attested by the bank which is mandatory for registering the new bank details.
 - Mandatory Linkage of PAN with Aadhaar - As per the Central Board of Direct Taxes (CBDT), it is mandatory to link PAN with Aadhaar number by March 31, 2023. A communication in this regard was sent to physical shareholders by in February, 2022. Security holders who are yet to link the PAN with Aadhaar number are requested to get the same done before 31st March, 2023. Post 31st March, 2023 or any other date as may be specified by the CBDT, RTAs shall accept only valid PANs and the ones which are linked to the Aadhaar number. The folios in which PAN is / are not valid as on the notified cut-off date of 31st March, 2023 or any other date as may be specified by the CBDT, shall also be frozen.

In view of the above, we request you to submit the KYC Form, duly completed along with Investor Service Request Form ISR-1 and the required supporting documents as stated in Form ISR-1 at the earliest MCS Share Transfer Agent Ltd.

Necessary communication through letters have been sent to all the physical shareholders in this regard in the month of February, 2022.

8. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, January 15, 2021 and May 13, 2022, Notice of the AGM alongwith the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.madhusudan-india.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and notice of AGM on the website of CDSL : <https://www.evotingindia.com>. Members who have not registered their email address are requested to get their email address registered with their DP in case the shares are held in electronic mode and with Company's Registrar and Share Transfer Agent - MCS Share Transfer Agent Limited, Ahmedabad in case shares are held in Physical Form. This may be treated as an advance opportunity in terms of proviso to Rule 18(3)(i) of the Companies (Management and Administration) Rules, 2014.
9. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
10. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 5th September, 2022 through email on cs@madhusudan-india.com. The same will be replied by the Company suitably. All the documents, if any, referred to in this notice and explanatory statement are available for inspection of the members at the Registered Office of the Company on any working day except Saturday, between 10:00 a.m. to 1:00 p.m. up to the conclusion of this meeting.
11. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date i.e. 8th September, 2022 only shall be entitled to avail the facility of remote e-voting or voting at the Meeting. The copy of register of Directors, Key Managerial Personnel and their shareholding maintained under The Companies Act, 2013 will be available for inspection by the members on request by sending an e-mail to the company.
12. Brief resume of Directors, proposed to be appointed / re-appointed at this Annual General Meeting is given below:

Name of Director	Shri Rajesh B. Shah	Shri Daarrpan Shah
DIN	00607602	09449828
Date of Birth	11.11.1958	20.10.1983
Date of Appointment	07.08.2006	30.12.2021 (Appointment as an Additional Director – Independent)
Qualification	B.Com, Chartered Accountant	MBA (Financial Planning & Insurance)
Brief Resume and nature of expertise in specific Functional areas	Finance and Accounts	Experience of more than 15 year of working as Financial Consultant (Investments & Insurance)
List of other Directorships as on 31.03.2022	Anjani Tiles Ltd	NIL
Chairman / Member of the Committees of the Board of other Companies as on 31.03.2022	N.A.	N.A.
Terms and conditions of appointment	N.A.	As mentioned in Explanatory statement
Disclosure of relationship between Director inter se	Not related to any Director	Not related to any Director
Shareholding in the Company	5	NIL
No. of Board Meeting attendance FY 2021-22	6	1

13. INSTRUCTION FOR E-VOTING AND JOINING THE AGM:

- a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 readwith 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 MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021 and May 05, 2022, 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 appointed Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- b) The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- c) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- d) Shareholders holding equity shares shall have one vote per share as shown against their holding. The shareholders can vote for their entire voting rights as per their discretion.
- e) **THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**
 - (i) The voting period will begin on 12th September, 2022 and will end on 14th September, 2022. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 8th September, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the time of meeting.
 - (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
 - (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for Individual shareholders holding shares in Physical Form and shareholders other than individual shareholders holding shares in Demat form / physical form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

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

- 7) After entering these details appropriately, click on “SUBMIT” tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for the relevant <Madhusudan Industries Limited> on which you choose to vote.
- 11) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- 12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 13) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- 14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(vi) INSTRUCTIONS FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS

- 1) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 2) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- 3) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- 4) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 5) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- 6) Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; company email id i.e. cs@madhusudan-india.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

(vii) PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- 1) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/ RTA email id.
- 2) For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
- 3) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

(viii) INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- 1) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- 2) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

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- 3) 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.
- 4) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email ID i.e. cs@madhusudan-india.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id i.e. cs@madhusudan-india.com). These queries will be replied by the company suitably by email.
- 5) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- 6) If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.
- 7) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

(ix) INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

- 1) The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
 - 2) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
 - 3) Only those shareholders, who are present in the AGM through VC/OAVM facility and who have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
 - 4) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
 - 5) Shareholders 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.
14. Shri Umesh Parikh or failing him Shri Uday Dave, Partner of Parikh Dave & Associates, Practicing Company Secretaries, Ahmedabad has been appointed as the Scrutinizer to scrutinize the e-voting process and voting process at AGM in a fair and transparent manner.
 15. The scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, unblock the votes cast through remote evoting and through evoting at AGM in the presence of at least two witnesses not in the employment of the company and make, within two working days from the conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
 16. The Results will be declared on receipt of Scrutinizer's Report at the Registered office of the Company at Survey No. 359/B, 359/C, 361 and 362, Rakhial – 382 315, Taluka - Dehgam, Dist. Gandhinagar, Gujarat. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.madhusudan-india. com and on the website of CDSL immediately and communicated to the BSE.

Statement pursuant to provisions of Section 102 the Companies Act, 2013 and SEBI Regulations.**Item No. 3**

Shailesh Shah & Associates, Chartered Accountants were appointed as Statutory Auditors of the Company at 71st Annual General Meeting ('AGM') held on 22nd day of September, 2017 to hold the office of the Auditors upto the conclusion of the 76th Annual General Meeting (AGM of Financial year 2021-22).

The existing Auditors has completed term of five consecutive years and pursuant to Section 139(2) of the Companies Act, 2013 they cannot be reappointed. Hence, the Audit Committee and the Board of Directors at their respective meetings held on 26th April, 2022 recommended appointment of N. M. Nagri & Co., Chartered Accountants (Firm Registration No.106792W) as the Statutory Auditors of the Company for a term of five years from the conclusion of 76th AGM till the conclusion of the 81st AGM (AGM of Financial year 2026-27), in place of retiring Auditors.

N.M. Nagri & Co. is a Chartered Accountant firm since 1975. Shri Niren M. Nagri, Chartered Accountant is proprietor of N.M. Nagri & Co having more than 40 years' experience in the field of Audit and Taxation. The firm has team of 15 people of which 3 are chartered accountants. They are Auditors of more than 20 Companies. The firm provides varied services which includes Statutory Audit, Internal Audit, Tax Audit & Management Audit, Financial and Management Services, Corporate and Non-Corporate Taxation and Advisory Services in the areas of the Companies Act, FCRA, FEMA, etc. Therefore considering their experience and expertise, increase in regulatory compliances and disclosures by Auditors, the remuneration payable to the statutory auditors for the financial year 2022-23 has been fixed as Rs. 0.60 lakhs plus applicable taxes and out of pocket expenses. The remuneration for the subsequent year(s) of their term shall be determined based on the recommendation of the Audit Committee and as mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

N. M. Nagri & Co., Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors recommends the ordinary resolution as per item No. 3 of the accompanying notice for approval of the members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the resolution as per item No. 3 of the notice.

Item No. 4

The Board of Directors at its meeting held on 30th December 2021 has appointed Shri Daarrpan Shah as an Additional Director (Independent) of the Company w.e.f. 30th December 2021 under section 161 of the Companies Act, 2013 and Article 131 of the Articles of Association of the Company. He is MBA (Financial Planning & Insurance) having more than 15 years' experience in the field of Financial Management and Insurance. He is financial consultant of many HNI clients.

According to the provisions of Section 161 of the Companies Act, 2013, he will hold office as an Additional Director only up to the date of this Annual General Meeting. As required under Section 160 of the Companies Act, 2013, notice has been received from a member signifying his intention to propose the appointment of Shri Daarrpan Shah as Director. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Shri Daarrpan Shah being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a term of five consecutive years up to 29th December 2026. His appointment as an Independent Director is also recommended by the Nomination and Remuneration Committee and Board of Directors of the Company.

The Company has received from him a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act, in connection with his appointment as an Independent Director. In the opinion of the Board, Shri Daarrpan Shah fulfills the conditions specified in the Companies Act, 2013, rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as an Independent Director of the Company. He is independent of the management of the Company.

The Board considers that his experience and expertise would be beneficial to the Board and the Company and it is desirable to avail services of Shri Daarrpan Shah as an Independent Director. Accordingly, the Board recommends the resolution as per item no. 4 of the accompanying notice for appointment of Shri Daarrpan Shah as an Independent Director for passing by the members of the Company as a Special Resolution.

The disclosure under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is provided in the notes to this Notice.

Except Shri Daarrpan Shah, none of other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the resolution as per the item No. 4 of the notice.

Regd. Office :
Survey No. 359/B, 359/C, 361 and 362,
Rakhial – 382 315, Taluka - Dehgam,
Dist. Gandhinagar.
9th August, 2022
CIN : L29199GJ1945PLC000443

By Order of the Board of Directors
For, Madhusudan Industries Limited

Mitushi Darji
Company Secretary
(ACS: 66466)

Directors' Report

To
The Members,

The Directors have pleasure in submitting the Annual Report together with the Statement of Audited Financial Statements of your Company for the year ended 31st March, 2022.

Performance

The summary of your Company's financial performance is given below:

	Year ended March 31, 2022	(Rs. in lakhs) Year ended March 31, 2021
Revenue From Operations	107.66	91.31
Other Income	314.20	493.11
Total Income	421.86	584.42
Profit before Depreciation and Taxes	338.62	488.54
Deducting there from Depreciation	11.25	10.02
Profit / (Loss) before tax after exceptional item	327.36	478.52
Deducting there from taxes of:		
- Current Tax	14.32	15.00
- Deferred Tax	64.18	105.19
Profit for the period	248.87	358.33
Add/(Less): Other Comprehensive Income(Net of Tax)	(1.55)	0.90
Total Comprehensive Income	247.32	359.23

Highlights / Performance of the Company

Total revenue from operations of the Company was Rs. 107.66 Lakhs during the year, as compared to Rs. 91.31 Lakhs in the previous year. The other income of the company stood at Rs. 314.20 lakhs during the year under review as compared to Rs. 493.11 Lakhs in the previous year. The Company has not transferred any amount to General Reserve in the current year.

Covid-19

Presently, Company is not involved in any manufacturing activities, except leasing of property. Hence, services of the company were not much affected by the Covid-19 pandemic.

Management Discussion and Analysis**a) Industry Structure and Developments**

The Company is presently not undertaking any operational activity. The Company has infrastructure facility and also land available for undertaking any kind of activities in future.

b) Opportunities and Threats

The management is considering undertaking of viable business activities that can be set up in the existing infrastructure facility and land available with the Company. There is no specific threat identified which may affect the existence of the Company.

c) Outlook

The future outlook of the Company depends upon the business activities to be undertaken by the Company.

d) Risks & Concerns

Presently, Company is exposed to the prevalent risks of uncertainties and changes in government policies, unexpected regulatory changes etc.

e) Internal Control Systems and their adequacy

The Company has computerized its accounting system since many years. Adequate internal control system exists in the Company and the internal control system of the Company is commensurate with the size and complexity of the Company's business. The operations are subject to periodic internal audit by independent Auditors.

f) Financial performance with respect to Operational Performance is discussed in the main part of the report.**g) Material Developments in Human Resources, Industrial Relations, Environment, Health & Safety**

The Company values and nurtures its human resources. Manpower strength of the Company as on March 31, 2022 stands at 5.

h) Key Financial Ratios : (in times / %)

Sr. No.	Ratio	2021-22	2020-21
1	Debtors Turnover -times*	N.A.	N.A.
2	Inventory Turnover*	N.A.	N.A.
3	Interest Coverage Ratio*	N.A.	N.A.
4	Current Ratio - times	52.70	49.63
5	Debt. Equity Ratio*	N.A.	N.A.
6	Operating Profit Margin %	304.07	524.04
7	Net Profit Margin %	231.16	392.42
8	Return on Net Worth %	10.56	16.98

(*) Note: Considering the activities of the company and no debt, the said ratios are not applicable to the Company.

Profit of the company varies due to increase / decrease in the fair market value of Non - Current Investment and Current Investments held by the Company during the year compared to its fair market value in preceding previous year.

Conservation of energy, technology absorption and foreign exchange earnings and outgo

The information required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014 is annexed herewith as a separate **Annexure-I**.

Internal Control System and its Adequacy

The Company has internal control system commensurate with the size, scale and complexity of its business operations. The scope and functions of Internal Auditor are defined and reviewed by the Audit Committee. The Internal Auditor reports to the Chairman of the Audit Committee. The Internal Auditor assesses opportunities for improvement of business processes, systems and controls, to provide recommendations, which can add value to the organization.

Dividend

Keeping in mind the need to conserve resources, your Directors do not recommend any dividend on Equity Shares for the year. During the year the Company was not required to transfer unclaimed dividend to the Investor Education and Protection Fund.

Share Capital

The paid up Equity Share Capital as on 31st March, 2022 was Rs.268.75 Lakhs. During the year under review the Company has not issued any shares.

No shares with differential voting rights, stock or sweat equity shares were issued by the Company during the year under review.

The Company was not required to transfer any Shares to Investor Education and Protection Fund, pursuant to the provisions of section 124 & 125 of the Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016.

Exchequer

The Company has contributed Rs. 38.30 Lakhs to the exchequer by way of GST, Income Tax, Excise and other fiscal levies.

Directors

Pursuant to SEBI (Listing Obligation and Disclosure Requirements) (Third Amendment) Regulations, 2021 dated 3rd August, 2021 and Corrigendum dated 6th August, 2021, the definition of 'Independent Director' has been amended w.e.f. 1st January, 2022. Considering the same and in order to continue to comply with the aforesaid regulation, the Board of Directors of the Company at their meeting held on 30th December, 2021, have approved the change in the category of Shri Rajesh B. Shah and Shri Prem Chand Surana from Non-Executive Director (Independent) to Non-Executive Director (Non-Independent) w.e.f. 30th December 2021.

Shri Daarrpan Shah was appointed as an Additional Director (Independent) of the Company by the Board of Directors at its meeting held on 30th December 2021. He is proposed to be appointed as an Independent Director for five consecutive years for a term up to 29th December 2026 at ensuing AGM.

Shri Yogendra Jhaveri, Smt. Rutva Acharya and Shri Daarrpan Shah are the Independent Directors of the Company. All these Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and there has been no change in the circumstances which may affect their status as Independent director during the year under review and have also confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his/her ability to discharge his/her duties with an objective independent judgment and without any external influence. The Company keeps informed independent directors about changes in the Companies Act, 2013 and rules and other related laws from time to time and their role, duties and responsibilities.

Shri Rajesh B. Shah, director is due to retire at the ensuing Annual General Meeting and being eligible, offers himself for reappointment. Brief resume of the Director who is proposed to be appointed/reappointed at the ensuing Annual General meeting as required as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in the notice convening this Annual General Meeting of the Company.

The resolution proposing their appointment/re-appointment is include in the Notice of Annual General Meeting for approval of the members.

Key Managerial Personnel of the Company are:

- Shri Thomas Koshy- Chief Executive Officer
- Shri Tarunkumar Panchal- Chief Financial Officer
- Miss Mitushi Darji- Company Secretary

Number of Meetings of the Board

The Board of Directors, during the financial year 2021-22 duly met 6 times on 08.06.2021, 15.06.2021, 10.08.2021, 01.11.2021, 30.12.2021 and 11.01.2022 in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

Director's Responsibility Statement

In compliance of Section 134(5) of the Companies Act, 2013, the Directors of your Company confirm:

- that in the preparation of annual accounts, the applicable accounting standards have been followed and that there are no material departures;
- that such accounting policies have been selected and applied consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on 31st March, 2022 and of the profit of the Company for the year ended on that date;
- 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;
- that the annual accounts have been prepared on a going concern basis.
- that internal financial controls have been laid down to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- that proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Annual Report 2021-2022

Audit Committee

The Company has constituted Audit Committee. For details please refer Corporate Governance Report attached as a separate **Annexure III**.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Rules made thereunder, Schedule – IV of the Companies Act and SEBI (LODR) Regulations, 2015, the Board has carried the evaluation of its own performance, individual Directors and its Committees on the basis of attendance, contribution and various criteria as recommended by the Nomination and Remuneration Committee of the Company.

The performance of each of the Independent Director and non-independent director was also evaluated by the Independent Directors at the separate meeting held of Independent Directors of the Company.

Policy on Directors appointment and remuneration

Criteria determining the qualifications, positive attributes and independence of Directors.

Independent Directors

- Qualifications of Independent Director

An independent director shall possess appropriate skills, qualifications, experience and knowledge in one or more fields of finance, law, management, marketing, administration, corporate governance, operations or other disciplines related to the Company's business.

- Positive attributes of Independent Directors

An independent director shall be a person of integrity, who possesses knowledge, qualifications, experience, expertise in any area, integrity, level of independence from the Board and the Company etc. Independent Directors are appointed on the basis of requirement of the Company, qualifications & experience, association with the Company etc. He/She should also devote sufficient time to his professional obligations for informed and balanced decision making and assist the Company in implementing the best corporate governance practices.

- Independence of Independent Directors

An independent director should meet the requirements of Section 149(6) of The Companies Act, 2013 and SEBI (LODR) Regulations, 2015 and give declaration every year to the Board of Directors for the same.

Other Directors and Senior Management

The Nomination and Remuneration Committee shall identify and ascertain the qualifications, expertise and experience of the person for appointment as Director or at Senior Management Level and recommend to the Board his/her appointment.

The Company shall not appoint or continue the employment of any person as Director or Senior Management Personnel if the evaluation of his performance is not satisfactory.

Other details are disclosed in the Corporate Governance Report under the head Nomination and Remuneration Committee.

Remuneration / commission from Holding or Subsidiary Company

The Company has no Holding Company or Subsidiary Company.

Managerial Remuneration and Employees

Details required pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 are enclosed as a separate **Annexure- II**

Details of employees as specified under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 is annexed to this report as annexure, however it is not being sent alongwith this Annual Report but available for inspection at the Registered Office of the Company during working hours, 21 days before the Annual General Meeting and shall be made available to any shareholder on request, being made to the Company Secretary. The above detail is not being sent alongwith this Annual Report to the members in line with the provisions of Section 136 of the Companies Act, 2013 and rules made thereunder.

Company has not offered its shares to its employees under ESOS during the year under review.

Company has not sanctioned loan to any of its employees for purchase of Company's shares under any scheme.

Annual Return

Pursuant to Section 134(3)(a) and Section 92(3) of the Act, the copy of Annual Return of the Company for the Financial Year ended March 31,2022 will be placed on the Company's website at www.madhusudan-india.com

Corporate Governance

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, report on Corporate Governance has been included in this Annual Report as a separate **Annexure – III**.

As per Regulation 15 the of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is not required to comply with Regulations 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V. However, as a good corporate governance practice, the Company has been complying major and important aforesaid provisions / regulations voluntarily.

Particulars of contracts or arrangements with related parties

All transactions entered with Related parties as defined under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year were in the ordinary course of business and on an arm's length basis, the details of which are included in the notes forming part of the financial statements.

There were no material related party transactions entered during the year. Accordingly, information in form AOC - 2 is not annexed. Further no materially significant related Party transactions were made by the Company with Directors, Key Managerial Personnel or other designated Persons, which may have a Potential Conflict with the interest of the Company at large. All related party transactions were placed before the Audit Committee and also the Board for approval. The Policy on related Party transactions as approved by the Board is uploaded on the Company's website i.e. www.madhusudan-india.com.

Deposits

The Company has not accepted and not renewed any deposit falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014.

Particulars of Loans, guarantees or investments u/s 186.

The loans if any, made by the Company are within the limits prescribed u/s 186 of the Companies Act, 2013 and no guarantee or security is provided by the Company.

Details of investments covered u/s 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

Risk Management Policy

The Risk Management is overseen by the Audit Committee / Board of Directors of the Company on a continuous basis. The Committee oversees Company's process and policies for determining risk tolerance and review management's measurement and comparison of overall risk tolerance to established levels. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuous basis.

Auditors and their Observations

Shailesh Shah & Associates were appointed as Statutory Auditors of the Company at Annual General Meeting ('AGM') held on 22nd September, 2017 to hold the office of the Auditors up to the conclusion of the Annual General Meeting of the Company to be held for the financial year 2021-22.

The existing Auditor's firm has completed terms of five consecutive years pursuant to Section 139(2) of the Companies Act, 2013. The Audit Committee and the Board of Directors have recommended appointment of N.M. Nagri & Co., Chartered Accountants (Firm Registration No.106792W) as the Statutory Auditors of the Company for a term of five years from the conclusion of 76th AGM till the conclusion of the 81st AGM (AGM of Financial year 2026-27) subject to the approval of the members at the ensuing Annual General meeting.

N. M. Nagri & Co., Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act.

They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

The Auditors' Report to the members for the financial year under review do not contain any qualification, reservation or adverse remarks or disclaimer.

The Statutory Auditors have not reported any fraud during the year under review.

Secretarial Audit

Pursuant to provisions of Section 204 of Companies Act, 2013 and Rules made there under, the Company has appointed Parikh Dave and Associates, Practicing Company Secretaries to undertake the secretarial audit of the Company for the year 2021-22. The Secretarial Audit Report for the year 2021-22 given by Parikh Dave and Associates, Company Secretaries in practice is annexed with this report.

The Secretarial Audit Report do not contain any qualification or adverse remark.

The company is complying with the applicable Secretarial Standards.

Cost Records and Cost Auditors

The Company is not required to maintain cost records under Companies (Cost Records and Audit) Rules, 2014 and also not required to carry out audit of cost records and accordingly Cost Auditors are not appointed.

Insurance

Your Company has adequately insured all its properties.

Industrial Relations

Your Company's relations with its employees remained cordial throughout the year. The Directors wish to place on record their deep appreciation for the services rendered by staff members and executives of the Company.

Your Company has taken adequate steps for the health and safety of its employees, as may be necessary and required. During the year under review the Company has not received any complaint under The Sexual Harassment of women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Material Changes Affecting Financial Position of the Company

No material changes or commitments, affecting the financial position of the Company have occurred between the end of the financial year of the Company to which the financial statements relate, i.e. 31st March, 2022 and the date of the Board's Report.

There is no application pending under the Insolvency and Bankruptcy Code, 2016 against the company.

Change in Nature of Business

There has been no change in the nature of the business of the Company during the Financial year 2021-22.

Orders passed by Regulatory Bodies or Courts

No regulatory body or court or tribunal has passed any significant and material orders impacting the going concern status and operations of the company.

Vigil Mechanism

The company has implemented Vigil Mechanism. For details please refer Corporate Governance Report attached as a separate **Annexure-III**.

Appreciation

Your Directors would like to place on record their gratitude for the co-operation and assistance given by Bankers and various departments of both State and Central Governments.

For and on behalf of the Board of Directors,
Madhusudan Industries Limited

Rajesh B. Shah
Chairman
(Non-Executive Director)
(DIN : 00607602)

Ahmedabad
26th April, 2022

Annexure I to the Directors' Report

Disclosure of particulars with respect to Information on Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo stipulated under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules 2014 and forming part of the Report of the Board of Directors for the year ended 31st March, 2022

- A. Conservation of Energy** : 1. The steps taken or impact on conservation of energy:-
The Company has taken measures and applied strict control system to monitor day to day power consumption, to endeavor to ensure the optimal use of energy with minimum extent possible wastage as far as possible. The day to day consumption is monitored and various ways and means are adopted to reduce the power consumption in an effort to save energy.
2. The steps taken by the company for utilizing alternate sources of energy.
Company has not taken any step for utilizing alternate sources of energy.
3. The capital investment on energy conservation equipments.
Company has not made any capital investment on energy conservation equipments.
- B. Technology Absorption** : Company has not imported any technology and hence there is nothing to be reported here.
- C. Foreign Exchange earnings and outgo** : NIL

For and on behalf of the Board of Directors,
Madhusudan Industries Limited

Ahmedabad
26th April, 2022

Rajesh B. Shah
Chairman
(Non-Executive Director)
(DIN : 00607602)

Annexure II to the Directors' Report

Details as per Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

S. N.	Particulars			
i.	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year	There is no working director in the Company and no remuneration was paid to any director except sitting fees.		
ii.	The % increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any in the financial year	Directors N.A.	KMPs CEO CFO CS 11% 12% Nil	
iii.	The % increase in the median remuneration of employees in the financial year	11.25%		
iv.	The number of permanent employees on the rolls of company.	5		
v.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	The percentage increase in salary of employees in last financial year is 11.25%. There was no whole-time director (Managerial Personnel defined under the Companies Act) in the Company. Annual increase in remuneration was based on remuneration policy, qualifications and experience, responsibilities shouldered and individual performance of the employees.		
vi.	Affirmation that the remuneration is as per the remuneration policy of the company.	Remuneration is as per the remuneration policy of the Company		

For and on behalf of the Board of Directors,
Madhusudan Industries Limited

Ahmedabad
26th April, 2022

Rajesh B. Shah
Chairman
(Non-Executive Director)
(DIN : 00607602)

Annexure III to the Directors' Report

CORPORATE GOVERNANCE REPORT

(As required under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

1) Company's Philosophy

The Company believes in the practice of good Corporate Governance and acting as a good corporate citizen.

The spirit of Corporate Governance has been prevailing in the Company. The Company believes in the values of transparency, professionalism and accountability. The Company is in compliance, in letter and spirit, with the requirements stipulated under provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable, with regards to corporate governance.

2) Board of Directors

- Composition of the Board:

The Board comprises of a Non-Executive Chairman, 2 (Two) Non-Executive Non-Independent Directors and 3 (Three) Non-Executive Independent Directors.

- Number of Board Meetings:

During the year under review, 6 (Six) Board Meetings were held on 08.06.2021, 15.06.2021, 10.08.2021, 01.11.2021, 30.12.2021 and 11.01.2022.

None of the directors on the Board are members in more than ten committees and they do not act as Chairperson of more than five committees across all listed companies in which they are directors.

The composition of Board of Directors and category of directors, their attendance at the Board meetings during the year and at the last Annual General Meeting as also number of other directorships and Committee Memberships are given below:

Sr. No.	Name of Director	Category of Directorship	No. of Board Meetings attended	Attendance At last AGM	No. of other Directorships	No. of other Committee Membership @	Names of Listed entities where person is also director and category of Directorship^ Member Chairperson	
1.	Shri Rajesh B. Shah*	Chairman Non-Executive Non-Independent Director	6	Yes	1	—	—	—
2.	Shri P.K Shashidharan	Non-Executive Non-Independent Director	6	Yes	—	—	—	—
3	Shri Prem Chand Surana *	Non-Executive Non-Independent Director	6	Yes	1	—	—	—
4	Smt. Rutva Acharya	Non-Executive Independent Director	6	Yes	—	—	—	—
5	Shri Yogendra Jhaveri %	Non-Executive Independent Director	4	Yes	1	—	—	—
6.	Shri Daarrpan Shah**	Non-Executive Independent Director	1	NA	—	—	—	—
7.	Rajesh P. Shah #	Non-Executive Independent Director	NA	NA	NA	NA	NA	NA

* Category of Shri Rajesh B. Shah and Shri Prem Chand Surana has been changed from Non-Executive Director (Independent) to Non-Executive Director (Non-Independent) w.e.f. 30th December 2021.

% Shri Yogendra Jhaveri appointed as an Additional Director (Independent) w.e.f. 15th June 2021.

** Shri Daarrpan Shah appointed as an Additional Director (Independent) w.e.f. 30th December 2021.

Consequent upon the demise of Shri Rajesh P. Shah on 20.04.2021 due to Covid, he ceased to be Director of the Company.

^ None of the Director is Director in any other Listed entity as on 31st March, 2022.

@ These numbers exclude the Committee membership held in the Company, Committee memberships of private companies, , Section 8 companies and foreign companies.

As on 31.03.2022 No Director was a Director of any other listed entity during the period of last 3 years.

The Company provides the information as set out in Regulation 17 read with Part A of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective meetings or by way of presentations and discussions during the meeting.

All Independent Directors are experienced and competent from their respective field. They actively participate in the Board and Committees which gives significant value addition in the decision-making process. The details of Familiarization programs imparted to independent directors is available on company's website www.madhusudan-india.com.

Annual Report 2021-2022

Skills / Expertise / Competence of the board

The Board comprises of persons with varied experiences indifferent areas who bring in the required skills, competence and expertise that allows them to make effective contribution to the Board and its committees. The following list summarizes the key skills, competence and area of expertise that the Board thinks is necessary for functioning in the context of the Company's business and sector and which in the opinion of the Board, its members possess:

Commercial	Ability to understand what make business or organization successful through either buying or selling products, cost of goods and Services and taxes etc.
Finance	Having knowledge in accounting, finance, treasury, tax, financial management of large scale corporates, financial reporting process etc.
Sales and marketing	Having understanding of complex and large corporate structure supply and marketing chain, strategic planning, marketing skills. Understanding local and global trends in the business.
Technology and technical know how.	Having knowledge of emerging areas of digital technology, artificial

intelligence, cyber technology etc. and having good understanding of technical knowhow and technologies.

General Administration and Human Resources Having understanding of organizational system, complex business and regulatory environment, strategic planning and handling routine affairs and Human resources of the Company.

Risk management and mitigation planning Ability to understand and assess the key risks to the organization, legal compliances, and to ensure that appropriate procedures and policies are in place for effective managing the Company.

Legal and Corporate Laws Understanding the legal ecosystem in which the Company operates, Experience and expertise in implementing good corporate governance, managing Stakeholders' interest, possessing the required skill and knowledge of laws and regulations applicable to the Company and ensuring its compliance in the best interest of the Company.

Chart / matrix setting out the skills/expertise/competence of the Board of Directors

Area of expertise/ skills	Shri Rajesh B. Shah	Shri Prem Chand Surana	Shri P.K Shashidharan	Smt. Rutva Acharya	Shri Yogendra Jhaveri	Shri Daarrpan Shah
Commercial	✓	✓	✓	✓	✓	✓
Finance	✓	✓		✓	✓	✓
Sales and marketing			✓			
Technology			✓			
General Administration and Human Resources	✓	✓		✓		
Risk Management	✓	✓				✓
Legal and Corporate Laws	✓	✓				

Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. The Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of the specific duties, obligations and governance were also evaluated.

A separate exercise was carried out to evaluate the performance of individual Directors, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Independent and Non-Independent Directors was carried out by the Independent Directors, who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

Independent Directors' Meeting:

During the year under review, the Independent Directors met on 26th March, 2022 inter alia, to discuss and:

- review of the performance of Non-Independent Directors, the Board of Directors as whole and Key Managerial Personnel.
- review of the performance of the Board of Directors, taking into account the views of the Directors.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and there has been no change in the circumstances which may affect their status as Independent director during the year under review and have also confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties

with an objective independent judgment and without any external influence.

On the basis of the declarations made by the Independent Directors, the Board of Directors are of the opinion that the Independent Directors of the Company fulfill conditions specified in Companies Act, 2013 and under SEBI (LODR) Regulations, 2015 and are Independent of the management of the Company.

Prohibition of Insider Trading:

In Compliance with the SEBI Regulations on Prevention of Insider Trading, the Company has framed a Code of Conduct to avoid any insider trading and it is applicable to all the Directors, Promoters, Designated Persons and other connected persons of the Company who are expected to have access to the unpublished price sensitive information relating to the Company. The Code lays down guidelines, which advises them on procedure to be followed and disclosures to be made, while dealing in the shares of the Company and cautions them of consequences of violations. The Company has updated and revised the Internal Code of Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders inline with the amendments in SEBI (Prohibition of Insider Trading) Regulations, 2015 time to time. It also prohibits the purchase or sale of Company's shares by the Designated Persons, while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

Code of Conduct

The Company has implemented model code of conduct for the Board members and senior Officers of the Company. The code of conduct has been posted on the website of the Company i.e. www.madhusudan-india.com

It is hereby confirmed that all the board Members and senior officers of the Company have affirmed compliance with the code of conduct of the Company for the financial year under review.

Risk Management Policy

The Board of directors has framed, approved and implemented Risk Management Policy of the Company including identification and element of risks.

3) Audit Committee

The Audit Committee consists of 4 (Four) directors as its members, namely Shri Daarrpan Shah (Non-Executive – Independent Director) – Chairman, Shri Rajesh B. Shah (Non-Executive Director) – Member, Shri Yogendra Jhaveri (Non-Executive – Independent Director) – Member and Smt. Rutva Acharya (Non-Executive – Independent Director) - Member

Terms of reference:

The role and terms of reference of the Audit Committee cover the matters specified for Audit Committees under regulation 18 and Part – C of Schedule - II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013 inter-alia including the following:.

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by them;
- Reviewing, with the management, the annual financial

statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

- Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of subsection(3) of Section 134 of the Companies Act, 2013
- Changes, if any, in accounting policies and practices & reasons for the same
- Major accounting entries involving estimates based on the exercise of judgment by management
- Significant adjustments made in the financial statements arising out of audit findings
- Compliance with listing and other legal requirements relating to financial statements
- Disclosure of any related party transactions
- modified opinion (s) in the draft audit report
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings & follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower Mechanism;
- Approval of appointment of CFO after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

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- Reviewing the utilization of loans and/ or advances from/ investment by the holding company in the subsidiary exceeding Rs. 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholder.

Additionally, the Audit Committee shall mandatorily review the following information:

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

Details of number of meetings held and attendance there at is asunder:

Name of Director*	No. of Meetings	
	Held	Attended
Shri Daarrpan Shah	1	1
Shri Rajesh B. Shah	5	5
Shri Yogendra Jhaveri	3	3
Smt. Rutva Acharya	5	5
Shri Prem Chand Surana	4	4

*Shri Yogendra Jhaveri was appointed as a member of Audit Committee w.e.f. 15th June, 2021. Consequent upon reconstitution effective from 30th December, 2021, Shri Daarrpan Shah was appointed as Chairman of Audit Committee and Shri Rajesh B. Shah designated as member of the Committee and Shri Prem Chand Surana ceased to be the member of the Committee.

The meetings of the Audit Committee were also attended by the CEO, CFO, Statutory Auditors, Internal Auditors and the Company Secretary. The Audit Committee also holds a separate meeting with Statutory Auditors in absence of the management. The Company Secretary acts as Secretary to the Committee.

4) Nomination and Remuneration Committee

The Nomination and Remuneration Committee, comprises of 3 (Three) directors as its members namely, Shri Yogendra Jhaveri (Non-Executive – Independent Director) – Chairman, Shri Rajesh B. Shah (Non-Executive Director) – Member and Smt. Rutva Acharya (Non-Executive – Independent Director) – Member.

The committee recommends appointment and remuneration of directors and key managerial personnel to the Board. The Committee fixes the Remuneration of KMPs, which include all elements of remuneration package i.e. salary, benefits, commission, bonus, pension, retirement benefits and such other benefits.

The role of the Nomination and Remuneration Committee as specified in Part D of the Schedule II of SEBI (LODR) Regulations, inter-alia includes following:

- formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity
 - c. consider the time commitments of the candidates.
- formulation of criteria for evaluation of performance of independent directors and the board of directors;
- devising a policy on diversity of board of directors;
- identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- recommend to the board, all remuneration, in whatever form, payable to senior management.

During the year under review, 2 (Two) Nomination and Remuneration Committee Meetings was held on 15.06.2021 & 30.12.2021.

Details of number of meetings held and attendance there at is as under:

Name of Director*	No. of Meetings	
	Held	Attended
Shri Yogendra Jhaveri	1	1
Shri Rajesh B. Shah	2	2
Smt. Rutva Acharya	2	2
Shri Prem Chand Surana	2	2

*Shri Prem Chand Surana was member of the Nomination and Remuneration Committee upto 30th December 2021 and during the year Shri Yogendra Jhaveri appointed as a member of Nomination and Remuneration Committee w.e.f. 15th June 2021 and further he was appointed as Chairman of Nomination and Remuneration Committee w.e.f. 30th December 2021 and Shri Rajesh B. Shah designated as member of Nomination and Remuneration Committee w.e.f. 30th December 2021 due to reconstitution made by the Board of Directors.

Independent Directors are appointed, and their performance are evaluated based on the criteria such as knowledge, qualifications, experience, expertise in any area, integrity, level

of independence from the Board and the Company, number of meetings attended, familiarization programs attended, time devoted etc.

5) Remuneration Policy

Remuneration of employees largely consists of basic remuneration and perquisites.

The component of the total remuneration varies for different grades and is governed by Industry pattern, qualifications and experience of the employee, responsibilities handled by him/her and his/her individual performance, etc.

The objectives of the remuneration policy are to motivate employees to excel in their performance, recognize their contribution and to retain talent in the organization and accord merit.

Pursuant to the provisions of Section 178 of the Companies Act, 2013 the Nomination and Remuneration Committee recommended the remuneration policy relating to appointment and payment of remuneration to KMPs which was approved by the Board and is uploaded on the website of the Company at www.madhusudan-india.com.

6) Details of remuneration for the year ended 31.03.2022.

(i) Managing Director / Whole-time Director(s):

The company has no Managing Director / Whole Time Director(s).

(ii) Non-Executive Directors & their Shareholding:

Remuneration by way of sitting fees for attending Board meetings was paid to the Non-Executive directors. No commission is proposed to be paid to the Non-Executive Directors for the year ended 31st March, 2022.

Name of the Director	Sitting Fees (Rs. in Lakhs)	No. of Shares held	% of total holding
Shri Rajesh B. Shah	0.375	5	0.00%
Shri P. K. Shashidharan	0.375	NIL	NIL
Shri Prem Chand Surana	0.375	4	0.00%
Smt. Rutva Acharya	0.375	150	0.00%
Shri Yogendra Jhaveri	0.275	200	0.00%
Shri Daarrpan Shah	0.075	NIL	NIL
Total	1.850		

7) Share Transfer Committee

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in order to expedite the process of share transfers / Duplicate/transmissions / name deletion and all the matters in connection with the securities issued by the Company, frequently as and when the need arises, the Board had delegated the powers for dealing in all the matters relating to securities of the Company to the Share Transfer Committee.

The Share transfer committee consists of 3(Three) directors namely, Shri P.C. Surana (Non-Executive Director) – Chairman, Shri Yogendra Jhaveri (Non-Executive – Independent Director) – Member, Shri Rajesh B. Shah (Non-Executive Director) – Member.

All requests for dematerialization and re-materialization of shares were confirmed / rejected into the NSDL / CDSL system within stipulated time period.

8) Stakeholders Relationship Committee

In accordance with the provisions of Section 178 of Companies Act, 2013 and Regulation 20 of SEBI(LODR) Regulations, 2015 the Company has constituted the Stakeholders Relationship Committee.

The Stakeholders Relationship Committee consists of 4 (Four) directors namely Shri P.C. Surana (Non-Executive Director) – Chairman, Shri Yogendra Jhaveri (Non-Executive – Independent Director) – Member, Shri P.K. Shashidharan (Non-Executive Director) – Member and Smt. Rutva Acharya (Non-Executive – Independent Director) – Member.

During the year, 1 (One) meeting of Stakeholders Relationship Committee was held on 1st November 2021.

Name and Designation of Compliance Officer:

Ms. Neha Singh, Company Secretary and Compliance Officer. (upto 31st March, 2022)

Ms. Mitushi Darji, Company Secretary and Compliance Officer. (Appointed w.e.f. 1st April, 2022.)

Status of Complaints during the financial year ended on 31.03.2022:

Complaints at the beginning of the year	0
Complaints received during the year:	0
Complaints resolved during the year:	0
Complaints remain unresolved at the end of the year:	0
The Company has not received any complaints from the shareholders during the year, and accordingly no complaint is pending as on 31.03.2022.	

9) General Body Meetings

The last three Annual General Meetings/Extra ordinary General Meeting were held as under:

Financial Year ended	Date	Time	Venue
31.03.2021	16.09.2021	11.30 a.m.	Held Through Video Conferencing / Other Audio Visual Means
31.03.2020	19.09.2020	11.30 a.m.	Held Through Video Conferencing / Other Audio Visual Means
31.03.2019	19.09.2019	11.30 a.m.	Survey No. 359/B, 359/C, 361 & 362, Rakhial - 382315, Taluka – Dehgam, Dist. Gandhinagar

Extra-Ordinary General Meeting:

Date	Time	Venue
21.05.2019	11.30 a.m.	Survey No. 359/B, 359/C, 361 & 362, Rakhial - 382315, Taluka – Dehgam, Dist. Gandhinagar

During last three Annual General Meetings/Extra Ordinary General Meeting, no special resolutions were passed:

During last three years no resolution is passed through Postal Ballot. No resolution is proposed to be conducted through Postal Ballot as on date.

10) Means of Communication

1. Quarterly results are published in leading daily newspapers viz. Financial Express / Indian Express and

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a local language newspaper viz. Financial Express/Nav Gujarat Samay. The annual reports are circulated to all the members of the Company electronically, whose email ids are registered with depository participant and with the Company only.

- Management Discussion & Analysis, forms part of this Annual Report, which is also being posted to all the members of the Company.
- Quarterly and annual financial results, Shareholding pattern and other general information of the company are displayed on the company's website: www.madhusudan-india.com.

11) General Shareholders' Information

1. Annual General Meeting

Day, Date and Time : Thursday, 15th day of September, 2022 at 11:30 AM (IST)

Venue : The company is conducting meeting through VC/OAVM pursuant to the relevant MCA circulars in this regard and as such there is no requirement to have a venue for the AGM. For details, please refer to the Notice of this AGM.

2. Financial Year 2022-23 (tentative)

Annual General Meeting : On or before September, 2023

Results for quarter ending : By 14th day of June 30, 2022 August, 2022

September 30, 2022 November, 2022

December 31, 2022 February, 2023

March 31, 2023 (Audited) : By 29th day of May, 2023

3. Dividend payment

In order to conserve resources, no dividend is recommended by the Board of Directors for the year ended 31.03.2022.

4. Listing on Stock Exchange

The Company's shares are listed at BSE Limited, 1st Floor, New Trading Ring, Rotunda Building, P J Towers, Dalal Street, Fort Mumbai - 400 001.

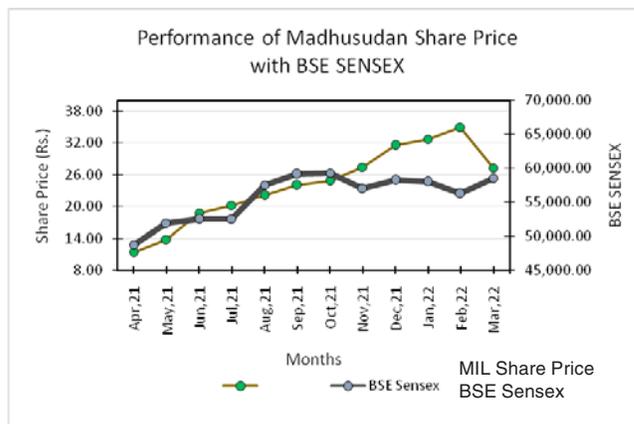
The company has paid listing fees for the year 2021-22 and 2022-23 to the Stock Exchange.

Listing details of the shares of the Company at the Stock Exchange is as under:

BSE Limited : Stock Code : 515059
Scrip ID : MADHUDIN

5. Share price at BSE Ltd.

Month	BSE	
	High (Rs.)	Low (Rs.)
April, 2021	12.50	10.00
May, 2021	14.48	10.76
June, 2021	22.84	12.58
July, 2021	23.40	17.95
August, 2021	22.95	17.30
September, 2021	33.15	22.65
October, 2021	26.45	23.00
November, 2021	34.00	23.80
December, 2021	33.70	26.55
January, 2022	42.50	29.25
February, 2022	37.55	28.60
March, 2022	35.80	27.10



6. Registrar and Share Transfer Agent

Entire Share Transfer and dematerialization / rematerialization job is assigned to MCS Share Transfer Agent Limited, a SEBI registered Registrar and Share Transfer Agent. Request for Share transfer, dematerialization and re-materialization should be sent directly to MCS Share Transfer Agent Limited, 201, Shatdal Complex, 2nd Floor, Opp. Bata Show Room, Ashram Road, Ahmedabad-380009 Contact No. 079- 26580461/ 462, Email: mcsstaahmd@gmail.com. Shareholders have option to open their accounts with either NSDL or CDSL as the Company has entered into agreements with both of these depositories.

7. Share Transfer System

In terms of Regulation 40(1) of SEBI Listing Regulations, as amended, securities can be transferred only in dematerialized form w.e.f. April 1, 2019, except in case of request received for transmission or transposition or re-lodgment of securities. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company. The Board has delegated the authority for approving transfer, transmission etc. to the Transfer Committee.

The Company obtains annually certificate from a Company Secretary in Practice confirming the issue of share certificates, sub-division, consolidation, transmission etc., and submits a copy thereof to the Stock Exchange in terms of Regulation 40(9) of SEBI Listing Regulations, 2015. Further, the Compliance Certificate under Regulation 7(3) of the SEBI Listing Regulations, 2015 confirming that all activities in relation to both physical and electronic share transfer facility are maintained by Registrar and Share Transfer Agent registered with the Securities and Exchange Board of India is also submitted to the Stock Exchange on yearly basis.

As per SEBI notification SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 read with SEBI Press Release dated 3rd December, 2018, the requests for effecting transfer of securities (except in case of transmission, transposition or re-lodgment of securities) is not being processed after 31st March, 2019, unless the securities are held in the dematerialized form with the depositories.

8. Information for Physical Shareholders

With reference to SEBI Circular dated 3rd November, 2021 read with SEBI Circulars dated 14th December, 2021 and 25th January, 2022 on Common and Simplified Norms for processing Investor's Service, shareholders holding shares in physical form, to furnish the following documents mandatorily to Company/ our Registrar & Share Transfer Agent (RTA) on urgent basis, failing which all such physical folios shall stand frozen with effect from April 1, 2023, by the RTA of the Company. The shareholders with frozen folio shall not be eligible to lodge grievance or avail service request from the RTA:

- 1) Valid PAN including of all Joint Shareholders duly linked with Aadhaar and KYC details (Form ISR-1)
- 2) Bank Account details (Bank Name, Branch, Bank Account No, IFSC Code and MICR code) (Form ISR-1)
- 3) Address with Pin code, Email id and Mobile Number (Form ISR-1)
- 4) Specimen Signature (Form ISR-2)
- 5) Registration of Nominee (Form No. SH-13) or Declaration for opting-out of Nomination (Form ISR-3)

Softcopy of the above forms are available on the website of the Company as well as website of the Registrar and Share transfer agent of the Company.

Necessary communication through letters have been sent to all the physical shareholders in this regard in the month of February, 2022.

Further all the shareholders who have not dematerialized their shares, are also advised to get their shares converted into Demat/electronic form to get inherent benefits of dematerialization. MADHUSUDAN INDUSTRIES LIMITED ISIN is INE469C01023.

For further queries, you can approach our Registrar and Share Transfer Agent (RTA) at: MCS Share Transfer Agent Limited (Unit: Madhusudan Industries Limited), 101, 1st Floor, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad-380009, Email-mcsstaahmd@gmail.com, Tel.: +91 79 26580461/62/63.

9. Distribution of Shareholding as on 31.03.2022.

Shares	No. of Shareholders	Total No. of Shares
1 – 500	5125	620127
501 – 1,000	149	124330
1,001 – 2,000	78	117603
2,001 – 3,000	27	70483
3,001 – 4,000	14	50236
4,001 – 5,000	17	79401
5,001 – 10,000	20	156181
10,001 – 50,000	17	315363
50,001 – 1,00,000	4	250884
1,00,001 And Above	9	3590392
Total	5460	5375000

10. Pattern of Shareholding as on 31.03.2022.

Sr. No.	Category	No. of Shares	(%) of Shares
1.	Promotors	30,14,401	56.08
2.	FI / Banks / Insurance Companies	74,402	1.38
3.	Mutual Funds/UTI	275	0.01
4.	NRIs	5,263	0.10
5.	Bodies Corporate	4,06,903	7.57
6.	Indian Public	18,73,756	34.86
	Total	53,75,000	100.00

11. Dematerialisation of Shares as on 31.03.2022

As on 31.03.2022, 93.53% of the Company's total shares representing 50,27,007 Shares were held in dematerialized form and the balance 6.47% representing 3,47,993 shares were in physical form.

The ISIN Number in NSDL and CDSL of Madhusudan Industries Limited is "INE469C01023".

12. Secretarial Audit for Reconciliation of Share Capital

Pursuant to SEBI (Depositories and Participants) Regulations, 2018, a practicing company secretary has carried out the Secretarial Audit for all the quarters of Financial Year 2021-22. The Audit Reports confirms that there is no discrepancy in the issued, listed and admitted capital of the Company.

13. There are no outstanding Global Depository Receipts or American Depository Receipts or warrants or convertible instruments in the Company.

14. The Company has not granted any loans to firms/ Companies in which Directors are interested during the year under review.

15. Plant Locations

Presently there is no operational plant of the Company.

The Company's Registered Office is situated at the following place:

Survey No. 359/B, 359/C, 361 & 362, Rakhial – 382315, Taluka – Dehgam, Dist. Gandhinagar.

16. Address for Correspondence

The Company's Registered Office is situated at Survey No. 359/B, 359/C, 361 & 362, Rakhial, Tal. – Dehgam, Dist. Gandhinagar – 382315. Shareholders' correspondence should be addressed either to the Registered Office of the Company as stated above or Ahmedabad Office at "Madhusudan House", Opp. Navrangpura Telephone Exchange, Ahmedabad – 380006 or to the Registrar and Share Transfer Agent, MCS Share Transfer Agent Limited, 201, Shatdal Complex, 2nd Floor, Opp. Bata Show Room, Ashram Road, Ahmedabad – 380009, Contact No. 079-26580462, Email: mcsstaahmd@gmail.com.

The Company has partly adopted non-mandatory requirements.

17. The Company has received Certificate from Parikh Dave & Associates, Practicing Company Secretaries certifying that none of the Directors on the Board of the Company have not been debarred or disqualified from being

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appointed or continuing as Directors of the Company by the Board/Ministry of Corporate Affairs or any such statutory Authority. Certificate forms part of the report.

18. During the F.Y. 2021-22 the company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of the Listing Regulations.
19. During the year, Total fees of Rs. 0.40 Lakhs have been paid to Statutory Auditors Shailesh Shah & Associates, Chartered Accountants, by the Company.
20. Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
 - a. Number of Complaints filed during the financial year. -NIL
 - b. Number of Complaints disposed of during the financial year. -NIL
 - c. Number of Complaints pending as on end of the financial year. -NIL

14) Other Disclosures

1. There were no transactions of material nature with the directors or the management or or relatives etc. during the year, which could have potential conflict with the interests of the Company at large. The Company does not have any subsidiary.
2. Disclosure of Accounting Treatment: These Financial Statements are prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) (Amendment) Rules, 2016 notified under Section 133 of the Companies Act, 2013 (the 'Act') and other relevant provisions of the Act. The Financial Statements up to and for the year ended 31st March, 2022 were prepared to comply in all material aspects with the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Act. The previous year figures have been regrouped/reclassified or restated, so as to make the figures comparable with the figures of current year.
3. There were no instances of non-compliance, penalty or strictures imposed on the Company by Stock Exchanges, SEBI or other statutory authority of any matter related to the capital market, during the last three years.
4. Vigil Mechanism (Whistle Blower Policy): The Company has implemented a Vigil Mechanism (Whistle Blower Policy) and is posted on the Company's website i.e. www.madhusudan-india.com and no person is denied access to the Audit Committee.

5. The Company has partly adopted non-mandatory requirements. The Company has voluntary complied with major and important provisions of corporate governance requirements specified in regulation 17 to 27 and clause (b) to (i) of Sub regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The company has no managing director. The Company is having unmodified audit opinion and the Internal Auditor reports directly to the audit committee. The Company is complying with applicable Secretarial Standards.

6. The Company does not has any subsidiary.

7. Related Party Transactions

All transactions entered into with Related parties as defined under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year were in the ordinary course of business and on an arm's length basis and approved by the Audit Committee and the Board of Directors. There were no materially significant transactions with related parties during the financial year which were in the conflict of interest of the Company. The board have approve the Related party Transaction policy of the Company and it has been uploaded on the website of the Company i.e. www.madhusudan-india.com.

8. Commodity Risk or Foreign Exchange Risk : The Company is not dealing in any activity which may have commodity price risk or Foreign Exchange risk or undertaken hedging activities.
9. There is no instance where the Board has not accepted any recommendation of any committee of the Board, which is mandatorily required during the financial year 2021-22.
10. CEO and CFO certification
As per Regulation 17(8) and Part - B of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a certificate from CEO and CFO has been obtained.
11. The Company has no unclaimed shares, as the Company has not offered/issued any shares to the public since 1993.

For and on behalf of the Board of Directors,
Madhusudan Industries Limited

Ahmedabad
26th April, 2022

Rajesh B. Shah
Chairman
(Non-Executive Director)
(DIN : 00607602)

C E R T I F I C A T E

To,
The Members,
MADHUSUDAN INDUSTRIES LIMITED
CIN: L29199GJ1945PLC000443

We have examined relevant registers, records, forms, returns and disclosures in respect of the Directors of **MADHUSUDAN INDUSTRIES LIMITED** (the Company) having its registered office situated at Survey No. 359/B, 359/C, 361 & 362, Tal.: Dehgam, Rakhial-382315, Gujarat which were produced before us by the Company for the purpose of issuing a certificate as stipulated in Regulation 34 (3) read with Clause (10) (i) of Part C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time.

In our opinion and to the best of our information and on the basis of the verification of the above stated documents (including the status of Directors Identification Number - DIN at the portal of Ministry of Corporate Affairs - MCA www.mca.gov.in), we hereby certify that none of the Directors on the Board of the Company as on 31.03.2022 have been debarred or disqualified from being appointed or continuing as a Directors of the Company by the Board i.e. Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA) or any such statutory authority.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the Management of the Company. Our responsibility is to express an opinion on the basis of verification of documents produced before us and made available to us.

FOR PARIKH DAVE & ASSOCIATES
COMPANY SECRETARIES
ICSI Unique Code No.: P2006GJ009900
Peer review Certificate No.: 796/2020

UMESH G. PARIKH
PARTNER

FCS No.: 4152 C. P. No.: 2413
UDIN: F004152D000210688

Place : Ahmedabad
Date : 26th April, 2022

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
MADHUSUDAN INDUSTRIES LIMITED
CIN: L29199GJ1945PLC000443

We have examined all relevant records of **MADHUSUDAN INDUSTRIES LIMITED** for the purpose of certifying compliance of conditions of Corporate Governance as stipulated under para C and D of Schedule V read with Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended on March 31, 2022.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company. This certificate is neither an assurance as to the further viability of the Company nor of the effectiveness with which the management has conducted the affairs of the Company.

On the basis of the examination of the records produced (including receipt of documents by way of electronic means on account of ongoing pandemic of Covid - 19), explanations and information furnished, we certify that the Company has generally complied with the mandatory conditions of the Corporate Governance as stipulated in para C of Schedule V read with Regulation 34 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Since the paid-up share capital and net worth of the Company do not exceed Rupees Ten Crore and Rupees Twenty-Five Crore respectively as on the last day of previous financial year, the compliance with the Corporate Governance provisions as specified in Regulation 17 to 27 and Clauses (b) to (i) and (t) of Regulation 46(2) and para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, shall not apply to the Company. However, as a good corporate governance practice, the Company has been complying with the aforesaid provisions / regulations voluntarily.

This certificate is issued solely for the purpose of complying with the aforesaid regulations and may not be suitable for any other purpose.

FOR PARIKH DAVE & ASSOCIATES
COMPANY SECRETARIES
ICSI Unique Code No.: P2006GJ009900
Peer review Certificate No.: 796/2020

Place : Ahmedabad
Date : 26th April, 2022

UMESH PARIKH
PARTNER
FCS No.: 4152
C. P. No.: 2413
UDIN: F004152D000210798

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE
COMPANY'S CODE OF CONDUCT**

This is to certify that the Company has laid down Code of Conduct for Board Members and Senior Management of the Company.

In terms of the requirement of Part D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to confirm that all members of the Board and the Senior Management Personnel have affirmed compliance with Code of Conduct for the year ended 31st March, 2022.

For **Madhusudan Industries Limited**

Place : Ahmedabad
Date : 26th April, 2022

Thomas Koshy
Chief Executive Officer

Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022

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

To,
The Members,
MADHUSUDAN INDUSTRIES LIMITED
CIN: L29199GJ1945PLC000443
Survey No. 359/B, 359/C, 361 & 362,
Tal.:Dehgam, Rakhial - 382315

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives whether electronically or otherwise during the conduct of secretarial audit; we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2022 according to the provisions of:

- 1) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- 2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- 3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- 4) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (During the year under review not applicable to the Company);
- 5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - Not applicable during the year under review;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (up to 12th August, 2021) and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (with effect from 13th August, 2021)- Not applicable during the year under review;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (up to 16th August 2021) - Not applicable during the year under review;
 - (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 (up to 9th June 2021) and The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (with effect from 10th June 2021)-Not applicable during the year under review;
 - (h) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 - Not applicable during the year under review;
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (j) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (with effect from 16th August 2021)- Not applicable during the year under review;

We have also examined compliance with the applicable Standards / Clauses / Regulations of the following:

- (i) Secretarial Standards issued by The Institute of the Company Secretaries of India (ICSI) and made effective from time to time.
- (ii) The Uniform Listing Agreement entered into by the Company with BSE Limited (BSE).

Since the paid-up share capital and net worth of a Company do not exceed Rupees Ten Crore and Rupees Twenty Five Crore respectively as on the last day of previous financial year, the compliance with the Corporate Governance provisions as specified in Regulation 17 to 27 and Clauses (b) to (i) and (t) of Regulation 46(2) and para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements)

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Regulations, 2015, shall not apply to the Company for the financial year 2021-22. However, as a good corporate governance practice, the Company has been complying with the majority of the aforesaid provisions / regulations voluntarily.

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

We further report that:

During the audit period under review there were no specific laws which were exclusively applicable to the Company / Industry. However, having regard to the compliance system prevailing in the Company and on examination of relevant documents and records in pursuance thereof on test - check basis, the Company has generally complied with the material aspects of the following significant laws applicable to the Company:

1. The Indian Contract Act, 1872
2. Registration Act, 1908
3. The Bombay Stamp Act, 1958

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 including Women Independent Director. The changes in the Board that took place during the year under review were carried out in compliance of the provisions of Act.

Except in case of meetings convened at shorter notice, 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 meetings of Board of Directors/ Committees of the Company were carried unanimously. We were informed that there were no dissenting views of the members on any of the matters during the year that were required to be captured and recorded as part of the minutes.

We further report that:

Based on the review of compliance mechanism established by the Company, the information provided by the Company, its officers and authorized representatives during the conduct of the audit and compliance certificate(s) placed before the Board Meetings, we are of the opinion that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable general laws, rules, regulations and guidelines.

We further report that:

The Compliance by the Company of the applicable financial laws like Direct and Indirect Tax laws, has not been reviewed in this Audit since the same have been subject to the review by the Statutory Auditors and other designated professionals.

We further report that:

During the Audit period under review, there were no other instances of:

- a) Public/Right issue of shares/ debentures/sweat equity etc.
- b) Redemption / buy-back of securities.
- c) Obtaining the approval from shareholders under Section 180 of the Companies Act, 2013.
- d) Merger / amalgamation / reconstruction, etc.
- e) Foreign technical collaborations.

**FOR PARIKH DAVE & ASSOCIATES
COMPANY SECRETARIES
ICSI UNIQUE CODE NO.: P2006GJ009900
PEER REVIEW CERTIFICATE NO.: 796/2020**

**Place : Ahmedabad
Date : 26th April, 2022**

**UMESH PARIKH
PARTNER
PRACTICING COMPANY SECRETARY
FCS No. 4152
C P No. 2413
UDIN: F004152D000210765**

Notes:

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

ANNEXURE - A

To,
The Members,
MADHUSUDAN INDUSTRIES LIMITED
CIN: L29199GJ1945PLC000443

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 process 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 process and practices followed by us provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

FOR PARIKH DAVE & ASSOCIATES
COMPANY SECRETARIES
ICSI UNIQUE CODE NO.: P2006GJ009900
PEER REVIEW CERTIFICATE NO.: 796/2020

Place : Ahmedabad
Date : 26th April, 2022

UMESH PARIKH
PARTNER
PRACTICING COMPANY SECRETARY
FCS No. 4152
C P No. 2413
UDIN: F004152D000210765

Independent Auditors' Report

To,
The Members of **Madhusudan Industries Limited**

Report on the Audit of Financial Statements

Opinion

We have audited the accompanying financial statements of **Madhusudan Industries Limited** ("the Company"), which comprise the Balance Sheet as at 31st March 2022, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, of the state of affairs (financial position) of the Company as at 31st March, 2022, and its profit, (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis of Opinion

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

Information other than the Financial Statements and Auditor's Report thereon

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

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

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

Responsibilities of Management and Those Charged with Governance for the Financial Statements

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

including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Those 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 Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for explaining our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

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

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 reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

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

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

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

- d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under section 133 of the Act.
- e) On the basis of the written representations received from the directors as on 31st March 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in financial statements – Refer note no. 25 to the financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. (a) The Company's Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (b) The Company's Management has represented, that to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (c) Based on the audit procedures that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-section (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

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- v. The company has not declared or paid any dividend during the year and has not proposed final dividend for the year.

For, Shailesh Shah & Associates
Chartered Accountants
ICAI Firm Reg. No. 109877W

CA. Shailesh A. Shah
Proprietor

Place : Ahmedabad
Date : 26th April, 2022

Membership No. 32205
UDIN: 22032205AHUSQL6127

Annexure – A to Independent Auditors' Report

Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date to the members of **MADHUSUDAN INDUSTRIES LIMITED** on the financial statements as of and for the year ended 31st March 2022.

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

1. In respect of its Property, Plant and Equipment:

- (a) The company has maintained proper records, showing full particulars including quantitative details and situation of its Property, Plant and Equipment.
- (b) As explained to us, Property, Plant and Equipment have been physically verified by the management at reasonable intervals in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and the nature of its assets. No material discrepancies between the book records and the physical inventory have been noticed in respect of the assets physically verified.
- (c) The title deeds of immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of lessee) disclosed in the financial statements are held in the name of the company.
- (d) The Company has not revalued any of its Property, Plant and Equipment during the year.
- (e) No proceedings have been initiated during the year or are pending against the Company as at 31st March, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

2. As explained to us, the company does not hold any physical inventories during the year. Thus paragraph 3(ii) (a) and (b) of the Order are not applicable to the Company.
3. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loan, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties during the year. Thus paragraph 3(iii) (a), (b), (c), (d), (e) and (f) of the Order are not applicable to the Company.
4. According to the information and explanations given to us, the company has complied with the provisions of Section 185 and 186 of the Act, wherever applicable, in respect of loans, investments, guarantees and securities given by the company.

5. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit from the public in accordance with the provisions of Section 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.

6. In our opinion and according to the information and explanations given to us, the company is not required to maintain cost records specified by the Central Government under sub-section (1) of section 148 of the Act.

7. (a) According to the records of the company, undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other statutory dues have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st of March 2022 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, following disputed statutory dues have not been deposited on account of disputed matters pending before appropriate authorities are as under:

Sr. No.	Name of Statute	Nature of Dues	Forum where dispute is pending	Amount Rs. (Lakhs)
1	Gujarat Sales Tax Act	Sales-tax	Honourable Gujarat High Court	139.34

8. According to the information and explanations given to us and based on our examination of the records of the Company, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

9. The company does not have any loans or borrowings from any lender during the year. Accordingly, paragraph 3(ix)(a), (b), (c), (d), (e) and (f) of the order are not applicable.

10. (a) The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments). Accordingly, the provisions of Clause 3(x)(a) of the Order are not applicable to the Company.

- (b) The Company has not made any preferential allotment or private placement of shares or debentures (fully, partially or optionally convertible). Accordingly, the provisions of Clause 3(x)(b) of the Order are not applicable to the Company.

11. (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company has been noticed or reported during the year.

- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

- (c) No whistle blower complaints were received by the Company during the year.

Annexure – B to Independent Auditors’ Report

Referred to in paragraph (f) under ‘Report on Other Legal and Regulatory Requirements’ Section of our Report of even date to the members of **MADHUSUDAN INDUSTRIES LIMITED** on the financial statements for the year ended 31st March 2022.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **MADHUSUDAN INDUSTRIES LIMITED** (“the Company”) as of March 31, 2022 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 (the “Guidance Note”). 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 Act.

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 and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to and 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 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, 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.

12. As explained to us, the company does not hold any physical inventories during the year. Thus paragraph 3(xii) (a), (b) and (c) of the Order are not applicable to the Company.
13. According to the information and explanations given to us, all transactions with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable and the details have been disclosed in the Financial Statements as required by the applicable Indian Accounting Standards.
14. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
(b) We have considered, the internal audit reports for the year under audit, issued to the Company, in determining the nature, timing and extent of our audit procedures.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him and hence provisions of section 192 of the Act are not applicable.
16. (a) According to information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi)(a), (b) and (c) of the Order are not applicable to the Company.
(b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
17. The Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
18. There has been no resignation of the statutory auditors of the Company during the year.
19. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
20. According to the information and explanations given to us and based on our examination of the records of the Company, provision of section 135 of the Act for Corporate Social Responsibility (CSR) is not applicable to company and hence reporting under clause 3(xx)(a) and (b) of the Order is not applicable for the year.
21. The provision of Clause 3(xxi) of the Order is not applicable to the Company as company does not have any subsidiary or associates.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable details, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorities 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.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2022, based on the internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For, Shailesh Shah & Associates

Chartered Accountants

ICAI Firm Reg. No. 109877W

CA. Shailesh A. Shah

Proprietor

Membership No. 32205

UDIN: 22032205AHUSQL6127

Place : Ahmedabad
Date : 26th April, 2022

Balance Sheet as at 31st March, 2022

Particulars	Note No.	(Rs. In thousand)	
		As at 31 st March, 2022 Rs.	As at 31 st March, 2021 Rs.
ASSETS			
(A) Non-current assets:			
(1) Property, Plant and Equipment	2	20,226.38	20,187.36
(2) Financial Assets			
(a) Investments	3	99,363.87	87,484.20
(b) Others Financial Assets	4	639.28	651.88
(3) Other non-current assets	5	2,024.78	2,024.78
(B) Current assets			
(1) Financial Assets			
(a) Investments	6	50,583.93	41,624.22
(b) Trade receivables		-	-
(c) Cash and cash equivalents	7	3,468.06	5,420.76
(d) Bank balances other than (c) above	8	53,584.69	43,635.71
(e) Loans	9	28,113.43	25,711.36
(2) Current Tax Assets (Net)	10	2,329.72	1,894.40
(3) Other current assets	11	2,504.12	2,881.35
TOTAL ASSETS		<u>2,62,838.26</u>	<u>2,31,516.02</u>
EQUITY AND LIABILITIES			
(A) EQUITY			
(1) Equity Share capital	12	26,875.00	26,875.00
(2) Other Equity	13	2,08,905.58	1,84,173.56
(B) LIABILITIES			
(1) Non-current liabilities			
(a) Financial Liabilities			
Other financial liabilities	14	2,029.16	2,029.16
(b) Provisions	15	135.71	136.90
(c) Deferred tax liabilities (Net)	16	22,225.31	15,859.78
(2) Current liabilities			
(a) Financial Liabilities		-	-
(b) Other current liabilities	17	225.44	187.58
(c) Provisions	18	2,442.06	2,254.04
TOTAL EQUITY AND LIABILITIES		<u>2,62,838.26</u>	<u>2,31,516.02</u>
Summary of significant accounting policies	1		

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached
For and on behalf of
Shailesh Shah & Associates
ICAI Firm Registration No. 109877W
Chartered Accountants
C. A. Shailesh A. Shah
Proprietor
Membership No. 32205

Thomas Koshy
C.E.O.

Tarun Panchal
C.F.O.

Mitushi Darji

Company Secretary
Mem. No. ACS 66466

Rajesh B. Shah (DIN : 00607602) Chairman
P. K. Shashidharan (DIN : 06506263) Director
P. C. Surana (DIN : 06508125) Director
Rutva Acharya (DIN : 06933478) Director
Yogendra Jhaveri (DIN : 09158111) Director
Daarrpan Shah (DIN : 09449828) Director

Place : Ahmedabad
Date : 26th April, 2022

Place : Ahmedabad
Date : 26th April, 2022

Statement of Profit and Loss for the year ended 31st March, 2022

Particulars	Note No.	(Rs. In thousand)	
		For the year ended 31 st March, 2022 Rs.	For the year ended 31 st March, 2021 Rs.
Incomes			
Revenue From Operations	19	10,766.10	9,131.36
Other Income	20	31,420.26	49,310.83
Total Income		<u>42,186.36</u>	<u>58,442.19</u>
Expenses			
Employee benefits expense	21	4,886.72	5,312.88
Finance costs		-	-
Depreciation and amortization expense	2	1,124.79	1,001.68
Other expenses	22	3,438.30	4,275.39
Total expenses		<u>9,449.81</u>	<u>10,589.95</u>
Profit/(loss) before exceptional items and tax		<u>32,736.55</u>	<u>47,852.24</u>
Exceptional Items		-	-
Profit/(loss) before tax		<u>32,736.55</u>	<u>47,852.24</u>
Tax expenses:			
Current tax		1,432.00	1,500.00
Deferred tax		6,417.62	10,519.42
Profit/(loss) for the period		<u>24,886.93</u>	<u>35,832.82</u>
Other Comprehensive Income			
A (i) Items that will not be reclassified to profit or loss		(206.99)	121.73
(ii) Income tax relating to items that will not be reclassified to profit or loss		52.09	(31.65)
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
Total Comprehensive Income for the period		<u>24,732.03</u>	<u>35,922.90</u>
Earnings per equity share			
(1) Basic		4.63	6.67
(2) Diluted		4.63	6.67

See accompanying notes to the financial statements

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

For and on behalf of

Shailesh Shah & Associates

ICAI Firm Registration No. 109877W

Chartered Accountants

C. A. Shailesh A. Shah

Proprietor

Membership No. 32205

Place : Ahmedabad

Date : 26th April, 2022

Thomas Koshy
C.E.O.

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Company Secretary
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Rajesh B. Shah

P. K. Shashidharan

P. C. Surana

Rutva Acharya

Yogendra Jhaveri

Daarrpan Shah

(DIN : 00607602) Chairman

(DIN : 06506263) Director

(DIN : 06508125) Director

(DIN : 06933478) Director

(DIN : 09158111) Director

(DIN : 09449828) Director

Place : Ahmedabad

Date : 26th April, 2022

Statement for changes in Equity for the period ended on 31st March, 2022
(Equity Share Capital and Other Equity (Refer Note 12 & 13))

(Rs. In thousand)

A. Equity Share Capital

Particulars	No. of Shares	Amount (Rs.)
Balance at the beginning of the reporting period	5,375.00	26,875.00
Changes in equity share capital due to prior period errors	-	-
Restated balance at the beginning of the reporting period	5,375.00	26,875.00
Changes in equity share capital during the year	-	-
Balance at the end of the reporting period	5,375.00	26,875.00

B. Other Equity

Particulars	Reserves and Surplus		Other Comprehensive Income Rs.	Total Other Equity Rs.
	General Reserves Rs.	Retained Earnings Rs.		
Balance as on 1st April, 2020	1,71,130.71	(22,270.82)	(609.22)	1,48,250.67
Profit for the year	-	35,832.82	-	35,832.82
Remesurement of Defined Benefit Plan	-	-	90.07	90.07
Balance as on 31st March, 2021	1,71,130.71	13,562.00	(519.15)	1,84,173.56
Profit for the year	-	24,886.92	-	24,886.92
Remesurement of Defined Benefit Plan	-	-	(154.90)	(154.90)
Balance as on 31st March, 2022	1,71,130.71	38,448.92	(674.05)	2,08,905.58

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached
For and on behalf of
Shailesh Shah & Associates
ICAI Firm Registration No. 109877W
Chartered Accountants
C. A. Shailesh A. Shah
Proprietor
Membership No. 32205

Thomas Koshy
C.E.O.

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Company Secretary
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Rutva Acharya (DIN : 06933478) Director
Yogendra Jhaveri (DIN : 09158111) Director
Daarrpan Shah (DIN : 09449828) Director

Place : Ahmedabad
Date : 26th April, 2022

Place : Ahmedabad
Date : 26th April, 2022

Cash Flow Statement for the year ended 31st March, 2022

Particulars	(Rs. In thousand)			
	Year ended 31 st March, 2022		Year ended 31 st March, 2021	
	Rs.	Rs.	Rs.	Rs.
A. Cash flow from operating activities				
Profit before tax		32,736.55		47,852.23
Adjusted for				
- Depreciation and amortisation expense	1,124.79		1,001.68	
- Interest Income	(4,594.73)		(5,206.42)	
- Dividend Income	(273.56)		(33.69)	
- Profit on Sale of Investments	(79.91)		(62.03)	
- Premium Expenses on Securities	150.35		261.71	
- Net Gain / Loss arising on Financial Assets measured at Fair Value through Profit and Loss (FVTPL)	(26,205.51)		(44,002.47)	
- Provision for Impairment in Value of Investment	361.02		2,045.66	
- (Profit) / Loss on Sale of Property, Plant & Equipment (Net)	(266.55)		-	
		(29,784.10)		(45,995.56)
Operating profit before working capital changes		2,952.45		1,856.67
Adjustments for changes in working capital				
- Trade Receivable	-		-	
- Financial Assets	(12,338.45)		(6,041.16)	
- Other Assets	377.23		121.88	
- Other Liabilities	(169.13)		100.97	
- Provisions	186.82		(77.36)	
		(11,943.53)		(5,895.67)
Cash generated from Operating Activities		(8,991.08)		(4,039.00)
Direct taxes paid (Net of Refund)		(1,867.31)		(360.05)
Net Cash From Operating Activities		(10,858.39)		(4,399.05)
B. Cash flow from Investing activities				
Purchase of Property, Plant & Equipment	(1,218.99)		-	
Sale of Property, Plant & Equipment	321.73		-	
Sale of Non-Current Investments	9,500.00		100.30	
Purchase of Current Investments	(8,300.00)		-	
Sale of Current Investments	3,734.65		307.66	
Interest received	4,594.73		5,206.42	
Dividend received	273.56		33.69	
Net Cash Used in Investing Activities		8,905.68		5,648.07
C. Cash flow from financing activities				
Net Changes in Cash & Cash Equivalents (A+B+C)		(1,952.71)		1,249.02
Cash & Cash Equivalents - Opening Balance		5,420.76		4,171.74
Cash & Cash Equivalents - Closing Balance		3,468.05		5,420.76

As per our report of even date attached

For and on behalf of

Shailesh Shah & Associates

ICAI Firm Registration No. 109877W

Chartered Accountants

C. A. Shailesh A. Shah

Proprietor

Membership No. 32205

Thomas Koshy
C.E.O.**Tarun Panchal**
C.F.O.**Mitushi Darji**Company Secretary
Mem. No. ACS 66466**Rajesh B. Shah** (DIN : 00607602) Chairman**P. K. Shashidharan** (DIN : 06506263) Director**P. C. Surana** (DIN : 06508125) Director**Rutva Acharya** (DIN : 06933478) Director**Yogendra Jhaveri** (DIN : 09158111) Director**Daarrpan Shah** (DIN : 09449828) DirectorPlace : Ahmedabad
Date : 26th April, 2022Place : Ahmedabad
Date : 26th April, 2022

1. Significant Accounting Policies and other Explanatory Information to the Financial Statements for the Financial Year ended 31st March, 2022

1. Corporate Information

MADHUSUDAN INDUSTRIES LIMITED (the “Company”) is a public limited company domiciled in India having its registered office situated at Survey No. 359 / B, 361 & 362, Rakhial, Pin 382 315, Taluka Dehgam, Dist. Gandhinagar, India. The Company was incorporated on 27th August 1945, under the provisions of the Companies Act, 1918 of Baroda State applicable in India and its equity shares are listed on the BSE Limited. The Company is engaged presently in the business of Renting of properties and providing ancillary services.

2. Basis of Preparation of Financial Statements

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention method on accrual basis except for certain financial instruments which are measured at fair values. The Ind AS are prescribed under Section 133 of the Companies Act, 2013 (Act) read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules 2016.

3. Use of Estimates

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

The company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables, loans and other financial and non-financials assets and liabilities. The impact of COVID-19 on the Company’s financial statements may differ from that estimated as at the date of approval of these financial statements

4. Significant Accounting Policies

A. Revenue Recognition

Revenue is recognized on a fair value basis to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Rendering of Services

Revenue from services are recognized as they are rendered based on arrangements with the customers.

Interest Income

For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset.

Dividend Income

Dividend income is recognized when the Company’s right to receive such dividend is established.

B. Property, Plant and Equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by management.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is included in the Statement of Profit or Loss when the asset is derecognized.

The Company had elected to continue with the carrying value of all its property, plant and equipment recognized as on 1st April 2016 measured as per previous GAAP as deemed cost on the date of transition.

Depreciation is calculated on cost of items of property, plant and equipment (other than freehold land) less their estimated residual values over their estimated useful lives using the straight-line method for plant & Machinery and written down value method for all other property, plant and equipment and is generally recognized in the statement of profit and loss.

Useful lives have been determined in accordance with Schedule II to the Companies Act, 2013. The residual values are not more than 5% of the original cost of the asset.

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

C. Intangible Assets

Intangible assets are stated at acquisition cost and other cost incurred, which is attributable to preparing the asset for its intended use, less accumulated amortization and accumulated impairment losses, if any. Intangible assets (Computer Software) with finite lives are amortised over the useful economic life (not exceeding five years) and assessed for impairment whenever there is an indication that the intangible asset may be impaired.

An item of intangible assets is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on recognition of the asset is included in the Statement of Profit or Loss when the asset is derecognized.

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

D. Leases

Leases where significant portion of risk and reward of ownership are retained by the lessor, are classified as operating leases and lease payments are recognized as an expense on a straight line basis in Statement of Profit and Loss over the lease term.

Finance leases that transfer substantially all of the risks and benefits incidental to ownership of the leased item, are capitalized at commencement of the lease at the fair value of the leased property or, if lower, at the present value of the minimum lease liability so as to achieve a constant rate of interest on the remaining balance of liability. Finance charges are recognized in finance cost in the statement of profit and loss.

E. Current versus Non-Current Classification

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

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A Liability is current when:

- Expected to be settled in normal operating cycle
- Held primarily for the purpose of trading
- Due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

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

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalent. The Company has identified twelve months as its operating cycle.

F. Measurement of Fair Value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an ordinary transaction between market participants at the measurement date. The fair value measurement is based in the presumption that the transaction to sell the asset or transfer to liability takes place either :

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

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

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

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

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

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

Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 – input for the asset or liability that are not based on observable market data (unobservable inputs).

G. Financial Instruments

I. Initial Recognition and Measurement

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

II. Subsequent Measurement

A. Non-Derivative Financial instruments

a. Financial Assets Carried at Amortised Cost

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

b. Financial Assets at Fair Value Through Other Comprehensive Income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

c. Financial Assets at Fair Value Through Profit or Loss

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

The company has made an irrevocable election for its Non-current and Current investments which are classified as equity instruments to present the subsequent changes in fair value in statement of profit and loss on its business model. Further in cases where the Company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in statement of profit and loss account

d. Financial Liabilities

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

III. Derecognition of Financial instruments

The company derecognizes a financial asset when the contractual right to receive the cash flows from the financial asset expire or it transfers the financial asset.

A financial liability is derecognized when the obligation under the liability is discharged, cancelled or expires.

H. Foreign Currency

· Functional Currency

Financial statements of the Company's are presented in Indian Rupees, which is the functional currency.

· Transactions and Translations

Foreign-currency denominated monetary assets and liabilities are translated into the relevant functional currency at exchange rates in effect at the balance sheet date. The gains or losses resulting from such translations are included in the Statement of Profit and Loss. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of the transaction. Transaction gain or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gain and losses are presented in the statement of profit and loss on net basis within other gains / (losses).

I. Borrowing Costs

Borrowing costs, directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use, are capitalized as part of the cost of the respective asset. All other borrowing costs are charged in the period, in which they occur in the statement of profit and loss.

J. Employee Benefits

Short term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss for the period in which the related service is rendered.

Post-employment and other long term employee benefits are recognized as an expense in the Statement of Profit and Loss for the period in which the employee has rendered services. The expense is recognized at the present value of the amounts payable determined using actuarial valuation techniques. Gains and losses through re-measurements of the net defined benefit liability / (assets) are recognized in other comprehensive income. The actual return of the portfolio of plan assets, in excess of the yields computed by applying the discount rate used to measure the defined benefit obligation is recognized on other comprehensive income. The effects of any plan amendments are recognized in the statement of profit and loss.

K. Income Tax

Income tax comprises current and deferred income tax. It is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income.

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income-tax Act, 1961.

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the year in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent there is reasonable certainty that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. The company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

L. Earning Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity Share holders of the Company by the weighted average number of equity shares outstanding during the period.

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

M. Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognized but are disclosed in the notes to the financial statements. A contingent asset is neither recognized nor disclosed if inflow of economic benefit is probable.

N. Impairment

I. Financial Assets

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

II. Non-Financial Assets

Intangible Assets and Property, Plant and Equipment

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

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognized for the asset in prior years.

O. Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the Balance Sheet.

P. Cash Flow Statement

Cash flows are reported using the indirect method whereby the profit before tax is adjusted for the effect of the transactions of a non cash nature, any deferral or accruals of past and future operating cash receipts or payments and items of income or expense associated with investing or financing cash flows. The cash flows from operating, investing and financial activities of the Company are segregated.

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Particulars	(Rs. In thousand)			
	As at 31 st March 2022 Rs.	As at 31 st March 2021 Rs.		
3 INVESTMENTS				
Non- Current Investments				
Quoted Equity Instruments	98,930.98	77,442.45		
Quoted Preference Shares	0.34	0.34		
Unquoted Equity Instruments	23.80	23.80		
Unquoted Mutual Funds	376.75	335.26		
Unquoted Debentures & Bonds	-	9,650.35		
Unquoted Government Securities	32.00	32.00		
Current Investments				
Mutual Funds	-	-		
Total Investments	<u>99,363.87</u>	<u>87,484.20</u>		
Market Value of Quoted Investments	1,03,466.94	81,617.38		
Aggregate amount of Unquoted Investments	434.55	10,043.40		
Aggregate amount of Quoted Investments	98,930.98	77,442.45		
Aggregate Amount of Impairment in Value of Investments	4,537.96	4,176.93		
Non-Current Investments				
Quoted Equity Instruments				
Carried at Fair Value through Other Comprehensive Income In fully paid Equity Shares of Rs. 10/- each				
As at	As at			
31.03.2022	31.03.2021			
192	(192)	Aditya Birla Fashion Ltd	57.98	38.64
77	(77)	Aditya Birla Capital Ltd	8.29	9.20
1,000	(1,000)	Clutch Auto Ltd	-	-
300	(300)	Dynamatic Forgings India Ltd	-	-
69	(69)	Eurotex Ltd	0.92	0.48
10	(10)	Euro Ceramics Ltd	0.01	0.01
200	(200)	Gujarat Refractories Ltd	-	-
50	(50)	Hanuman Tea Co Ltd	-	-
400	(400)	I G Petro Ltd	280.48	165.68
200	(200)	Lan Esseda Software Systems Ltd	-	-
10	(10)	Nitco Ltd	0.23	0.19
300	(300)	Orkey Silk Mills Ltd	-	-
100	(100)	Orient Bell Ltd	50.55	20.41
670	(670)	Premier Ind. (India) Ltd	-	-
1572	(1,572)	Reliance Industries Ltd	4,140.57	3,149.03
1700	(1,700)	SREI Infrastructure Finance Ltd	8.67	8.60
36	(36)	Ultra Tech Cement Ltd	237.68	242.54
1000	(1,000)	Unicorn Organics Ltd	-	-
200	(200)	Western India Sugar & Chem Ltd	-	-
200	(200)	XLO Machine Ltd	-	-
145	(145)	Tata Communications Ltd	178.08	154.07
145	(145)	Hemisphere Properties India Ltd	16.58	19.89
400	(400)	Melstar Information Tech Ltd	1.32	0.76
150	(150)	Avenue Super Marts Limited	599.92	428.11
1500	(1,500)	Ujjivan Financial Services Ltd	152.55	315.90
1112	(1,112)	Entegra Ltd	-	-
150	(150)	MW Unitex Ltd	-	1.50
			<u>5,733.83</u>	<u>4,555.01</u>
In fully paid Equity Shares of Rs. 5/- each				
18,065	(18,065)	Cera Sanitaryware Ltd	89,869.76	70,532.08
300	(300)	Shree Rama Multi-Tech Ltd	3.95	3.00
			<u>89,873.71</u>	<u>70,535.08</u>

Particulars			(Rs. In thousand)	
	As at 31.03.2022	As at 31.03.2021	As at 31 st March 2022 Rs.	As at 31 st March 2021 Rs.
In fully paid Equity Shares of Rs. 2/- each				
405	(405)	Larsen & Toubro Ltd	715.82	574.43
415	(415)	HSIL Limited	122.96	63.70
415	(415)	Somany Home Innovation Limited	150.64	112.94
500	(500)	Somany Ceramics Ltd	323.83	212.73
1000	(1,000)	West Coast Paper Mills Ltd	334.15	240.15
55	(55)	Grasim Ltd	91.56	79.87
1400	(1,400)	Radico Khaitan Ltd.	1,242.08	785.12
145	(145)	Bajaj Finance Limited	1,052.57	746.59
2500	(2,500)	Diary Den Ltd	-	-
			<u>4,033.61</u>	<u>2,815.53</u>
In fully paid Equity Shares of Re. 1/- each				
2,000	(2,000)	Electro Steel & Casting Ltd	79.00	50.00
86	(86)	Zee Entertainment Enterprises Ltd	24.79	17.47
20	(20)	Siticable Network Ltd	0.06	0.02
18	(18)	Zee News Ltd	0.30	0.12
5	(5)	Diligent Media Corporation Ltd	0.01	0.00
23	(23)	Dish TV India Ltd	0.38	0.21
11	(11)	Zee Learn Ltd	0.14	0.11
1,600	(1,600)	Tata Consumer Products Ltd.	1,243.60	1,021.60
1,000	(1,000)	Eicher Motors Ltd.	2,457.15	2,603.75
20	(20)	Kajaria Ceramics Ltd	20.36	18.48
			<u>3,825.79</u>	<u>3,711.76</u>
			<u>(4,535.96)</u>	<u>(4,174.93)</u>
			<u>98,930.98</u>	<u>77,442.45</u>
Less: Impairment of Investments				
Quoted Preference Shares				
In fully paid Preference Shares of Rs. 10/- each				
180	(180)	Zee Entertainment Enterprises Ltd	0.34	0.34
			<u>0.34</u>	<u>0.34</u>
Unquoted Equity Instruments				
In fully paid Equity Shares of Rs. 10/- each (Unquoted)				
2380	(2380)	Alipore Terrace Maintenance Pvt. Ltd	23.80	23.80
			<u>23.80</u>	<u>23.80</u>
Unquoted Mutual Funds				
In Units of Mutual Funds of Rs. 10/- each				
1900	(1,900)	UTI Equity Fund	316.14	281.55
1,427	(1,427)	UTI Master Share Fund	60.61	53.71
			<u>376.75</u>	<u>335.26</u>
Unquoted Debentures & Bonds				
In Fully paid Non - Convertible Debentures				
40	(40)	Western India Sugar & Chem Ltd of Rs. 50/- each	2.00	2.00
			<u>2.00</u>	<u>2.00</u>
In Bonds				
0	(9500)	8.20% Power Finance Corporation Ltd. (Tax Free)	-	9,650.35
			-	9,650.35
			<u>(2.00)</u>	<u>(2.00)</u>
			-	9,650.35
Less: Impairment of Investments				
Unquoted Government Securities				
(Deposited with Government Departments)				
National Savings Certificates				
			32.00	32.00
			<u>32.00</u>	<u>32.00</u>

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Particulars	(Rs. In thousand)			
	As at 31 st March 2022 Rs.	As at 31 st March 2021 Rs.		
4 OTHER FINANCIAL ASSETS (Unsecured and Considered Good)				
Security Deposits	639.28	651.88		
Total	639.28	651.88		
5 OTHER NON-CURRENT ASSETS				
Taxes and duties recoverable	2,024.78	2,024.78		
Total	2,024.78	2,024.78		
6 CURRENT INVESTMENTS				
Unquoted Mutual Funds				
Mutual Funds (Units of Rs. 10/- each, unless otherwise specified)				
As at	As at			
31.03.2022	31.03.2021			
899.563	-	ICICI Prudential Floating Interest Fund - Growth	303.45	-
68.731	(802.674)	Franklin India Short Term Income Plan - Growth	323.89	2,937.15
674.210	-	Franklin India Short Term Income Plan - Growth	59.23	-
802.674	-	Franklin India Short Term Income Plan - Growth	-	-
1.687	(1.687)	LIC Mutual Fund Floater MIP Fund - Quarterly Plan	0.11	0.11
0.021	(0.021)	LIC Mutual Fund MIP - Quarterly Dividend Plan	-	-
2,03,218.747	(2,03,218.747)	ICICI Prudential Credit Risk Fund- Growth	5,116.05	4,794.22
1,183.339	(1,183.339)	SBI Magnum Low Duration Fund - Growth (Units of Rs. 1000/- each)	3,369.12	3,254.65
952.165	-	Axis Banking & PSU Debt fund - Regular Growth(BD-GP)	2,038.32	-
3,488.600	(3,488.600)	Franklin India Flexi Cap Fund -Growth	3,313.02	2,681.09
971.674	(971.674)	Nippon India Liquid Fund - Growth Plan - Growth Option	5,018.15	4,855.88
3.495	-	Axis Liquid Fund - Regular Growth (CF-GP)	8.21	-
21,330.525	-	Axis Bluechip Fund - Regular Growth (EF-GP)	955.18	-
37,215.443	(37,215.443)	Aditya Birla Sunlife Corp. Bond Fund -Growth-Regular Plan	3,356.45	3,196.97
11,903.331	-	ICICI Prudential Floating Interest Fund - Growth	4,015.40	-
6,891.727	(6,891.727)	Aditya Birla Sun Life Equity Hybrid '95 Fund- Growth -Regular Plan	7,509.78	6,282.84
5,552.010	(5,552.010)	Motilal Oswal Ultra Short Term Bond Fund-Regular Growth	77.07	75.16
1,77,877.389	(1,77,877.389)	IDFC Hybrid Equity Fund Regular Plan-Growth	3,009.69	2,513.41
1,35,906.886	(1,35,906.886)	Motilal Oswal Flexi Cap Fund-Regular Growth	4,383.69	4,282.11
31,585.508	(31,585.508)	Mirae Asset Large Cap Fund-Regular Growth Plan	2,445.16	2,069.01
80,614.400	(80,614.400)	Kotak Flexicap Fund-Growth (Regular Plan)	4,189.61	3,624.50
3,488.345	(3,488.345)	ICICI Prudential Liquid Fund- Growth	1,092.35	1,057.12
Total			50,583.93	41,624.22
Aggregate amount of quoted investments			50,583.93	41,624.22
Market Value of quoted investments			50,583.93	41,624.22
7 CASH AND CASH EQUIVALENTS				
Balance with banks				
- In current accounts			1,415.17	3,477.12
- In Deposits accounts - Original maturity upto 3 months			2,022.12	1,919.72
Cash on Hand			3,437.29	5,396.84
Total			30.77	23.92
			3,468.06	5,420.76
8 BANK BALANCES OTHER THAN ABOVE				
Balance with banks				
- In deposits original maturity of more than three but less than twelve Months			53,584.69	43,635.71
Total			53,584.69	43,635.71
9 LOANS (Unsecured and considered good, unless otherwise stated)				
Current				
Inter Corporate Deposits			28,113.43	25,711.36
Total			28,113.43	25,711.36

Particulars	(Rs. In thousand)	
	As at 31 st March 2022 Rs.	As at 31 st March 2021 Rs.
10 CURRENT TAX ASSETS (NET)		
Advance Income Tax (including for earlier years)	11,307.81	11,066.81
Less : Provision for Taxation	(8,978.09)	(9,172.41)
Advance Income Tax (Net of Provisions for tax)	<u>2,329.72</u>	<u>1,894.40</u>
Total	<u>2,329.72</u>	<u>1,894.40</u>
Movement in Income tax balances		
Opening Balance (Tax Asset / Liability) (net)	1,894.40	3,034.35
Current Tax payable for the year	(1,432.00)	(1,500.00)
Taxes paid / (Refund Received)	1,867.32	360.05
	<u>2,329.72</u>	<u>1,894.40</u>

Reconciliation of Income tax expenses to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarised below:

Particulars	(Rs. In thousand)	
	Year ended 31.03.2022 Rs.	Year ended 31.03.2021 Rs.
Enacted income tax rate in india applicable to company	25.17	25.17
Profit before tax	32,736.55	47,852.24
Current Tax expenses on Profit before tax expenses at the enacted income tax rate in India	8,239.00	12,043.00
Items giving rise to difference in tax		
Tax effects of amount which are not taxable in calculating taxable income	(6,504.54)	(10,559.69)
Tax effect of amount which are not deductible in calculating taxable income	(164.90)	65.87
Effect of Capital Gains	(13.34)	(3.90)
Others	(124.35)	(45.73)
At the effective tax rate	<u>1,431.87</u>	<u>1,499.55</u>
Income tax expenses reported in the statement of profit and loss	1,432.00	1,500.00

Particulars	(Rs. In thousand)	
	As at 31 st March 2022 Rs.	As at 31 st March 2021 Rs.
11 OTHER CURRENT ASSETS		
(Unsecured and Considered Good)		
Interest Accrued on Fixed Deposits & Advances	1,836.88	2,207.02
Others Advances*	667.24	674.33
Total	<u>2,504.12</u>	<u>2,881.35</u>

*Other Advances includes Prepaid Expenses etc.

Particulars	(Rs. In thousand)	
	As at 31 st March 2022 Rs.	As at 31 st March 2021 Rs.
12 EQUITY SHARE CAPITAL		
A Authorised		
2,60,00,000 (2,60,00,000) Equity Shares of Rs. 5/- each	1,30,000.00	1,30,000.00
Issued, Subscribed and Paid Up		
53,75,000 (53,75,000) Equity Shares of Rs. 5/- each fully paid	26,875.00	26,875.00
Total	<u>26,875.00</u>	<u>26,875.00</u>
B Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting year		
Equity Shares	As at 31st March 2022 No. of Shares	As at 31st March 2021 No. of Shares
Shares Outstanding at the beginning of the year	53,75,000	53,75,000
Add: Shares Issued during the year	-	-
Shares Outstanding at the end of the year	<u>53,75,000</u>	<u>53,75,000</u>

C The company has only one class of equity shares having a par value of Rs. 5/- per share. Each shareholder is eligible for one vote per share. The dividend proposed by the Board of Directors is subject to the approval of shareholders, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding. The Company declares and pays dividends in Indian Rupees.

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D The company has neither issued nor bought back any shares during the year.

E Details of shareholders holding more than 5% of the shares in the Company

Name of the Shareholder	As at 31 st March 2022		As at 31 st March 2021	
	No. of Shares	% of Holding	No. of Shares	% of Holding
1 Vikram Investment Company Private Limited	9,36,640	17.43	9,36,640	17.43
2 Madhusudan Holdings Ltd.	3,66,479	6.82	4,40,600	8.20
3 Smt. Smiti Somany	6,13,120	11.41	6,13,120	11.41
4 Shri Vikram Somany	5,38,979	10.03	5,38,979	10.03
5 Rekha Commercial Private Limited	4,06,207	7.56	2,66,194	4.95

F Details of shareholders holding of Promotors of the the Company

Name of the Shareholder	As at 31 st March 2022		As at 31 st March 2021		% Changes
	No. of Shares	% of Holding	No. of Shares	% of Holding	
1 Vikram Investment Company Private Limited	9,36,640	17.43	9,36,640	17.43	0.00
2 Smt Smiti Somany	6,13,120	11.41	6,13,120	11.41	0.00
3 Shri Vikram Somany	5,38,979	10.03	5,38,979	10.03	0.00
4 Rekha Commercial Private Limited	4,06,207	7.56	2,66,194	4.95	2.61
5 Suvinay Trading & Investment Co Ltd	2,57,697	4.79	1,29,710	2.41	2.38
6 Trisure Promotions & Tradings Private Limited	2,42,200	4.51	2,42,200	4.51	0.00
7 Smt. Deepshikha Khaitan	19,558	0.36	19,558	0.36	0.00
Total	30,14,401	56.08	27,46,401	51.09	4.99

Particulars	(Rs. In thousand)	
	As at 31 st March 2022 Rs.	As at 31 st March 2021 Rs.
13 OTHER EQUITY		
General Reserve		
Balance as at the beginning of the Year	1,71,130.71	1,71,130.71
Retained Earnings		
Balance as at the beginning of the Year	13,562.00	(22,270.82)
Add: Net Profit for the Year	24,886.92	35,832.82
Balance as at end of the year	<u>38,448.92</u>	<u>13,562.00</u>
Other Comprehensive Income		
Remeasurement of Defined Benefit Plans		
Balance as at the beginning of the year	(519.15)	(609.22)
Add: Adjustments during the year	(154.90)	90.07
	<u>(674.05)</u>	<u>(519.15)</u>
Total	<u>2,08,905.58</u>	<u>1,84,173.56</u>
Nature and purpose of other reserves		
General Reserve		
General reserve is credited out of profits earned by the Company by way of transfer from surplus in the statement of profit and loss.		
The Company can use this reserve for payment of dividend and issue of fully paid-up shares. As General reserve is credited by transfer of one component of equity to another and is not an item of other comprehensive income, items included in the General reserve will not be consequently reclassified to statement of profit and loss.		
Retained Earnings		
Retained earnings are the profits that the Company has earned till date, less any transfer to general reserve, dividend or other distributions paid to shareholders		
14 OTHER NON CURRENT FINANCIAL LIABILITIES		
Deposits from Tenant	2,029.16	2,029.16
Total	<u>2,029.16</u>	<u>2,029.16</u>
15 NON-CURRENT PROVISIONS		
Provisions for Employee Benefits	135.71	136.90
Total	<u>135.71</u>	<u>136.90</u>

Particulars	(Rs. In thousand)	
	As at 31 st March 2022 Rs.	As at 31 st March 2021 Rs.
16 DEFERRED TAX LIABILITY		
Deferred Tax Liabilities		
Fair Value of Investment	23,964.09	17,564.99
	<u>23,964.09</u>	<u>17,564.99</u>
Deferred Tax Assets		
Impact of difference between Tax Depreciation and Depreciation / amortization charged for financial reporting	308.43	450.70
Leave Encashment	245.18	180.20
Others	1,185.17	1,074.31
	<u>1,738.78</u>	<u>1,705.21</u>
Total	<u>22,225.31</u>	<u>15,859.78</u>

Movement in deferred tax assets balances

	Net balance as at 31 st March 2021 Rs.	Recognised in Profit & Loss Rs.	Recognised in OCI Rs.	Net Deferred Tax Asset as at 31 st March 2022 Rs.
Deferred Tax Assets				
Difference between Tax Depreciation and Book Amortisation	450.70	142.27	-	308.43
Leave Encashment	180.20	-	64.98	245.18
Others	1,074.31	(110.86)	-	1,185.17
	<u>1,705.21</u>	<u>31.41</u>	<u>64.98</u>	<u>1,738.78</u>
Deferred Tax Liabilities				
Fair Value of Investment	17,564.99	6,399.10	-	23,964.09
	<u>17,564.99</u>	<u>6,399.10</u>	<u>-</u>	<u>23,964.09</u>
	Net balance as at 31 st March 2020 Rs.	Recognised in Profit & Loss Rs.	Recognised in OCI Rs.	Net Deferred Tax Asset as at 31 st March 2021 Rs.
Deferred Tax Assets				
Difference between Tax Depreciation and Book Amortisation	566.96	116.26	-	450.70
Leave Encashment	211.85	-	(31.65)	180.20
Others	1,102.12	27.81	-	1,074.31
	<u>1,880.93</u>	<u>144.07</u>	<u>(31.65)</u>	<u>1,705.21</u>
Deferred Tax Liabilities				
Fair Value of Investment	7,189.65	10,375.34	-	17,564.99
	<u>7,189.65</u>	<u>10,375.34</u>	<u>-</u>	<u>17,564.99</u>

Particulars	(Rs. In thousand)	
	As at 31 st March 2022 Rs.	As at 31 st March 2021 Rs.
17 OTHER CURRENT LIABILITIES		
Statutory Dues	225.44	187.58
Total	<u>225.44</u>	<u>187.58</u>
18 PROVISIONS		
Provisions for Employee Benefits	838.46	736.80
Other Provisions*	1,603.60	1,517.24
Total	<u>2,442.06</u>	<u>2,254.04</u>

*Other Provisions includes provisions for various expenses.

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Particulars	(Rs. In thousand)	
	Year ended 31 st March 2022 Rs.	Year ended 31 st March 2021 Rs.
19 REVENUE FROM OPERATIONS		
Other Operating Revenues		
Rent Received	9,096.30	7,712.03
Administrative & Maintenance Charges	1,669.80	1,419.33
Total	<u>10,766.10</u>	<u>9,131.36</u>
<p>The company has evaluated the impact of COVID – 19 resulting from (i) the possibility of constraints to render services which may require revision of estimations of costs to complete the contract because of additional efforts;(ii) onerous obligations;(iii) penalties relating to breaches of service level agreements, and (iv) termination or deferment of contracts by customers. The company has concluded that the impact of COVID – 19 is not material based on these estimates. Due to the nature of the pandemic, the company will continue to monitor developments to identify significant uncertainties relating to revenue in future periods.</p>		
20 OTHER INCOME		
Interest Income on financial assets carried at amortised cost	4,594.73	5,206.42
Dividend Income		
Non Current Investment designated at fair value through profit or loss	273.56	33.69
Mutual Funds designated at fair value through profit or loss	-	-
	<u>273.56</u>	<u>33.69</u>
Non-Current Investments designated at Fair Value through Profit or Loss	21,891.04	34,444.41
Mutual Funds Designated at Fair Value through Profit or Loss	4,314.46	9,558.06
Profit on Sale of Non - Current Investments	79.91	51.35
Profit on Sale of Shares	-	10.68
Profit on Sale of Assets	266.55	-
Miscellaneous Incomes	-	0.46
Item pertaining to Previous year, unspent liabilities & provisions no longer required written back(Net)	0.01	5.76
Total	<u>31,420.26</u>	<u>49,310.83</u>
21 EMPLOYEE BENEFITS EXPENSES		
Salaries, Wages and Bonus	3,080.57	3,140.84
Contribution to Provident and Other funds	262.95	599.53
Staff and Labour Welfare Expenses	1,543.20	1,572.51
Total	<u>4,886.72</u>	<u>5,312.88</u>
22 OTHER EXPENSES		
Power, Fuel and Electricity Expenses	243.90	219.94
Rent	1.00	1.00
Repairs - Building	241.28	33.50
Repairs - Others	51.10	48.90
Payments to Auditors- For Audit Fees	40.00	30.00
Insurance	101.45	87.93
Rates and Taxes	179.07	93.51
Legal & Professional Expenses	295.74	461.20
Vehicle Expenses	158.13	134.16
Miscellaneous Expenses	1,255.47	740.89
Directors Sitting Fees	185.00	53.00
Impairment in Value of Investment	361.02	2,045.66
Listing Fees	325.14	325.70
Total	<u>3,438.30</u>	<u>4,275.39</u>

		(Rs. In thousand)	
		As at 31 st March 2022	As at 31 st March 2021
		Rs.	Rs.
23	PAYMENT TO THE AUDITORS		
	a Audit Fees	40.00	30.00
	Total	<u>40.00</u>	<u>30.00</u>
24	EARNINGS PER SHARE		
	BASIC & DILUTED		
	Profit attributable to Equity Shareholders	24,886.93	35,832.82
	Weighted average Number of Equity Shares	53,75,000	53,75,000
	Basic and Diluted EPS	4.63	6.67
	Face Value per Share	5.00	5.00
25	CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)		
	Contingent Liabilities		
	A Claims against the company / disputed liabilities not acknowledged as debts		
	Central Excise Duty	-	-
	Sales Tax	13,933.96	13,933.96
	Commercial and Other Claims	54.77	54.77
	Income Tax (Ref. Note No. 26)	-	800.47
	Commitments		
	B Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-
26	The Company has settled the Income Tax dispute under the scheme Direct Tax Vivad Se Vishwas Act, 2020 for the income tax liability of Rs. 800.47 by the paying the amount of Rs. 331.74 which has been determined by the Income Tax Department. The company has received final order of settlement of disputed liability for Income-tax Department. As there is no outstanding liability with income tax department, Company has classified income tax receivable as current assets.		
27	Disclosure required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006		
	Particulars	As at 31st March 2022	As at 31st March 2021
		Rs.	Rs.
	The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year	0.00	0.00
	The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	0.00	0.00
	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprise Development Act, 2006.	0.00	0.00
	The amount of interest accrued and remaining unpaid at the end of the accounting year; and the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprise Development Act, 2006.	0.00	0.00
	Micro enterprises and small enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 have been determined based on the confirmation received in response to intimation in this regard sent by the Company to the suppliers.		

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28 RELATED PARTY DISCLOSURES

List of Related Parties

1 Relationships :

(a) Associates	Cera Sanitaryware Ltd. Gujarat Soaps Pvt. Ltd.
(b) Key Management Personnel	Thomas Koshy, Tarun Panchal, Mitushi Darji
(c) Employee Benefit Plans	Madhusudan Provident Fund Trust Madhusudan Gratuity Trust

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

2 Particulars of transactions during the year with related parties

Nature of Transactions (Excluding Reimbursement)	(Rs. In thousand)			
	Associates	Key Management Personnel	Employee Benefit Plans	Total
	Rs.	Rs.	Rs.	Rs.
Income				
Rent	9,096.30	-	-	9,096.30
	(7,712.03)	(-)	(-)	(7,712.03)
Service Charges	834.00	-	-	834.00
	(708.90)	(-)	(-)	(708.90)
Other Services/ Expenses Reimbursement	903.17	-	-	903.17
	(764.83)	(-)	(-)	(764.83)
Dividend Received	234.85	-	-	234.85
	(-)	(-)	(-)	(-)
Expenses				
Director Sitting Fees	-	185.00	-	185.00
	(-)	(53.00)	(-)	(53.00)
Remuneration	-	3,799.06	-	3,799.06
	(-)	(3,449.67)	(-)	(3,449.67)
Contribution to Fund	-	-	241.13	241.13
	(-)	(-)	(252.72)	(252.72)
Finance				
Loans / Advance Given	-	-	-	-
	(-)	(-)	(-)	(-)
Fixed Deposit / Loan Received	-	-	-	-
	(-)	(-)	(-)	(-)
Rent Deposit Received	-	-	-	-
	(-)	(-)	(-)	(-)
Rent Deposit Repaid	-	-	-	-
	(-)	(-)	(-)	(-)
Balance at the end of the year				
Receivables	493.37	-	-	493.37
	(493.37)	(-)	(-)	(493.37)
Payables	2,029.16	-	-	2,029.16
	(2,029.16)	(-)	(-)	(2,029.16)

3 Details of material transactions entered into with Related Parties during the year

Particulars	Nature of Relationship	(Rs. In thousand)	
		2021-22 Rs.	2020-21 Rs.
Rent Received	Cera Sanitaryware Limited	9,096.30	7,712.03
Service Charges	Cera Sanitaryware Limited	834.00	708.90
Other Services/Expenses Reimbursement	Cera Sanitaryware Limited	903.17	764.83
Dividend Received	Cera Sanitaryware Limited	234.85	-
Loans / Advance Given	Gujarat Soaps Pvt. Ltd.	-	-
Rent Deposit Received	Cera Sanitaryware Limited	-	-
Rent Deposit Repaid	Cera Sanitaryware Limited	-	-

4 Breakup of compensation paid to Key Management Personnel
(Rs. In thousand)

Sr.No.	Particulars	Key Management Personnel	Year ended	Year ended
			31st March,2022	31st March,2021
			Rs.	Rs.
1	Short-Term Employee Benefits	Shri Thomas Koshy	2,782.92	2,520.74
		Shri Tarun Panchal	819.17	749.43
		Ms. Neha Singh	196.97	179.50
2	Director Sitting Fees		185.00	53.00

Note

Key Managerial Personnel who are under the employment of the Company are entitled to post employment benefits and other long term employee benefits recognised as per Ind AS 19 - Employee Benefits'in the financial statements. As these employee benefits are lump sum amounts provided on the basis of actuarial valuation, the same is not presented above.

29 EMPLOYEE BENEFITS

As per Ind AS 19 "Employee Benefits", the disclosure of employee benefits as defined in the Indian Accounting Standard are given below:

a Defined Contribution Plan

Contribution to Defined Contribution Plan, recognised as expenses for the year is as under :

Particulars	2021-2022	2020-2021
	Rs.	Rs.
Employer's Contribution to Provident Fund	241.13	287.89

b Defined Benefit Plan

General Description of defined benefit plan

Gratuity

The company operates gratuity plan wherein every employee is entitled to the benefit equivalent to fifteen days / one month salary last drawn for each completed year of service depending on the date of joining. The same is payable on termination of service, retirement or death, whichever is earlier. The benefit vests after five years of continuous service.

The Company has a defined benefit gratuity plan (funded). The Company defined benefit gratuity plan is a final salary plan for employees, which requires contributions to be made to a separately administered fund.

The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age. The fund has the form of an approval gratuity trust and it is governed by the Board of Trustees, which consists of an equal number of employer and employee representatives. The Board of Trustees is responsible for the administration of the plan assets and for the definition of the investment strategy.

Leave Encashment

The Company has a policy on leave encashment which is applicable to its employees. The expected cost of accumulating leave encashment is determined by actuarial valuation performed by an independent actuary at each Balance Sheet date using projected Unit credit method on the additional amount expected to be paid as a result of the unused entitlement that has accumulated at the Balance Sheet date.

Risk associated to the Plan (Gratuity and Leave Encashment)

A	Actuarial Risk	Risk due to adverse growth / variability in mortality and withdrawal rates
	Longevity Risk	
	Investment Risk	Risk due to significant changes in discounting rate during the inter-valuation period.
	Liquidity Risk	Risk on account of Employees resign / retire from the company and as result strain on the cashflow arises.
	Market Risk	Risks related to changes and fluctuation of the financial markets and assumption
	Interest Risk	Depends on the yields on the corporate / government bonds and hence the valuation of liability is exposed to fluctuations in the yield as at the valuation date.
	Legislative Risk	Risks of increase in the plan liabilities or reduction in plan assets due to change in legislation.

Key Assumptions considered (Gratuity and Leave Encashment)

Actuarial Assumptions	Discount Rate
	Salary Growth Rate
	Rate of Interest on Plan Assets
	Mortality
Financial Assumptions	Withdrawal Rate
	Discount Rate
Demographic Assumptions	Salary Growth Rate
	Withdrawal Rate
	Mortality Rate

Reconciliation of opening and closing balances of Defined Benefit Obligations

(Rs. In thousand)

Particulars	2021-22		2020-21	
	Gratuity Funded Plan Rs.	Leave Encashment Non-funded Plan Rs.	Gratuity Funded Plan Rs.	Leave Encashment Non-funded Plan Rs.
Change in the present value of the Defined Benefits Obligation				
Defined Benefits Obligation at the beginning of the year	3,330.88	873.71	3,743.09	796.22
Current service cost	106.90	28.65	99.49	27.68
Interest cost	233.16	61.16	252.66	53.75
Actuarial losses / (gain) recognised in Other Comprehensive Income	-	-	-	-
Due to Change in demographic assumption	-	-	-	-
Due to Change in financial assumption	(21.50)	(4.88)	21.56	4.71
Due to Experience adjustments	38.23	177.46	(299.46)	163.96
Benefits Paid	-	(161.64)	(486.46)	(172.61)
Prior year Charge	-	-	-	-
Defined Benefits Obligation at year end	3,687.67	974.46	3,330.88	873.71
Change in Fair Value of Plan Assets				
Fair Value of Plan Assets at beginning of the year	3,538.20	-	3,743.09	-
Expenses Deducted from the Fund	-	-	-	-
Expected return on plan assets	247.67	-	252.66	-
Experience gain / loss on plan assets	-	-	-	-
Return of Plan Assets recognised in Other Comprehensive Income	-	-	-	-
Actuarial Gain / (Loss)	(17.67)	-	12.48	-
Employer Contribution	-	-	16.43	-
Benefits paid	-	-	(486.46)	-
Fair Value of Plan Assets at year end	3,768.20	-	3,538.20	-
Actual return on Plan Assets	230.00	-	165.15	-
Changes in Fair Value of Assets and Obligations				
Fair value of Plan Assets	3,768.20	-	3,538.20	-
Present Value of Obligation	3,687.67	974.46	3,330.88	873.71
Deficit/(Surplus) amount of Plan recognised on Balance Sheet	(80.53)	974.46	(207.32)	873.71
Expenses recognised during the year				
Current Service Cost	106.90	28.35	99.50	27.69
Interest Cost	233.16	61.16	252.66	53.75
Expected return on plan assets	(247.67)	-	(252.66)	-
Expenses deducted from the fund	-	-	-	-
Prior Year Changes / Net Value of Plan Assets	-	-	-	-
Net Cost	92.39	89.51	99.50	81.43
Assets / Investment Details				
Government of India Securities	-	-	-	-
High Quality Corporate Bonds	-	-	-	-
Equity Shares of listed Companies	-	-	-	-
Property	-	-	-	-
Insurance Company	100%	-	100%	-
Principal Actuarial Assumption				
Mortality Table	IALM 2012-14 Ultimate	IALM 2012-14 Ultimate	IALM 2012-14 Ultimate	IALM 2012-14 Ultimate
Discount Rate	7.00%	7.00%	6.75%	6.75%
Salary Growth Rate	6.00%	6.00%	6.00%	6.00%
Withdrawal Rate (p.a.)	5.00%	5.00%	5.00%	5.00%

Sensitivity Analysis
(Rs. In thousand)

Particulars	2021-22		2020-21	
	Gratuity Funded Plan	Leave Encashment Non-funded Plan	Gratuity Funded Plan	Leave Encashment Non-funded Plan
	Rs.	Rs.	Rs.	Rs.
Rate of increase in Discount Rate				
a) Increase by 100 base points	3,635.01	963.28	3,280.74	862.26
b) Decrease by 100 base points	3,746.46	986.58	3,387.16	886.81
Rate of increase in Salary Growth Rate				
a) Increase by 100 base points	3,746.46	986.58	3,387.00	886.77
b) Decrease by 100 base points	3,634.08	963.09	3,279.95	862.08
Rate of increase in Withdrawal Rate				
a) Increase by 100 base points	3,690.35	974.91	3,332.83	874.30
b) Decrease by 100 base points	3,684.62	973.32	3,328.69	873.04

The sensitivity analysis above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the year and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the same method used in preparing the sensitivity analysis did not change compared with the previous year.

Maturity Profile of the Defined Benefit Obligation

Year 1	2,919.03	2,651.04
Year 2	27.85	23.07
Year 3	27.85	23.12
Year 4	27.78	23.06
Year 5	27.71	23.00
Year 5 Onwards	657.45	587.59

Company's estimate of Contribution expected to be paid during Financial Year 2020-21 is as under :

Defined Contribution Plan		
Employer's contribution to Provident Fund	12% of Salary	12% of Salary
Defined Investment Plan		
Gratuity	50.61	45.60

The estimate of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by actuary.

The expected rate of return on plan assets is determined considering several applicable factors, mainly the composition of plan assets held, assessed risks, historical results of return on plan assets and the Company's policy for plan assets management.

30 A FINANCIAL INSTRUMENTS FAIR VALUE MEASUREMENT

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

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

The fair value measurement hierarchy of the Company's assets and liabilities is as below :

	Carrying amount Rs.	Level 1 Rs.	Fair Values	
			Level 2 Rs.	Level 3 Rs.
(Rs. In thousand)				
As at 31st March 2022				
Financial assets measured at fair value				
Non-current Investments	99,363.87	87,484.20	-	-
Current Investments	50,583.93	41,624.22	-	-
As at 31st March 2021				
Financial assets measured at fair value				
Non-current Investments	87,484.20	55,436.77	-	-
Current Investments	41,624.22	32,322.47	-	-

There has been no transfers between levels during the year.

The fair values of Non-Current Investment and Current Investments are derived from quoted market prices in active markets. The management assessed that the carrying values of trade and other receivables, cash and short term deposits, other assets and trade and other payables, based in their notional amounts, reasonably approximate their fair values because these instruments have short-term maturities and are re-priced frequently.

B FINANCIAL RISK MANAGEMENT

The Company's activities exposes it to variety of Market risk, Credit risk and liquidity risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimise potential adverse effects on its financial performance. The Company has constituted a Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set and monitor appropriate risk limits and controls, periodically review the changes in market conditions and reflect the changes in the policy accordingly.

The key risks and mitigating actions are also placed before the Audit Committee of the Company.

I Market Risk

Market risk is that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices.

Market risk comprises three types of risks : Interest rate risk, Currency risk and other price risk.

Financial instruments affected by market risk includes investments, trade payables, trade receivables, loans.

a) Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of financial instrument will fluctuate because of change in market interest rates. Since the company has no interest bearing borrowings, there is no exposure to changes market interest rates.

b) Foreign currency Risk

Foreign currency risk is the risk that the fair value of future cash flows of an exposure will fluctuate due to changes in foreign currency rates. Since the company has not undertaken any direct exposure to foreign exchange transactions there is no exposure to foreign currency risk.

c) Other Price Risk

Other price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded price. Other price risk arises from financial assets such as investments in equity instruments and bonds.

The Company is exposed to price risk arising mainly from investment in equity instruments recognised at FVTPL.

II Credit Risk

Credit risk is the risk that counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The company is exposed to credit risk from its operating activities (primarily trade receivables), deposits with banks and Inter Corporate Deposit. The Company's customer mainly consist of its associate Cera Sanitaryware Limited. The Company has a credit policy, approved by the Management that is designed to ensure that consistent processes are in place to measure and control credit risk.

The Company has trade relationships only with reputed third parties. The receivable balances are constantly monitored, resulting in an insignificant exposure of the Company to the risk of non-collectible receivables. Credit risk is managed through credit approvals, establishing credit limits, obtaining collaterals from the customers in the form of deposits and / or bank guarantees and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The maximum credit exposure associated with financial assets is equal to the carrying amount.

The Company's historical experience of collecting receivables, supported by the level of default, is that credit risk is low across territories and so trade receivables are considered to be single class of financial assets.

An impairment analysis is performed at each reporting date on an individual basis for major clients. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in financial statements. As a practical expedient, the Company follows the policy of providing for debtors which are due for more than 180 days. In case of cash and cash equivalents, since the amount is in form of demand deposits with bank there is no credit risk perceived. Hence no provision for expected credit loss has been made.

III Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in raising funds to meet commitments associated with financial instruments that are settled by delivering cash or another financial asset. Liquidity risk may result from an inability to sell a financial asset quickly close to its fair value.

The Company's principal sources of liquidity are cash and cash equivalents and the cash flow is generated from operations. The Company has no outstanding bank borrowings. The Company believes that the working capital is sufficient to meet its current requirements. The company manages the liquidity risk by maintaining adequate funds in cash and cash equivalents. Accordingly no liquidity risk is perceived.

Impact of COVID-19

Major part of the financial asset are carried at amortised cost. Financial assets as at 31 March 2022 carried at amortised cost is in the form of trade receivables and cash and cash equivalents where the Company has assessed the counterparty credit risk. Trade receivables as at 31 March 2022 forms a significant part of the financial assets carried at amortised cost, which is valued considering provision for allowance using expected credit loss method. In addition to the historical pattern of credit loss, we have considered the likelihood of increased credit risk and consequential default considering emerging situation due to COVID-19. This assessment is not based on any mathematical model but an assessment considering the nature of verticals, impact immediately seen in the demand outlook of these verticals and the financial strength of the customers in respect of whom amounts are receivable. Basis assessment done by the company and the cutomers being related parties, there is no need for doubtful allowances.

C CAPITAL MANAGEMENT

For the purpose of the Company's capital management, capital includes issued capital and all other equity reserves attributable to the equity share holders of the company. The primary objective of the Company when managing capital is to safeguard its ability to continue as going concern and to maintain an optimal capital structure so as to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company monitors capital using a gearing ratio and is measured by net debt divided by total capital plus net debt. The Company's net debt is equal to trade and other payables less cash and cash equivalents. The Company did not have any borrowings at any time during the year.

As at 31st March 2022, the Company has only one class of equity shares and has no debt. Consquently to such capital structure, there are no externally imposed capital requirements.

31 ADDITIONAL REGULATORY INFORMATION

RATIOS

Ratio	Numerator	Denominator	As at 31st March 2022	As at 31st March 2021	Variance
(a) Current Ratio	Current Assets	Current Liabilities	52.70	49.63	3.07
(b) Debt - Equity Ratio	Total Debt	Shareholders Equity	-	-	-
(c) Debt Service Coverage Ratio	Earning Available for Debt Service	Debt Service	-	-	-
(d) Return on Equity Ratio	Net Profit after Taxes	Shareholders Equity	10.56	16.98	(6.42)
(e) Inventory Turnover Ratio	Revenue from Operations	Average Inventory	-	-	-
(f) Trade Receivables Turnover Ratio	Revenue from Operations	Average Trade Receivables	-	-	-
(g) Trade payables Turnover Ratio	Purchases	Average Trade Payable	-	-	-
(h) Net Capital Turnover Ratio	Revenue from Operations	Working Capital	7.81	7.69	0.12
(i) Net Profit Ratio	Net Profit after Taxes	Revenue from Operations	231.16	392.42	(161.26)
(j) Return on Capital Employed	Profit before Interest and Taxes	Capital Employed	12.58	20.89	(8.31)
(k) Return on Investment	Income from Investments	Average Invested Funds	17.47	32.57	(15.10)

Explanation for change in the ratio by more than 25% as compared to preceeding year

Return on Equity Ratio	Profit of the company varies due to increase in the fair value of Non - Current Investment and Current Investments of the Company during the year compared to its preceeding previous year.
Net Profit Ratio	
Return on Capital Employed	
Return on Investment	Income from Investment varies dues to increase / decrease in the fair value of Non Current Investment and Current Investments of the Company during the year compared to its preeding previous year.

The accompanying notes are an integral part of the Financial Statements.

- 32 The Company was granted Exemption for certain employees under Para 27 of the Employees' Provident Fund Scheme, 1952. (EPF Scheme, 1952). There is continuous reduction in rate of return on investments as compared to the rate declared by the Government for employees Provident Fund in last few years, the Company had to make additional Contribution / provision for the deficit sustained, as a legal or constructive obligation. The Company had therefore submitted application dated 09.03.2022 for surrender of exemption granted w.e.f. 1st March, 2022 pursuant to resolution passed by the Board of Directors of the Company on 26th October, 2021, followed by resolution passed by the Board of Trustees of Madhusudan Provident Fund institution (MPFI) on 28th November, 2021. The Company is awaiting order from the Regional Provident Fund Commissioner for withdrawal of exemption granted under Paras 27 of the

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Employees' Provident Scheme. The MPFI has transferred the Corpus in the name of Central Board of Trustees. EPFO. The Company has incurred Rs. 610.00 as its share on liquidation of the securities comprised in the Corpus of MPFI which is recognised in Other Expenses - Note No 22.

- 33** In view of the pandemic relating to COVID-19, the Company has considered internal and external information and has performed an analysis based on current estimates while assessing the provision towards employee benefits, trade receivables, investments and other current and financial assets, for any possible impact on the financial statements. The Company has also assessed the impact of this whole situation on its capital and financial resources, profitability, liquidity position and internal financial reporting controls and is of the view that based on its present assessment this situation does not materially impact these financial statements. However, the actual impact of COVID-19 on these financial results may differ from that estimated due to unforeseen circumstances and the Company will continue to closely monitor any material changes to future economic conditions.
- 34** As required under Paragraph (10C) of Ind AS 101, the Company has reclassified items that it recognised in accordance with previous GAAP as one type of asset, liability or component of equity, but are a different type of asset, liability or component of equity in accordance with Ind AS.

The accompanying notes are an integral part of the Financial Statements.

As per our report of even date attached
For and on behalf of
Shailesh Shah & Associates
ICAI Firm Registration No. 109877W
Chartered Accountants
C. A. Shailesh A. Shah
Proprietor
Membership No. 32205

Thomas Koshy
C.E.O.

Tarun Panchal
C.F.O.

Mitushi Darji
Company Secretary
Mem. No. ACS 66466

Rajesh B. Shah (DIN : 00607602) Chairman
P. K. Shashidharan (DIN : 06506263) Director
P. C. Surana (DIN : 06508125) Director
Rutva Acharya (DIN : 06933478) Director
Yogendra Jhaveri (DIN : 09158111) Director
Daarpan Shah (DIN : 09449828) Director

Place : Ahmedabad
Date : 26th April, 2022

Place : Ahmedabad
Date : 26th April, 2022



Madhusudan Industries Limited

Survey No. 359/B, 359/C, 361 and 362, Rakhial - 382 315 Taluka - Dehgam, Dist. Gandhinagar, Gujarat.
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