



PRIYA LIMITED



**ANNUAL REPORT
2019-2020**

33RD ANNUAL GENERAL MEETING

Day : Saturday
Date : 19th December, 2020
Time : 11.00 A.M.
Place : “City Light Cinema Banquets Hall”, Ashford Chambers,
 4th Floor, Lady Jamshedji Road, Mahim, Mumbai 400016.

BOARD OF DIRECTORS

SHRI A. K. BHUWANIA	Chairman
SHRI R. K. SARASWAT	Director
SHRI M. K. ARORA	Director
SHRI ANUJ BHARGAVA	Director
SHRI ADITYA BHUWANIA	Whole Time Director
SHRI ASHISH BHUWANIA	Director (Resigned on 26.02.2020)
SHRI P. V. HARIHARAN	Director (Resigned as on 12.03.2020)
SMT SAROJ BHUWANIA	Women Director (Resigned as on 11.09.2019)
SMT MINI BHUWANIA	Women Director (Appointed as on 17.12.2019)
SHRI RAKESH JAIN	Chief Financial Officer
MISS RAJESHREE CHOUGULE	Company Secretary and Compliance officer

BANKERS

Indian Bank
 Bank of Maharashtra
 Union Bank of India

AUDITORS

Kanu Doshi Associates LLP
 Chartered Accountants, Mumbai.

REGISTERED OFFICE

4th Floor, Kimatrai Building, 77-79,
 Maharshi Karve Marg, Marine Lines (E),
 Mumbai-400002. Tel: 022- 4220 3100.

REGISTRAR AND SHARE TRANSFER AGENT

Bigshare Services Pvt. Ltd.,
 1st Floor, Bharat Tin Works Building,
 Opp. Vasant Oasis, Makwana Road,
 Marol, Andheri East, Mumbai 400 059
 Tel: 022-62638200

CIN: L99999MH1986PLC040713

EQUITY SHARES ARE LISTED AT:

BSE Limited (BSE)

WEBSITE

www.priyagroup.com

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IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken a “Green Initiative in Corporate Governance” by allowing paperless compliance by Companies through electronic mode. In accordance with the circulars issued by the Ministry, Companies can now send various notices and documents including annual report, to its shareholders through electronic mode to the registered e-mail addresses of shareholders. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants and in respect of physical holdings with the Company.

NOTICE

NOTICE is hereby given that the **Thirty-Three Annual General Meeting** of the members of **PRIYA LIMITED** (CIN: L99999MH1986PLC040713) will be held at "City Light Cinema Banquets Hall", Ashford Chambers, 4th Floor, Lady Jamshedji Road, Mahim, Mumbai 400016 on Saturday, the 19th Day of December, 2020 at 11.00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon.
2. To consider appointment of a Director in place of Mr. Arunkumar Bhuwania (DIN: 00387445) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Mrs. Mini Bhuwania as a Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 19(4) read with Para D of Schedule II of Securities and Exchange Board of India (LODR) Regulations, 2015, Mrs. Mini Bhuwania (DIN: 08640692), who was appointed as Additional Director of the Company with effect from December 17, 2019 a by the Board of Directors pursuant to section 161 of the Act and as recommended by the Nomination and Remuneration Committee and who holds office only up to the date of ensuing Annual General Meeting (AGM) and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Mrs. Mini Bhuwania for the office of Director, be and is hereby appointed as a

Non-Executive Director of the Company, whose period of office will be liable to retire by rotation.

RESOLVED FURTHER THAT Directors/ Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.

For and on behalf of the Board
For Priya Limited

Place : Mumbai

Date : 31st July, 2020

Rajeshree Chougule
Company Secretary

Registered Office:

4th Floor, Kimatrai Building, 77-79,
Maharshi Karve Marg, Marine Lines (E),
Mumbai-400002.

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') in respect of the business under item nos. 3 set out above and the relevant details of the Directors seeking appointment at this Annual General Meeting ('AGM'/'the meeting') in respect of business under item nos. 3 as required under Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('Secretarial Standard') are annexed hereto.
2. **A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be member of the company.**
3. The duly completed and signed instrument appointing proxy as per the format included in the Annual Report should be returned to the Registered Office of the Company not less than forty-eight (48) hours before the time for holding the AGM.

4. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
5. The register of members and the share transfer books of the Company will remain closed from **12th December, 2020 to 19th December, 2020** (both days inclusive).
6. The requirement to ratify the appointment of Auditors by the Members at every Annual General Meeting is done away with vide notification dated May 07, 2018 issued by the Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for the ratification of appointment of auditors, who were appointed in the Annual General Meeting, held on 13th September, 2017 for a period of 5 years.
7. In case you are holding the Company's shares in dematerialized form, please contact your depository participant and give suitable instructions to update your bank details in your demat account and to notify any changes with respect to their addresses email id, ECS mandate. In case you are holding Company's share in physical form, please inform Company's Share Transfer Agent viz. M/s. Bigshare Services Pvt. Ltd., 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400059, by enclosing a photocopy of blank cancelled cheque of your bank account.
8. M/s. Bigshare Services Pvt. Ltd., the Share Transfer Agent (STA) of the Company. All communications in respect of share transfers and change in the address of the members may be communicated to them.
9. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the Share Transfer Agent/ Company.
10. Members, Proxies and Authorized Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the AGM.
11. Corporate members intending to send their authorised representatives to attend the AGM are requested to send to the Company, a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the AGM.
12. Details of Directors retiring by rotation/ seeking regularization of appointment at the ensuing Meeting are provided in the "Annexure" to the Notice.
13. Unclaimed dividend for the year(s) 2012-13, 2013-14, 2014-15, 2015-16, 2016-17 and 2017-18 are held in separate Bank accounts and shareholders who have not received the dividend are advised to write to the Company with complete their bank details.
14. In case of joint holders attending the AGM, only such a joint holder who is senior by the order in which the name stands in the register of members will be entitled to vote.
15. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest to avail of the nomination facility. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares.
16. Members holding shares in physical mode:
 - (a) are required to submit their Permanent Account Number (PAN) and bank account details to the Company/ RTA, if not registered with the Company as mandated by SEBI.
 - (b) are requested to register / update their e-mail address with the Company/ RTA for receiving all communications from the Company electronically.
17. Members may avail dematerialisation facility by opening Demat Accounts with the Depository Participants of either National Securities Depository Limited or Central Depository Services (India) Limited and

get the equity share certificates held by them dematerialised. The ISIN No. of the Company is **INE686C01014**.

18. Members desirous of getting any information in respect of accounts of the Company and proposed resolutions, are requested to send their queries in writing to the Company at its registered office atleast 7 days before the date of the meeting, so that the required information can be made available at the meeting.
19. As per Regulation 40 of the Listing Regulations, as amended, securities of listed Companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. All communications in respect of share transfers, dematerialization and change in the address of the members may be communicated to the RTA.
20. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May12, 2020, Notice of the AGM along with Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with Company/ Depository Participants. Members may note that the Notice and the Annual Report 2019-20 will also be available on the Company's website at www.priyagroup.com, on the website of BSE Ltd (BSE) and also on the website of NSDL <https://www.evoting.nsdl.com>.
21. To support the 'Green Initiative', members who have not registered their e-mail addresses with company's RTA/ Depositories are requested to contribute to the green initiative by registering their e-mail address, for receiving all future communications through e-mail.
22. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, members are requested to claim their dividends from the Company, within the stipulated timeline. The members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on www.iepf.gov.in.
23. Attendance Slip, proxy form and the Route map to the Venue of meeting are annexed hereto.
24. Members attending Annual General Meeting at the venue are required to take proper precautions for attending the meeting (such as wearing of masks, hand gloves, maintaining of social distancing, proper hand washing and sanitization, etc.) considering COVID-19 pandemic situation.
25. Retirement of Directors by rotation: Mr. Arunkumar Bhuwania, Director of the Company, retire by rotation at the ensuing AGM and, being eligible, offer himself for re-appointment.
26. **Voting through electronic means**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- II. M/. SPRS and Co. LLP, Company Secretaries has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- III. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- IV. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- V. The remote e-voting period commences on 16th December, 2020 (9:00 am) and ends on 18th December, 2020 (5:00 pm). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 11th December, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for vo-pting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- VI. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- VII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote.
- VIII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, 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 and declare the result of the voting forthwith.
- IX. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.priyagroup.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

The process and manner for remote e-voting are as under:

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

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

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

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-

in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

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

5. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digits client ID for NSDL account, last 8 digits of client ID for

CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - Click on "**Forgot User Details/ Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 - Now, you will have to click on "Login" button.
 - After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

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

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of company for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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

For and on behalf of the Board
For Priya Limited

Place : Mumbai

Date : 31st July, 2020

Rajeshree Chougule
 Company Secretary

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

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

ITEM NOS. 3:

Appointment of Mrs. Mini Bhuwania as Director of the Company:

Board of directors of the Company at its Board Meeting December 17, 2019, Mrs. Mini Bhuwania had appointed as Additional Director of the Company and Mrs. Mini Bhuwania holds office of the Director till the conclusion of ensuing Annual General Meeting. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for Appointment of Mrs. Mini Bhuwania as Director of the Company.

Brief profile of Mrs. Mini Bhuwania is given below for reference of the member:

Mrs. Mini Bhuwania has over 20 years of experience in the field of Electronics and IT Distribution sector.

None of the Directors and Key Managerial Personnel of the Company except Mr. Aditya Bhuwania and Mr. Arunkumar Bhuwania is concerned or interested, financial or otherwise, in the resolution. The Board recommends the resolution set forth in Item no.3 for the approval of the members.

The details of the director seeking appointment/ re-appointment as required by Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (Listing Regulations) and Secretarial Standard -2 issued by the Institute of Company Secretaries of India and notified by central Government are annexed hereto.

ANNEXURE TO NOTICE

Details of the Directors seeking appointment in the forthcoming Annual General Meeting

[Pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

and Secretarial Standard- 2 on General Meetings]

1. Mr. Arunkumar Bhuwania

Mr. Arunkumar Bhuwania retires by rotation and is eligible for re-appointment of Director of the Company.

Educational Qualification:

Mr. Arunkumar Bhuwania is by qualification Graduate in B.Sc. from University of Calcutta in Maths and has over 50 years' experience in the field of Computer Hardware Industry.

Age: 73 years

Nature of experience in specific areas:

Mr. Arunkumar Bhuwania has wide experience in computer hardware and software industry in 50 years and has developed good contact with reputed multinational firms and organisation. He spearheads the international operations of the Company and is shouldering major responsibilities of electronics Division. His contacts and vast Experience has helped the Company to understand the international market trend and potential for Company's products.

Disclosure of inter-se relationships between directors and Key Managerial Personnel:

Father of Aditya Bhuwania and Father in law of Mini Bhuwania.

Directorships and Membership in listed companies and Committee:

Mr. Arunkumar Bhuwania is director and member in Priya International Limited.

Shareholding:

5,71,210 equity shares in the Company.

2. Mrs. Mini Bhuwania

Mrs. Mini Bhuwania appointed Additional Director of the Company on 17th December, 2019. The Additional Director appointment will be from the date of Appointment till ensuing Annual General Meeting of the Company and she eligible for appointment of Director of the Company.

Educational Qualification:

Mrs. Mini Bhuwania is by qualification Graduate from Indore University and has over 20 years' experience in various businesses including Electronics/ IT, IT Distribution and Hospitality.

Age: 47 years

Nature of experience in specific areas:

Mrs. Mini Bhuwania is an entrepreneur and has been part of several businesses for over 20 years.

She has vast experience in various businesses at international level.

Disclosure of inter-se relationships between directors and Key Managerial Personnel:

Daughter in law of Arunkumar Bhuwania and Sister in law of Aditya Bhuwania.

Directorships and Membership in listed companies and Committee:

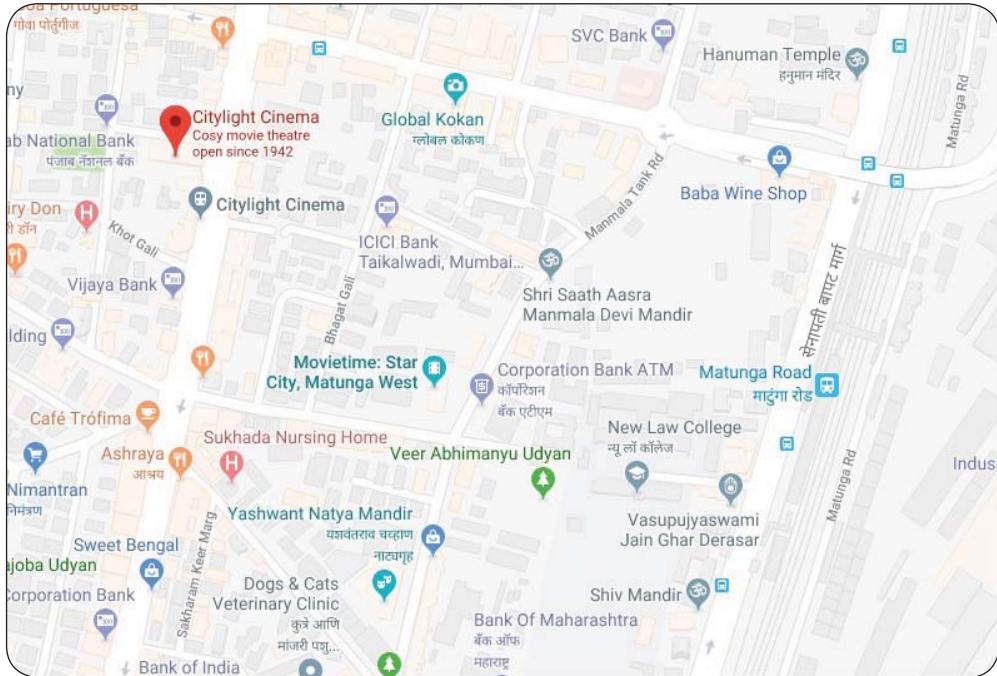
Nil

Shareholding:

38,300 equity shares in the Company.

AGM Venue
“CITY LIGHT CINEMA BANQUETS HALL”
Ashford Chambers, 4th Floor, Lady Jamshedji Road, Mahim, Mumbai – 400016.

MAP TO THE AGM VENUE



DIRECTORS' REPORT

TO THE MEMBERS OF

PRIYA LIMITED

The Directors present their 33rd Annual Report along with the Audited Financial Statement of Accounts for the Financial Year 2019-20.

FINANCIAL PERFORMANCE

The financial performance of the Company for the Financial Year 2019-20 in comparison to the previous financial year 2018-19 are summarised as below:

(Rs. in Lakhs)

	Year Ended 31/03/2020	Year Ended 31/03/2019
Revenue from operation	485.90	2208.85
Other Income	48.21	126.24
	534.11	2335.09
Profit/ (Loss) before Tax	(3938.57)	(1632.60)
Less: 1) Current Tax - For current year	0.00	0.00
- For earlier years	0.01	(12.76)
2) Deferred tax	30.15	2.76
Profit/(Loss) After Tax	(3968.73)	(1622.60)
Other Comprehensive Income	<u>(84.51)</u>	<u>8.14</u>
Total Comprehensive Income	<u>(4053.24)</u>	<u>(1614.46)</u>

The Company has prepared the financial statements in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of Companies Act, 2013 (the 'Act') and other relevant provisions of the Act.

DIVIDEND

The Board of Directors of your Company, after considering losses for FY 2019-20, has decided that it would be prudent, not to recommend any Dividend for the year under review.

DEPOSIT FROM PUBLIC

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

TRANSFER TO RESERVES

No amount was transferred to the Reserves for the financial year ended 31st March, 2020.

SHARE CAPITAL

The paid up equity capital as on 31st March, 2020 was Rs.3,00,23,000. During the year under review, the Company has not issued any form/ types of securities.

The authorized share capital of the Company was Rs.7,50,00,000/- as on March 31, 2020.

OPERATIONS

During the year under review the aggregate turnover of your Company was Rs.485.90 Lakhs as compared to Rs.2,208.85 Lakhs in the previous year. The Company has incurred a Net Loss of Rs.3,968.73 Lakhs in 2019-20 as compared to previous year's Net Loss of Rs.1622.60 Lakhs.

Your Company is concentrating in the marketing of VXL Thin Clients and other computer peripherals (Keyboard/Mouse, Monitors etc.) and is targeting a greater market share in these key areas. Your Company has also started marketing of various software products and offering solutions for different industries.

All the branches are adequately equipped to provide complete support to the customers. Internal control systems have been well established and cost consciousness in branch operations has trying to improved the profitability of the Company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

I. COMPOSITION OF BOARD:

The Company has a Non-Executive Chairman and the Company has optimum combination of Executive and Non-Executive Directors. The Board comprises of three Independent Directors.

II. BOARD AND COMMITTEE MEETINGS:

None of the Directors on the Board is member of more than 10 committees or Chairman of more than 5 committees across all the Companies in which he is a Director. Necessary disclosures regarding committee positions in other public companies as at 31st March 2020 has been made by the Directors.

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and at the

last Annual General Meeting and also the number of other directorship and Committee membership held by them are given below:

Name	Designation	Attendance of AGM held on 27 th September, 2019	No. of Board Meetings held during the year 2019-20		No. of Directorship in all	No. of Committee positions held	
			Held	Attended		Chairman	Member
A.K. Bhuwania	Chairman	No	8	3	1	0	2
R.K. Saraswat	Independent / Non-Executive Director	Yes	8	7	3	3	2
M.K.Arora	Independent / Non-Executive Director	Yes	8	7	3	1	3
Anuj Bhargava	Independent / Non-Executive Director	Yes	8	7	1	0	0
P. V. Hariharan (Resigned as on 12.03.2020)	Independent / Non-Executive Director	Yes	8	7	1	0	0
Aditya Bhuwania	Non-Independent/ Executive Director	Yes	8	6	1	0	0
Saroj Bhuwania (Resigned as on 11.09.2019)	Non-Independent/ Non-Executive Director	N.A.	8	3	1	0	0
Ashish Bhuwania (Resigned as on 26.02.2020)	Non-Independent/ Executive Director	No	8	1	0	0	0
Mini Bhuwania (Appointed as 17.12.2019)	Non-Independent/ Non-Executive Director	N.A.	8	0	0	0	0

III. NO. OF BOARD MEETING:

Five (8) Board Meeting were held during the year 2019-20 on 02.04.2019, 18.04.2019, 30.05.2019, 14.08.2019, 14.11.2019, 25.11.2019, 17.12.2020 and 12.02.2020. The gap between two meetings did not exceed 120 days.

IV. RETIREMENT BY ROTATION:

In accordance with the provisions of section 152 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and the Articles of Association of the Company, Mr. Arunkumar Bhuwania, Director retires by rotation at the ensuing Annual General Meeting ("AGM") and being eligible has offered himself for re-appointment and your Board recommends his re-appointment.

The disclosures required pursuant to Regulation 36(3) of the SEBI Listing Regulations and Clause 1.2.5 of the Secretarial Standard are given in the Notice of AGM, forming part of the Annual Report.

V. APPOINTMENT

Mrs. Mini Bhuwania (DIN: 08640692) was appointed as an Additional Non-Independent Non-Executive Director of the Company by the Board of Directors of the Company w.e.f. 17th December, 2019. This appointment up to ensuing Annual General Meeting of the Company. This shall be placed for members' approval at the ensuing AGM.

VI. CESSATION

-During the year

Mrs.Saroj Bhuwania- Non Executive women Director of the Company resigned from directorship of the Company w.e.f. 11th September, 2019.

Mr. Ashish Bhuwania-Executive Non-Independent Director of the Company resigned from directorship of the Company w.e.f. 26th February, 2020.

Mr.P.V. Hariharan- Non-Executive Independent Director of the Company resigned from Directorship of the Company w.e.f. 12th March, 2020.

The Board places on record its sincere appreciation for the valuable contribution made by him during their tenure as directorship of the Company.

VII. KEY MANAGERIAL PERSONNEL (KMP):

In terms of Section 203 of the Act, the Key Managerial Personnel (KMPs) of the Company during FY 2019-20 are:

Mr.Rakesh Jain, Chief Financial Officer

Ms. Rajeshree Chougule- Company Secretary and Compliance officer of the Company.

VIII. STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SUB-SECTION (6) OF SECTION 149:

The Independent Directors have submitted the Declaration of Independence, as required pursuant to section 149(7) of the Companies Act, 2013 stating that they meet the criteria of Independence as provided in sub section (6) and Regulation 16(1)(b) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

AUDIT:

1) STATUTORY AUDIT:

M/s. Kanu Doshi Associates LLP, Chartered Accountants (ICAI Firm No.104746W/W100096) were appointed as the Statutory Auditors of the Company to hold office from the conclusion of 30th Annual General Meeting till the conclusion of 35th Annual General Meeting and he continues to be the Auditors of the Company.

The Auditors' Report to the Shareholders for the year under review has some contain below Qualification remark.

Remark No.1: Trade Receivables, Trade payables and Advance to suppliers which are long overdue are subject to confirmation and reconciliation, if any. Further, the Management is confident enough for receiving the same in due course of time. Our opinion is not modified in respect of this matter.

Comment of Board of Directors: The management is making all the efforts trying to recover the long pending receivables. However, since there related with quality, the monies may not be recovered. Therefore, such receivables have been provided for Doubtful Debts in the books of accounts.

Remark No.2: The Company has provided interest amounting to Rs. 357.33 lakhs on NPA accounts for the year ended March 31, 2020. However, in the absence of confirmation from bank regarding rate of penal interest, we are unable to comment

upon the booking of provision of such interest. Our opinion is not modified in respect of this matter.

Comment of Board of Directors: The banks have stopped provided interest in our accounts due to NPA, but the same are recovered as and when monies are paid. In view of the same interest has been provided in the books of accounts. However, we have approached Banks for one-time settlement due to non-recovery of receivables.

Remark No.3: The Company has made aggregate provision of Rs. 3,271.77 lakhs for doubtful debts (expected credit loss) as at March 31, 2020 relating to export sales. The Management is yet to approach RBI for approval of writing off the said amount from books of accounts. Our conclusion is not modified in respect of this matter.

Comment of Board of Directors: We would approach the RBI in due course.

2) INTERNAL AUDIT:

The Board of Directors based on the recommendation of the Audit Committee has re-appointed Ms. Neelambari Patil., Cost Accountants, as the Internal Auditors of your Company. The Internal Auditors are submitting their reports on quarterly basis.

3) SECRETARIAL AUDITORS:

The Board has appointed M/s. CSP & Co., Company Secretaries in Practice, to carry out the Secretarial Audit under the provision of Section 204 of the Companies Act, 2013 for the financial year 2019-20. The report of the Secretarial Auditor is annexed to this report as (**Annexure-A**).

The said Secretarial Audit Report mention following observation:

1. The vacancy in the office of the women Director w.e.f. September 11, 2019 was filled on December 17, 2019, after the time as prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the same, the BSE limited has levied a fine of Rs. 35,400 (Rupees Thirty-Five Thousand and Four Hundred Only) [inclusive of GST of Rs. 5,400 (Rupees Five Thousand and Four Hundred Only) on the Company.

2. The Company has received the Notice from IEPF Authority under Rule 7(3) of Investor Education and Protection Fund Authority (Accounting, audit, transfer and refund) Rules, 2016 w.r.t. Verification Report pending for more than 90 days, in respect of which, the Company has submitted required details to the IEPF authority.

3. The Company has received a notice under Section 13(2) of

Securitization and Reconstruction of Financial assets and Enforcement of Security Interest Act, 2002 from Indian Bank, Mumbai Fort Branch, Bank of Maharashtra, Mumbai Industrial Finance Branch and Union Bank of India, Nariman Point Branch to discharge the liabilities due and owing to the Banks with future interest and incidental expenses, cost, etc. and the Banks have informed that the account of the Company has become NPA during the Financial year 2018-19. There are no further updates on the matter till date.

4. The Company has availed loan from Director/ Inter Corporate loan, which is subject to compliance of Provision of the Companies Act, 2013.

On above observation made by the Secretarial Auditors in their report, your directors would like to state that:

1. After vacancy of the office of the women Director of the Company, the

The Board of directors of the Company had made new appointment of women Director on the Board of the Company on 17.12.2020. For this delay in appointment of women Director the fine levied by BSE. The board of Directors the Company on notice received from BSE, reply through letter for waiver of fines levied on Company and Company not had any payment of fine.

2. The Company as well as Share Transfer Agent not received any documents from the claimant on filing of IEPF 5. So, that verification report not submitted in specific time line regarding this company done communication with IEPF Authority and claimant.

3. The Company received notice under Section 13(2) of Securitization and Reconstruction of financial assets and Enforcement of Security Interest Act, 2002 from Indian Bank, Union Bank of India and Bank of Maharashtra, which had provided funds towards working capital requirements. We are informing that the Company's accounts have been NPA and on that basis all outstanding loans have been recalled. The management of the Company taking efforts to repay that loan amount as maximum as possible. The company approached to all banks regarding one-time settlement.

4. The delay in filing of e-form at Registrar of Companies due to oversight. In which board will take necessary action.

CHANGE IN NATURE OF BUSINESS

There is being no change in the nature of business of the company during the year.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 is presented in separate section forming part of the Annual Report. **(Annexure-B)**

EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in Form MGT-9 is annexed herewith as **Annexure-C**.

Pursuant to Sections 92 & 134(3) of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014, the extract of Annual Return in Form MGT-9 is provided in **Annexure -C** to this Report and is also available on the Company's website URL: <https://www.priyagroup.com/investors/annual-return/>.

CORPORATE GOVERNANCE

At the Company, we ensure that we evolve and follow the corporate governance guidelines and best practices sincerely, to boost long-term shareholder value and to respect minority rights. The Company considers it an inherent responsibility to disclose timely and accurate information regarding its operations and performance, as well as the leadership and governance of the Company.

Pursuant to Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the compliance with the Corporate Governance provisions as specified in Regulations 17 to 27 and clause (b) to (i) of sub-regulation (2) of regulation 46 and paras C, D and E of Schedule V are not applicable to the Company as the paid up share capital is less than Rs. 10 crores and net worth is also less than Rs. 25 crores as on the last day of previous financial year. Hence the Company is not required to furnish Corporate Governance for the year ended 31st March, 2020, but for the quarter ended 30.06.2019, 30.09.2019 and 31.12.2019 company done compliance of Corporate Governance. So, for the year ended 31.03.2020 Corporate prepared annexed herewith as **Annexure-D**.

CORPORATE SOCIAL RESPONSIBILITY

In pursuant to the provisions of section 135 of the Companies Act, 2013, Corporate Social Responsibility is not applicable to your company.

DEMATERIALIZATION

Your Company has tied up with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) to enable the shareholders to trade and hold shares in an electronic/dematelized form. The shareholders are advised to take benefits of dematerialization.

BOARD EVALUATION AND COMMITTEE EVALUATION

The annual evaluation process of the Board of Directors, individual Directors and Committees was conducted in accordance with the provision of the Act and the SEBI Listing Regulations.

The Board evaluated its performance after seeking inputs from all the directors on the basis of criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc. The performance of the Committees was evaluated by the Board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc. The above criteria are as provided in the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India.

The Chairman of the Board had one-on-one meetings with the Independent Directors and the Chairman of NRC had one-on-one meetings with the Executive and Non-Executive, Non-Independent Directors. These meetings were intended to obtain Directors' inputs on effectiveness of the Board/Committee processes.

The Board and the NRC reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In a separate meeting of independent directors, performance of Non- Independent Directors and the Board as a whole was evaluated. Additionally, they also evaluated the Chairman of the Board, taking into account the views of Executive and Non-Executive Directors in the aforesaid meeting. The above evaluations were then discussed in the Board meeting and performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated.

NOMINATION & REMUNERATION POLICY

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

MATERIAL CHANGES & COMMITMENTS

There are no material changes and commitments affecting the financial position of the Company that have occurred between the end of the financial year of the Company and the date of the report.

SUBSIDIARY/ JOINT VENTURE/ ASSOCIATE COMPANIES:

The Company does not have any subsidiary/ joint venture/ Associate Companies.

LISTING OF SHARES

The Company's equity shares continue to be listed on BSE Limited (BSE). The Company had applied for de-listing of equity shares from The Calcutta Stock Exchange Ltd. (CSE) and the said de-listing permission is in process and

the Company is constantly following up with the Exchange for completion of the process. The listing fee for the financial year 2020-21 was duly paid to BSE Limited.

INDEPENDENT DIRECTORS MEETING:

Pursuant to the provisions of Schedule IV to the Act, a separate meeting of the Independent Directors of the Company was convened on February 12, 2020, without the presence of Non-Independent Directors and Members of Management, to consider, inter alia, the following:

- review the performance of Non-Independent Directors and the Board as a whole;
- review the performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors;
- assess the quality, quantity and timeliness of flow of information between the Company's management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors were present in the Meeting and the Meeting was chaired by Mr. R. K. Saraswat.

COMPOSITION OF THE COMMITTEES OF THE BOARD:

There are currently Three Committees of the Board, as under:

AUDIT COMMITTEE

During the year (4) Four Audit Committee Meetings was held i.e. 30th May, 2019, 14th August, 2019, 14th November, 2019 and 12th February, 2020.

Name	Designation	Category
Mr. R. K. Saraswat	Chairman	Independent / Non-Executive Director
Mr. M. K. Arora	Member	Independent / Non-Executive Director
Mr. A. K. Bhuwania	Member	Non Executive Chairman

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

NOMINATION AND REMUNERATION COMMITTEE

During the year (5) Four Nomination and Remuneration Committee Meetings was held i.e. 2nd April, 2019, 30th May, 2019, 14th November, 2019, 17th December, 2019 and 12th February, 2020.

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

Name	Designation	Category
Mr. M. K. Arora	Chairman	Independent / Non-Executive Director
Mr. R. K. Saraswat	Member	Independent / Non-Executive Director
Mr. A. K. Bhuwania	Member	Non Executive Chairman
Mr. Anuj Bhargava	Member	Independent / Non-Executive Director

STAKEHOLDER RELATIONSHIP COMMITTEE.

During the year (4) Four Stakeholders Relationship Committee Meetings was held i.e. 30th May, 2019, 14th August, 2019, 14th November, 2019 and 12th February, 2020.

The company is having a Stakeholder Relationship Committee comprising of the following directors:

Name	Designation	Category
Mr. M. K. Arora	Chairman	Independent / Non-Executive Director
Mr. R. K. Saraswat	Member	Independent / Non-Executive Director
Mr. A. K. Bhuwania	Member	Non Executive Chairman

GENERAL BODY MEETING

The 32nd Annual General Meeting (AGM) was held on 27th September, 2019 and the proceedings of the above Meeting were properly recorded and signed in the Minutes Book maintained for the purpose.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

COMPLIANCE WITH SECRETARIAL STANDARDS

Your Directors confirm that the Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

INTERNAL FINANCIAL CONTROLS

The Board has adopted policies and procedures for ensuring orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures.

The Audit Committee is responsible for implementing and maintaining the internal control and periodically reviews the adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations, including those relating to strengthening of the Company's risk management policies and systems.

The Company has adopted accounting policies which are in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Act, and other relevant provisions of the Act.

UNPAID /UNCLAIMED DIVIDEND

Pursuant to Section 124 of the Companies Act, 2013, unclaimed dividend for the financial year 2011-12 have been transferred by the Company to the Investor Education and Protection Fund established by Central Government. Details of unpaid and unclaimed amounts lying with the Company have been uploaded on the Company's website.

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

The Company has always provided a safe and harassment free workplace for every individual working in its premises through various policies and practices. The Company always endeavors to create and provide an environment that

is free from discrimination and harassment including sexual harassment. The Company is actively involved in ensuring that the employees/resources are aware of the provisions of the POSH Act and rights thereunder.

The Company has constituted an Internal Committee (IC) as required under POSH Act and the constitution of the committee is in compliance with the said Act.

The Company has also adopted Anti-Sexual Harassment Policy in place which is in line with requirements of the POSH Act, 2013 and is fully committed to uphold and maintain the dignity of every women executive working in the Company. The Company's Policy provides for protection against sexual harassment at workplace and for prevention and redressal of such complaints.

Number of complaints pending as on the beginning of the financial year: 0

Number of complaints filed during the financial year: 0

Number of complaints pending as on the end of the financial year: 0

RELATED PARTY TRANSACTIONS

All material related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, 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 are placed before the Audit Committee as also the Board for approval. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website.

Your Directors draw attention of the members to Note No.35 to the financial statement which sets out related party disclosures.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

Pursuant to section 177(9) & (10) of the Companies Act, 2013 rules made thereunder and Regulations 22 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company has established a Vigil Mechanism for Directors and employees to report genuine

concern. The Vigil Mechanism Policy has been uploaded on the website of the Company.

DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY:

The Company has been addressing various risks impacting the Company and the policy of the Company on risk management is already adopted.

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

DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013, Directors of your Company hereby state and confirm that: -

- a) in the preparation of the annual accounts for the year ended 31st March, 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for the same period;
- c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the annual accounts on a going concern basis;
- e) they have laid down internal financial controls in the company that are adequate and were operating effectively.
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and these are adequate and are operating effectively.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

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

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

CONSERVATION OF ENERGY:

- i) the steps taken or impact on conservation of energy
The Company continues to accord high priority to conservation of energy by opting for more power effective replacements of equipments and electrical installations.
- ii) the steps taken by the company for utilising alternate sources of energy: None
- iii) the capital investment on energy conservation equipments: None

TECHNOLOGY ABSORPTION:

- i) the efforts made towards technology absorption
Every effort is made by the company to update the technological skills of its technical staff in order to ensure that they possess adequate skills to enable them to serve the Company's clients.
- ii) the benefits derived like product improvement, cost reduction, product development or import substitution
The Company has successfully achieved results in reducing the cost, power consumption and improving the technical efficiencies and productivity.
- iii) Particulars of imported technology (imported during the last 3 years reckoned from the beginning of the financial year): None
- iv) the expenditure incurred on Research and Development: None

FOREIGN EXCHANGE EARNINGS AND OUTGO:

The relevant information in respect of the foreign exchange earnings and outgo has been given in the Notes forming part of the Accounts for the financial year ended 31st March, 2020.

PARTICULARS OF EMPLOYEES:

Information required under Section 197(12) read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given below: -

- (i) Percentage increase in remuneration of each Director, CFO and CS:

Name	Designation	% increase
Aditya Bhuwania	Whole Time Director	0
Rakesh Jain	Chief Financial Officer	0
Rajeshree Chougule	Company Secretary	0

- (ii) The percentage increase in the median remuneration of employees: 7%

- (iii) The number of permanent employees: 31

- (iv) Average percentile increase made in the salaries of employees other than key 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:

Average increase made in the salaries of employees other than key managerial personal during the year is 9% versus no increase in managerial remuneration.

There are no other exceptional circumstances for increase in the remuneration of key managerial personal and increase in remuneration has been in accordance with the Company's policies.

- (v) The Company affirms that the remuneration is as per the remuneration policy of the Company.

COVID-19 AND ITS IMPACT

Since the COVID-19 virus outbreak in December 2019, the disease has spread to almost 100 countries around the globe with the World Health Organization declaring it a public health emergency. The global impact of the coronavirus disease 2019 (COVID-19) are already starting to be felt, and will significantly affect the Thin Clients business in 2020.

The Company is in the business of trading of thin clients in market but due to NPA accounts of the Company by the bank and Covid 19 effect the Company's business has slowed down and it has affected the position of the Company very badly.

APPRECIATION & ACKNOWLEDGEMENTS

Your Directors take place on record their deep appreciation to employees at all levels for their hard work, dedication and commitment. The Directors also take this opportunity to thank all Investors, Customers, Bankers, Regulatory bodies, Stakeholders including financial Institutions and other business associates who have extended their valuable sustained support and encouragement during the year under review.

For and on behalf of the Board
For Priya Limited

Aditya Bhuwania

Director
DIN:00018911

R. K. Saraswat

Director
DIN:00015095

Place : Mumbai

Date : 31st July, 2020

ANNEXURE-A**Form No. MR - 3****SECRETARIAL AUDIT REPORT**

For the Financial year ended March 31, 2020
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,

PRIYA LIMITED**4th Floor, Kimatrai Building, 77-79****Maharshi Karve Marg,****Marine Lines (E),****Mumbai-400002**

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Priya Limited** (hereinafter called 'the Company') for the audit period from April 1, 2019 to March 31, 2020, ('the year'/'audit period'/'period under review').

Secretarial Audit was conducted in a manner that provided me reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, the explanations and clarifications given to me and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the Covid-19 pandemic, I hereby report that in my opinion, the Company has, during the Audit Period complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I 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, 2020 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (**Not Applicable to the Company during the Audit Period**);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') with amendments thereon: -
 - 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 Capital and Disclosure Requirements) Regulations, 2018; (**Not Applicable to the Company during the Audit Period**);
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (**Not Applicable to the Company during the Audit Period**);
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (**Not Applicable to the Company during the Audit Period**);
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies and dealing with Client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2009; (**The Company has applied for delisting of its shares**

from the Calcutta Stock Exchange Limited, however approval with respect to the same is pending since 2003);

- h. The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018;**(Not Applicable to the Company during the Audit Period);**
- i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;I have also examined compliance by the Company with the applicable clauses of the following:
 - (i) Secretarial Standards (SS-1 and SS-2) issued by the Institute of Company Secretaries of India (ICSI).
 - (ii) The Listing Agreements entered into by the Company with BSE Limited and the Calcutta Stock Exchange Limited. The Company has applied for delisting of its shares from the Calcutta Stock Exchange Limited, however approval with respect to the same is pending since 2003.

I have relied on the representations made by the Company and its Officers for systems and mechanisms formed by the Company for compliances under other generally applicable Acts, Laws and Regulations to the Company.

In case of Direct and Indirect Tax Laws like Income Tax Act, Goods and Service Tax Act, I have relied on the Reports given by the Statutory Auditors of the Company.

I further report that;

As on March 31, 2020, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors as per SEBI (Listing Obligations and Disclosure Requirements), 2015 and in accordance with the provisions of Section 152 of the Companies Act, 2013. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all the directors to schedule the Board and Committee Meetings, agenda and detailed notes on agenda

were sent at least seven days in advance (except in cases where the meeting was held at a shorter notice), and there is a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out either unanimously or majority as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

There were no dissenting views by any member of the Board of Directors during the period under review.

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

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

1. **The vacancy in the office of the Women Director w.e.f. September 11, 2019 was filled on December 17, 2019, after the time as prescribed under the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the same, the BSE limited has levied a fine of Rs. 35,400 (Rupees Thirty-Five Thousand and Four Hundred Only) [inclusive of GST of Rs. 5,400 (Rupees Five Thousand and Four Hundred Only)] on the Company.**
2. **The Company has received the Notice from IEPF Authority under Rule 7(3) of Investor Education and Protection Fund Authority (Accounting, audit, transfer and refund) Rules, 2016 w.r.t. Verification Report pending for more than 90 days, in respect of which, the Company has submitted required details to the IEPF authority.**
3. **The Company has received a notice under Section 13(2) of Securitization and Reconstruction of Financial assets**

and Enforcement of Security Interest Act, 2002 from Indian Bank, Mumbai Fort Branch, Bank of Maharashtra, Mumbai Industrial Finance Branch and Union Bank of India, Nariman Point Branch to discharge the liabilities due and owing to the Banks with future interest and incidental expenses, cost, etc and the Banks have informed that the account of the Company has become NPA during the Financial year 2018-19. However, there are no further updates on the matter till date.

4. The Company has availed loan from Director/ Inter Corporate loan, which is subject to compliance of provision of the Companies Act, 2013.

I further report that;

Based on the representation(s) obtained from the Company, during the audit period there were no events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

**For CSP & CO LLP,
Company Secretaries**

**Sanjay Pandurang Parab
Designated Partner**

Membership No: 6613

CP No: 7093

UDIN: F006613B000536472

Place: Mumbai

Date: July 31, 2020

The above report is subject to the review of the Audited Financial Statements for the year ended March 31, 2020 with Auditor's Report and reports of concurrent auditor. Further, this report is to be read with our letter of even date which is annexed as 'Annexure A and B' and forms an integral part of this report.

Annexure A

Under Companies Act, 2013

1. Memorandum & Articles of Association of the Company.
2. Annual Report for the financial year ended March 31, 2020.
3. Minutes of the meetings of the Board of Directors, Audit, Nomination & Remuneration, Stakeholders Relationship Committee, along with Attendance Register held during the financial year under report.
4. Minutes of General Meetings held during the financial year ended March 31, 2020 under report.
5. Statutory Registers as per the Companies Act 2013.
6. Notice, Agenda papers submitted to all the Directors / Members for the Board and Committee Meetings.
7. Declarations received from the Directors of the Company pursuant to the provisions of Section 149(6) & (7), 164 and Section 184 of the Companies Act, 2013.
8. E-Forms filed by the Company, from time-to-time, under applicable provisions of the Companies Act, 2013 and attachments thereof during the financial year under report.
9. Various Policies framed by the Company required under the Companies Act, 2013
10. Documents pertaining to appointment, resignation of Directors and Key Managerial Personnel.
11. Other relevant documents as required to be maintained and published on website by the Company.
12. Show Cause Notices and other letters issued by the SEBI, Stock Exchanges or other regulators.

Due to lockdown and social distancing guidelines issued by the Ministry of Home Affairs (MHA) on different dates for containment of spread of COVID-19, the abovementioned documents, registers, forms, minutes, etc. have not been physically verified by us, as maintained by the Company at their offices. However, we have taken all possible steps to verify the records, as made available to us by the Company through electronic medium and has also taken confirmation from the Company, wherever required.

Annexure B

To,
The Members,
Priya Limited

Secretarial Audit Report of is to be read along with this letter.

1. The compliance of provisions of all laws, rules, regulations, standards applicable to Priya Limited (hereinafter called 'the Company') is the responsibility of the management of the Company. Our examination was limited to the verification of records and procedures on test check basis for the purpose of issue of the Secretarial Audit Report.
2. Maintenance of secretarial and other records of applicable laws is the responsibility of the management of the Company. Our responsibility is to issue Secretarial Audit Report, based on the audit of the relevant records maintained and furnished to us by the Company, along with explanations where so required.
3. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial and other legal records, legal compliance mechanism and corporate conduct. The verification was done on test check basis to ensure that correct facts as reflected in secretarial and other records were produced to us. We believe that the processes and practices we followed, provides a reasonable basis for our opinion for the purpose of issue of the Secretarial Audit Report.
4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
5. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and major events during the audit period.
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 CSP & CO LLP,
Company Secretaries**

**Sanjay Pandurang Parab
Designated Partner
Membership No: 6613**

Place: Mumbai

CP No: 7093

Date: July 31, 2020 **UDIN:**F006613B000536472

ANNEXURE-B

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The information required in compliance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and forming a part of the Directors' Report for the year ended 31st March, 2020.

OVERVIEW OF THE ECONOMY

Electronics industry occupies an important place in the economy. As a key industry, it links every sector and facilitates to the growth of the economy. The Electronics industry is characterised by short product life cycles, falling prices, high obsolescence costs and rapid changes in technology. Import of electronics goods at cheaper price, may affect our domestic firms. As the price of electronics goods is falling, domestic demand for the electronics goods have been rising. India cannot afford to depend on imports entirely to meet its domestic requirement. To be self-sufficient the electronics industry requires a strong hardware base with adequate capital and advanced technology. To strengthen this industry, domestic technology may not be sufficient and to fill the technology gap import of technology is very essential.

OPPORTUNITIES AND THREATS

I) OPPORTUNITIES

Thin Clients market comprising of Impact and recovery of Covid-19, leading manufacturers, share, value analysis, product types, and market size with five years revenue forecast. In addition, report represents the companies' data, involving revenue, gross profit, shipment, price and other essentials. Companies operating in the global Thin Clients market are focusing on merger and acquisitions and new product launches to gain competitive advantage. Growth strategies adopted by these companies are studied in detail in the Thin Clients report. The report also includes several valuable information on the Thin Clients market, derived from various industrial sources.

II) THREATS

In an unprecedented global health crisis, trade is essential to save lives and livelihoods; and international co-operation is needed to keep trade flowing. In the midst of significant uncertainty, there are four things we can do: 1) boost confidence in trade and global markets by improving transparency about trade-related policy actions and intentions; 2) keep supply chains flowing, especially for essentials such as health supplies and food; 3) avoid making things worse, through unnecessary export restrictions and other trade barriers; and 4) even in the midst of the crisis, think beyond the immediate. Government support today needs to be delivered in a way that ensures it serves the public interest, not vested interests, and avoids becoming tomorrow's market distortions.

SEGMENT-WISE PERFORMANCE

As per Accounting standard AS-17, the business of the Company falls under only one segment of business; hence segment report is not applied.

RISK AND CONCERNS

Due to increased competition your company lost many important clients resulting in losses. The software business is very customer specific and it is very difficult to regain business once it is lost. Our efforts are on to revive the business but we are skeptical because the COVID pandemic has disrupted the entire business. We are hopeful of reviving the business as soon as COVID subsidies and businesses are back to normal.

INDUSTRY OUTLOOK

Extremely challenging times ahead to sustain existing business due to company bank accounts are NPA and Covid effect.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

During the year under review the Company has achieved a turnover of Rs.485.90 Lakhs as against Rs.2208.85 Lakhs in the previous year. During the year the Company has incurred Net loss of Rs. 3,968.73 Lakhs as against Net loss of Rs. 1622.60 Lakhs in the previous year.

The Earning per share (EPS) of the Company was negative for current year and previous year.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Commensurate with the size and nature of operations, the Company has adequate system of internal control and procedures covering all financial and operating functions. It believes that a good internal control framework is one of the most indispensable factors of Corporate Governance. The audit committee supervises all aspects of internal functioning and advise corrective action as and when required.

INDUSTRIAL RELATIONS AND HUMAN RESOURCE DEVELOPMENT

Industrial Relations continued to be harmonious and cordial throughout the year. The Company always valued its Human Resources and believes in unlimited potential of each employee. The Company has 31 numbers of Employees as on 31st March, 2020.

CAUTIONARY STATEMENT

Statement in this management discussion analysis describing the Company's objectives, projections, estimates, expectations may be forward looking within the meaning of applicable securities-laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could make difference to Company's operations include economic conditions affecting the domestic market and the overseas markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and other incidental factors.

**ANNEXURE -C
FORM NO. MGT 9**

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2020

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

I. REGISTRATION & OTHER DETAILS

CIN	L99999MH1986PLC040713
Registration Date	22/08/1986
Name of the Company	PRIYA LIMITED
Category/Sub-category of the Company	Company Limited by shares
Address of the Registered office & contact details	4 th Floor, Kimatrai Building, 77-79, Maharshi Karve Marg, Marine Lines (E) Mumbai 400002. Tel. 91-22-4220 3100, Fax- 91-22-4220 3197
Whether listed company	Yes
Name, Address & contact details of the Registrar & Transfer Agent, if any.	Bigshare Services Pvt. Ltd., 1 st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400059. Tel. 91-22-6263 8200, Fax- 91-22-6263 8299.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Electronics	996118	100 %

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/ GLN	Holding / Subsidiary/ Associate	% of shares held	Applicable Section
1	Not Applicable				

IV. SHARE HOLDING PATTERN(Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	5,27,900	0	5,27,900	17.58	5,27,900	0	5,27,900	17.58	0.00
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	2,75,800	0	2,75,800	9.19	2,75,800	0	2,75,800	9.19	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A) (1):-	8,03,700	0	8,03,700	26.77	8,03,700	0	8,03,700	26.77	0.00

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Foreign									
a) NRIs-Individuals	14,31,460	0	14,31,460	47.68	14,31,460	0	14,31,460	47.68	0.00
b) Other-Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A) (2):-	14,31,460	0	14,31,460	47.68	14,31,460	0	14,31,460	47.68	0.00
Total shareholding of Promoter (A)= (A) (1) +(A)(2)	22,35,160	0	22,35,160	74.45	22,35,160	0	22,35,160	74.45	0.00
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1):-	0	0	0	0.00	0	0	0	0	0.00
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	48,073	0	48,073	1.60	50,956	0	50,956	1.70	0.10
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	3,15,421	99,038	4,14,459	13.80	3,50,385	86,835	4,37,220	14.56	0.76
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1,17,812	0	1,17,812	3.92	81,399	0	81,399	2.71	(1.21)
c) Others (specify)									
Hindu Undivided Family (HUF)	8,300	0	8,300	0.28	7,738	0	7,738	0.26	(0.02)
Non Resident Indians (REPAT)	70	0	70	0.00	70	0	70	0.00	0.00
Non Resident Indians (REPAT)	0	0	0	0.00	145	0	145	0.00	0.00
Clearing Member	176	0	176	0.01	1209	0	1,209	0.04	0.03

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Overseas Corporate Bodies	1,25,000	0	1,25,000	4.16	1,25,000	0	1,25,000	4.16	0.00
IEPF Suspense A/C	53250	0	53,250	1.77	63,403	0	63,403	2.11	0.34
Sub-total (B)(2):-	6,68,102	99,038	7,67,140	25.55	6,80,305	86,835	7,67,140	25.55	0.00
Total Public Shareholding (B)=(B)(1)+ (B)(2)	6,68,102	99,308	7,67,140	25.55	6,80,305	86,835	7,67,140	25.55	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	28,44,962	1,57,338	30,02,300	100.00	29,03,262	99,038	30,02,300	100.00	0.00

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Arun Kumar Bhuwania	5,71,210	19.03	6.67	5,71,210	19.03	6.67	0.00
2	Arunkumar Bhuwania(HUF)	1,00,000	3.33	0.00	1,00,000	3.33	0.00	0.00
3	Saroj Bhuwania	5,41,750	18.04	0.00	5,41,750	18.04	0.00	0.00
4	Ashish Bhuwania	2,80,200	9.33	0.00	2,80,200	9.33	0.00	0.00
5	Aditya Bhuwania	2,60,300	8.67	0.00	2,60,300	8.67	0.00	0.00
6	Mini Bhuwania	38,300	1.28	0.00	38,300	1.28	0.00	0.00
7	Shruti Bhuwania	1,67,600	5.58	0.00	1,67,600	5.58	0.00	0.00
8	Priya International Limited	2,75,800	9.19	0.00	2,75,800	9.19	0.00	0.00
	TOTAL	22,35,160	74.45	0.00	22,35,160	74.45	0.00	0.00

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

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	No changes in Promoters shareholding during the year			
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	No changes in Promoters shareholding during the year			
	At the end of the year	No changes in Promoters shareholding during the year			

(iv) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Daymount Limited	1,25,000	4.16	1,25,000	4.16
2	Investor Education Protection Fund (IEPF)	53,250	1.77	63,403	2.11
3	Subramanian P	41,000	1.37	0	0.00
4	Sangeetha S	0	0.00	41000	1.37
5	Maliram Makharia Finstock Pvt. Ltd.	25,000	0.83	25,000	0.83
6	Sanjaykumar Sarawagi	19,368	0.65	0	0.00
7	Preetham M	18000	0.60	18,000	0.60
8	Rajan Tilakchand Maru	17,758	0.59	9,406	0.31
9	Shamrock Securities Pvt. Ltd.	0	0.00	14,845	0.49
10	Harilal N Dalal	11,200	0.37	11,200	0.37
11	Ankur Poddar	11,199	0.37	11,199	0.37
12	Bijal Suresh Dalal	9,000	0.30	9,000	0.30

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
A.	DIRECTORS				
1	Arunkumar Bhuwania - Chairman	5,71,210	19.03	5,71,210	19.03
2	Ashish Bhuwania (Resigned as on 26.02.2020)	2,80,200	9.33	2,80,200	9.33
3	Aditya Bhuwania- Whole Time Director	2,60,300	8.67	2,60,300	8.67
4	Saroj Bhuwania (Resigned as on 11.09.2020)	5,41,750	18.04	5,41,750	18.04
5	R. K. Saraswat	0	0.00	0	0.00
6	M. K. Arora	0	0.00	0	0.00
7	Anuj Bhargava	0	0.00	0	0.00
8	P. V. Hariharan (Resigned as on 12.03.2020)	1,500	0.04	1,500	0.04
9.	Mini Bhuwania (Apponited as on 17.12.2019)	38300	1.28	38300	1.28
B.	KEY MANAGERIAL PERSONNEL				
1	Rakesh Jain - Chief Financial Officer	0	0.00	0	0.00
2	Rajeshree Chougule - Company Secretary	0	0.00	0	0.00

V. INDEBTEDNESS

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

(Rs. in lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	2,282.78	122.00	0.00	2,404.78
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	262.83	0.00	0.00	262.83
Total (i+ii+iii)	2,545.61	122.00	0.00	2,667.61
Change in Indebtedness during the financial year				
* Addition	357.22	78.36	0.00	435.58
* Reduction	0.00	0.00	0.00	0.00
Net Change	357.22	78.36	0.00	435.58
Indebtedness at the end of the financial year			0.00	
i) Principal Amount	2,282.67	190.36	0.00	2,473.03
ii) Interest due but not paid	0.00	10.00	0.00	10.00
iii) Interest accrued but not due	620.16	0.00	0.00	620.16
Total (i+ii+iii)	2,902.83	200.36	0.00	3103.19

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sr. No.	Particulars of Remuneration	Name of MD/WT/ Manager	Total Amount
1		Aditya Bhuwania- WTD	
	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	30,00,000	30,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0
2	Stock Option	0	0
3	Sweat Equity	0	0
4	Commission - as % of profit - others, specify...	0	0
5	Others, please specify	0	0
	Total (A)	30,00,000	30,00,000
	Ceiling as per the Act		

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors				Total Amount
1	Independent Directors	R. K. Saraswat	M. K. Arora	Anuj Bhargava	P. V. Hariharan	
	Fee for attending board committee meetings	1,00,000	1,00,000	60,000	60,000	3,20,000
	Commission	0	0	0	0	0
	Others, please specify	0	0	0	0	0
	Total (1)	1,00,000	1,00,000	60,000	60,000	3,20,000
2	Other Non-Executive Directors	A. K. Bhuwania	Saroj Bhuwania	--	--	
	Fee for attending board committee meetings	0	0	-	-	0
	Commission	0	0	-	-	0
	Others, please specify	0	0	-	-	0
	Total (2)	0	0	-	-	0
	Total (B)=(1+2)	1,00,000	1,00,000	60,000	60,000	3,20,000
	Total Managerial Remuneration					33,20,000
	Overall Ceiling as per the Act					

C. Remuneration to Key Managerial Personnel other than MD/MANAGER/WTD

(Rs. in lacs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Not Applicable	4.63	33.19	37.82
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		0	0	0
2	Stock Option		0	0	0
3	Sweat Equity		0	0	0
4	Commission				
	- as % of profit		0	0	0
	others, specify...		0	0	0
5	Others, please specify		0	0	0
	Total		4.63	33.19	37.82

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

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

ANNEXURE-D

CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY

The Company is committed to adopt the best Corporate Governance practices and endeavors continuously to implement the code of Corporate Governance in its true spirit. The philosophy of the Company in relation to Corporate Governance is to ensure transparency in all its operations, make disclosures and enhance shareholders' value without compromising in any way in complying with the laws, rules and regulations.

The Board of Directors acknowledges that it has a fiduciary relationship and a corresponding duty towards the stakeholders to ensure that their rights are protected. Through the Governance mechanism in the Company, the Board along with its Committees endeavors to strike a right balance with its various stakeholders.

2. BOARD OF DIRECTORS

a) Composition and Category of Directors:

The Board of Directors is the apex body constituted by shareholders, for overseeing the Company's overall functioning. It provides strategic direction, leadership and guidance to the Company's management as also monitors the performance of the Company with the objective of creating long-term value for the Company's stakeholders. As on 31st March, 2020, the Board of the Company comprises 6 Directors out of which 1 Directors (12.5%) are Executive Directors and 5 (87.5%) are Non-Executive Directors, including 1 women Director. The Company has a Non-Executive Chairman and 3 Independent Directors('ID'), comprise half of the total strength of the Board. All IDs have confirmed in accordance with Regulation 25(8) of the SEBI Listing Regulations that they meet the independence criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Act and the rules framed thereunder. Based on the disclosures received from all the IDs and as determined at the Meeting held on April 02, 2019, the Board is of the opinion that the IDs fulfill the conditions of Independence as specified in the Act and SEBI Listing Regulations.

All the Directors have made necessary disclosures regarding their directorships as required under Section 184 of the Act and on the Committee positions held by them in other companies. None of the Directors on the Company's Board hold the office of Director in more than 20 companies, including 10 public companies and none of the Directors of the Company are related to each other. As per Regulation 17A of the SEBI Listing Regulations, None of the Directors held directorship in more than 8 listed entities and none of the IDs serve as IDs in more than 7 listed entities and in case they are whole-time directors/managing directors in any listed entity, then they do not serve as IDs in more than 3 listed entities. In accordance with Regulation 26 of the SEBI Listing Regulations none of the Directors are members in more than 10 committees or act as chairperson of more than 5 committees [the committees being, Audit Committee and Stakeholders' Relationship Committee] across all public limited companies in which he/she is a Director. All Non-Independent Non- Executive Directors ('NINEDs') are liable to retire by rotation.

The Board, to look at the long-term strategic planning, financial statements and policy reviews, meets at least once in a quarter to review financial results and operations of the Company. The Notice along with the agenda of the Board/Committee Meeting and comprehensive notes are given well in advance to all the Directors to enable them to take informed decisions. During the year no special business approval is taken by board by passing resolutions by circulation. The Agenda for the Board/Committee meetings are prepared by the Company Secretary in consultation with the Chairman and CFO of the Company. Every Director of the Company has liberty to recommend inclusion of items on the agenda.

All statutory and other matters of significant importance including information as mentioned in Schedule II Part A of the SEBI Listing Regulations are tabled before the Board for their

discussions and consideration. The compliance reports of applicable laws, rules and regulations and the minutes of the meetings of the Committees of the Board are placed before the Board.

The draft Minutes are circulated amongst the members of the Board for their perusal. Comments, if any, received from the Directors are incorporated in the Minutes, in consultation with the Chairman. The Minutes are noted by the members and signed by the Chairman of the Board at the next Meeting.

During the financial year 2019-20, 8 (Eight) Board Meetings were held on April 02, 2019; April 18, 2019; May 30, 2019; August 14, 2019, November 14, 2019, November 25, 2019, December 17, 2019 and February 12, 2020. With reference to the Regulation 17 of the SEBI Listing Regulations, the gap between the two Board Meetings has not exceeded One Hundred and Twenty Days.

The following table, illustrates the composition of the Board, Director's attendance at Board Meetings held during the financial year under review and at the last Annual General Meeting ('AGM'), number of directorships held in other public companies, total number of committee positions held across all public companies, their shareholding in the Company's shares and names of other listed entities in which directorship is held, including category of directorships, as at March 31, 2020:

Name of Director, Director Identification Number & Category	Relationship inter-se	No. of Board Meetings Attended during 2019-20	Attendance %	Whether attended AGM held on 27 th September 2019	No. of Directorships in other public limited companies	No. of Committee positions held in other public limited companies		Holding in Company's shares	Directorships in other listed entities (Category of Directorship)
						Chairman	Member		
Mr. A. K. Bhuwania DIN: 00387445 Promoter/ Non Independent - Non Executive Chairman	Father of Aditya Bhuwania and Father in law of Mini Bhuwania	3	37.5	No	1	1	0	5,71,210	1.Priya International Limited- Chairman/ Non-Independent Non-Executive Director
Mr. R. K. Saraswat DIN: 00015095 Independent -Non Executive Director	None	7	87.5	Yes	3	4	0	0	1.Priya International Limited-Independent Director 2.Vinati Organics Limited- Independent Director 3.Datamatics Global Services Limited-Independent Director
Mr. M. K. Arora DIN:00031777 Independent - Non Executive Director	None	7	87.5	Yes	3	3	0	0	1.Priya International Limited- Independent Director 2.Kemp & Co. Limited-Independent Director 3.Windsor Machine Limited- Independent Director
Mr. Anuj Bhargava DIN: 03090652 Independent - Non Executive Director	None	7	87.5	Yes	1	-	-	0	1.Priya International Limited- Independent Director

Name of Director, Director Identification Number & Category	Relationship inter-se	No. of Board Meetings Attended during 2019-20	Atten- dance %	Whether attended AGM held on 27 th Septem- ber 2019	No. of Di- rectorships in other public limited com- panies	No. of Committee positions held in other public lim- ited companies		Holding in Com- pany's shares	Directorships in other listed entities (Category of Director- ship)
						Chair- man	Member		
Mr. P. V. Hariharan DIN: 03196975 Independent - Non Executive Director (Resigned as on 12.03.2020)	None	7	87.5	Yes	1	-	-	1500	1.Priya International Limited- Whole-time Director
Mr. Ashish Bhuwania DIN: 01176475 Promoter/ Non Independent- Executive Director (Resigned as on 26.02.2020)	Son of A.K. Bhuwania and Brother of Aditya Bhuwania	1	12.5	No	-	-	-	2,80,200	None
Mr. Aditya Bhuwania DIN: 00018911 Promoter/ Whole- time/ Non Independent- Executive Director	Son of A.K. Bhuwania & Saroj Bhuwania and Brother of Ashish Bhuwania	6	75	Yes	1	-	-	2,60,300	1.Priya International Limited-Non- Independent Non- Executive Director
Mrs. Saroj Bhuwania DIN: 00018978 Promoter/ Non Independent- Non Executive Director (Resigned as on 11.09.2019)	Mother of Ashish Bhuwania and Aditya Bhuwania and wife of A.K. Bhuwania	3	37.5	N.A.	1	-	-	5,41,750	1.Priya International Limited Non- Independent Non- Executive Director
Mrs. Mini Bhuwania DIN: Promoter/Non- Independent- Non Executive Director (Appointed as on 17.12.2019)	Daughter in law of Arunkumar Bhuwania and Sister in law Aditya Bhuwania	-	-	-	-	-	-	38,300	N.A.

1. Excludes Directorship in Private Limited Companies, Foreign Companies, Companies under section 8 of the Companies Act, 2013.
2. Only Chairmanship / Membership of Audit Committee and Stakeholders Relationship Committee of listed Companies have been considered, excluding in Priya Limited.

b) Board Effectiveness Evaluation:

Pursuant to provisions of Regulation 17(10) of the SEBI Listing Regulations and the provisions

of the Act, an annual Board effectiveness evaluation was conducted for FY 2019-20 on February 12, 2020, involving the following:

- i. Evaluation of IDs, in their absence, by the entire Board was undertaken, based on their performance and fulfilment of the independence criteria prescribed under the Act and SEBI Listing Regulations; and
- ii. Evaluation of the Board of Directors, its Committees and individual Directors, including the role of the Board Chairman.

An IDs' meeting, in accordance with the provisions of Section 149(8) read with Schedule IV of the Act and Regulation 25(3) and 25(4) of the SEBI Listing Regulations, was convened on February 12, 2020, mainly to review the performance of Non Independent Non-Executive Director, Whole-time Director and the Chairman as also the Board as a whole.

All IDs were present at the said meeting.

For further details, pertaining to the same kindly refer to the Board's Report.

3. COMMITTEES OF THE BOARD:

Currently, the Board has the following Three committees:

- I. Audit Committee;
- II. Nomination and Remuneration Committee;
- III. Stakeholders Relationship Committee;

I. AUDIT COMMITTEE

a) Constitution:

The Company has constituted a well-qualified and independent Audit Committee as required under Section 177 of the Act, read with Rules thereto, and is also in compliance with Regulation 18 of the SEBI Listing Regulations. The role of audit committee and the information reviewed by it is as per Part C of Schedule II of the SEBI Listing Regulations, including but not limited to overseeing financial reporting process, review of financial results and related parties transactions, recommendation of appointment, remuneration and terms of auditors and internal auditors, scrutiny of intercorporate loans and investments and to ensure accurate and timely disclosures with the highest levels of transparency, integrity and quality of financial reporting.

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

b) Description of Terms of Reference:

The terms of reference of the Audit Committee are as follows:

- (i) Review of financial statements before they are submitted to the Board for adoption;
- (ii) Recommending the appointment or removal of statutory auditors, fixation of audit fees, terms of auditors, and approval for payment for other services provided by the auditors;
- (iii) Review of quarterly, half yearly and yearly financial statements and audit report before they are presented to the Board, focusing inter- alia upon:
 - Accounting Policies and any changes thereto;
 - Major accounting entries based upon exercise of judgment by the management;
 - Ensuring compliance with the Accounting Standards;
 - Significant issues arising out of audit;
 - Any related party transactions i.e. transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interest of the Company at large;
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;

- Modified opinion(s) in the draft audit report;
- Compliance with the laws, rules, regulations and notification issued by the Stock Exchange and other regulatory authorities relating to the preparation and disclosure of financial statements.
- (iv) Review and monitor auditor's independence and performance and effectiveness of the audit process;
- (v) Approve any subsequent modification of the transactions with the Related Parties;
- (vi) Scrutiny of inter corporate loans and investments;
- (vii) Valuation of undertaking and assets;
- (viii) Review with the management, performance of the statutory and internal auditors and the adequacy of internal control systems;
- (ix) Discussion with the Statutory Auditors before commencement of the audit, nature and scope of audit, as well as post audit discussion to ascertain any area of concern;
- (x) Review of the Company's financial and risk management systems;
- (xi) Investigating the reasons for substantial defaults, if any, in the payment to the depositors, shareholders. (In case of non-payment of declared dividends), and creditors;
- (xii) Audit Committee to call for comments of the auditors about internal control systems, scope of audit including the observations of the auditors and review of the financial statements before submission to the Board;
- (xiii) Adequate safeguards against victimization of person who use Vigil Mechanism and make provision for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases;
- (xiv) Authority to investigate into any matter in relation to the items specified above or referred to it by the board and for this purpose the Audit Committee to have power to obtain professional advice from external sources and have full access to information contained in the records of the company;
- (xv) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate;
- (xvi) Consider any other matter as may be requested by the Board;
- (xvii) Any other terms of references as may be included from time to time as per Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (xviii) Perform such other functions as may be necessary or appropriate for the performance of its duties.

c) Composition, Name of Members and Chairman:

The Audit Committee comprises of 3 (three) Non-Executive Directors viz. Mr. R. K. Saraswat (Chairman), Mr. M.K. Arora (Member), and Mr. A.K. Bhuwania (Member).

All members of the Committee are well versed with finance, accounts, corporate laws and general business practices.

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

The meetings of Audit Committee are also attended by Chief Financial Officer, Internal Auditor and Partner of Statutory Auditors. Minutes of the Committee meetings are circulated to the Members and are placed before the Board for noting.

d) Meetings and Attendance during the year:

During the year under review, the Committee met 4 (Four) times on **May 30, 2019; August 14, 2019; November 14, 2019; and February 12, 2020** and the gap between the two meetings did

not exceed one hundred and twenty days. The Chairman of the Audit Committee not attended last AGM held on September 27, 2019.

The details of Committee meetings held and attended by its members are given below:

Name	Category	Designation	No. of Meetings	
			Held	Attended
R.K. Saraswat	Independent -Non Executive Director	Chairman	4	4
M.K.Arora	Independent -Non Executive Director	Member	4	4
A.K. Bhuwania	Promoter/ Non Independent – Non-Executive Chairman	Member	4	2

II. NOMINATION AND REMUNERATION COMMITTEE (N&RC)

a) Constitution:

The N&RC is constituted in line with the provisions of Section 178 of the Act and Regulation 19 of the SEBI Listing Regulations. The role of N&RC and the information reviewed by it is as per Part D of Schedule II of SEBI Listing Regulations.

b) Description of Terms of Reference:

The terms of reference of the N&RC are as under:

- (i) Periodically reviewing the size and composition of the Board to ensure that it is structured to make appropriate decisions, with a variety of perspectives and skills;
- (ii) Formulation of the criteria for determining such as qualifications, positive attributes and independence for appointment of persons as Directors;
- (iii) Formulation of criteria for evaluation of performance of Independent Directors and Board of Directors;
- (iv) Devising a policy on diversity of Board of Directors;
- (v) 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;
- (vi) Recommend to the Board all matters relating to the compensation including annual increments, incentives and revision in salary) payable by the Company to the Senior Management;
- (vii) To recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees. While formulating the policy, the Committee shall ensure that—
 - (a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - (c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
- (viii) Consider any other matter as may be requested by the Board;
- (ix) Any other terms of references as may be included from time to time as per Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (x) Perform such other functions as may be necessary or appropriate for the performance of its duties.

c) Composition, Name of Members and Chairman:

The N&RC comprises of 4 (Four) i.e. Mr. M. K. Arora (Chairman), Mr.A.K. Bhuwania (Member), Mr. R. Saraswat (Member) and Mr. Anuj Bhargava (Member).

d) Meetings and Attendance during the year:

During the year under review, the Committee met 5 (Five) times on April 02, 2019, May 30, 2019, November 14, 2019, December 17, 2019 and February 12, 2020.

The details of Committee meetings held and attended by its members are given below:

Name	Category	Designation	No. of Meetings	
			Held	Attended
M.K.Arora	Independent -Non Executive Director	Chairman	5	5
R.K.Saraswat	Independent -Non Executive Director	Member	5	5
A.K. Bhuwania	Promoter/ Non Independent – Non-Executive Chairman	Member	5	1
Anuj Bhargava	Independent -Non Executive Director	Member	5	5

e) Remuneration Policy

The remuneration policy is directed towards rewarding performance, based on review of achievements. It is aimed at attracting and retaining high caliber talent. The remuneration policy is in consonance with the existing practice in the Industry.

f) Remuneration of Directors**A. Non Executive Director's Remuneration**

The Non-Executive Directors of the Company do not draw any remuneration from the Company other than sitting fees for attending Board and Audit Committee Meeting. The Criteria of making payments to Non-Executive Directors is posted on the Company's website at www.priyagroup.com. The payment of remuneration by way of sitting fees is as under:

Name of Director	Category	Sitting Fees * (Rs.)
Mr. A. K. Bhuwania	Promoter/Non-Executive Chairman	Nil
Mr. R. K. Saraswat	Independent/ Non Executive Director	1,00,000
Mr. M. K. Arora	Independent/ Non Executive Director	1,00,000
Mr. Anuj Bhargava	Independent/ Non Executive Director	60,000
Mr. P. V. Hariharan (Resigned as on 12.03.2020)	Independent /Non Executive Director	60,000
Total		3,20,000

*Includes fees for Audit Committee Meetings.

B. Executive Director's Remuneration

The Whole Time Directors (designated as Executive Directors) are being paid in accordance with and subject to the limits laid down in the Schedule V of the Companies Act, 2013. The remuneration to the Whole Time Directors are approved by the Board of Directors and subsequently ratified by the shareholders in their general meeting. The payment of remuneration to Executive Director is as under:

Name of Director	Category	Remuneration (Rs.)
Mr. Aditya Bhuwania	Promoter / Whole-time Director	30,00,000
TOTAL		30,00,000

1. The Company does not have policy of paying commission on profits to any of the Directors of the Company.
2. No such performance linked incentive are given to the Directors of the Company.

3. Presently, the Company does not have a scheme for grant of stock options either to the whole-time Directors or Employees of the Company.
4. There is no separate provision for payment of severance fees.

III. STAKEHOLDERS RELATIONSHIP COMMITTEE

a) Constitution:

The Stakeholders Relationship Committee of the Company is constituted in accordance with the provisions of Section 178 of the Act and Regulation 20 of SEBI Listing Regulations. The role of the Stakeholders Relationship Committee is as specified in Part D of Schedule II of SEBI Listing Regulations.

b) Description of Terms of Reference:

The terms of reference of the Stakeholders Relationship Committee are as under:

- (i) Meet regularly to consider requests of share transfer/ transmission/ split/ consolidation/ duplicate share certificate etc.
- (ii) Look into the redressal of shareholders and investors complaints like transfer/ transmission of shares or credit of shares, non-receipt of annual reports/ notices/ declared dividends etc. and other secretarial compliances relating to share capital of the Company under the listing agreement etc.
- (iii) Oversee performance of the Registrars and Transfer Agents of the Company and looks into matters which can facilitate better investor services and relations.
- (iv) Consider and resolve the grievances of the security holders including the shareholders, debenture-holders, deposit holders etc. of the Company.
- (v) Resolve the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
- (vi) Review measures taken for effective exercise of voting rights by shareholders;
- (vii) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
- (viii) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- (ix) Consider any other matter as may be requested by the Board;
- (x) Any other terms of references as may be included from time to time as per Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (xi) Perform such other functions as may be necessary or appropriate for the performance of its duties.

c) Composition, Name of Members and Chairman:

The Stakeholders Relationship Committee comprises of 3 (Three): i.e. Mr. M.K. Arora (Chairman) and Mr.R.K. Saraswat (Member) and A.K. Bhuanania (Member).

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

d) Meetings and Attendance during the year:

During the year under review, the Committee met 4 (Four) times on May 30, 2019; August 14, 2019; November 14, 2019 and February 12, 2020.

The details of the Committee meetings held and attended by its members are given below:

Name	Category	Designation	No. of Meetings	
			Held	Attended
M.K.Arora	Independent -Non Executive Director	Chairman	4	4
R.K.Saraswat	Independent -Non Executive Director	Member	4	4
A.K. Bhuwania	Promoter/ Non Independent – Non-Executive Chairman	Member	4	2

During the Financial year 2019-20, the Stakeholder Relationship Committee has not received any Complaints regarding Non-receipt of Dividend and Non-receipt of Annual Reports/ Notices and as such other.

4. INDEPENDENT DIRECTORS MEETING:

- i. Pursuant to the provisions of Schedule IV to the Act and Regulation 25 of SEBI Listing Regulations, a separate meeting of the Independent Directors of the Company was convened on February 12, 2020, without the presence of Non-Independent Directors and Members of Management, to consider, inter alia, the following:
 - (a) review the performance of Non-Independent Directors and the Board as a whole;
 - (b) review the performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors;
 - (c) assess the quality, quantity and timeliness of flow of information between the Company's management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors were present in the Meeting and the Meeting was chaired by Mr. R. K. Saraswat.

ii. Familiarisation Programme for Independent Directors

Whenever any person joins the Board of the Company as an Independent Director, an induction programme is arranged. The Company conduct programmes/ presentations periodically to familiarise the Independent Directors with the nature of industry, Business model, strategy, operations and functions of the Company and role, right & responsibilities of Independent Directors through its Executive Directors or Senior Management Personnel. The details of such familiarisation programmes have been disclosed on the Company's website at www.priyagroup.com.

5. GENERAL BODY MEETING:

I. ANNUAL GENERAL MEETING:

Details of Annual General Meetings held during the preceding 3 (Three) years are as follows: -

AGM reference	Location	Date	Time	No. of Special Resolutions passed
2018-19 32 nd AGM	"City Light Cinema Banquets Hall", Ashford Chambers, 4 th Floor, Lady Jamshedji Road, Mahim, Mumbai 400016.	27 th September, 2019	11.00 A.M.	4
2017-18 31 st AGM	"Hall of Quest", Nehru Planetarium, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400018.	19 th September, 2018	11.00 A.M.	1
2016-17 30 th AGM	"Hall of Quest", Nehru Planetarium, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400018.	13 th September, 2017	11.00 A.M.	Nil

The following Special Resolutions were passed at the AGM held on **27th September, 2019**

1. Re-appointment of Mr.R.K. Saraswat as Independent Director of the Company.
2. Re-appointment of Mr.M.K. Arora as Independent Director of the Company.
3. Re-appointment of Mr. Anuj Bhargava as Independent Director of the Company.
4. Re-appointment of Mr.P.V. Hariharan as Independent Director of the Company.

AGM held on **19th September, 2018.**

Re-appointment of Mr. Aditya Bhuwania as Whole Time Director.

There are no Special Resolutions passed at the AGM held on **13th September, 2017.**

II. POSTAL BALLOTS

No resolutions were passed during the year through postal ballot.

No resolutions are proposed to be conducted through postal ballot at the ensuing AGM.

III. EXTRA ORDINARY GENERAL MEETING

No Extra Ordinary General Meeting of the Shareholders was held during the financial year ended 31st March, 2020.

IV. RESOLUTION BY CIRCULATION

The Company has not passed any resolution by circulation during the financial year 2019-20.

6. DISCLOSURES:

a) Whistle Blower Policy/Vigil Mechanism

In line with the best Corporate Governance practices, Priya Limited, has put in place a system through which the Directors and employees may report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct without fear of reprisal. The Whistle-blower Policy is placed on the website of the Company.

b) Subsidiary Company

The Company does not have any subsidiary Company.

c) Related Party Transactions

The Company has formulated a policy on Related Party Transactions and also on dealing with Related Parties which is disclosed on the website of the Company and the web link is http://www.priyagroup.com/pdf/pl_Related_Party_Transaction_policy.pdf

All Related Party Transactions have been approved by the Audit Committee.

The Company has taken omnibus approval of Audit Committee for a period of one year. The Audit Committee has reviewed on quarterly basis the details of Related Party Transactions entered into by the Company pursuant to such omnibus approval.

7. OTHER DISCLOSURES:

- a) There are no materially related party transactions. Related party transactions are disclosed in Note No.35 to the financial statement in the Annual Report. The Audit Committee had reviewed and approved the related party transactions as mandatory requirement under Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The policy of related party transactions is available on the website of the Company.
- b) The Company has prepared the financial statements in compliance with the Accounting Standards applicability to the Company. There is no material departure from the accounting treatment prescribed under the Accounting Standards.
- c) The Company had complied with the requirement of the Stock Exchange, SEBI and other statutory authorities on all matters relating to capital market during the last three years. No pecuniary structures have been imposed on the Company by any of the above mentioned authorities.

- d) The Company has complied with all the mandatory requirements and has also disclosed information relating to non-mandatory requirements.
- e) Complaints pertaining to sexual harassment: No Complaints pertaining to Sexual Harassment were received during the financial year under review.
- f) Management Discussion and Analysis Report forms part of the Annual Report.

8. MEANS OF COMMUNICATION

Quarterly Results: The Un-audited and Audited Financial Results of the Company for each Quarter and for the year ended as the case may be were published in English Newspaper and Marathi Newspaper. The said financial results were also displayed on the Company's website i.e. www.priyagroup.com.

Website: The Company's website: www.priyagroup.com contains a separate section 'Investor' where shareholders' information is available. The Company's financial results and Annual Reports are also available on the Company's website in the downloadable form.

BSE Corporate Compliance & Listing Centre (the 'Listing Centre '): BSE's Listing Centre is a web-based application designed for corporates. All periodical compliance filings like Shareholding Pattern, Corporate Governance Report, Press Releases and others are also filed electronically on the Listing Centre. The Company is regular in posting its Shareholding Pattern, Corporate Governance Report and Corporate Announcements electronically at <https://listing.bseindia.com>.

9. NON-MANDATORY REQUIREMENTS:

(1) Shareholder Rights

The Quarterly, Half yearly and Annual Financial Results of the Company are published in the Newspapers, besides notifying to the Stock Exchanges where the Company shares are listed. The Quarterly, Half yearly and Annual Financial Results are also available on Company's website at www.priyagroup.com. The Audited annual report is also sent to every shareholders of the Company.

(2) Audit qualifications

There are qualifications remark in the Auditors' Report to the Members on the Financial Accounts for the year ended 31.03.2020. The detail explanation given in Board Report.

(3) Reporting of Internal Auditor

The Internal Auditor directly reports to the Audit Committee.

(4) Other Non-Mandatory Requirements

The other Non-mandatory requirements will be implemented in due course as and when required and/or deemed necessary by the Board.

10. SECRETARIAL AUDIT

The secretarial audit report by M/s. CSP & Co LLP., Practising Company Secretary, forms part of the Annual Report, has some adverse remarks for the year ended 31st March, 2020. The detail explanation given Board Report of the Company which forming part of the Annual Report.

11. GENERAL SHAREHOLDERS INFORMATION:

- a. **Date and time of AGM** : Saturday, 19th December, 2020 at 11.00 A.M.
- b. **Venue** : "City Light Cinema Banquets Hall",
Ashford Chambers, 4th Floor, Lady Jamshedji Road,
Mahim, Mumbai 400016.
- c. **Financial Year** : 1st April 2019 to 31st March 2020
- d. **Book Closure dates** : 12th December, 2020 to 19th December, 2020
(both days inclusive)

- e. Listing on Stock Exchanges :** 1. BSE Limited (BSE),
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai- 400 023.
2. The Calcutta Stock Exchange Limited*
(CSE) (applied for delisting), 7,
Lyons Range, Kolkata – 700 001.
- f. Listing Fees :** i. Listing fees of BSE have been paid.
ii. Listing Fees of CSE. *
- g. Stock Code (BSE) :** 524580
- h. ISIN No. :** **INE686C01014** (For dematerialization of shares)
- i. Registered Office :** 4th Floor, Kimatrai Building,
77-79 Maharshi Karve Marg,
Marine Lines (E) Mumbai 400002.

*Application for delisting of equity shares of the Company from Calcutta Stock Exchange Limited has made long back but the said exchange has not granted in-principle permission of de-listing till date.

j. Distribution of shareholding: as on 31st March, 2020

Distribution range of Shares	No of Shareholders	% of shareholders	No. of shares held	% of shareholding
1 to 500	1910	92.49	222952	7.42
501 to 1000	74	3.58	58019	1.93
1001 to 2000	35	1.69	48732	1.62
2001 to 3000	12	0.58	30396	1.01
3001 to 4000	6	0.29	21165	0.70
4001 to 5000	5	0.24	23821	0.79
5001 to 10000	7	0.33	52408	1.75
10001 & Above	16	0.77	2544807	84.76
Total	2056	100.00	3002300	100.00

l. Categories of Shareholding as on 31st March, 2019

SHAREHOLDING PATTERN		
Category of Shareholders	No. of shares held	%
Promoters and Promoters Group	2235160	74.45
IEPF	63403	2.11
Indian Public	518619	17.27
Hindu Undivided Family (HUF)	7738	0.26
Bodies Corporate	50956	1.70
Clearing Member	1209	0.04
NRI/OCB	125215	4.17
TOTAL	3002300	100.00

n. Registrar and Share Transfer Agents (Common agency for Demat and Share Transfer) :

Bigshare Services Pvt. Ltd.

1st Floor, Bharat Tin Works Building,

Opp. Vasant Oasis, Makwana Road, Marol,

Andheri East, Mumbai 400 059.

Tel: 91 22 28470652, 91 22 40430200

Fax: 91 22 28475207

Email: info@bigshareonline.com

o. Updation of KYC details :

As per SEBI norms, efforts are underway to update Permanent Account Number (PAN) and bank account details of shareholder(s) in the members' register, communications have been sent by the Company to eligible shareholders in this regard. Shareholders are requested to update these details at the earliest.

p. Dematerialization of shares & liquidity :

The Equity Shares of Company are dematerialized with National Security Depository Limited and Central Depository Services (India) Limited and the total number of Shares dematerialized as on 31.03.2020 is 29,03,262.

q. Share Transfer System :

Trading in Equity Shares of the Company is permitted in dematerialized form. Shares sent for transfer in physical form are registered and returned in a period of fifteen days of the receipt of the document, provided the documents are valid and complete in all respect.

r. Out-standing GDRs/ADRs/Warrants or any Convertible Instruments: NIL

s. Plant Location : Not applicable as the Company has n Plant.

t. Address for correspondence

Priya Limited

4th Floor, Kimatrai Building, 77/79 Maharshi Karve Marg,

Marine Lines (E), Mumbai 400 002.

Tel. No. 022 4220 3100.

u. Commodity price risk or foreign exchange and hedging activities:

The Company is exposed to the risk of price fluctuation of raw materials as well as finished goods. The Company proactively manages these risks through forward booking, inventory management and proactive vendor development practices. The Company's reputation for quality, product differentiation and service, coupled with existence of powerful brand image with robust marketing network mitigates the impact of price risk on finished goods.

v. Reappointment / Appointment of Directors:

Information on directors retiring by rotation and directors seeking re-appointment, subject to members' approval at the ensuing Annual General Meeting is provided in the Notice.

Compliance with Code of Conduct

As required under Part D of Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, all the Board Members and Senior Management personnel have affirmed their compliance with the Company's code of conduct for the year ended 31st March, 2020.

Place: Mumbai

Date: 31st July, 2020

Rakesh Jain

Chief Financial Officer

Note: Non-applicability of Corporate Governance provisions of SEBI (LODR) Regulations-Reg.as on 31.03.2020

In terms of Regulations 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the compliance with the corporate governance provisions as specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V shall not apply, in respect of:

The listed entity having a paid up equity share capital not exceeding Rupees 10 Crore and Net Worth not exceeding Rupees 25 Crore, as on the day of the previous financial year.

During the financial year for the quarter ended 3.06.2019, 30.09.2019 and 31.12.2020 Corporate Governance compliance complied and from 31.03.2020 non-applicability of Corporate Governance Compliance certificate submitted at exchange.

Certification by Whole Time Director and Chief Financial Officer

We, the undersigned of the Company hereby certify that :

1. We have reviewed the financial statements and the cash flow statement for the year 31st March 2020 and that to the best of their knowledge and belief :
 - These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. That there are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies and
4. We have indicated to the auditors and the Audit committee that there are:
 - significant changes in internal control over financial reporting during the year, if any;
 - significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements, if any; and
 - No instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Aditya Bhuwania

Whole Time Director

Rakesh Jain

Chief Financial Officer

Place: Mumbai

Date: 31st July, 2020

INDEPENDENT AUDITORS' REPORT

To the Members of PRIYA LIMITED

Report on the Audit of the Financial Statements

Qualified Opinion

We have audited the Financial Statements of **PRIYA LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2020, and the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the Financial Statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph and read together with matter described in the Emphasis of Matters paragraph, the aforesaid Ind AS Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS specified under Section 133 of the Act, of the state of affairs (financial position) as at March 31, 2020, and its losses (financial performance including other comprehensive income), its cash flow and the changes in equity for the year ended on that date.

Basis for Qualified Opinion

We draw your attention to note no. 41 of the Financial Statements regarding the Company's account being declared as Non-Performing Asset (NPA) and received a notice under Section 13(4) of Securitization and Reconstruction of Financial assets and Enforcement of Security Interest Act, 2002 ('the Act') for symbolic attachment of properties. Further the company has approached the bank for one-time settlement. The Company has incurred net losses in the current year as well as in the past year. The Company has accumulated losses which exceeds its net worth at the balance sheet date resulting in negative net worth and due to blockage of bank accounts, revenue from operation in current year has been dropped by 78% compared to the previous year.

Based on the facts mentioned above and in the absence of the information regarding future business plan of the Company, we are unable to comment on the going concern of the Company.

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

Emphasis of Matters

1. Trade Receivables, Trade payables and Advance to suppliers which are long overdue are subject to confirmation and reconciliation, if any. Further, the Management is confident enough for receiving the same in due course of time. Our opinion is not modified in respect of this matter.
2. The Company has provided interest amounting to Rs. 357.33 lakhs on NPA accounts for the year ended March 31, 2020. However, in the absence of confirmation from bank regarding rate of penal interest, we are unable to comment upon the booking of provision of such interest. Our opinion is not modified in respect of this matter.
3. The Company has made aggregate provision of Rs. 3,271.77 lakhs for doubtful debts (expected credit loss) as at March 31, 2020 relating to export sales. The Management is yet to approach RBI for approval of writing off the said amount from books of accounts. Our conclusion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements of the current period. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to be communicated in our report.

Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the Financial Statements and our auditors' 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 management and 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 financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, management and Board of Directors are 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. Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not

detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our 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.

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

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143 (11) of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Financial Statements.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Financial Statements 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 Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the Financial Statements.

- d) In our opinion, the aforesaid Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Account) Rules, 2014.
- e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 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".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its Financial Statements (Refer Note. 24(a) to the Ind As Financial Statements)
 - ii. The Company did not have any material foreseeable losses on long-term contracts including derivatives contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.

For Kanu Doshi Associates LLP
Chartered Accountants
FRN. No. 104746W/W100096

Kunal Vakharia
Partner

Place: Mumbai
Date: July 31, 2020

Membership no. 148916
UDIN: 20148916AAAADD6107

ANNEXURE A TO THE AUDITOR'S REPORT

Referred to in paragraph 2 of '**Report on other Legal and Regulatory Requirements**' in our Report of even date on the accounts of **PRIYA LIMITED** for the year ended March 31, 2020

- i. (a) The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The fixed assets of the company are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years, which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the management during the year and discrepancies noticed between the book records and the physical inventories were not material and have been properly dealt with in the accounts.
- (c) According to information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- ii. During the year, the inventories have been physically verified by the management. In our opinion, the frequency of verification is reasonable. The discrepancies noticed on physical verification of inventories as compared to the book records have been properly dealt with in the books of accounts.

- iii. As informed to us, the Company has not granted loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Hence sub clauses (a) to (c) of clause 3(iii) are not applicable to the Company.
- iv. The company has complied with provisions of Section 186 of the Companies Act, 2013 in respect of investments made and Section 185 of the Companies Act, 2013 is not applicable as there were no such loans, securities or guarantees provided during the year.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under to the extent notified and therefore clause 3(v) is not applicable.
- vi. The Central Government has not prescribed the maintenance of cost records under sub-Section (1) of Section 148 of the Companies Act, for any of the products of the Company.
- vii. (a) **The Company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Excise Duty, Customs Duty, Cess, Goods & Service Tax and any other material statutory dues applicable to it.**
- (b) **According to the records of the Company, there are no dues of Income Tax which have not been deposited on account of any dispute except disclosed below:**

The disputed amounts that have not been deposited in respect of Income Tax is as under:

Sr. No.	Name of the Statute	Nature of the dues	Forum where the dues is pending	Rs. In Lakhs
1	Income Tax	Income Tax	ACIT AY 2011-12	28.90
TOTAL				28.90

- viii. In our opinion and according to the information and explanations given to us, except for the loans, borrowings, and dues mentioned below, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank or Government. Further, the Company does not have any debentures issued / outstanding any time during the year.

Particulars	Amount of Default (Rs in Lakhs)		Total	Period Of Default
	Principal	Interest		
Term Loan				
Bank of Maharashtra (C/A)	328.81	77.98	406.79	1 to 639 Days
Indian Bank (C/A)	221.23	62.48	283.71	1 to 608 Days
Indian Bank (ADOVEXBIR A/C)	751.70	196.10	947.80	1 to 641 Days
Union Bank of India (L/C A/C)	254.10	81.41	335.51	1 to 663 Days
Union Bank of India (ADOVEXBIR A/C)	726.83	202.19	929.02	1 to 657 Days

- ix. The Company has not raised any money by way of public issue/ further offer (including debt instruments) and through term loans during the year. Accordingly, clause 3(ix) of the order is not applicable to the Company.
- x. Based upon the audit procedures performed and information and explanation given by the management, we report that no fraud by the Company and no fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with schedule V to the Companies Act, 2013.

- xii. In our opinion and according to the information and explanations given to us, the nature of the activities of the company does not attract any special statute applicable to Nidhi Company. Accordingly, clause 3(xii) of the order is not applicable to the company.
- xiii. According to the information and explanation given to us, and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sec 177 and 188 of Companies Act, 2013 where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. In our opinion and according to the information and explanations given to us, and based on our examination of the records of the Company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3 (xiv) of the Order is not applicable to the Company.
- xv. In our opinion and 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. Accordingly, clause 3 (xv) of the Order is not applicable to the Company.
- xvi. The company is not required to be registered under Sec 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3 (xvi) of the Order is not applicable to the Company.

For Kanu Doshi Associates LLP
Chartered Accountants
FRN. No. 104746W/W100096

Kunal Vakharia
Partner

Place: Mumbai
Date: July 31, 2020

Membership no. 148916
UDIN: 20148916AAAADD6107

ANNEXURE B TO THE AUDITORS' REPORT

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 **PRIYA LIMITED** ("the Company") as of March 31, 2020 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls both issued by the ICAI. Those

Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, 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, 2020, 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 ICAI.

For Kanu Doshi Associates LLP
Chartered Accountants
FRN. No. 104746W/W100096

Kunal Vakharia
Partner

Place: Mumbai
Date: July 31, 2020

Membership no. 148916
UDIN: 20148916AAAADD6107

BALANCE SHEET AS AT 31ST MARCH, 2020

(All Amounts in INR Lakhs, unless otherwise stated)

Particulars	Note No.	AS AT March 31, 2020	AS AT March 31, 2019
I ASSETS			
(1) Non - current assets			
(a) Property, plant and equipment	3	14.92	20.43
(b) Investment property	4	139.04	146.39
(c) Other intangible assets	5	-	0.04
(d) Financial assets			
(i) Investments	6	24.59	100.10
(ii) Other financial assets	7	2.70	42.66
(e) Deferred tax assets (net)	8	-	39.92
(f) Other tax assets (net)	9	39.99	67.18
Total Non - Current Assets		221.24	416.72
(2) Current assets			
(a) Inventories	10	2.62	7.22
(b) Financial assets			
(i) Trade receivables	11	31.56	2,512.55
(ii) Cash and cash equivalents	12	2.68	3.13
(iii) Bank balances other than (ii) above	13	7.87	8.98
(iv) Other financial assets	14	15.46	12.36
(c) Other current assets	15	318.72	1,402.59
Total Current Assets		378.91	3,946.83
TOTAL ASSETS		600.15	4,363.55
II EQUITY AND LIABILITIES			
EQUITY			
(a) Equity share capital	16	300.23	300.23
(b) Other equity	17	(3,047.34)	1,005.90
Total Equity		(2,747.11)	1,306.13
LIABILITIES			
(1) Non - current liabilities			
(a) Provisions	18	84.36	88.29
Total Non - Current Liabilities		84.36	88.29
(2) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	19	2,473.03	2,404.78
(ii) Trade payables	20	115.77	250.51
(iii) Other financial liabilities	21	635.50	282.11
(b) Other current liabilities	22	14.66	17.88
(c) Provisions	23	23.94	13.85
Total Current Liabilities		3,262.90	2,969.13
TOTAL EQUITY AND LIABILITIES		600.15	4,363.55
Contingent liabilities and capital commitments	24		
Company profile	1		
Summary of significant accounting policies	2		

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

As per our report attached of even date

FOR KANU DOSHI ASSOCIATES LLP
CHARTERED ACCOUNTANTS
FOR AND ON BEHALF OF THE BOARD

Firm Registration Number : 104746W/W100096

KUNAL VAKHARIA
PARTNER
MEMBERSHIP NO.148916
ADITYA BHUWANIA
DIRECTOR
DIN : 00018911
R.K.SARASWAT
DIRECTOR
DIN: 00015095
PLACE : MUMBAI
DATED : 31ST JULY, 2020
RAKESH JAIN
CHIEF FINANCIAL OFFICER
RAJESHREE CHOUGULE
COMPANY SECRETARY

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

(All Amounts in INR Lakhs, unless otherwise stated)

Particulars	Note No.	2019-20	2018-19
Revenue from operations	25	485.90	2,208.85
Other income	26	48.21	126.24
Total Revenue		534.11	2,335.09
<u>Expenses</u>			
Purchases of stock - in - trade	27	437.65	1,950.98
Changes in inventories of stock - in - trade	28	4.59	79.58
Employee benefit expenses	29	260.40	311.20
Finance costs	30	367.42	367.50
Depreciation & amortization expense	31	13.23	21.06
Other expenses	32	3,389.39	1,237.37
Total Expenses		4,472.68	3,967.69
Profit before tax		(3,938.57)	(1,632.60)
Add: Exceptional items		-	-
Profit before tax		(3,938.57)	(1,632.60)
Less: Tax expense			
(1) Current tax			
for current tax		-	-
for earlier years		0.01	(12.76)
(2) Deferred tax		30.15	2.76
Total Tax Expenses		30.16	(10.00)
Profit / (Loss) after tax	A	(3,968.73)	(1,622.60)
Other Comprehensive Income			
A. (i) Items that will not reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not reclassified to profit or loss		-	-
B. (i) Items that will not reclassified to profit or loss		(74.75)	12.62
(ii) Income tax relating to items that will not reclassified to profit or loss		(9.76)	(4.48)
Total Other Comprehensive Income for the year	B	(84.51)	8.14
Total Comprehensive Income for the year	A+B	(4,053.24)	(1,614.46)
Earning per equity share (Face Value of Rs. 10/- each)	33		
(1) Basic		(132.19)	(54.05)
(2) Diluted		(132.19)	(54.05)
Summary of significant accounting policies	2		

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

As per our report attached of even date

FOR KANU DOSHI ASSOCIATES LLP

FOR AND ON BEHALF OF THE BOARD

CHARTERED ACCOUNTANTS

Firm Registration Number : 104746W/W100096

KUNAL VAKHARIA
PARTNER
MEMBERSHIP NO.148916

ADITYA BHUWANIA
DIRECTOR
DIN : 00018911

R.K.SARASWAT
DIRECTOR
DIN: 00015095

PLACE : MUMBAI
DATED : 31ST JULY, 2020

RAKESH JAIN
CHIEF FINANCIAL OFFICER

RAJESHREE CHOUGULE
COMPANY SECRETARY

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

(All Amounts in INR Lakhs, unless otherwise stated)

	2019-20	2018-19
A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax	(3,938.57)	(1,632.60)
Adjustment for :		
Depreciation	13.22	21.06
Allowance for expected credit loss	2,364.73	970.29
Allowance for doubtful advances	684.18	-
Interest income	(6.07)	(4.66)
Interest expenses	357.42	363.79
Reclassification of remeasurement of employee benefits	0.76	13.50
Sundry balance written off (net)	(2.08)	(1.87)
Exchange rate fluctuation (net)	0.87	224.90
(Profit)/Loss on sales of fixed assets	-	(0.27)
Loss on obsolescence of fixed assets	-	0.64
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	(525.54)	(45.22)
ADJUSTMENTS FOR WORKING CAPITAL CHANGES :		
Inventories	4.59	79.58
Trade receivables	116.04	4,195.55
Other bank balances	1.11	198.98
Other current financial assets	(3.10)	(3.77)
Other current assets	399.70	(1,099.18)
Other non current financial assets	39.96	10.78
Other current financial liabilities	(7.74)	7.98
Trade payable	(135.38)	(3,364.33)
Other current liabilities	6.59	4.13
Current provision	10.09	(9.99)
Non current provision	(3.94)	(10.43)
Cash generated from operations	(97.62)	(35.92)
Direct taxes refund (net)	25.07	(6.19)
NET CASH GENERATED FROM OPERATING ACTIVITIES	(72.55)	(42.11)
B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets	(0.32)	(0.08)
Sale of fixed assets	-	2.53
Interest received	6.07	5.75
NET CASH GENERATED FROM INVESTING ACTIVITY	5.75	8.47
C) CASH FLOW FROM FINANCING ACTIVITIES		
Repayment of borrowings	(31.75)	-
Proceeds from borrowings	100.00	27.00
Interest paid	7.03	(101.07)
Dividend paid (including dividend tax)	(1.19)	74.09
NET CASH USED IN FINANCING ACTIVITY	74.09	(109.87)
NET CHANGES IN CASH & CASH EQUIVALENTS(A+B+C)	7.29	(143.51)
OPENING BALANCE OF CASH & CASH EQUIVALENTS	(4.85)	138.66
CLOSING BALANCE OF CASH & CASH EQUIVALENTS	2.44	(4.85)

Notes

- 1 CASH AND CASH EQUIVALENTS INCLUDES (Refer Note No. 12) :

Cash in hand	0.23	0.37
Balance with scheduled banks		
In current account (Including Book overdraft)	2.21	(5.22)
	2.44	(4.85)

- 2 Previous year figures have been regrouped and rearranged wherever considered necessary to make them comparable with those of the current year.

As per our report attached of even date

FOR KANU DOSHI ASSOCIATES LLP

FOR AND ON BEHALF OF THE BOARD

CHARTERED ACCOUNTANTS

Firm Registration Number : 104746W/W100096

KUNAL VAKHARIA

ADITYA BHUWANIA

R.K.SARASWAT

PARTNER

DIRECTOR

DIRECTOR

MEMBERSHIP NO.148916

DIN : 00018911

DIN: 00015095

PLACE : MUMBAI

RAKESH JAIN

RAJESHREE CHOUGULE

DATED : 31ST JULY, 2020

CHIEF FINANCIAL OFFICER

COMPANY SECRETARY

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2020

(All Amounts in INR Lakhs, unless otherwise stated)

(a) Equity Share Capital

Particulars	No. of shares	Amount
Balance at at 1st April, 2018	30,02,300	300.23
Changes in equity share capital during the year	-	-
Balance at at 31st March, 2019	30,02,300	300.23
Changes in equity share capital during the year	-	-
Balance at at 31st March, 2020	30,02,300	300.23

(b) Other Equity

Particulars	Reservers and Surplus			Other items of Other comprehensive income		Total
	Securities Premium Reserve	General Reserve	Retained Earnings	Remeasurement of net defined benefit plans	Fair Value through Other Comprehensive Income of Equity Investments	
Balance at at 1st April, 2018	400.92	1,568.77	878.60	9.67	(201.40)	2,656.56
Profit for the year	-	-	(1,622.61)	-	-	(1,622.61)
Final Dividend Paid	-	-	(30.02)	-	-	(30.02)
Tax on Dividend	-	-	(6.17)	-	-	(6.17)
Remeasurements of Defined Benefit Plan	-	-	-	9.99	-	9.99
Fair Value effect of Investments of shares	-	-	-	-	(1.85)	(1.85)
Balance at at 31st March, 2019	400.92	1,568.77	(780.20)	19.66	(203.25)	1,005.90
Profit for the year	-	-	(3,968.73)	-	-	(3,968.73)
Final Dividend Paid	-	-	-	-	-	-
Tax on Dividend	-	-	-	-	-	-
Remeasurements of Defined Benefit Plan	-	-	-	0.76	-	0.76
Fair Value effect of Investments of shares	-	-	-	-	(75.50)	(75.50)
Deferred tax written off on items of OCI	-	-	-	-	(9.77)	(9.77)
Balance at at 31st March, 2020	400.92	1,568.77	(4,748.93)	20.42	(288.52)	(3,047.34)

As per our report attached of even date

FOR KANU DOSHI ASSOCIATES LLP
CHARTERED ACCOUNTANTS

Firm Registration Number : 104746W/W100096

FOR AND ON BEHALF OF THE BOARD

KUNAL VAKHARIA
PARTNER
MEMBERSHIP NO.148916ADITYA BHUWANIA
DIRECTOR
DIN : 00018911R.K.SARASWAT
DIRECTOR
DIN: 00015095PLACE : MUMBAI
DATED : 31ST JULY, 2020RAKESH JAIN
CHIEF FINANCIAL OFFICER
RAJESHREE CHOUGULE
COMPANY SECRETARY

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

1 Company Overview

Priya Limited ("the Company"), is a public limited Company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company's equity shares are listed on the bourses of The BSE Ltd. The Company engaged in the business of Trading in Electronics and Chemicals .

2 Significant Accounting Policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

(A) Basis Of Preparation Of Financial Statement

i) Compliance with Ind AS

The financial statements Complies in all material aspects with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under Section 133 of the Companies Act, 2013 (the "Act") and other relevant provisions of the Act and other accounting principles generally accepted in India.

The financial statements were authorized for issue by the Company's Board of Directors on 31st July, 2020.

These financial statements are presented in Indian Rupees (INR), which is also the functional currency. All the amounts have been rounded off to the nearest lacs, unless otherwise indicated.

ii) Historical cost convention

The Company follows the mercantile system of accounting and recognizes income and expenditure on an accrual basis. The financial statements are prepared under the historical cost convention, except in case of significant uncertainties and except for the following:

- (a) Certain financial assets and liabilities (Including Derivative Instruments) that are measured at fair value;
- (b) Defined benefit plans where plan assets are measured at fair value.
- (c) Investments are measured at fair value.

iii) Current and Non Current Classification.

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non-current classification of assets and liabilities.

(B) Use of estimates and judgements

The preparation of financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognised prospectively.

(C) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

(I) Financial Assets

(i) Classification

The Company classifies its financial assets in the following measurement categories:

- (a) those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss); and
- (b) those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

- (a) For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income.
- (b) For investments in debt instruments, this will depend on the business model in which the investment is held.
- (c) For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

(ii) Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

(a) Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through other comprehensive income (FVOCI): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other income or other expenses (as applicable). Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit or loss (FVTPL): Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other income or other expenses (as applicable) in the period in which it arises. Interest income from these financial assets is included in other income or other expenses, as applicable.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

(b) Equity instruments

The Company subsequently measures all equity investments at fair value. Where the Company's management has selected to present fair value gains and losses on equity investments in other comprehensive income and there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in profit or loss as other income when the Company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other income or other expenses, as applicable in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

(iii) Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime credit losses (ECL) to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

(iv) Derecognition of financial assets

A financial asset is derecognised only when -

- (a) The Company has transferred the rights to receive cash flows from the financial asset or
- (b) retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

(II) Financial Liabilities

(i) Measurement

Financial liabilities are initially recognised at fair value, reduced by transaction costs (in case of financial liability not at fair value through profit or loss), that are directly attributable to the issue of financial liability. After initial recognition, financial liabilities are measured at amortised cost using effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash outflow (including all fees paid, transaction cost, and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition. At the time of initial recognition, there is no financial liability irrevocably designated as measured at fair value through profit or loss.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

(ii) Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

(D) Financial guarantee contracts

Financial guarantee contracts are recognised as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher of the amount determined in accordance with Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets and the amount initially recognised less cumulative amortization, where appropriate.

(E) Segment Report

- (i) The company identifies primary segment based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.
- (ii) The analysis of geographical segments is based on the areas in which major operating divisions of the Company operate.

(F) Inventories Valuation

Inventories are valued at lower of Cost and Net Realisable Value. Cost of traded goods is arrived at on FIFO basis.

(G) Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits with banks, 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.

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes outstanding bank overdraft shown within current liabilities in statement of financial balance sheet and which are considered as integral part of company's cash management policy.

(H) Income tax, deferred tax and dividend distribution tax

The Income tax expense or credit for the year is the tax payable on the current year's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Current and deferred tax is recognised in the profit and loss except to the extent it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised in equity or other comprehensive income respectively.

(i) Current income tax

Current tax charge is based on taxable profit for the year. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date where the Company operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Current tax assets and tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and Company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

(ii) Deferred tax

Deferred tax is provided using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements at the reporting date. Deferred tax assets are recognised to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilised.

Deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss).

Deferred tax assets and liabilities are measured based on the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

The carrying amount of deferred tax assets is reviewed at each reporting date and adjusted to reflect changes in probability that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred income tax assets and liabilities are off-set against each other and the resultant net amount is presented in the Balance Sheet, if and only when, (a) the Company has a legally enforceable right to set-off the current income tax assets and liabilities, and (b) the deferred income tax assets and liabilities relate to income tax levied by the same taxation authority.

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

(iii) Dividend distribution tax

Dividend distribution tax paid on the dividends is recognised consistently with the presentation of the transaction that creates the income tax consequence. Dividend distribution tax is charged to statement of profit and loss if the dividend itself is charged to statement of profit and loss. If the dividend is recognised in equity, the presentation of dividend distribution tax is recognised in equity.

(I) Property, plant and equipment

- (i) Freehold land is carried at historical cost including expenditure that is directly attributable to the acquisition of the land.
- (ii) All other items of property, plant and equipment are stated at cost less accumulated depreciation. Cost includes expenditure that is directly attributable to the acquisition of the items.
- (iii) Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.
- (iv) Cost of Capital Work in Progress ('CWIP') comprises amount paid towards acquisition of property, plant and equipment outstanding as of each balance sheet date and construction expenditures, other expenditures necessary for the purpose of preparing the CWIP for its intended use and borrowing cost incurred before the qualifying asset is ready for intended use. CWIP is not depreciated until such time as the relevant asset is completed and ready for its intended use.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

- (v) Depreciation methods, estimated useful lives and residual value
 - (a) Fixed assets are stated at cost less accumulated depreciation.
 - (b) Depreciation is provided on a pro rata basis on the written down method over the estimated useful lives of the assets which is as prescribed under Schedule II to the Companies Act, 2013. The depreciation charge for each period is recognised in the Statement of Profit and Loss, unless it is included in the carrying amount of any other asset. The useful life, residual value and the depreciation method are reviewed atleast at each financial year end. If the expectations differ from previous estimates, the changes are accounted for prospectively as a change in accounting estimate.
 - (c) Leasehold Land is depreciated over the period of the Lease.
- (vi) Tangible assets which are not ready for their intended use on reporting date are carried as capital work-in-progress.
- (vii) The residual values are not more than 5% of the original cost of the asset.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Estimated useful lives, residual values and depreciation methods are reviewed annually, taking into account commercial and technological obsolescence as well as normal wear and tear and adjusted prospectively, if appropriate.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other expenses or other income as applicable.

(J) Investment Property

Property that is held for return purpose or Capital appreciation and which is not occupied by the Company, is classified as Investing property. Investment property is measured at cost including related transaction cost and where applicable borrowing cost. Investment properties are depreciated at the same rate applicable for class of asset under Property, Plant and Equipment.

(K) Intangible assets

- (i) An intangible asset shall be recognised if, and only if: (a) it is probable that the expected future economic benefits that are attributable to the asset will flow to the Company and (b) the cost of the asset can be measured reliably.
- (ii) Computer software is capitalised where it is expected to provide future enduring economic benefits. Capitalisation costs include licence fees and costs of implementation / system integration services. The costs are capitalised in the year in which the relevant software is implemented for use. The same is amortised over a period of 3 years on straight-line method.

(L) Leases

(i) As a lessee

As a lessee, the Company previously classified leases as operating or finance leases based on its assessment of whether the lease transferred significantly all of the risks and rewards incidental to ownership of the underlying asset to the Company. Under Ind AS 116, the Company recognizes right of use assets and lease liabilities for most leases i.e. these leases are on balance sheet.

On transition, the Company has applied following practical expedients:

- Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with similar end date.
- the exemption not to recognise right-of-use-assets and liabilities for leases with less than 12 months of lease term on the date of transition.
- Excluded the initial direct costs from the measurement of the right-of-use-asset at the date of transition.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

- Grandfathered the assessment of which transactions are, or contain leases. Accordingly, Ind AS 116 is applied only to contracts that were previously identified as leases under Ind AS 17.
- Relied on its assessment of whether leases are onerous, applying Ind AS 37 immediately before the date of initial application as an alternative to performing an impairment review.
- Used hindsight when determining the lease term if the contract contains options to extend or terminate the lease.

(ii) As a lessor

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

(M) Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade discount, taxes and amounts collected on behalf of third parties. The Company recognises revenue as under:

Effective April 1, 2018, the Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The Company has adopted Ind AS 115 using the cumulative effect method. The effect of initially applying this standard is recognised at the date of initial application (i.e. April 1, 2018). There are no material impact on revenue recognition by applying this standard.

(I) Sales

(i) The Company recognizes revenue from sale of goods when:

- (a) The significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract, which coincides with the delivery of goods.
- (b) The Company retains neither continuing managerial involvement to the degree usually associated with the ownership nor effective control over the goods sold.
- (c) The amount of revenue can be reliably measured.
- (d) It is probable that future economic benefits associated with the transaction will flow to the Company.
- (e) The cost incurred or to be incurred in respect of the transaction can be measured reliably.
- (f) The company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

(II) Other Income

(i) Interest Income

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

(ii) Dividends

Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the group, and the amount of the dividend can be measured reliably.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

(iii) Income from Annual maintenance contract services:

- (a) The amount of revenue can be measured reliably.
- (b) It is probable that future economic benefits associated with the transaction will flow to the Company.
- (c) The stage of completion of the transaction at the end of the reporting period can be measured reliably.
- (d) The cost incurred for transaction and the cost to complete the transaction can be measured reliably.

(N) Employee Benefit

(i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(ii) Other long-term employee benefit obligations

The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the appropriate market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

(iii) Post-employment obligations

The group operates the following post-employment schemes:

(a) Defined benefit gratuity plan:

Gratuity and Leave encashment which are defined benefits are accrued based on actuarial valuation working provided by Independent actuary.

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan. The defined benefit obligation is calculated annually as per the report on independent actuary. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

(b) Defined Contribution plan:

Contribution payable to recognised provident fund which is defined contribution scheme is charged to Statement of Profit & Loss. The company has no further obligation to the plan beyond its contribution.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

(O) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is Company's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss. All the foreign exchange gains and losses are presented in the statement of Profit and Loss on a net basis within other expenses or other income as applicable.

(P) Borrowing Cost

- (i) Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.
- (ii) Borrowings are classified as current financial liabilities unless the group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

(Q) Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company; and
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year.

(ii) Diluted earnings per share

Diluted earnings per share adjust the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares; and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

(R) Impairment of Assets

Intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

(S) Provisions, contingent liabilities and contingent assets

(i) Provisions:

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss.

(ii) Contingent liabilities:

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognise a contingent liability but discloses its existence in the financial statements.

(iii) Contingent Assets: Contingent Assets are disclosed, where an inflow of economic benefits is probable.

(T) Investments

Equity investments are measured at fair value, with value changes recognised in Other Comprehensive Income, except for those mutual fund for which the Company has elected to present the fair value changes in the Statement of Profit and Loss.

(U) Trade receivables

Trade receivables are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

(V) Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are recognised, initially at fair value, and subsequently measured at amortised cost using effective interest rate method.

(W) Operating Cycle

Based on the nature of products/activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non current.

(X) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Rupees Lacs (upto two decimals), unless otherwise stated as per the requirement of Schedule III (Division II).

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

(All Amounts in INR Lakhs, unless otherwise stated)

3 PROPERTY, PLANT AND EQUIPMENT

PARTICULARS	GROSS CARRYING AMOUNT				DEPRECIATION				NET CARRYING AMOUNT
	AS AT 01.04.2019	PURCHASE DURING THE YEAR	DEDUCTION DURING THE YEAR	AS AT 31-03-2020	UP TO 01.04.2019	DEP. FOR THE YEAR	DEDUCTION DURING THE YEAR	AS AT 31-03-2020	
Property, Plant and Equipment									
Office Premises	3.50	-	-	3.50	0.44	0.14	-	0.58	2.92
Laboratory Equipment	0.01	-	-	0.01	-	-	-	-	0.01
Office Equipment	4.04	0.12	-	4.16	2.89	0.41	-	3.30	0.86
Furniture & Fixture	1.55	0.20	-	1.75	0.98	0.18	-	1.16	0.59
Computers	18.25	-	-	18.25	13.55	1.62	-	15.17	3.08
Vehicles	34.41	-	-	34.41	23.47	3.48	-	26.95	7.46
Total	61.76	0.32	-	62.08	41.33	5.83	-	47.16	14.92

PARTICULARS	GROSS CARRYING AMOUNT				DEPRECIATION				NET CARRYING AMOUNT
	AS AT 01.04.2018	PURCHASE DURING THE YEAR	DEDUCTION DURING THE YEAR	AS AT 31.03.2019	UP TO 01.04.2018	DEP. FOR THE YEAR	DEDUCTION DURING THE YEAR	AS AT 31.03.2019	
Property, Plant and Equipment									
Office Premises	3.50	-	-	3.50	0.30	0.14	-	0.44	3.06
Laboratory Equipment	0.01	-	-	0.01	-	-	-	-	0.01
Office Equipment	4.88	-	0.84	4.04	2.62	0.79	0.52	2.89	1.15
Furniture & Fixture	5.82	-	4.27	1.55	2.65	0.44	2.11	0.98	0.57
Computers	18.77	0.08	0.60	18.25	9.71	4.01	0.17	13.55	4.70
Vehicles	34.41	-	-	34.41	18.38	5.09	-	23.47	10.94
Total	67.39	0.08	5.71	61.76	33.66	10.47	2.80	41.33	20.43

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

(All Amounts in INR Lakhs, unless otherwise stated)

4 INVESTMENT PROPERTY

PARTICULARS	GROSS CARRYING AMOUNT				DEPRECIATION			NET CARRYING AMOUNT
	AS AT 01.04.2019	PURCHASE DURING THE YEAR	DEDUCTION DURING THE YEAR	AS AT 31-03-2020	UP TO 01.04.2019	DEP. FOR THE YEAR	DEDUCTION DURING THE YEAR	
	AS AT 01.04.2019	PURCHASE DURING THE YEAR	DEDUCTION DURING THE YEAR	AS AT 31-03-2020	UP TO 01.04.2019	DEP. FOR THE YEAR	DEDUCTION DURING THE YEAR	
Office Premises	170.80	-	-	170.80	24.41	7.35	-	139.04
Total	170.80	-	-	170.80	24.41	7.35	-	139.04

PARTICULARS	GROSS CARRYING AMOUNT				DEPRECIATION			NET CARRYING AMOUNT
	AS AT 01.04.2018	PURCHASE DURING THE YEAR	DEDUCTION DURING THE YEAR	AS AT 31.03.2019	UP TO 01.04.2018	DEP. FOR THE YEAR	DEDUCTION DURING THE YEAR	
	AS AT 01.04.2018	PURCHASE DURING THE YEAR	DEDUCTION DURING THE YEAR	AS AT 31.03.2019	UP TO 01.04.2018	DEP. FOR THE YEAR	DEDUCTION DURING THE YEAR	
Office Premises	170.80	-	-	170.80	16.69	7.72	-	146.39
Total	170.80	-	-	170.80	16.69	7.72	-	146.39

Amount recognised in profit or loss for Investment Properties

Particulars	March 31st, 2020	March 31st, 2019
Rental Income	42.00	42.00
Direct operating expenses from property that did generate rental income.	9.07	9.07

There are no restrictions on the realisability of investment property.

The company is using same life for the same class of asset as applicable for property plant and equipment.

The company has let out the property.

Fair Value

Investment property - Office Premises, the market value has not been ascertained.

The range of estimates within which fair value is highly likely to be Rs. 8.35 Cr.

Between Rs. 85 Crore to 100 Crore

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

(All Amounts in INR Lakhs, unless otherwise stated)

5 OTHER INTANGIBLE ASSETS

PARTICULARS	GROSS CARRYING AMOUNT				DEPRECIATION				NET CARRYING AMOUNT
	AS AT 01.04.2019	PURCHASE DURING THE YEAR	DEDUCTION DURING THE YEAR	AS AT 31-03-2020	UP TO 01.04.2019	DEP. FOR THE YEAR	DEDUCTION DURING THE YEAR	AS AT 31-03-2020	
<u>Other Intangible Assets</u>									
Computer Software	10.29	-	-	10.29	10.24	0.05	-	10.29	-
Total	10.29	-	-	10.29	10.24	0.05	-	10.29	-

PARTICULARS	GROSS CARRYING AMOUNT				DEPRECIATION				NET CARRYING AMOUNT
	AS AT 01.04.2018	PURCHASE DURING THE YEAR	DEDUCTION DURING THE YEAR	AS AT 31.03.2019	UP TO 01.04.2018	DEP. FOR THE YEAR	DEDUCTION DURING THE YEAR	AS AT 31.03.2019	
<u>Other Intangible Assets</u>									
Computer Software	10.29	-	-	10.29	7.38	2.87	-	10.24	0.04
Total	10.29	-	-	10.29	7.38	2.87	-	10.24	0.04

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

(All Amounts in INR Lakhs, unless otherwise stated)

6 NON CURRENT INVESTMENT

Particulars	Face Value	Qty	As at March 31, 2020	Qty	As at March 31, 2019
Quoted					
<u>In Equity Instruments</u>					
<u>(AT FVOCI)</u>					
Trade Investments					
VXL Instrument Ltd.	10	9,00,000	17.37	9,00,000	89.82
Non Trade Investments					
Cerebra Integrated Tech. Ltd.	10	40,450	7.22	40,450	10.28
Total Value of Non Current Investments			24.59		100.10

7 OTHER FINANCIAL ASSETS

Particulars	As at March 31, 2020	As at March 31, 2019
Security Deposits	2.35	39.01
Loan and Advances to Employees	0.35	3.65
	2.70	42.66

8 DEFERRED TAX ASSETS (NET)

Particulars	As at March 31, 2020	As at March 31, 2019
Deferred tax assets (Net) (Refer Note 42 & 43)	-	39.92
	-	39.92

Note No. : 8.1

Particulars	Net balance as at 1 April 2019	Recognised in statement of profit and loss	Recognised in OCI	Net balance as at 31 March 2020
Deferred Tax Assets/(Liabilities)				
Property, plant and equipment/ Investment Property/Other Intangible Assets	13.37	13.37	-	-
Carry Forward Losses/Unabsorbed Losses	-	-	-	-
Expenses allowable under income tax on payment basis	29.40	29.40	-	-
Reclassification of remeasurement of employee benefits transfer to P&L	3.40	(0.20)	-0.20	3.40
Equity Instruments designated at FVOCI	(2.85)	-	2.85	-
Reclassification of remeasurement of employee benefits through OCI	(3.40)	-	-	(3.40)
	39.92	42.57	2.65	-

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

(All Amounts in INR Lakhs, unless otherwise stated)

Income tax

The major components of income tax expense for the year ended 31 March, 2020

Particulars	For the year ended 31 March, 2020	For the year ended 31 March, 2020
Profit and Loss:		
Current tax – net of reversal of earlier years : Rs. NIL lakhs (31 March 2019: Rs. 12.76)	-	(12.76)
Deferred Tax	39.92	2.76
	39.92	(10.00)

Reconciliation of tax expense and the accounting profit multiplied by domestic tax rate

Particulars	For the year ended 31 March, 2020	For the year ended 31 March, 2019
Profit before income tax expense	(3,938.57)	(1,632.60)
Tax at the Indian tax rate 26% (31 March 2019: 26%)	(1,024.03)	(424.48)
Add: Items giving rise to difference in tax		
Permanent difference	102.20	77.73
Temporary difference	(10.81)	(13.58)
Others	972.55	350.33
Income Tax Expenses	39.91	(10.00)

9 OTHER TAX ASSETS

Particulars	As at March 31, 2020	As at March 31, 2019
Advance Tax	39.99	67.18
	39.99	67.18

10 INVENTORIES

Particulars	As at March 31, 2020	As at March 31, 2019
<u>Stock - In - Trade</u>		
Electronics	2.62	7.22
	2.62	7.22

11 TRADE RECEIVABLES

Particulars	As at March 31, 2020	As at March 31, 2019
(Unsecured)		
Considered good (Refer Note No.11.1)	31.56	2,512.55
Considered Doubtful	3,271.77	970.29
Total	3,303.33	3,482.84
Less: Allowance for Expected Credit Loss	3,271.77	970.29
	31.56	2,512.55

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

(All Amounts in INR Lakhs, unless otherwise stated)

12 CASH & CASH EQUIVALENTS

Particulars	As at March 31, 2020	As at March 31, 2019
<u>Balance With Banks</u>		
- on current account	2.45	2.76
Cash on Hand	0.23	0.37
	2.68	3.13

13 OTHER BANK BALANCES

Particulars	As at March 31, 2020	As at March 31, 2019
Unpaid Dividend account (Refer Note No. 13.1)	6.61	7.80
Margin money deposits (Refer Note No.13.2)	1.26	1.18
	7.87	8.98

Note No. 13.1

The balances can be utilised only towards settlement of the unpaid dividend.

Note No. 13.2

Margin money deposits amounting to Rs. 1.26 lakhs (Previous year Rs. 1.18 lakhs) are lying with bank against Bank Guarantees and Letter of Credit.

14 OTHER FINANCIAL ASSETS

Particulars	As at March 31, 2020	As at March 31, 2019
Security Deposits	9.10	9.08
Loans and Advances to Employees	6.35	3.27
Interest Receivable	0.01	0.01
	15.46	12.36

15 OTHER CURRENT ASSETS

Particulars	As at March 31, 2020	As at March 31, 2019
Advance Recoverable in Cash or Kind or for Value to be Received	5.39	14.08
<u>Advance to supplier (Refer Note No. 15.1)</u>		
Considered good (Refer Note No.15.1)	-	- 1,061.30
Considered Doubtful	684.18	-
Less: Allowance for Expected Credit Loss	684.18	-
Balance with Govt. Authorities (Refer Note 15.2)	313.33	327.21
	318.72	1,402.59

Note No.15.1
Advance to supplier

Company in which directors are interested	-	332.86
	-	332.86

Note No.15.2
Deposit included under Protest

Custom Duty	300.00	300.00
	300.00	300.00

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

(All Amounts in INR Lakhs, unless otherwise stated)

16 EQUITY SHARE CAPITAL

Particulars	As at March 31, 2020	As at March 31, 2019
Authorized Share Capital		
6,500,000 Equity shares, Rs. 10 /- each	650.00	650.00
(31st March,2019 : 65,00,000 Equity shares, Rs. 10 /- each)		
1,000,000 Unclassified Shares Of Rs. 10/- each	100.00	100.00
(31st March,2019 : 10,00,000 Equity shares, Rs. 10 /- each)		
	750.00	750.00
Issued, Subscribed and Fully Paid Up Shares		
3,002,300 Equity shares, Rs. 10 /- par value	300.23	300.23
(31st March,2019 : 30,02,300 Equity shares, Rs. 10 /- each)		
	300.23	300.23

Note No. 16.1

The reconciliation of the number of shares outstanding at the beginning and at the end of reporting period 31-03-2020 :

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. of shares	Amount	No. of shares	Amount
Number of shares at the beginning	30,02,300	300.23	30,02,300	300.23
Add: Shares issued during the year	-	-	-	-
Less : Shares Bought back (if any)	-	-	-	-
Number of shares at the end	30,02,300	300.23	30,02,300	300.23

Note No. 16.2
Terms/rights attached to Equity Shares

- (A) The company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.
- (B) In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Note No. 16.3

The details of shareholders holding more than 5% shares in the company :

Name of the shareholders	No. of shares held		% held as at	
	March 31, 2020		March 31, 2019	
Arun Kumar Bhuwania	5,71,210	19.03	5,71,210	19.03
Saroj Bhuwania	5,41,750	18.04	5,41,750	18.04
Ashish Bhuwania	2,80,200	9.33	2,80,200	9.33
Priya International Limited	2,75,800	9.19	2,75,800	9.19
Aditya Bhuwania	2,60,300	8.67	2,60,300	8.67
Shruti Bhuwania	1,67,600	5.58	1,67,600	5.58

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

(All Amounts in INR Lakhs, unless otherwise stated)

17 OTHER EQUITY

Particulars	As at March 31, 2020	As at March 31, 2019
Reserves & surplus *		
Securities Premium Reserve #	400.92	400.92
General Reserve ##	1,568.77	1,568.77
Retained earnings ###	(4,748.93)	(780.20)
<u>Other Comprehensive Income (OCI)</u>		
-Remeasurement of net defined benefit plans	20.42	19.66
-Fair Value of Equity Investments through OCI	(288.52)	(203.25)
	<u>(3,047.34)</u>	<u>1,005.90</u>

* For movement, refer statement of change in equity.

Securities Premium Reserve

The amount received in excess of the par value of Equity shares issued have been classified as securities premium. In accordance with the provision of Section 52 of Indian Companies Act, 2013, the securities premium account can only be utilised for the purposes of issue bonus shares, repurchasing the Company's shares, redemption of preference shares and debentures, and offsetting direct issue costs and discount allowed for the issue of shares or debentures.

General reserve

General reserve forms part of the retained earning and is permitted to be distributed to shareholders as part of dividend and is created out of transfer from retained earnings.

Retained earnings

Retained earnings includes the Company's cumulative earning and losses respectively.

18 PROVISIONS

Particulars	As at March 31, 2020	As at March 31, 2019
<u>Provisions for Employee Benefits (Unfunded)</u>		
Gratuity (Refer Note No.34)	72.87	81.63
Leave Encashment (Refer Note No.34)	11.49	6.66
	<u>84.36</u>	<u>88.29</u>

19 BORROWINGS

Particulars	As at March 31, 2020	As at March 31, 2019
<u>Secured Loans From banks</u>		
Working Capital loan from banks (Refer Note No.19.1)	2,282.67	2,282.78
<u>Unsecured loans from related parties</u>		
Loan from Directors (Refer Note No. 19.2)	90.36	122.00
<u>Unsecured loans from Others</u>		
Inter Corporate Deposit (Refer Note No. 19.2)	100.00	-
	<u>2,473.03</u>	<u>2,404.78</u>

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

(All Amounts in INR Lakhs, unless otherwise stated)

Note No. 19.1

Secured against hypothecation of Goods & Book Debts, Equitable mortgage on specific immovable properties of the company & related parties, hypothecation of other Movable Assets of the company, personal guarantee of two directors of the company and corporate guarantee for the balance outstanding at the year end and Pledge of shares of the company by the Promoters. Details of securities are as under :

Primary Securities :

Hypothecation of stock and book debts - pari passu 1st charge

Collateral securities :

- 1- Equitable mortgage of office premises at chennai ,ownd by Company. Pari passu 1st charge.
- 2- Equitable mortgage of office premises at kolkata ,ownd by Company. Pari passu 1st charge.
- 3- Equitable mortgage of office at 4th and 5th Floor, Solitaire Corporate Park,Andheri,mumbai, ownd by Company. Pari passu 1st charge.
- 4- Hypothecation of other fixed assets - pari passu 1st charge.
- 5- Pledge of 200500 shares of compny.

Corpoarte Guarantee :

M/s Brent Properties Investments Pvt Ltd

M/s Cheshire Properties Investments Pvt Ltd

The Company has defaulted in repayment of loans and interest in respect of the following:

Particulars	Period of Default	Amount of Default (As at March 31, 2020)		
		Principal	Interest	Total
Term Loan				
Bank of Maharashtra (C/A)	1 to 639	328.81	77.98	406.79
Indian Bank (C/A)	1 to 608	221.23	62.48	283.71
Indian Bank (ADOVEXBIR A/C)	1 to 641	751.70	196.10	947.80
Union Bank of India (L/C A/C)	1 to 663	254.10	81.41	335.51
Union Bank of India (ADOVEXBIR A/C)	1 to 657	726.83	202.19	929.02

Note No. 19.2

1. Loan from director is interest free
2. The Inter Corporate deposit has been provided at an interest rate of 11.10% pa

20 TRADE PAYABLES

Particulars	As at March 31, 2020	As at March 31, 2019
Current		
Dues of micro and small enterprises (Refer Note No 20.1)	-	-
Dues other than micro and small enterprises (Refer Note No 21.1)	115.77	250.51
	115.77	250.51

Note No. 20.1

The company has not received information from vendors regarding their status under the Micro,Small and Medium Enterprises Development Act,2006 and hence disclosures relating to amounts unpaid as at the year end together with interest paid / payable under this Act,have not been given.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

(All Amounts in INR Lakhs, unless otherwise stated)

21 OTHER FINANCIAL LIABILITIES

Particulars	As at March 31, 2020	As at March 31, 2019
Interest Accrued and due	625.16	262.83
Securities Deposits (Refer Note No 21.1)	3.50	3.50
Book Overdraft	0.24	7.98
Unpaid Dividends	6.60	7.80
	635.50	282.11

Note No 21.1

Other Liabilities due by directors or other officers, etc.

Rental Deposits - Company in which directors are interested	3.50	3.50
	3.50	3.50

22 OTHER CURRENT LIABILITIES

Particulars	As at March 31, 2020	As at March 31, 2019
Advances From Customers	9.43	9.86
Statutory Dues Payable	5.23	8.02
	14.66	17.88

23 PROVISIONS

Particulars	As at March 31, 2020	As at March 31, 2019
<u>Provisions for Employee Benefits (Unfunded)</u>		
For Gratuity (Refer Note No 34)	19.59	4.22
For Leave Salary (Refer Note No 34)	4.35	9.63
	23.94	13.85

24 CONTINGENT LIABILITIES & COMMITMENTS
(A) CONTINGENT LIABILITIES:

Particulars	As at March 31, 2020	As at March 31, 2019
Disputed Income Tax Liability	28.90	28.90
Disputed Customs Duties	-	310.25
	28.90	339.15

(B) COMMITMENTS

- -

25 REVENUE FROM OPERATIONS

Particulars	2019-2020	2018-2019
Sale of Products	480.82	2,187.77
Sale of Services	5.08	18.50
<u>Other Operating Revenue</u>		
Export Incentives	-	2.58
	485.90	2,208.85

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

(All Amounts in INR Lakhs, unless otherwise stated)

26 OTHER INCOME

Particulars	2019-2020	2018-2019
Interest Income from Bank	0.08	3.46
Unwinding of interest on deposits	0.02	0.19
Interest - others	5.97	1.02
Rent Income	42.00	42.00
Foreign Exchange Gain (Net)	-	78.08
Profit on Sale of Fixed Assets (Net)	-	0.26
Miscellaneous Income	0.14	1.23
	48.21	126.24

27 PURCHASES OF STOCK IN TRADE

Particulars	2019-2020	2018-2019
Traded Goods **	437.65	1,950.98
	437.65	1,950.98

** Includes expenses like customs duty, freight etc. amounting to Rs. NIL (Previous year Rs. 2.92 lakhs)

28 CHANGES IN INVENTORIES OF STOCK IN TRADE

Particulars	2019-2020	2018-2019
<u>Stock In Trade - Electronics</u>		
Inventory at the beginning of the year	7.21	86.79
Inventory at the end of the year	2.62	7.21
Total Stock In Traded Goods - Electronics	4.59	79.58

29 EMPLOYEE BENEFIT EXPENSES

Particulars	2019-2020	2018-2019
Salaries, Wages and Bonus	237.85	283.94
Contribution to Provident and other fund	11.81	14.12
Staff Welfare Expenses	10.74	13.14
	260.40	311.20

30 FINANCE COSTS

Particulars	2019-2020	2018-2019
Interest to Banks	357.33	363.78
Interest on Inter Corporate Deposits	10.00	2.54
Interest - Others	0.09	-
<u>Other Borrowing Cost</u>		
Other Financial Charges	-	1.18
	367.42	367.50

31 DEPRECIATION & AMORTIZATION EXPENSES

Particulars	2019-2020	2018-2019
Depreciation on Property, Plant and Equipment	5.83	10.47
Depreciation on Investment Property	7.35	7.72
Amortisation on Intangible Assets	0.05	2.87
	13.23	21.06

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

(All Amounts in INR Lakhs, unless otherwise stated)

32 OTHER EXPENSES

Particulars	2019-2020		2018-2019	
Rent		42.23		53.55
Warehousing/ Demurrages Charges		2.54		12.77
Insurance and ECGC Premium		2.17		6.63
Rates and Taxes		5.52		10.38
Payment to Statutory Auditors (Refer Note No. 32.1)		6.08		6.05
Legal & Professional Fees		27.88		44.61
Advertisement, Publicity & Sales Promotion		3.23		8.47
Commission & Brokerage		0.24		3.09
Directors Sitting Fees		3.20		3.20
Repairs & Maintenance				
Building	5.89	-	5.83	-
Others	3.39	9.28	7.52	13.35
Freight & Forwarding cost		2.65		8.93
Travelling & Conveyance		33.94		32.86
Electricity Charges		6.51		8.11
Bank Charges		0.15		16.58
Loss on Exchange Rate Fluctuation		163.22		-
Allowance for doubtful Advances	-	684.17	-	-
Allowance for Expected Credit loss		2,364.73		970.29
Loss On Assets written off		-		0.64
Miscellaneous Expenses		31.65		37.86
		3,389.39		1,237.37

Note No. 32.1
Payment to Statutory Auditors

Particulars	2019-2020		2018-2019	
<u>As auditor :</u>				
Audit Fee	4.50		4.50	
Limited review	1.20	5.70	1.20	5.70
<u>In other capacity :</u>				
Company Law Matter	0.20		0.20	
Other Services	0.18	0.38	0.15	0.35
		6.08		6.05

33 EARNING PER SHARE

Particulars	2019-2020	2018-2019
(A) Profit attributable to Equity Shareholders	(3,968.73)	(1,622.60)
(B) Weighted Average No. of Equity Share outstanding during the year	30.02	30.02
(C) Face Value of each Equity Share (Rs.)	10	10
(D) Basic earning per Share (Rs.)	(132.19)	(54.05)
(E) Diluted earning per Share (Rs.)	(132.19)	(54.05)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020
34 Employee Benefits :

(All Amounts in INR Lakhs, unless otherwise stated)

The Company's defined benefit plan includes Gratuity/ Leave Encashment. The liability in respect of Gratuity/ Leave Encashment has been determined using Projected Unit Credit Method by an independent actuary. The company's defined contribution plan includes Provident Fund. The related disclosure are as under:

- A. Contribution to Defined Contribution Plan includes Provident Fund. The expenses recognised for the year are as under :

Particulars	2019-20	2018-19
Provident Fund	10.56	12.23

- B. Defined Benefit Plans :

- (a) Gratuity:

The Company operates gratuity plan wherein every employee is entitled to the benefit equivalent to 15 to 30 days/26 based on 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 5 years of continuous service.

- (b) Leave encashment:

The Company has a policy on compensated absences which is applicable to its executives jointed upto a specified period and all workers. The expected cost of accumulating compensated absences 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.

The plans of the Company exposes to actuarial risks such as Investment Risk, Interest rate risk, salary risk and longevity risk. These risks may impact the obligation of the Company

- (c) The following tables set out the funded status of the gratuity and leave encashment plans and the amounts recognised in the Company's financial statements as at 31 March 2020 and 31 March 2019.

Particulars		2019-20		2018-19	
		Gratuity	Leave Encashment	Gratuity	Leave Encashment
		Rs.	Rs.	Rs.	Rs.
(i) Changes in present value of obligations					
PVO at beginning of period		85.86	16.29	103.26	19.31
Interest cost		5.70	1.08	6.64	1.35
Current Service Cost		9.03	7.43	14.05	6.06
Past Service Cost-(non vested benefits)		-	-	-	-
Past Service Cost-(vested benefits)		-	-	-	-
Benefits Paid		(8.89)	(1.71)	(31.91)	(3.11)
Contributions by plan participants		-	-	-	-
Business Combinations		-	-	-	-
Curtailments		-	-	-	-
Settlements		-	-	-	-
Actuarial (gain)/loss on obligation		0.76	(7.25)	(6.18)	(7.32)
PVO at end of period		92.46	15.84	85.86	16.29

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

(All Amounts in INR Lakhs, unless otherwise stated)

Particulars		2019-20		2018-19	
		Gratuity	Leave Encashment	Gratuity	Leave Encashment
		Rs.	Rs.	Rs.	Rs.
(ii) Interest Expenses					
Interest cost		5.70	1.08	6.64	1.35
(iii) Fair value of Plan Assets					
Fair Value of Plan assets at beginning of period		-	-	-	-
Interest Income		-	-	-	-
(iv) Net Liability					
PVO at beginning of period		85.86	16.29	103.26	19.31
Fair Value of Plan assets at beginning of period		-	-	-	-
Net Liability		85.86	16.29	103.26	19.31
(v) Net Interest					
Interest Expenses		5.70	1.08	6.64	1.35
Interest Income		-	-	-	-
Net Interest		5.70	1.08	6.64	1.35
(vi) Actual return on plan assets					
Less Interest income included above		-	-	-	-
Return on plan assets excluding interest income		-	-	-	-
(vii) Actuarial Gain / (Loss) Obligation					
Due to Demographic Assumption *		-	-	-	-
Due to Financial Assumption		1.04	0.16	3.11	0.58
Due to Experience		(0.28)	(7.41)	(9.30)	(7.90)
Total Actuarial Gain / (Loss)		0.76	(7.25)	(6.18)	(7.32)
* This figure does not reflect inter relationship between demographic assumption and financial assumption when a limit is applied on the benefit, the effect will be shown as an experience.					
(viii) Fair value of Plan Assets					
Opening Fair Value of Plan Assets		-	-	-	-
Adjustment to Opening Fair Value of Plan Assets		-	-	-	-
Return on Plan Assets excl. interest income		-	-	-	-
Interest Income		-	-	-	-
Contribution by Employer		8.89	1.71	31.91	3.11
Contribution by Employee		-	-	-	-
Benefit Paid		8.89	(1.71)	(31.91)	(3.11)
Fair Value of Plan Assets at end		-	-	-	-

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

(All Amounts in INR Lakhs, unless otherwise stated)

Particulars	2019-20		2018-19	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
	Rs.	Rs.	Rs.	Rs.
(ix) Past Service Cost Recognised				
Past Service Cost-(non vested benefits)	-	-	-	-
Past Service Cost-(vested benefits)	-	-	-	-
Average remaining future serves till vesting of the benefit	-	-	-	-
Recognised Past Service Cost-(non vested benefits)	-	-	-	-
Recognised Past Service Cost-(vested benefits)	-	-	-	-
Unrecognised Past Service Cost-(non vested benefits)	-	-	-	-
(x) Amounts to be recognized in the Balance Sheet and statement of Profit & Loss				
PVO at end of period	92.46	15.84	85.86	16.29
Fair Value of Plan assets at end of period	-	-	-	-
Funded Status	(92.46)	(15.84)	(85.86)	(16.29)
Net Asset / (Liability) recognized in the Balance Sheet	(92.46)	(15.84)	(85.86)	(16.29)
(xi) Expenses recognized the the statement of Profit & Loss				
Current Service Cost	9.03	7.43	14.05	6.06
Net Interest	5.70	1.08	6.64	1.35
Past Service Cost-(non vested benefits)	-	-	-	-
Past Service Cost-(vested benefits)	-	-	-	-
Curtailments	-	-	-	-
Settlements	-	-	-	-
Actuarial (Gain) / Loss recognized for the period	-	(7.25)	-	(7.32)
Expense recognized in the statement of Profit & Loss	14.73	1.26	20.69	0.09
(xii) Other Comprehensive Income (OCI)				
Actuarial (Gain) / Loss recognized for the period	0.76	-	(6.18)	-
Assets limit effect	-	-	-	-
Return on Plan Assets excluding net interest	-	-	-	-
Unrecognised Actuarial (Gain) / Loss from prevoius period	-	-	-	-
Total Actuarial (Gain) / Loss recognized in (OCI)	0.76	-	(6.18)	-

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

(All Amounts in INR Lakhs, unless otherwise stated)

Particulars	2019-20		2018-19	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
	Rs.	Rs.	Rs.	Rs.
(xiii) Movements in the Liability recognized in Balance Sheet				
Opening Net Liability	85.86	16.29	103.26	19.31
Adjustment to opening balance	-	-	-	-
Expenses as above	14.73	1.26	20.69	0.09
Contribution paid	(8.89)	(1.71)	(31.91)	(3.11)
Other comprehensive Income(OCI)	0.76	-	(6.18)	-
Closing Net Liability	92.46	15.84	85.86	16.29
(xiv) Schedule III of the Companies Act 2013				
Current Liability (*)	19.59	4.35	4.22	9.63
Non-Current Liability	72.87	11.49	81.63	6.66
xii (*) March 2014 current liability based on Rev Schedule VI Valuation date.	31 March 2020	31 March 2020	31 March 2019	31 March 2019
(xv) Projected Service cost 31st March, 2020	12.90	7.15	9.03	7.43
(xvi) Assets Information				
Not Applicable as the plan is unfunded	-	-	-	-
(xvii) Assumptions as at				
Mortality	IALM (2006-08) Ult.	IALM (2006-08) Ult.	IALM (2006-08) Ult.	IALM (2006-08) Ult.
Interest / Discount Rate	6.80%	6.80%	7.00%	7.00%
Rate of increase in compensation	6.00%	6.00%	6.00%	6.00%
Annual increase in healthcare cost				
Future changes in maximum state healthcare benefits				
Expected average remaining service	8.85%	8.85%	9.56%	9.56%
Retirement age	58 Years	58 Years	58 Years	58 Years
Employee Attrition Rate	Up to Age 30 : 10%	Up to Age 30 : 10%	Up to Age 30 : 10%	Up to Age 30 : 10%
	Age 31 to 40 : 5%	Age 31 to 40 : 5%	Age 31 to 40 : 5%	Age 31 to 40 : 5%
	41 and above : 2%	41 and above : 2%	41 and above : 2%	41 and above : 2%

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

(All Amounts in INR Lakhs, unless otherwise stated)

Particulars	2019-20		2018-19	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
	Rs.	Rs.	Rs.	Rs.
(xviii) Sensitivity Analysis (Gratuity)				
	DR: Discount Rate		ER: Salary Escalation Rate	
	PVO DR + 1%	PVO DR - 1%	PVO ER + 1%	PVO ER - 1%
PVO	87.51	98.04	97.96	87.50
(xviii) Sensitivity Analysis (Leave Encashment)				
	DR: Discount Rate		ER: Salary Escalation Rate	
	PVO DR + 1%	PVO DR - 1%	PVO ER + 1%	PVO ER - 1%
PVO	15.09	16.69	16.68	15.08

(xix) Expected Payout (Gratuity)

Year Expected Outgo First	Expected Outgo Second	Expected Outgo Third	Expected Outgo Fourth	Expected Outgo Fifth	Expected Outgo Six to Ten years
PVO payouts 19.59	5.69	3.80	7.67	33.42	11.10

(xix) Expected Payout (Leave Encashment)

Year Expected Outgo First	Expected Outgo Second	Expected Outgo Third	Expected Outgo Fourth	Expected Outgo Fifth	Expected Outgo Six to Ten years
PVO payouts 4.35	4.40	4.42	4.23	5.50	12.42

(xx) Assets Laibility Comparisons (Gratuity)

Year	31 March 2016	31 March 2017	31 March 2018	31 March 2019	31 March 2020
PVO at end of period	81.10	95.21	103.26	85.86	92.46
Plan Assets	-	-	-	-	-
Surplus / (Deficit)	(81.10)	(95.21)	(103.26)	(85.86)	(92.46)
Experience adjustmentson plan assets	-	-	-	-	-

(xx) Assets Laibility Comparisons (Leave Encashment)

Year	31 March 2016	31 March 2017	31 March 2018	31 March 2019	31 March 2020
PVO at end of period	20.31	18.41	19.31	16.29	15.84
Plan Assets	-	-	-	-	-
Surplus / (Deficit)	(20.31)	(18.41)	(19.31)	(16.29)	(15.84)
Experience adjustmentson plan assets	-	-	-	-	-

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

(All Amounts in INR Lakhs, unless otherwise stated)

(xxi) Narrations
1] Analysis of Defined Benefit Obligation

The number of members under the (Gratuity) scheme have decreased by 14.29%. The total salary has decreased by 6.96% during the accounting period. The resultant liability at the end of the period over the beginning of the period has increased by 7.69%

The number of members under the (Leave Encashment) scheme have decreased by 14.29%. The total salary has decreased by 6.96% during the accounting period. The resultant liability at the end of the period over the beginning of the period has decreased by 2.77%

2] Expected rate of return basis

Scheme is not funded EORA is not applicable.

3] Description of Plan Assets and Reimbursement Conditions

Not applicable.

4] Investment / Interest Risk

Since the scheme is unfunded the company is not exposed to Investment / Interest Risk.

5] Longevity Risk

The company is not exposed to risk of the employee living longer as the benefit under (Gratuity)/(Leave Encashment) scheme ceases on the employee separating from the employer for any reason.

6] Salary Escalation Rate

The salary escalation rate has remain unchanged and hence there is no change in liability resulting in no actuarial gain or loss due to change in salary escalation rate.

7] Discount Rate

The discount rate has decreased from 7.00% to 6.80% under the (Gratuity) and hence there is a increased in liability leading to actuarial loss due to change in discount rate.

The discount rate has decreased from 7.00% to 6.80% under the (Leave Encashment) and hence there is a increased in liability leading to actuarial loss due to change in discount rate.

35 RELATED PARTY DISCLOSERS
A. Names of related parties and description of relationship:

Name of Party	Nature of Relationship
Mr. A. K. Bhuwania	Chairman
Mr. Ashish Bhuwania	Director
Mr. Aditya Bhuwania	Director
Mrs. Saroj Bhuwania	Director
Mr. Rakesh Jain	Chief Financial Officer
Mr Saishwar Dalvi	Company Secretary
Ms. Rajeshree Chougule	Company Secretary
Priya International Ltd.	Entities where individual having control/significant influence or key management personnel or their relatives are able to exercise significant influence
VXL Software Solutions Pvt .Ltd.	
Aurotech Technologies Dmcc	
Delta Technology Ltd.	
Brent Properties Investment Pvt. Ltd.	
Cheshire Properties Investment Pvt. Ltd.	
VXL Instruments.Ltd.	

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

(All Amounts in INR Lakhs, unless otherwise stated)

B. Transactions that have taken place during the year with related parties by the Company

Name of Related Parties	Nature of Transaction during the year	2019-2020	2018-2019
Priya International Ltd.	Reimbursement of Services/ Expenses incurred by Priya Ltd.	10.49	39.07
	Purchase of Electronis(Exclusive of GST Rs. NIL Previous year Rs.5.75 lakhs)	-	31.93
VXL Software Solutions Pvt .Ltd.	Purchase of Software/Electronis (Exclusive of GST Rs.49.69 lakhs Previous year VAT/ GST Rs. 0.02 lakhs)	276.06	0.10
	Sale of Software/Electronis (Exclusive of GST Rs.0.22 lakhs Previous year Rs.11.99 lakhs)	1.22	66.67
	Rent Income (Exclusive of GST Rs. 7.56 lakhs Previous year Rs.7.56 lakhs)	42.00	42.00
VXL Instruments.Ltd.	Purchase of Software/Electronis (Exclusive of G S T Rs.22.73 /- lakhs Previous year GST Rs.91.03/- lakhs)	148.47	1,420.78
	Sale of Software/Electronis (Exclusive of G S T Rs.52.63/-lakhs Previous year Rs.3.06/- lakhs)	292.38	344.75
	Rent Income (Exclusive of G S T Rs./- Previous year Rs./-)	1.20	1.50
	Net of Reimbursement of Services/ Expenses	1.85	2.26
Aurotech Technologies Dmcc	Sale of Electronis	-	135.79
Delta Technology Ltd.	Sale of Electronis	23.71	442.58
Mr. Aditya Bhuwania	Directors Remuneration	30.00	30.00
Mr. Rakesh Jain	Short-term employee benefits	33.19	33.16
Ms. Rajeshree Chougule	Short-term employee benefits	4.63	-
Mr. Saishwar Dalvi	Interest Paid	-	6.77
Mr. A. K. Bhuwania	Loan Taken During the year	-	59.00
Mr. Ashish Bhuwania	Loan Taken During the year	-	4.00
Mr. Aditya Bhuwania	Loan Taken During the year	23.00	264.50
Mrs. Saroj Bhuwania	Loan Taken During the year	-	17.50
Mr. A. K. Bhuwania	Loan Repaid During the year	20.00	39.00
Mr. Aditya Bhuwania	Loan Repaid During the year	19.50	269.50
Mrs. Saroj Bhuwania	Loan Repaid During the year	15.14	81.50

Note : Post Employee benefis can not be assertain as company from consolidated interest for such benefits.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

(All Amounts in INR Lakhs, unless otherwise stated)

C. Balance at the year end.

VXL Software Solutions Pvt .Ltd.	Deposit Received Outstanding at the year end	3.50	3.50
	Advance to suppliers	-	332.86
	Outstanding Receivable	25.51	7.70
	Outstanding Payable	35.78	-
Mr. A. K. Bhuwania	Loan Outstanding at the year end	50.00	70.00
Mr. Ashish Bhuwania	Loan Outstanding at the year end	29.00	29.00
Mr. Aditya Bhuwania	Loan Outstanding at the year end	3.50	-
Mrs. Saroj Bhuwania	Loan Outstanding at the year end	7.86	23.00
Priya International Ltd	Outstanding Receivable	-	9.54
	Outstanding Payable	26.45	-
Brent Properties Investments Pvt Ltd.	Corporate Guarantee given on our behalf	2,902.84	2,545.60
Cheshire Properties Investments Pvt Ltd.	Corporate Guarantee given on our behalf	2,902.84	2,545.60
Aurotech Technologies Dmcc	Outstanding Receivable (net off provision)	-	141.97
Delta Technology Ltd.	Outstanding Receivable (net off provision)	-	601.98
VXL Instruments.Ltd.	Outstanding Payable	-	209.47
	Investment at Fair Value	17.37	89.82
	Outstanding Receivable	5.96	-

36 SEGMENT REPORTING

The Company's business activity falls within a single Primary segment viz. : "Trading of Electronics- Computer peripherals and systems". Since the sales outside India is more than 10% of the total sales, geographical segment is reported as the secondary segment.

Information about secondary geographical business segment :

Particulars	2019-20			2018-19		
	Within India	Outside India	Total	Within India	Outside India	Total
Segment Revenue	462.19	23.71	485.90	1,078.11	1,130.74	2,208.85
Segment Assets (net off provisions)	600.15	-	600.15	936.82	3,426.73	4,363.55
Capital Expenditure	0.32	-	0.32	0.08	-	0.08

37 Derivatives:

UNHEDGED: The year end Foreign Currency exposures that have not been hedged by a derivative instrument as outstanding are as under:

a. Amount receivable in foreign currency (net off provision) on account of the following :

Particulars	Foreign	As on 31.03.2020		As on 31.03.2019	
	Currency	Amount in	Amount in	Amount in	Amount in
		Rs.	Foreign Currency	Rs.	Foreign Currency
Receivables	USD	-	-	4,158.40	60.19

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

(All Amounts in INR Lakhs, unless otherwise stated)

- b. Amount payable in foreign currency on account of the following :

Particulars	Foreign	As on 31.03.2020		As on 31.03.2019	
	Currency	Amount in	Amount in	Amount in	Amount in
		Rs.	Foreign Currency	Rs.	Foreign Currency
Payable	USD	7.53	0.10	18.78	0.27

38 Financial Risk Management

The Company's activities expose it to credit risk, liquidity risk, market risk and price risk.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the impact thereof in the financial statements.

Sl. No.	Risk	Exposure arising from	Measurement	Management
1	Credit Risk	Cash and cash equivalents, trade receivables and financial assets.	Credit ratings, Review of aging analysis, Review of investment on quarterly basis.	Strict credit control and monitoring system, diversification of counterparties, Investment limits, check on counterparties basis credit rating and investment review on quarterly basis.
2	Liquidity Risk	Trade payables and other financial liabilities.	Maturity analysis, cash flow projections.	Maintaining sufficient cash / cash equivalents and marketable security and focus on realisation of receivables.
3	Market Risk-Foreign Exchange	Import Payables and Receivables on Indenting services.	Foreign currency exposure review and sensitivity analysis.	The company is partly has natural hedge and is exploring to hedge its unhedged positions.

The Board provides guiding principles for overall risk management, as well as policies covering specific areas such as credit risk, liquidity risk, and Foreign Exchange Risk effecting business operations. The company's risk management is carried out by the management as per guidelines and policies approved by the Board of Directors.

(A) Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk encompasses the direct risk of default, risk of deterioration of creditworthiness as well as concentration risks. The Company is exposed to credit risk from its operating activities (primarily trade receivables), deposits with banks and loans given.

Credit Risk Management

The company's credit risk mainly from trade receivables as these are typically unsecured. This credit risk has always been managed through credit approvals, establishing credit limits and continuous monitoring the creditworthiness of customers to whom credit is extended in the normal course of business. The Company estimates the expected credit loss based on past data, available information on public domain and experience. Expected credit losses of financial assets receivable are estimated based on historical data of the Company. The company has provisioning policy for expected credit losses. There is no credit risk in bank deposits which are demand deposits. The credit risk is minimum in case of entity to whom loan has been given.

The maximum exposure to credit risk as at 31 March 2020 and 31 March 2019 is the carrying value of such trade receivables and advances to suppliers as shown in note 11 and note 15 respectively of the financials.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

(All Amounts in INR Lakhs, unless otherwise stated)

The Credit Loss allowances are provided in the case of trade receivables as under:

Loss allowance as on 1 April 2018	-
Change in loss allowance	970.29
Loss allowance as on 31 March 2019	970.29
Change in loss allowance	2,301.48
Loss allowance as on 31 March 2020	3,271.77

The doubtful advances are provided in the case of Advance to Suppliers as under:

Loss allowance as on 1 April 2018	-
Change in loss allowance	-
Loss allowance as on 31 March 2019	-
Change in loss allowance	684.18
Loss allowance as on 31 March 2020	684.18

(B) Liquidity Risk

The Company's principal sources of liquidity are working capital loans, "cash and cash equivalents" and cash flows that are generated from operations. The Company does not have material term borrowings. The Company believes that its above mentioned sources of liquidity are sufficient to meet its current requirements. Hence the Company does not perceive any liquidity risk.

(C) Market risk
Foreign currency risk

The Company significantly operates in domestic market. Though the company imports materials from overseas and has income from indenting commission from overseas. The company mostly has natural hedge and is exploring to have hedge its positions.

The Company's exposure to foreign currency risk (net off provision) which are unhedged at the end of the reporting period is as follows:

Particulars	Amount
31 March 2020	
Trade receivables- Foreign Currency USD	-
Trade receivables- INR	-
Trade payables- Foreign Currency USD	0.10
Trade payables- INR	7.53
31 March 2019	
Trade receivables- Foreign Currency USD	60.19
Trade receivables- INR	4,196.63
Trade receivables- Foreign Currency USD	0.27
Trade payables- INR	18.78

Sensitivity Analysis-

The Company is mainly exposed to changes in USD. The sensitivity analysis demonstrate a reasonably possible change in USD exchange rates, with all other variables held constant. 5% appreciation/depreciation of USD with respect to functional currency of the company will have impact of following (decrease)/increase in Profit & vice versa..

Particulars	31 March 2020	31 March 2019
USD	(0.38)	208.89
Total	(0.38)	208.89

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

(All Amounts in INR Lakhs, unless otherwise stated)

39 Fair Value measurement-

The fair value of Financial instrument as of March 31,2020 and March 31,2019 were as follows :-

Particulars	March 31,2020	March 31,2019	Fair value Hierarchy	Valuation Technique
Assets-				
Investment in Equity Instruments through OCI	24.59	100.10	Level-1	Quoted Market Price
Total	24.59	100.10		

The management assessed that Cash and Cash equivalents, loans, other balances with Banks, trade receivables, trade payables and other current liabilities/assets approximate their carrying amounts largely due to the short-term maturities of these instruments.

40 Lease

The Company's leasing arrangements are in respect of office premises / warehouse. These leasing arrangements, which is mostly cancelable, range between 11 months to 3 years and are usually renewable by mutual consent at mutually agreed terms & conditions. The lease payment of Rs. 44.77 lakhs (Previous Year Rs. 66.32 lakhs) has been recognised as expenses in the statement of Profit & Loss under the Note No. 32 "Other Expenses".

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified Ind AS 116 Leases which replaces the existing lease standard, Ind AS 17 leases and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees.

The Company has adopted Ind AS 116, effective annual reporting period beginning from 1 April 2019 and applied the standard to its leases, retrospectively, with the cumulative effect of initially applying the Standard, recognised on the date of initial application (1 April 2019). Accordingly, the Company has not restated comparative information, instead, the cumulative effect of initially applying this standard has been recognised as an adjustment to the opening balance of retained earnings as on 1 April 2019.

The company has identified that there were no leases which are in the nature of Right-to-use and hence no lease liability is recognised in the financial statements.

- 41** The Company had received a notice under Section 13(2) of Securitization and Reconstruction of Financial assets and Enforcement of Security Interest Act, 2002 ('the Act') from Indian Bank, Bank of Maharashtra and Union Bank of India, which had provided funds towards working capital requirements, informing that the Company's accounts have become NPA. In the Current year, the Company has also received a notice under Section 13(4) of the Act on failure to repay recalled amount for symbolic attachment of properties. Currently the Company has stopped all its business activities due to blockage of bank accounts and as at year end total liabilities exceeds total assets by Rs. 2747.11 Lakhs. The Company has approached banks for one time settlement (OTS) and awaiting for their response on the same. The management of the Company is making every possible effort to process OTS and start its business activities again.

42 Deferred Tax

Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available except that deferred tax assets arising on account of unabsorbed depreciation and losses are recognised if there is virtual certainty that sufficient future taxable income will be available to realise the same. therefore management has not recognised deferred tax assets during the year.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

(All Amounts in INR Lakhs, unless otherwise stated)

The breakup of deferred tax assets and liabilities as at March 31, 2020 are as under :

(Rs. In Lacs)

Particulars	2020-21	2019-20
Timing Difference		
On Property, plant and equipment	11.98	13.37
Expenses inadmissible (43b)	2.85	2.84
Provision for Gratuity	28.16	26.56
ECL	1,028.55	-
Tax losses	257.81	-
Deferred Tax Asset	1,329.34	42.77
On Ind AS impacts	-	(2.85)
Deferred Tax Liability	-	(2.85)
Net Deferred Tax Asset	1,329.34	39.92

- 43** The Company has incurred losses in the current year and as disclosed above, the Company has not recognised deferred tax assets due to lack of virtual certainty and because of that current year tax expense is Rs. NIL. The amount charged to profit and loss account represents reversal of earlier years recognised deferred tax. Hence Tax Reconciliation Statement is not required to be disclosed in the current year.
- 44** The company has assessed the possible effects that may result from the COVID-19 pandemic on the carrying amounts of receivables, inventories, intangibles, investments and other assets / liabilities. Based on the current indicators of economic conditions, the company expects to recover the carrying amount of all its assets. The actual impact of the COVID-19 pandemic may be different from that estimated as at the date of approval of these financial statements and the company will continue to closely monitor any material changes to the economic conditions in the future.
- 45** Balances of Trade Receivables, Trade Payables and Loans and Advances are subject to confirmation and consequential adjustment, if any.
- 46** In the opinion of the Board, Current Assets, Loans and Advances have value in the ordinary course of business at least equal to the amount at which they are stated.
- 47** The previous year figures have been regrouped/reclassified, wherever necessary to conform to the current presentation as per the schedule III of Companies Act, 2013.

As per our report attached of even date

FOR KANU DOSHI ASSOCIATES LLP
CHARTERED ACCOUNTANTS

Firm Registration Number : 104746W/W100096

FOR AND ON BEHALF OF THE BOARD
KUNAL VAKHARIA
PARTNER
MEMBERSHIP NO.148916
ADITYA BHUWANIA
DIRECTOR
DIN : 00018911
R.K.SARASWAT
DIRECTOR
DIN: 00015095
PLACE : MUMBAI
DATED : 31ST JULY, 2020
RAKESH JAIN
CHIEF FINANCIAL OFFICER
RAJESHREE CHOUGULE
COMPANY SECRETARY

**PRIYA LIMITED**

CIN:L99999MH1986PLC040713

Regd. Office: 4th Floor, Kimatrai Building, 77-79, Maharshi Karve Marg, Marine Lines (E), Mumbai-400002.

Email: cs@priyagroup.com. Web:www.priyagroup.com

ATTENDANCE SLIP

(To be presented at the entrance)

Regd. Folio No. /Client ID No. _____ No. of shares held _____

DP ID No. _____

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

I hereby record my presence at the **33RD ANNUAL GENERAL MEETING** of the Company to be held at "City Light Cinema Banquets Hall", Ashford Chambers, 4th Floor, Lady Jamshedji Road, Mahim, Mumbai – 400016 on **Saturday, the 19th day of December, 2020 at 11. 00 A.M.**

Member/s/ Proxy's name in BLOCK Letters _____

Signature of Member/Proxy _____

NOTE: Please fill up this attendance slip and hand it over at the entrance of the venue for the meeting. Members are requested to bring their copy of the Annual Report to the meeting.

- Tear Here -

**PRIYA LIMITED**

CIN:L99999MH1986PLC040713

Regd. Office: 4th Floor, Kimatrai Building, 77-79, Maharshi Karve Marg, Marine Lines (E), Mumbai-400002

Email: cs@priyagroup.com. Web:www.priyagroup.com

PROXY FORM - MGT-11

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member (s) : _____

Registered address: _____

E-mail Id: _____

Folio No./ Client ID No.* _____ DP ID No.* _____

I / We, being the member(s) of _____ Equity Shares of Priya Limited, hereby appoint

1. Name : _____

Address : _____

E-mail Id : _____

Signature : _____, or failing him / her

2. Name : _____

Address : _____

E-mail Id : _____

Signature : _____, or failing him / her

1. Name : _____

Address : _____

E-mail Id : _____

Signature : _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the **33rd Annual General Meeting** of the Company, to be held on Saturday, the **19th day of December, 2020 at 11.00 a.m.** at "City Light Cinema Banquets Hall", Ashford Chambers, 4th Floor, Lady Jamshedji Road, Mahim, Mumbai – 400016 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.**Ordinary Business:**

1. Consider and adopt the Audited Financial Statement, Reports of the Board of Directors and Auditors, for the financial year ended 31st March, 2020.
2. Appointment of Mr. Arunkumar Bhuwania a Director retiring by rotation.

Special Business:

3. Appointment of Mrs. Mini Bhuwania as Director of the Company.

Signed this day of..... 2020.

Affix
Rupee 1/-
Revenue
Stamp

Signature of Shareholder _____

Signature of Proxy holder(s) _____

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

If underlivered, Please return to :

PRIYA LIMITED

*** REGD. OFFICE ***

4th Floor, Kimatrai Building, 77-79, Maharshi Karve Marg,
Marine Lines (E), Mumbai - 400 002.

Tel.: 91-22-4220 3100, **Fax:** 91-22-4220 3197.

E-mail: cs@priyagroup.com; **Web:** www.priyagroup.com

*** BRANCHES ***

Chennai: 044 - 4214 6105, Gurgaon: 011-4106 1358, Hyderabad: 040-2781 0979,
Kochi: 0484-4069 694, Kolkata: 033-4003 3869.