



# PRIYA LIMITED



# ANNUAL REPORT 2020-2021

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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.

**34<sup>TH</sup> ANNUAL GENERAL MEETING**

<b>Day</b>	<b>: Thursday</b>
<b>Date</b>	<b>: 30<sup>th</sup> September, 2021</b>
<b>Time</b>	<b>: 11.00 A.M.</b>
<b>Place</b>	<b>: “City Light Cinema Banquets Hall”, Ashford Chambers, 4<sup>th</sup> Floor, Lady Jamshedji Road, Mahim, Mumbai 400016.</b>

**BOARD OF DIRECTORS**

<b>SHRI ARUNKUMAR BHUWANIA</b>	Chairman & Director
<b>SHRI R. K. SARASWAT</b>	Independent Director
<b>SHRI M. K. ARORA</b>	Independent Director
<b>SHRI ANUJ BHARGAVA</b>	Independent Director
<b>SHRI ADITYA BHUWANIA</b>	Whole Time Director
<b>SMT MINI BHUWANIA</b>	Director
<b>SHRI RAKESH JAIN</b>	Chief Financial Officer
<b>MISS RAJESHREE CHOUGULE</b>	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**

4<sup>th</sup> Floor, Kimatrai Building, 77-79,  
Maharshi Karve Marg, Marine Lines (E),  
Mumbai-400002. Tel: 022-2201 3672.  
Email: [cs@priyagroup.com](mailto:cs@priyagroup.com)  
Website: [www.priyagroup.com](http://www.priyagroup.com)

**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 | Fax No: 022 – 62638299  
Email: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)  
Website: [www.bigshareonline.com](http://www.bigshareonline.com)

**EQUITY SHARES ARE LISTED AT:**

BSE Limited (BSE)

**NOTICE**

NOTICE is hereby given that the Thirty-Fourth Annual General Meeting of the members of PRIYA LIMITED (CIN: L99999MH1986PLC040713) will be held at "City Light Cinema Banquets Hall", Ashford Chambers, 4<sup>th</sup> Floor, Lady Jamshedji Road, Mahim, Mumbai 400016 on Thursday, the 30<sup>th</sup> Day of September, 2021 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, 2021 and the reports of the Board of Directors and Auditors thereon.
2. To consider appointment of a Director in place of Mr. Aditya Bhuwania (DIN: 00018911) who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

3. To re-appoint Mr. Aditya Bhuwania (DIN: 00018911) as a Whole Time Director designated as Executive Director.

In this regard to consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** that pursuant to Sections 196, 203 and other applicable provisions of the Companies Act, 2013, read with Schedule V to the said Act, and subject to other approvals as are necessary, Mr. Aditya Bhuwania (DIN: 00018911) be and is hereby re-appointed as an Executive Director (Whole Time Director) of the Company for a period of (03) three years with effect from 1<sup>st</sup> June, 2021 to 31<sup>st</sup> May, 2024.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all the acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. To increase in borrowing power in terms of Section 180(1)(c) of the Companies Act, 2013.

In this regard to consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in suppression of all resolution passed in this regard and pursuant to Section 179(3)(d) read with Section 180(1)(c), Section 180(2) and any other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (herewith referred to as the "Board" which expression shall also include a Committee thereof), to borrow money of exceeding the paid up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount up to which monies may be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) shall not exceed the sum of Rs.20,00,00,000/- (Rupees Twenty Crores only) on such terms and conditions as the Board may deem fit from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and incidental thereto and to sign and execute on behalf of the Company such agreements, deeds, applications, documents and writings as may be required in this regard and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

For and on behalf of the Board  
For **Priya Limited**

Place : Mumbai  
Date : 29<sup>th</sup> June, 2021

**Rajeshree Chougule**  
Company Secretary

**Registered Office:**

4<sup>th</sup> 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 ("Act") setting out material facts concerning the business under Item No. 3 to 4 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the SEBI (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, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") are also annexed.
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 **24<sup>th</sup> September, 2021 to 30<sup>th</sup> September, 2021** (both days inclusive).
6. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the thirty fourth AGM.
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., 1<sup>st</sup> 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) 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. Regulation 36 (1)(b) and (c) of the LODR prescribes that a listed entity shall send a hard copy of the statement containing salient features of all the documents, as prescribed in Section 136 of the Companies Act, 2013 to the shareholders who have not registered their email addresses and hard copies of full annual reports to those shareholders, who request for the same, respectively. In view of the difficulties faced by companies in sending these documents through postal or

courier services on account of the threat posed by Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020 and January 13, 2021 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India (SEBI) vide its circular dated May 12, 2020 and January 15, 2021 has relaxed this requirement for listed entities who conduct their Annual General Meeting (AGM) during the calendar year 2021.

21. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website [www.priyagroup.com](http://www.priyagroup.com) and website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com)
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](http://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. Aditya 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). The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.
- II. M/s. 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 27<sup>th</sup> September, 2021 (9:00 am) and ends on 29<sup>th</sup> September, 2021 (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 23<sup>rd</sup> September, 2021, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting 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. 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.
- VIII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.priyagroup.com](http://www.priyagroup.com) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results will also be communicated to BSE Limited, where the shares of the Company are listed.

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

**The remote e-voting period begins on Monday, 27<sup>th</sup> September, 2021 at 9:00 A.M. and ends on Wednesday, 29<sup>th</sup> September, 2021 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday 23<sup>rd</sup> September 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23<sup>rd</sup> September 2021.**

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

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





**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

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

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

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

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

- 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.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP 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. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. 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](http://www.evoting.nsdl.com).

**Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period. **(EVEN No-118244)**
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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](mailto:sanjay.parabcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@priyagroup.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@priyagroup.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

For and on behalf of the Board

Place : Mumbai  
Date : 29<sup>th</sup> June, 2021

For **Priya Limited**  
**Rajeshree Chougule**  
Company Secretary

#### ANNEXURE TO NOTICE

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

[Pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard- 2 on General Meetings]

##### **1. Mr. Aditya Bhuwania**

Mr. Aditya Bhuwania retires is eligible for re-appointment of Whole-time Director of the Company.

##### **Educational Qualification:**

Mr. Aditya Bhuwania is by qualification B.Sc. (Business Computer system) from Bradley University, Pearle, Lllinois (U.S.A).

**Age:** 48 years

##### **Nature of experience in specific areas:**

Mr. Aditya Bhuwania has wide experience in computer hardware and software industry in 18 years. His contacts and vast Experience has helped the Company to understand the international market trend and potential for Company's potential for Company's products.

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

Son of Arunkumar Bhuwania and Brother in law of Mini Bhuwania.

##### **Directorships and Membership in listed companies and Committee:**

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

##### **Shareholding:**

2,60,300 equity shares in the Company.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**
**Item No.3:**

Mr. Aditya Bhuwania, aged 48 years is by qualification B.Sc. (Business Computer system) from Bradley University, Pearle, Lllinois (U.S.A) and has over 20 years' experience in the field of computer hardware. He is also Director of Priya International Ltd., Brent Properties Investment Pvt. Ltd., Cheshire Properties Investments Pvt. Ltd. and Halifax Properties Investments Pvt. Ltd.

The tenure of Mr. Aditya Bhuwania expires on 31<sup>st</sup> May, 2021. Taking into consideration of the valuable services rendered by him during the past 20 years for the growth of the company and based on the recommendations of the Nomination and Remuneration Committee and subject to the approval of the members of the Company in General Meeting, the Board of Directors at their meeting held on 31<sup>st</sup> May, 2021 had re-appointed Mr. Aditya Bhuwania as Executive Director (Whole Time Director) of the Company for a period of (03) Three years from 1<sup>st</sup> June, 2021 to 31<sup>st</sup> May, 2024.

**Remuneration:**

No remuneration will pay during this term of appointment.

**Information required under Section II, Part II of Schedule V of the Companies Act, 2013: -**

<b>I. GENERAL INFORMATION</b>	
1) Nature of Industry	Priya Limited distributes an array of IT products such as Thin Client, Keyboard, Mouse, software products and offering solutions for different industries.
2) Date or expected date of commencement of commercial production	Certificate of commencement of business was dated 1 <sup>st</sup> October, 1986
3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
4) Financial performance based on given indicators	The details of financial performance of the Company for the year 2020-21 are provided in the Annual Report.
5) Foreign investments or collaborators, if any	NIL
<b>II. INFORMATION ABOUT THE APPOINTEE</b>	
1) Background details	Mr. Aditya Bhuwania, aged 48 years is by qualification B.Sc. (Business Computer system) from Bradley University, Pearle, Lllinois (U.S.A) and has over 20 years' experience in the field of computer hardware.
2) Past remuneration	<b>Year Remuneration paid</b> 2018-19 Rs.30 Lakh 2019-20 Rs.30 Lakh 2020-21 Rs.9.75 Lakh
3) Recognition or awards	None
4) Job profile and his suitability	As Executive Director of the Company, Mr. Aditya Bhuwania is responsible for the overall performance of the Company. He has been instrumental in giving direction to the entire team of Company and has been responsible for monitoring their performance on regular basis.

5) Remuneration proposed	None
6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The Company will not pay any remuneration for the appointment period.
7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Aditya Bhuwania is holding 2,60,300 equity shares in the Company. In addition to above, his relatives are also holding shares in the company. Mr. Arunkumar Bhuwania and Mrs. Mini Bhuwania, Directors of the Company is related to Mr. Aditya Bhuwania.
<b>III. OTHER INFORMATION:</b>	
1) Reasons for loss or inadequate Profits	The Companies all bank accounts become Non-performing Asset (NPA) due to that there is no business operation in the Company, therefore Company incurring losses in the business.
2) Steps taken or proposed to be taken for improvement	Company doing one-time settlement (OTS) in due course.
3) Expected increase in productivity and profits in measurable terms	Unable to quantify, at this point of time.

Mr. Arunkumar Bhuwania, Mr. Aditya Bhuwania and Mrs. Mini Bhuwania, Directors of the Company are deemed to be concerned or interested in the resolution.

#### **Item No.4:**

Keeping in view the existing and future financial requirements to support its business operations, the Company may need additional funds in future for to do one-time settlement (OTS) with the bankers of the Company. For this purpose, the Company is desirous of raising funds as may be considered fit.

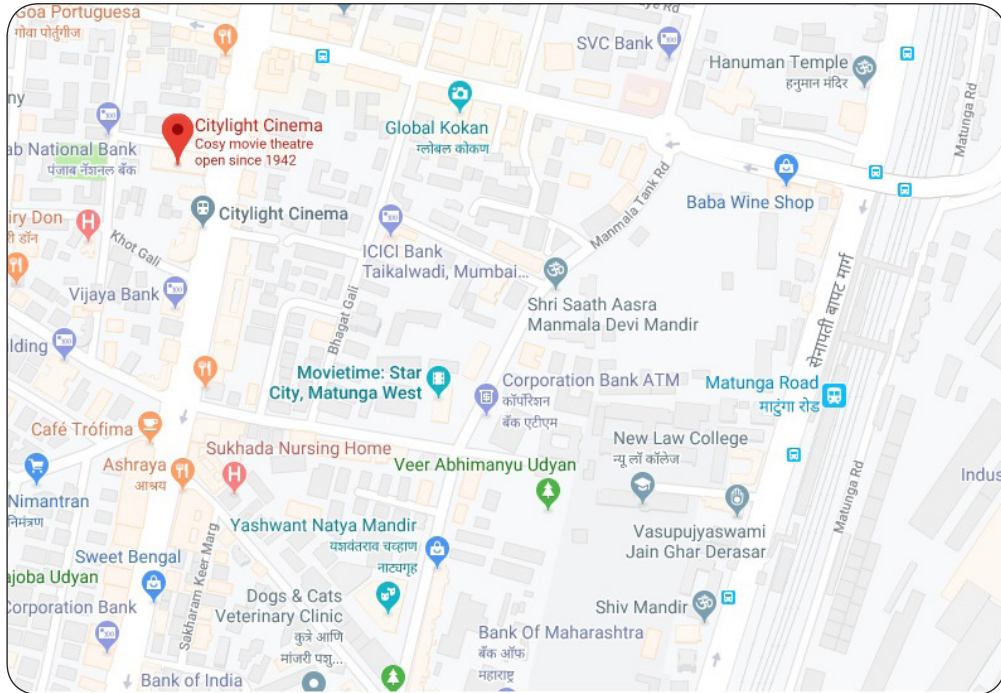
Pursuant to Section 180(1)(c) of the Companies Act, 2013, a Company shall exercise the power to borrow money, where the money to be borrowed together with the money already borrowed by the Company will exceed aggregate of its paid-up Share Capital and Free Reserves, apart from temporary Loans obtained by the Company in the ordinary course of business, only with the consent of the Company by a Special Resolution. Provisions of Section 180(2) of the Companies Act, 2013 stipulates that the Special Resolution passed by the Company in general Meeting in relation to exercise of aforesaid (Borrowing) powers shall specify the total amount up to which monies may be borrowed by the Board of Directors. The Board had, at its meeting held on June 29, 2021, inter alia considered and approved Borrowing by the Company in excess of the aggregate of the Company's paid-up Share Capital and free Reserves (apart from temporary Loans as may be obtained by the Company in the ordinary course of business), of up to Rs. 20,00,00,000/- (Rupees Twenty Crores Only) pursuant to Sections 179(3)(d) read with Section 180(1)(c) and 180(2) of the Companies Act, 2013, and recommended the same to Members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding 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 34<sup>th</sup> Annual Report along with the Audited Financial Statement of Accounts for the Financial Year 2020-21.

### FINANCIAL PERFORMANCE

The financial performance of the Company for the Financial Year 2020-21 in comparison to the previous financial year 2019-20 are summarized as below:

		(Rs. in Lakhs)
	<b>Year Ended</b>	<b>Year Ended</b>
	<b>31/03/2021</b>	<b>31/03/2020</b>
<b>Revenue from operation</b>	0.09	485.90
<b>Other Income</b>	51.34	48.21
	<b>51.43</b>	<b>534.11</b>
<b>Profit/ (Loss) before Tax</b>	<b>(546.84)</b>	<b>(3938.57)</b>
Less:	0.00	0.00
1) Current Tax		
- For current year		
- For earlier years	5.46	0.01
2) Deferred tax	0.00	30.15
<b>Profit/(Loss) After Tax</b>	<b>(552.30)</b>	<b>(3968.73)</b>
Other Comprehensive Income	30.67	(84.51)
<b>Total Comprehensive Income</b>	<b>(521.63)</b>	<b>(4053.24)</b>

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 2020-21, 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 31<sup>st</sup> March, 2021.

### SHARE CAPITAL

The paid up equity capital as on 31<sup>st</sup> March, 2021 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, 2021.

### OPERATIONS

During the year under review the aggregate turnover of your Company was Rs.0.09 Lakhs as compared to Rs.485.90 Lakhs in the previous year. The Company has incurred a Net Loss of Rs.552.30 Lakhs in 2020-21 as compared to previous year's Net Loss of Rs.3,968.73 Lakhs.

There is no business operation during the financial year.

**DIRECTORS AND KEY 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 31<sup>st</sup> March 2021 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 19 <sup>th</sup> December, 2020	No. of Board Meetings held during the year 2020-21		No. of Directorship in Public Companies	No. of Committee positions held (Audit Committee & Stakeholders Relationship Committee)	
			Held	Attended		Chairman	Member
Arunkumar Bhuwania	Chairman	No	5	2	1	0	1
R.K. Saraswat	Independent / Non-Executive Director	No	5	4	4	1	3
M.K.Arora	Independent / Non-Executive Director	Yes	5	4	3	0	2
Anuj Bhargava	Independent / Non-Executive Director	No	5	4	1	0	0
Aditya Bhuwania	Non-Independent/ Executive Director	Yes	5	4	1	0	0
Mini Bhuwania	Non-Independent/ Non-Executive Director	No	5	2	1	0	0

**III. NO. OF BOARD MEETING:**

Five (5) Board Meeting were held during the year 2020-21 on 01.04.2020, 31.07.2020, 14.09.2020, 13.11.2020 and 12.02.2021.

**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. Aditya 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. KEY MANAGERIAL PERSONNEL (KMP):**

The Board of Directors at their meeting held on 31<sup>st</sup> May, 2021, re-appointed Mr. Aditya Bhuwania as Executive Director (Whole Time Director) for a period of (3) three years, with effect from 1<sup>st</sup> June, 2021 subject to approval of members in the ensuing annual general meeting. Keeping in view his experience and expertise and the increased activities of the Company, a resolution is proposed in the notice convening Annual General Meeting for the re-appointment of Mr. Aditya Bhuwania, as Executive Director (Whole Time Director), on terms & conditions detailed in the resolution.

In terms of Section 203 of the Act, the Key Managerial Personnel (KMPs) of the Company during FY 2020-21 are:

Mr. Aditya Bhuwania –Whole time Director

Mr. Rakesh Jain, Chief Financial Officer

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

There has been no change in the key managerial personnel during the year.

#### **VI. 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:**

Under Section 139 of the Companies Act, 2013, M/s. Kanu Doshi Associates LLP, Chartered Accountants, Mumbai (ICAI Firm No.104746W/W100096) had been appointed as the Statutory Auditors of the Company for the period of five years from the conclusion of 30<sup>th</sup> Annual General Meeting till the conclusion of 35<sup>th</sup> Annual General Meeting.

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

**Remark No.1:** 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. 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 the current year is negligible. During the year, the Company has also closed down all its branches except Mumbai branch, has written off/ sold fixed assets located at such branches and has also laid off maximum employees across all branches since the business operations are minimum. Further as informed by the Management of the Company, the company had approached the bank for one-time settlement in the last year which is under negotiations as on date.

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.

**Comment of Board of Directors:**

Under the present circumstances where the OTS with banks is pending and due to which no banking facilities are available and the continuation of business is becoming impossible. The OTS is still going on, therefore we cannot comment on how we would proceed in the future for doing business.

Remark No.2: The Company has made aggregate provision of Rs. 3,271.77 lakhs for doubtful debts (expected credit loss) as at March 31, 2021 relating to export sales. The Management has not approached RBI for approval of writing off the said amount from books of accounts. In the absence of any information regarding penal consequences, we are unable to comment on the impact of the same on the Loss / net worth 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.

**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 for the financial year 2020-21.

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 2020-21. The report of the Secretarial Auditor is annexed to this report as **(Annexure-A)**.

The said Secretarial Audit Report mentions following observation:

1. 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 and subsequently all the Bank account of the Company has been frozen by the Banks. The Company had approached the Banks for the one-time settlement which is under negotiations.
2. Mr. Radhakrishna Kunjal Saraswat, Chairman of the Audit Committee was absent at the Annual General Meeting held on 19<sup>th</sup> December, 2020.
3. As per BSE website, the Exchange has sought clarification from the Company on June 24, 2020 with reference to significant movement in price, in respect of which no reply was submitted by the Company.

4. The Company has availed loan from the Director and relative of the Directors of the Company, 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. The Management of the Company doing one-time settlement discussion with all three banks. Once it done board will do communication accordingly.
2. In last financial year 2019-20, Company taken physical Annual General Meeting and in that Mr. Saraswat, Chairman of Audit Committee was absent due to his age of 83 years. As physically he unable to attend the AGM.
3. Regarding this Company not received any mails on official email id of the Company or email id of the Directors of the Company. So, that time Company not given clarification on significant movement in price to BSE, this is due to oversight. In future, board will take necessary precaution.
4. The Company at year end all compliance provision complied.

#### **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 Annual Return for financial year 2020-21 as per provision of the Act and Rules thereto, is available on the Company's website at [www.priyagroup.com](http://www.priyagroup.com).

#### **CORPORATE GOVERNANCE**

In pursuant to Regulation 15 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Provision of Corporate Governance is not applicable to your Company.

#### **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/dematerialized 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.

#### **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.

#### **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, 2021, 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. 31<sup>st</sup> July, 2020, 14<sup>th</sup> September, 2020, 13<sup>th</sup> November, 2020 and 12<sup>th</sup> February, 2021.

Name	Designation	Category	No. of Meetings	
			Held	Attended
Mr. R. K. Saraswat	Chairman	Independent / Non- Executive Director	4	4
Mr. M. K. Arora	Member	Independent / Non-Executive Director	4	4
Mr. Arunkumar Bhuwania	Member	Non Executive Chairman	4	1

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

### NOMINATION AND REMUNERATION COMMITTEE

- i) During the year (2) Two Nomination and Remuneration Committee Meetings was held i.e. 31<sup>st</sup> July, 2020 and 12<sup>th</sup> February, 2021.

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

Name	Designation	Category	No. of Meetings	
			Held	Attended
Mr. M. K. Arora	Chairman	Independent / Non- Executive Director	2	2
Mr. R. K. Saraswat	Member	Independent / Non-Executive Director	2	2
Mr. Arunkumar Bhuwania	Member	Non Executive Chairman	2	1
Mr. Anuj Bhargava	Member	Independent / Non- Executive Director	2	2

#### ii) 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.

#### iii) Remuneration of Directors

##### A. Non Executive Director's Remuneration

The committee recommends and reviews the appointment and remuneration of Directors. It has adopted a policy which deals with the appointment and remuneration of directors and key managerial persons. The adopted policy decides about the manner of selection of executive directors, key managerial persons, and independent directors. The policy also decides about the criteria to be followed for recommending the remuneration of directors and key managerial persons.

Name of Director	Category	Sitting Fees * (Rs.)
Mr. Arunkumar Bhuwania	Promoter/Non-Executive Chairman	Nil
Mrs. Mini Bhuwania	Non-Executive Director	Nil
Mr. Aditya Bhuwania	Non-Executive Director	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
<b>*Total</b>		<b>2,60,000</b>

\* 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	Whole-time Director	<b>9,75,000</b> <b>(From 01.04.2020-30.06.2020)</b>
<b>TOTAL</b>		<b>9,75,000</b>



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.

#### STAKEHOLDER RELATIONSHIP COMMITTEE.

During the year (1) One Stakeholders Relationship Committee Meetings was held on 31<sup>st</sup> July, 2020.

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

Name	Designation	Category	No. of Meetings	
			Held	Attended
Mr. M. K. Arora	Chairman	Independent / Non- Executive Director	1	1
Mr. R. K. Saraswat	Member	Independent / Non-Executive Director	1	1
Mr. A. K. Bhuwania	Member	Non Executive Chairman	1	0

The company has a large number of shareholders and this committee meets regularly to approve transfer of shares, splitting and consolidation of shares, issuance of duplicate shares and review/redress shareholder complaints.

Ms. Rajeshree Chougule, Company Secretary acts as compliance officer of the company.

During the year ended 31.03.2021, No complaints/queries were received.

#### GENERAL BODY MEETING

The 33<sup>rd</sup> Annual General Meeting (AGM) was held on 19<sup>th</sup> December, 2020 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 AND THEIR ADEQUACY

The Company has adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The internal auditor of the company checks and verifies the internal control and monitors them in accordance with policy adopted by the company.

#### UNPAID /UNCLAIMED DIVIDEND

Pursuant to Section 124 of the Companies Act, 2013, unclaimed dividend for the financial year 2012-13 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

During the financial year the employees/resources of the Company reduced, due to that the disclosure as per the sexual harassment of woman at workplace (prevention, prohibition and redressal) Act, 2013 will not applicable to the Company during the financial year.



## **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.33 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 31<sup>st</sup> March, 2021, 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.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory auditors and external consultants and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2020-21.

### 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 31<sup>st</sup> March, 2021.

#### 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) Ratio of remuneration of each Director to the median employee's remuneration for the financial year:

Name	Designation	Ratio
Aditya Bhuwania	Whole Time Director	0

For this purpose, sitting fees paid to Non-Executive Directors have not been considered as remuneration.

- (ii) 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

- (iii) The percentage increase in the median remuneration of employees: 0%
- (iv) The number of permanent employees: 5

- (v) 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 not change 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.

- a. 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 2021.

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

Place : Mumbai  
Date: 29<sup>th</sup> June, 2021

**Aditya Bhuwania**  
Director  
DIN:00018911

**R. K. Saraswat**  
Director  
DIN:00015095

## ANNEXURE-A

Form No. MR - 3

## SECRETARIAL AUDIT REPORT

For the Financial year ended March 31, 2021

[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**  
**4<sup>th</sup> 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, 2020 to March 31, 2021, ('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 due to restricted movement amidst 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, 2021 according to the provisions of:(i)

- (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, 2021, 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, if any, 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 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 and subsequently all the Bank account of the Company has been freeze by**

the Banks. The Company had approached the Banks for the one time settlement which is under negotiations.

2. Mr. Radhakrishna Kunjlal Saraswat, Chairman of the Audit Committee was absent at the Annual General Meeting held on 19<sup>th</sup> December, 2020.
3. As per BSE website, the Exchange has sought clarification from the Company on June 24, 2020 with reference to significant movement in price, in respect of which no reply was submitted by the Company.
4. The Company has availed loan from the Director and relative of the Directors of the Company, which is subject to compliance of provision of the Companies Act, 2013.

I further report that;

1. As stated in the Secretarial Audit Report issued for the financial year 2019-20, the BSE 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 for filling up the vacancy in the office of the Woman Director w.e.f 17<sup>th</sup> December, 2019, after the time as prescribed under the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

However, the said penalty was subsequently withdrawn by the BSE vide email dated 23<sup>rd</sup> June, 2021 on the basis of representation made by the Company to the BSE Limited with respect to the same.

2. The Company has received a letter from Registrar of Companies, Mumbai dated 22<sup>nd</sup> April, 2021 to reply on the complaint raised by one of the shareholder against the Company in respect of rejection of the proxy form. The Company has replied on the same vide letter dated 3<sup>rd</sup> May, 2021 by providing sufficient disclosure/documents.

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: F6613  
CP No: 7093  
UDIN: F006613C000527408**

**Place: Mumbai  
Date: June 29, 2021**

*The above report is subject to the review of the Audited Financial Statements for the year ended March 31, 2021 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. Minutes of the meetings of the Board of Directors, Audit, Nomination & Remuneration, Stakeholders Relationship Committee, Independent Directors Meeting along with Attendance Register held during the financial year under report.
3. Minutes of General Meetings held during the financial year ended March 31, 2021 under report.
4. Statutory Registers as per the Companies Act 2013.
5. Notice, Agenda papers submitted to all the Directors / Members for the Board and Committee Meetings.
6. 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.
7. 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.
8. Various Policies framed by the Company required under the Companies Act, 2013
9. Documents pertaining to appointment/ Re-appointment of Directors.
10. Other relevant documents as required to be maintained and published on website by the Company.
11. 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.*

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

**Sanjay Pandurang Parab**  
**Designated Partner**  
**Membership No: F6613**  
**CP No: 7093**  
**UDIN: F006613C000527408**

**Place: Mumbai**  
**Date: June 29, 2021**

**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: F6613**  
**CP No: 7093**  
**UDIN: F006613C000527408**

**Place: Mumbai**  
**Date: June 29, 2021**



**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 31<sup>st</sup> March, 2021.

**OVERVIEW OF THE ECONOMY**

Electronics sector growth is accelerated by increased consumer spending around the world. As developing economies grow, consumer demand for electronics also grows. Countries that produce electronics now have strong consumer bases that can afford new electronic products. At the same time, increased competition is driving the costs of electronics production down, making products even cheaper for individuals.

**OPPORTUNITIES AND THREATS:****I) OPPORTUNITIES**

As of now there is no opportunities in business due to Non Performing Assets (NPA) bank accounts of the Company and that effects on business very badly, the Company net worth become Negative. During the financial year no operation in business and in coming future period the company not foreseeing any opportunities in business till settlement of all outstanding dues of the banks.

**II) THREATS**

Due to slowdown in business and NPA bank accounts of the Company, will face much more complications in business.

**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.

**FUTURE OUTLOOK**

Due to different phases of lockdown, all business segment affects very badly and global revival of that is the major responsibility and much more efforts required are at individual and economical level.

**RISK AND CONCERNS**

In this period company lost all important clients resulting losses in business. The software business is very customer specific and it is very difficult to regain business once it is lost. We are not sure whether we can revive hardware business also due to the OTS proposed with Banks at present.

**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.0.09 Lakhs as against Rs.485.90 Lakhs in the previous year. During the year the Company has incurred Net loss of Rs. 552.30 Lakhs as against Net loss of Rs. 3968.73 Lakhs in the previous year.

The Earning per share (EPS) of the Company was negative for current year as well as 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 5 numbers of Employees as on 31<sup>st</sup> March, 2021.

**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.

### **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 31<sup>st</sup> March, 2021.

Place: Mumbai

**Rakesh Jain**

Date : 29<sup>th</sup> June, 2021

Chief Financial Officer

### **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 31<sup>st</sup> March, 2021 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 Bhawania**

Whole Time Director

**Rakesh Jain**

Chief Financial Officer

Place : Mumbai

Date : 29<sup>th</sup> June, 2021

## 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, 2021, 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, 2021, 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

1. 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. 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 the current year is negligible. During the year, the Company has also closed down all its branches except Mumbai branch, has written off/sold fixed assets located at such branches and has also laid off maximum employees across all branches since the business operations are minimum. Further as informed by the Management of the Company, the company had approached the bank for one-time settlement in the last year which is under negotiations as on date.

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.

2. The Company has made aggregate provision of Rs. 3,271.77 lakhs for doubtful debts (expected credit loss) as at March 31, 2021 relating to export sales. The Management has not approached RBI for approval of writing off the said amount from books of accounts. In the absence of any information regarding penal consequences, we unable to comment on the impact of the same on the Loss / net worth 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. The Company has provided interest amounting to Rs. 357.43 lakhs on NPA accounts for the year ended March 31, 2021. However, in the absence of Bank statements in respect of these NPA

accounts and confirmation from bank regarding rate of penal interest, we are unable to comment upon the booking of provision of such interest and closing account balances. Our opinion 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, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 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

Membership no. 148916  
UDIN: 21148916AAAAEZ1285

Place: Mumbai  
Date: June 29, 2021



### 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, 2021

- 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
<b>TOTAL</b>				<b>28.90</b>

- 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	119.90	448.71	1 to 1004 Days
Indian Bank (C/A)	219.49	98.31	317.80	1 to 973 Days
Indian Bank (ADOVEXBIR A/C)	751.70	314.50	1066.20	1 to 1006 Days
Union Bank of India (L/C A/C)	254.10	126.76	380.86	1 to 1028 Days
Union Bank of India (ADOVEXBIR A/C)	726.83	318.12	1044.95	1 to 1022 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: June 29, 2021

Membership no. 148916  
UDIN: 21148916AAAAEZ1285

**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, 2021 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 31<sup>st</sup> March, 2021, 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

Membership no. 148916

UDIN: 21148916AAAAEZ1285

Place: Mumbai

Date: June 29, 2021

## BALANCE SHEET AS AT 31ST MARCH, 2021

(All Amounts in INR Lakhs, unless otherwise stated)

Particulars	Note No.	AS AT March 31, 2021	AS AT March 31, 2020
<b>I ASSETS</b>			
<b>(1) Non - current assets</b>			
(a) Property, plant and equipment	3	11.19	14.92
(b) Investment property	4	132.07	139.04
(c) Financial assets			
(i) Investments	5	55.12	24.59
(ii) Other financial assets	6	2.62	2.70
(d) Other tax assets (net)	7	27.95	39.99
<b>Total Non - Current Assets</b>		<b>228.95</b>	<b>221.24</b>
<b>(2) Current assets</b>			
(a) Inventories	8	0.99	2.62
(b) Financial assets			
(i) Trade receivables	9	-	7.64
(ii) Cash and cash equivalents	10	1.70	2.68
(iii) Bank balances other than (ii) above	11	6.66	7.87
(iv) Other financial assets	12	8.45	39.38
(c) Other current assets	13	12.36	318.72
<b>Total Current Assets</b>		<b>30.16</b>	<b>378.91</b>
<b>TOTAL ASSETS</b>		<b>259.11</b>	<b>600.15</b>
<b>II EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity share capital	14	300.23	300.23
(b) Other equity	15	(3,568.96)	(3,047.34)
<b>Total Equity</b>		<b>(3,268.73)</b>	<b>(2,747.11)</b>
<b>LIABILITIES</b>			
<b>(1) Non - current liabilities</b>			
(a) Provisions	16	110.45	84.36
<b>Total Non - Current Liabilities</b>		<b>110.45</b>	<b>84.36</b>
<b>(2) Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	17	2,346.44	2,473.03
(ii) Trade payables	18	74.23	115.77
(iii) Other financial liabilities	19	986.41	635.50
(b) Other current liabilities	20	2.56	14.66
(c) Provisions	21	7.75	23.94
<b>Total Current Liabilities</b>		<b>3,417.39</b>	<b>3,262.90</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>259.11</b>	<b>600.15</b>
<b>Contingent liabilities and capital commitments</b>	22		
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 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 : 29TH JUNE, 2021

RAKESH JAIN  
CHIEF FINANCIAL OFFICER

RAJESHREE CHOUGULE  
COMPANY SECRETARY

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2021**

(All Amounts in INR Lakhs, unless otherwise stated)

Particulars	Note No.	2020-21	2019-20
Revenue from operations	23	0.09	485.90
Other income	24	51.34	48.21
<b>Total Revenue</b>		<b>51.43</b>	<b>534.11</b>
<u>Expenses</u>			
Purchases of stock - in - trade	25	-	437.65
Changes in inventories of stock - in - trade	26	1.63	4.59
Employee benefit expenses	27	139.35	260.40
Finance costs	28	363.74	367.42
Depreciation & amortization expense	29	10.32	13.23
Other expenses	30	83.23	3,389.39
<b>Total Expenses</b>		<b>598.27</b>	<b>4,472.68</b>
Profit before exceptional items & tax		<b>(546.84)</b>	<b>(3,938.57)</b>
Add: Exceptional items		-	-
Profit before tax		<b>(546.84)</b>	<b>(3,938.57)</b>
Less: Tax expense			
<u>(1) Current tax</u>			
for current tax		-	-
for earlier years		5.46	0.01
<u>(2) Deferred tax</u>		-	30.15
Total Tax Expenses		<b>5.46</b>	<b>30.16</b>
<b>Profit / (Loss) after tax</b>	<b>A</b>	<b>(552.30)</b>	<b>(3,968.73)</b>
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		30.67	(74.75)
(ii) Income tax relating to items that will not reclassified to profit or loss		-	(9.76)
Total Other Comprehensive Income for the year	<b>B</b>	<b>30.67</b>	<b>(84.51)</b>
Total Comprehensive Income for the year	<b>A+B</b>	<b>(521.63)</b>	<b>(4,053.24)</b>
Earning per equity share (Face Value of Rs. 10/- each) (in Rs.)	31		
(1) Basic		<b>(18.40)</b>	<b>(132.19)</b>
(2) Diluted		<b>(18.40)</b>	<b>(132.19)</b>
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 : 29TH JUNE, 2021**

**RAKESH JAIN**  
**CHIEF FINANCIAL OFFICER**

**RAJESHREE CHOUGULE**  
**COMPANY SECRETARY**

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2021**

(All Amounts in INR Lakhs, unless otherwise stated)

	2020-21	2019-20
<b>A) CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before tax	(546.84)	(3,938.57)
Adjustment for :		
Depreciation	10.32	13.22
Allowance for expected credit loss	-	2,364.73
Allowance for doubtful advances	-	684.18
Interest income	(4.76)	(6.07)
Interest expenses	357.54	357.42
Reclassification of remeasurement of employee benefits	0.14	0.76
Sundry balance written off (net)	(3.33)	(2.08)
Exchange rate fluctuation (net)	-	0.87
(Profit)/Loss on sales of fixed assets	(0.18)	-
Loss on obsolescence of fixed assets	0.40	-
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	(186.71)	(525.54)
ADJUSTMENTS FOR WORKING CAPITAL CHANGES :		
Inventories	1.63	4.59
Trade receivables	7.62	116.04
Other bank balances	1.21	1.11
Other current financial assets	30.93	(3.10)
Other current assets	305.72	399.70
Other non current financial assets	0.08	39.96
Other current financial liabilities	(0.24)	(7.74)
Trade payable	(37.56)	(135.38)
Other current liabilities	(11.85)	6.59
Current provision	(16.19)	10.09
Non current provision	26.09	(3.94)
Cash generated from operations	120.73	(97.62)
Direct taxes refund (net)	6.59	25.07
NET CASH GENERATED FROM OPERATING ACTIVITIES	127.32	(72.55)
<b>B) CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of fixed assets	(0.11)	(0.32)
Sale of fixed assets	0.27	-
Interest received	4.76	6.07
NET CASH GENERATED FROM INVESTING ACTIVITY	4.92	5.75
<b>C) CASH FLOW FROM FINANCING ACTIVITIES</b>		
Repayment of borrowings	(126.59)	(31.75)
Proceeds from borrowings	-	100.00
Interest paid	(5.10)	7.03
Dividend paid (including dividend tax)	(1.29)	(1.19)
NET CASH USED IN FINANCING ACTIVITY	(132.98)	74.09
<b>NET CHANGES IN CASH &amp; CASH EQUIVALENTS(A+B+C)</b>	<b>(0.74)</b>	<b>7.29</b>
<b>OPENING BALANCE OF CASH &amp; CASH EQUIVALENTS</b>	<b>2.44</b>	<b>(4.85)</b>
<b>CLOSING BALANCE OF CASH &amp; CASH EQUIVALENTS</b>	<b>(0.74)</b>	<b>2.44</b>

**Notes**

- 1 CASH AND CASH EQUIVALENTS INCLUDES (Refer Note No. 10) :

Cash in hand	0.20	0.23
Balance with scheduled banks		
In current account (Including Book overdraft)	1.50	2.21
	<b>1.70</b>	<b>2.44</b>

- 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**  
**PARTNER**  
**MEMBERSHIP NO.148916**

**ADITYA BHUWANIA**  
**DIRECTOR**  
**DIN : 00018911**

**R.K.SARASWAT**  
**DIRECTOR**  
**DIN: 00015095**

**PLACE : MUMBAI**  
**DATED : 29TH JUNE, 2021**

**RAKESH JAIN**  
**CHIEF FINANCIAL OFFICER**

**RAJESHREE CHOUGULE**  
**COMPANY SECRETARY**

**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2021**

(All Amounts in INR Lakhs, unless otherwise stated)

**(a) Equity Share Capital**

Particulars	No. of shares	Amount
<b>Balance at at 1st April, 2019</b>	30,02,300	300.23
Changes in equity share capital during the year	-	-
<b>Balance at at 31st March, 2020</b>	30,02,300	300.23
Changes in equity share capital during the year	-	-
<b>Balance at at 31st March, 2021</b>	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	
<b>Balance at at 1st April, 2019</b>	400.92	1,568.77	(780.20)	19.66	(203.25)	1,005.90
Profit for the year	-	-	(3,968.73)	-	-	(3,968.73)
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)
<b>Balance at at 31st March, 2020</b>	<b>400.92</b>	<b>1,568.77</b>	<b>(4,748.93)</b>	<b>20.42</b>	<b>(288.52)</b>	<b>(3,047.34)</b>
Profit for the year	-	-	(552.30)	-	-	(552.30)
Remeasurements of Defined Benefit Plan	-	-	-	0.15	-	0.15
Fair Value effect of Investments of shares	-	-	-	-	30.53	30.53
Deferred tax written off on items of OCI	-	-	-	-	-	-
<b>Balance at at 31st March, 2021</b>	<b>400.92</b>	<b>1,568.77</b>	<b>(5,301.23)</b>	<b>20.57</b>	<b>(257.99)</b>	<b>(3,568.96)</b>

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 : 29TH JUNE, 2021**
**RAKESH JAIN**  
**CHIEF FINANCIAL OFFICER**
**RAJESHREE CHOUGULE**  
**COMPANY SECRETARY**



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

### 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 29th June, 2021.

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.

##### (I) Financial Assets

##### (i) Classification

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

## **NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021**

- (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.

#### **(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.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

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.

### (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.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

### **(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.

#### **(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).

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

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.
- (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.

## **NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021**

(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.
  - Applied 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.
- v Excluded the initial direct costs from the measurement of the right-of -use-asset at the date of transition.
- 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.



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

### (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:

- 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.
- The Company retains neither continuing managerial involvement to the degree usually associated with the ownership nor effective control over the goods sold.
- The amount of revenue can be reliably measured.
- It is probable that future economic benefits associated with the transaction will flow to the Company.
- The cost incurred or to be incurred in respect of the transaction can be measured reliably.
- 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.

#### (iii) Income from Annual maintenance contract services:

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



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

### (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.

### (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

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

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.

### (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.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

### (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, 2021

(All Amounts in INR Lakhs, unless otherwise stated)

#### 3 PROPERTY, PLANT AND EQUIPMENT

PARTICULARS	GROSS CARRYING AMOUNT				DEPRECIATION				NET CARRYING AMOUNT AS AT 31.03.2021
	AS AT 01.04.2020	PURCHASE DURING THE YEAR	DEDUCTION DURING THE YEAR	AS AT 31.03.2021	UP TO 01.04.2020	DEP. FOR THE YEAR	DEDUCTION DURING THE YEAR	AS AT 31.03.2021	
<b>Property, Plant and Equipment</b>									
Office Premises	3.50	-	-	3.50	0.58	0.13	-	0.71	2.80
Laboratory Equipment	0.01	-	0.01	-	-	-	-	-	-
Office Equipment	4.16	-	0.81	3.35	3.30	0.24	0.59	2.95	0.40
Furniture & Fixture	1.75	-	0.38	1.37	1.16	0.11	0.29	0.98	0.39
Computers	18.25	0.11	1.47	16.89	15.17	0.58	1.30	14.45	2.44
Vehicles	34.41	-	-	34.41	26.95	2.30	-	29.25	5.16
<b>Total</b>	<b>62.08</b>	<b>0.11</b>	<b>2.67</b>	<b>59.52</b>	<b>47.16</b>	<b>3.36</b>	<b>2.18</b>	<b>48.34</b>	<b>11.19</b>

PARTICULARS	GROSS CARRYING AMOUNT				DEPRECIATION				NET CARRYING AMOUNT AS AT 31.03.2020
	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	
<b>Property, Plant and Equipment</b>									
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
<b>Total</b>	<b>61.76</b>	<b>0.32</b>	<b>-</b>	<b>62.08</b>	<b>41.33</b>	<b>5.83</b>	<b>-</b>	<b>47.16</b>	<b>14.92</b>

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

(All Amounts in INR Lakhs, unless otherwise stated)

### 4 INVESTMENT PROPERTY

PARTICULARS	GROSS CARRYING AMOUNT				DEPRECIATION			NET CARRYING AMOUNT
	AS AT 01.04.2020	PURCHASE DURING THE YEAR	DEDUCTION DURING THE YEAR	AS AT 31.03.2021	UP TO 01.04.2020	DEP. FOR THE YEAR	DEDUCTION DURING THE YEAR	AS AT 31.03.2021
Office Premises	170.80	-	-	170.80	31.76	6.96	-	132.07
<b>Total</b>	<b>170.80</b>	<b>-</b>	<b>-</b>	<b>170.80</b>	<b>31.76</b>	<b>6.96</b>	<b>-</b>	<b>132.07</b>

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
Office Premises	170.80	-	-	170.80	24.41	7.35	-	139.04
<b>Total</b>	<b>170.80</b>	<b>-</b>	<b>-</b>	<b>170.80</b>	<b>24.41</b>	<b>7.35</b>	<b>-</b>	<b>139.04</b>

Amount recognised in profit or loss for Investment Properties

Particulars	March 31st, 2021	March 31st, 2020
Rental Income	42.00	42.00
Direct operating expenses from property that did generate rental income.	9.57	9.57

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. 7.74 Cr.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

(All Amounts in INR Lakhs, unless otherwise stated)

**5 NON CURRENT INVESTMENT**

Particulars	Face Value	Qty	As at March 31, 2021	Qty	As at March 31, 2020
<b>Quoted</b>					
<u>In Equity Instruments</u>					
<u>(AT FVOCI)</u>					
<b>Trade Investments</b>					
VXL Instrument Ltd.	10	9,00,000	34.29	9,00,000	17.37
<b>Non Trade Investments</b>					
Cerebra Integrated Tech. Ltd.	10	40,450	20.83	40,450	7.22
<b>Total Value of Non Current Investments</b>			<b>55.12</b>		<b>24.59</b>

**6 OTHER FINANCIAL ASSETS**

Particulars	As at March 31, 2021	As at March 31, 2020
<b>(unsecured, considered good unless otherwise specified)</b>		
Security Deposits	2.35	2.35
Loan and Advances to Employees	0.27	0.35
	<b>2.62</b>	<b>2.70</b>

**7 OTHER TAX ASSETS**

Particulars	As at March 31, 2021	As at March 31, 2020
Advance Tax	27.95	39.99
	<b>27.95</b>	<b>39.99</b>

**8 INVENTORIES**

Particulars	As at March 31, 2021	As at March 31, 2020
<u>Stock - In - Trade</u>		
Electronics	0.99	2.62
	<b>0.99</b>	<b>2.62</b>

**9 TRADE RECEIVABLES**

Particulars	As at March 31, 2021	As at March 31, 2020
(Unsecured)		
Considered good	-	7.64
Considered Doubtful	3,271.77	3,271.77
Total	3,271.77	3,279.41
Less: Allowance for Expected Credit Loss	3,271.77	-
	<b>-</b>	<b>7.64</b>

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021**

(All Amounts in INR Lakhs, unless otherwise stated)

**10 CASH & CASH EQUIVALENTS**

Particulars	As at March 31, 2021	As at March 31, 2020
<u>Balance With Banks</u>		
- on current account	1.50	2.45
Cash on Hand	0.20	0.23
	<b>1.70</b>	<b>2.68</b>

**11 OTHER BANK BALANCES**

Particulars	As at March 31, 2021	As at March 31, 2020
Unpaid Dividend account (Refer Note No. 11.1 )	5.32	6.61
Margin money deposits (Refer Note No.11.2 )	1.34	1.26
	<b>6.66</b>	<b>7.87</b>

**Note No. 11.1**

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

**Note No. 11.2**

Margin money deposits amounting to Rs. 1.34 lakhs (Previous year Rs. 1.26 lakhs) are lying with bank against Bank Guarantees and Letter of Credit.

**12 OTHER FINANCIAL ASSETS**

Particulars	As at March 31, 2021	As at March 31, 2020
<b>(unsecured, considered good unless otherwise specified)</b>		
<u>Loans &amp; Advances from relative parties</u>		
Rent Receivable	8.26	23.92
<u>Others</u>		
Security Deposits	-	9.10
Loans and Advances to Employees	0.18	6.35
Interest Receivable	0.01	0.01
	<b>8.45</b>	<b>39.38</b>

**13 OTHER CURRENT ASSETS**

Particulars	As at March 31, 2021	As at March 31, 2020
Advance Recoverable in Cash or Kind or for Value to be Received	1.66	5.39
<u>Advance to supplier</u>		
Considered good	-	-
Considered Doubtful	684.18	684.18
Total	684.18	684.18
Less: Allowance for Expected Credit Loss	684.18	-
Balance with Govt. Authorities (Refer Note 13.1)	10.70	313.33
	<b>12.36</b>	<b>318.72</b>



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

(All Amounts in INR Lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
<b>Note No.13.1</b>		
<u>Deposit included under Protest</u>		
Custom Duty	-	300.00
	-	<b>300.00</b>

**14 EQUITY SHARE CAPITAL**

Particulars	As at March 31, 2021	As at March 31, 2020
<b>Authorized Share Capital</b>		
6,500,000 Equity shares, Rs. 10 /- each	650.00	650.00
(31st March,2020 : 65,00,000 Equity shares, Rs. 10 /- each)		
1,000,000 Unclassified Shares Of Rs. 10/- each	100.00	100.00
(31st March,2020 : 10,00,000 Equity shares, Rs. 10 /- each)		
	<b>750.00</b>	<b>750.00</b>
<b>Issued, Subscribed and Fully Paid Up Shares</b>		
3,002,300 Equity shares, Rs. 10 /- par value	300.23	300.23
(31st March,2020 : 30,02,300 Equity shares, Rs. 10 /- each)		
	<b>300.23</b>	<b>300.23</b>

**Note No. 14.1**

The reconciliation of the number of shares outstanding at the beginning and at the end of reporting period 31-03-2021 :

Particulars	As at March 31, 2021		As at March 31, 2020	
	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)	-	-	-	-
<b>Number of shares at the end</b>	<b>30,02,300</b>	<b>300.23</b>	<b>30,02,300</b>	<b>300.23</b>

**Note No. 14.2****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.

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021**

(All Amounts in INR Lakhs, unless otherwise stated)

**Note No. 14.3**

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, 2021	No. of shares held	% held as at March 31, 2020
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

**15 OTHER EQUITY**

Particulars	As at March 31, 2021	As at March 31, 2020
Reserves & surplus *		
Securities Premium Reserve #	400.92	400.92
General Reserve ##	1,568.77	1,568.77
Retained earnings ###	(5,301.23)	(4,748.93)
<u>Other Comprehensive Income (OCI)</u>		
-Remeasurement of net defined benefit plans	20.57	20.42
-Fair Value of Equity Investments through OCI	(257.99)	(288.52)
	<b>(3,568.96)</b>	<b>(3,047.34)</b>

\* 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.

**16 PROVISIONS**

Particulars	As at March 31, 2021	As at March 31, 2020
<u>Provisions for Employee Benefits (Unfunded)</u>		
Gratuity ( Refer Note No.32 )	92.35	72.87
Leave Encashment ( Refer Note No.32 )	18.10	11.49
	<b>110.45</b>	<b>84.36</b>

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

(All Amounts in INR Lakhs, unless otherwise stated)

### 17 BORROWINGS

Particulars	As at March 31, 2021	As at March 31, 2020
<u>Secured Loans From banks</u>		
Working Capital loan from banks ( Refer Note No.17.1)	2,280.93	2,282.67
<b>Unsecured Loans</b>		
<u>Loans from related parties</u>		
Loan from Directors (Refer Note No. 17.2)	65.51	90.36
<u>Loans from Others</u>		
Inter Corporate Deposit (Refer Note No. 17.2)	-	100.00
	<b>2,346.44</b>	<b>2,473.03</b>

#### Note No. 17.1

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, 2021)		
		Principal	Interest	Total
<b><u>Term Loan</u></b>				
Bank of Maharashtra (C/A)	1 to 1004	328.81	119.90	448.71
Indian Bank (C/A)	1 to 973	219.49	98.31	317.80
Indian Bank (ADOVEXBIR A/C)	1 to 1006	751.70	314.50	1066.20
Union Bank of India ( L/C A/C )	1 to 1028	254.10	126.76	380.86
Union Bank of India (ADOVEXBIR A/C)	1 to 1022	726.83	318.12	1044.95

#### Note No. 17.2

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

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021**

(All Amounts in INR Lakhs, unless otherwise stated)

**18 TRADE PAYABLES**

Particulars	As at March 31, 2021	As at March 31, 2020
<b>Current</b>		
Dues of micro and small enterprises (Refer Note No 18.1)	-	-
Dues other than micro and small enterprises	74.23	115.77
	<b>74.23</b>	<b>115.77</b>

**Note No. 18.1**

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.

**19 OTHER FINANCIAL LIABILITIES**

Particulars	As at March 31, 2021	As at March 31, 2020
Interest Accrued and due	977.59	625.16
Securities Deposits (Refer Note No 19.1)	3.50	3.50
Book Overdraft	-	0.24
Unpaid Dividends	5.32	6.60
	<b>986.41</b>	<b>635.50</b>

**Note No 19.1**

Other Liabilities due by directors or other officers, etc.

Rental Deposits - Company in which directors are interested	3.50	3.50
	<b>3.50</b>	<b>3.50</b>

**20 OTHER CURRENT LIABILITIES**

Particulars	As at March 31, 2021	As at March 31, 2020
Advances From Customers	0.04	9.43
Statutory Dues Payable	2.52	5.23
	<b>2.56</b>	<b>14.66</b>

**21 PROVISIONS**

Particulars	As at March 31, 2021	As at March 31, 2020
<b>Provisions for Employee Benefits (Unfunded)</b>		
For Gratuity (Refer Note No 32)	6.08	19.59
For Leave Salary (Refer Note No 32)	1.67	4.35
	<b>7.75</b>	<b>23.94</b>

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

(All Amounts in INR Lakhs, unless otherwise stated)

**22 CONTINGENT LIABILITIES & COMMITMENTS****(A) CONTINGENT LIABILITIES:**

Particulars	As at March 31, 2021	As at March 31, 2020
Disputed Income Tax Liability	-	28.90
	-	<b>28.90</b>

**23 REVENUE FROM OPERATIONS**

Particulars	2020-2021	2019-2020
Sale of Products	-	480.82
Sale of Services	0.09	5.08
	<b>0.09</b>	<b>485.90</b>

**24 OTHER INCOME**

Particulars	2020-2021	2019-2020
Interest Income from Bank	0.08	0.08
Unwinding of interest on deposits	-	0.02
Interest - others	4.68	5.97
Rent Income	42.00	42.00
Foreign Exchange Gain (Net)	0.87	-
Profit on Sale of Fixed Assets (Net)	0.18	-
Miscellaneous Income	0.20	0.14
Sundry Balance Written Back (Net)	3.33	-
	<b>51.34</b>	<b>48.21</b>

**25 PURCHASES OF STOCK IN TRADE**

Particulars	2020-2021	2019-2020
Traded Goods	-	437.65
	-	<b>437.65</b>

**26 CHANGES IN INVENTORIES OF STOCK IN TRADE**

Particulars	2020-2021	2019-2020
<b><u>Stock In Trade - Electronics</u></b>		
Inventory at the beginning of the year	2.62	7.21
Inventory at the end of the year	0.99	2.62
<b>Total Stock In Traded Goods - Electronics</b>	<b>1.63</b>	<b>4.59</b>

**27 EMPLOYEE BENEFIT EXPENSES**

Particulars	2020-2021	2019-2020
Salaries, Wages and Bonus	129.52	237.85
Contribution to Provident and other fund	6.32	11.81
Staff Welfare Expenses	3.51	10.74
	<b>139.35</b>	<b>260.40</b>

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021**

(All Amounts in INR Lakhs, unless otherwise stated)

**28 FINANCE COSTS**

Particulars	2020-2021	2019-2020
Interest to Banks	357.43	357.33
Interest on Inter Corporate Deposits	6.21	10.00
Interest - Others	0.10	0.09
	<b>363.74</b>	<b>367.42</b>

**29 DEPRECIATION & AMORTIZATION EXPENSES**

Particulars	2020-2021	2019-2020
Depreciation on Property, Plant and Equipment	3.36	5.83
Depreciation on Investment Property	6.96	7.35
Amortisation on Intangible Assets	-	0.05
	<b>10.32</b>	<b>13.23</b>

**30 OTHER EXPENSES**

Particulars	2020-2021	2019-2020
Rent	11.04	42.23
Warehousing/ Demurrages Charges	3.76	2.54
Insurance and ECGC Premium	0.97	2.17
Rates and Taxes	5.16	5.52
Payment to Statutory Auditors (Refer Note No. 30.1)	5.91	6.08
Legal & Professional Fees	23.48	27.88
Advertisement, Publicity & Sales Promotion	0.15	3.23
Commission & Brokerage	-	0.24
Directors Sitting Fees	2.60	3.20
Repairs & Maintenance		
Building	5.76	5.89
Others	1.29	9.28
Freight & Forwarding cost	0.19	2.65
Travelling & Conveyance	4.60	33.94
Electricity Charges	2.38	6.51
Bank Charges	0.09	0.15
Loss on Exchange Rate Fluctuation	-	163.22
Allowance for doubtful Advances	-	684.17
Allowance for Expected Credit loss	-	2,364.73
Loss On Assets written off	0.40	-
Miscellaneous Expenses	15.46	31.65
	<b>83.23</b>	<b>3,389.39</b>

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

(All Amounts in INR Lakhs, unless otherwise stated)

## Note No. 30.1

## Payment to Statutory Auditors

Particulars	2020-2021		2019-2020	
As auditor :				
Audit Fee	4.50		4.50	
Limited review	1.20	5.70	1.20	5.70
In other capacity :				
Company Law Matter	-		0.20	
Other Services	0.21	0.21	0.18	0.38
		<b>5.91</b>		<b>6.08</b>

## 31 EARNING PER SHARE

Particulars	2020-2021	2019-2020
(A) Profit attributable to Equity Shareholders	(552.30)	(3,968.73)
(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.)	(18.40)	(132.19)
(E) Diluted earning per Share ( Rs.)	(18.40)	(132.19)

## 32 Employee Benefits :

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	2020-21	2019-20
Provident Fund	5.77	10.56

- 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.



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021**

- (All Amounts in INR Lakhs, unless otherwise stated)
- (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 2021 and 31 March 2020.

Particulars	2020-21		2019-20	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
	Rs.	Rs.	Rs.	Rs.
<b>(i) Changes in present value of obligations</b>				
PVO at beginning of period	92.46	15.84	85.86	16.29
Interest cost	5.85	0.99	5.70	1.08
Current Service Cost	12.90	7.15	9.03	7.43
Past Service Cost-(non vested benefits)	-	-	-	-
Past Service Cost-(vested benefits)	-	-	-	-
Benefits Paid	(12.93)	(2.52)	(8.89)	(1.71)
Contributions by plan participants	-	-	-	-
Business Combinations	-	-	-	-
Curtailments	-	-	-	-
Settlements	-	-	-	-
Actuarial (gain)/loss on obligation	0.14	(1.69)	0.76	(7.25)
PVO at end of period	98.43	19.78	92.46	15.84
<p><b>Gratuity:</b> Some employees have been transferred from M/s Priya Limited to other Group Companies on 30th June, 2020 and 31st October, 2020 respectively, whose liability comes to Rs.58.46 Lakhs has been freezed by the Company which is included in PVO at end of period.</p> <p><b>Leave Encashment:</b> Some employees have been transferred from M/s Priya Limited to other Group Companies on 30th June, 2020 and 31st October, 2020 respectively, whose liability comes to Rs.12.06 Lakhs has been freezed by the Company which is included in PVO at end of period.</p>				
<b>(ii) Interest Expenses</b>				
Interest cost	5.85	0.99	5.70	1.08
<b>(iii) Fair value of Plan Assets</b>				
Fair Value of Plan assets at beginning of period	-	-	-	-
Interest Income	-	-	-	-
<b>(iv) Net Liability</b>				
PVO at beginning of period	92.46	15.84	85.86	16.29
Fair Value of Plan assets at beginning of period	-	-	-	-
Net Liability	92.46	15.84	85.86	16.29

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

(All Amounts in INR Lakhs, unless otherwise stated)

Particulars	2020-21		2019-20	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
	Rs.	Rs.	Rs.	Rs.
<b>(v) Net Interest</b>				
Interest Expenses	5.85	0.99	5.70	1.08
Interest Income	-	-	-	-
Net Interest	5.85	0.99	5.70	1.08
<b>(vi) Actual return on plan assets</b>				
Less Interest income included above	-	-	-	-
Return on plan assets excluding interest income	-	-	-	-
<b>(vii) Actuarial Gain / (Loss) Obligation</b>				
Due to Demographic Assumption *	-	-	-	-
Due to Financial Assumption	0.85	0.21	1.04	0.16
Due to Experience	(0.71)	(1.90)	(0.28)	(7.41)
Total Actuarial Gain / (Loss)	0.14	(1.69)	0.76	(7.25)
*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.				
<b>(viii) Fair value of Plan Assets</b>				
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	12.93	2.52	8.89	1.71
Contribution by Employee	-	-	-	-
Benefit Paid	(12.93)	(2.52)	8.89	(1.71)
Fair Value of Plan Assets at end	-	-	-	-
<b>(ix) Past Service Cost Recognised</b>				
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)	-	-	-	-

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021**

(All Amounts in INR Lakhs, unless otherwise stated)

Particulars	2020-21		2019-20	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
	Rs.	Rs.	Rs.	Rs.
<b>(x) Amounts to be recognized in the Balance Sheet and statement of Profit &amp; Loss</b>				
PVO at end of period	98.43	19.78	92.46	15.84
Fair Value of Plan assets at end of period	-	-	-	-
Funded Status	(98.43)	(19.78)	(92.46)	(15.84)
Net Asset / (Liability) recognized in the Balance Sheet	(98.43)	(19.78)	(92.46)	(15.84)
<b>(xi) Expenses recognized the the statement of Profit &amp; Loss</b>				
Current Service Cost	12.90	7.15	9.03	7.43
Net Interest	5.85	0.99	5.70	1.08
Past Service Cost-(non vested benefits)	-	-	-	-
Past Service Cost-(vested benefits)	-	-	-	-
Curtailments	-	-	-	-
Settlements	-	-	-	-
Actuarial (Gain) / Loss recognized for the period	-	(1.69)	-	(7.25)
Expense recognized in the statement of Profit & Loss	18.75	6.46	14.73	1.26
<b>(xii) Other Comprehensive Income ( OCI)</b>				
Actuarial (Gain) / Loss recognized for the period	0.14	-	0.76	-
Assets limit effect	-	-	-	-
Return on Plan Assets excluding net interest	-	-	-	-
Unrecognised Actuarial (Gain) / Loss from previous period	-	-	-	-
Total Actuarial (Gain) / Loss recognized in (OCI)	0.14	-	0.76	-
<b>(xiii) Movements in the Liability recognized in Balance Sheet</b>				
Opening Net Liability	92.46	15.84	85.86	16.29
Adjustment to opening balance	-	-	-	-
Expenses as above	18.75	6.46	14.73	1.26
Contribution paid	(12.93)	(2.52)	(8.89)	(1.71)
Other comprehensive Income(OCI)	0.14	-	0.76	-
Closing Net Liability	98.43	19.78	92.46	15.84
<b>(xiv) Schedule III of the Companies Act 2013</b>				
Current Liability (*)	6.08	1.67	19.59	4.35
Non-Current Liability	92.35	18.10	72.87	11.49
<b>(xv) Projected Service cost 31st March,2022</b>	4.08	2.36	12.90	7.15

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

(All Amounts in INR Lakhs, unless otherwise stated)

Particulars		2020-21		2019-20	
		Gratuity	Leave Encashment	Gratuity	Leave Encashment
		Rs.	Rs.	Rs.	Rs.
(xvi)	<b>Assets Information</b>	Target Allocation	Target Allocation	Target Allocation	Target Allocation
	Not Applicable as the plan is unfunded	-	-	-	-
(xvii)	<b>Assumptions as at Mortality</b>	IALM (2012-14) Ult.	IALM (2012-14) Ult.	IALM (2006-08) Ult.	IALM (2006-08) Ult.
	Interest / Discount Rate	6.32%	6.32%	6.80%	6.80%
	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	8.66%	8.66%	8.85%	8.85%
	Expected average remaining service	58 Years	58 Years	58 Years	58 Years
	Retirement age	Up to Age 30 : 10%	Up to Age 30 : 10%	Up to Age 30 : 10%	Up to Age 30 : 10%
	Employee Attrition Rate	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%
(xviii)	<b>Sensitivity Analysis ( Gratuity )</b>	DR: Discount Rate		ER: Salary Escalation Rate	
		PVO DR + 1%	PVO DR - 1%	PVO ER + 1%	PVO ER - 1%
	PVO	98.70	100.34	100.30	98.71
(xviii)	<b>Sensitivity Analysis (Leave Encashment)</b>	DR: Discount Rate		ER: Salary Escalation Rate	
		PVO DR + 1%	PVO DR - 1%	PVO ER + 1%	PVO ER - 1%
	PVO	19.35	20.27	20.26	19.35

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021**

(All Amounts in INR Lakhs, unless otherwise stated)

**(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 6.08	1.03	2.38	26.55	0.34	1.58

**(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 1.68	1.39	1.49	3.95	0.67	3.80

**(xx) Assets Laibility Comparisons (Gratuity)**

Year	31 March 2017	31 March 2018	31 March 2019	31 March 2020	31 March 2021
PVO at end of period	95.21	103.26	85.86	92.46	98.43
Plan Assets	-	-	-	-	-
Surplus / (Deficit)	(95.21)	(103.26)	(85.86)	(92.46)	(98.43)
Experience adjustmentson plan assets	-	-	-	-	-
Weighted average remaining duration of Defined Benefit Obligation		1.931			

**(xx) Assets Laibility Comparisons ( Leave Encashment )**

Year	31 March 2017	31 March 2018	31 March 2019	31 March 2020	31 March 2021
PVO at end of period	18.41	19.31	16.29	15.84	19.78
Plan Assets	-	-	-	-	-
Surplus / (Deficit)	(18.41)	(19.31)	(16.29)	(15.84)	(19.78)
Experience adjustmentson plan assets	-	-	-	-	-
Weighted average remaining duration of Defined Benefit Obligation		2.44			

**(xxi) Narrations**
**1] Analysis of Defined Benefit Obligation**

The number of members under the ( Gratuity ) scheme have decreased by 73.33%. The total salary has decreased by 66.61% during the accounting period. The resultant liability at the end of the period over the beginning of the period has increased by 6.45%

The number of members under the ( Leave Encashment ) scheme have decreased by 73.33%. The total salary has decreased by 66.61% during the accounting period. The resultant liability at the end of the period over the beginning of the period has increased by 24.88%

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

(All Amounts in INR Lakhs, unless otherwise stated)

### 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 the any reason.

### 6] Risk of Salary Increase

The Company is exposed to higher liability if the future salaries rise more than assumption of salary escalation.

### 7] Discount Rate

The discount rate has decreased from 6.80% to 6.32% 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 6.80% to 6.32% under the (Leave Encashment) and hence there is a increased in liability leading to actuarial loss due to change in discount rate.

## 33 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	Directorship till 26-02-2020
Mr. Aditya Bhuwania	Director
Mrs. Saroj Bhuwania	Directorship till 11-09-2019
Mr. Rakesh Jain	Chief Financial Officer
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, 2021**

(All Amounts in INR Lakhs, unless otherwise stated)

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

<b>Name of Related Parties</b>	<b>Nature of Transaction during the year</b>	<b>2020-2021</b>	<b>2019-2020</b>
Priya International Ltd.	Reimbursement of Services/ Expenses incurred by Priya Ltd.	9.45	10.49
VXL Software Solutions Pvt .Ltd.	Purchase of Software/Electronics (Exclusive of GST Rs.NIL lakhs Previous year VAT/ GST Rs. 49.69 lakhs)	-	276.06
	Sale of Software/Electronics (Exclusive of GST Rs.NIL lakhs Previous year Rs.0.22lakhs)	-	1.22
	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/Electronics (Exclusive of G S T Rs.NIL /- lakhs Previous year GST Rs.22.73/- lakhs )	-	148.47
	Sale of Software/Electronics (Exclusive of G S T Rs.NIL/-lakhs Previous year Rs.52.63/- lakhs )	-	292.38
	Rent Expenses	0.30	1.20
	Net of Reimbursement of Services/ Expenses	0.13	1.85
Delta Technology Ltd.	Sale of Electronics	-	23.71
Mr. Aditya Bhuwania	Directors Remuneration	9.75	30.00
Mr. Rakesh Jain	Short-term employee benefits	31.89	33.19
Ms. Rajeshree Chougule	Short-term employee benefits	4.66	4.63
Mr. Aditya Bhuwania	Loan Taken During the year	84.01	23.00
Mrs. Saroj Bhuwania	Loan Taken During the year	78.00	-
Mrs. Shruti Bhuwania	Loan Taken During the year	2.00	-
Mr. A. K. Bhuwania	Loan Repaid During the year	50.00	20.00
Mr. Ashish Bhuwania	Loan Repaid During the year	29.00	-
Mr. Aditya Bhuwania	Loan Repaid During the year	22.00	19.50
Mrs. Saroj Bhuwania	Loan Repaid During the year	85.86	15.14
Mrs. Shruti Bhuwania	Loan Repaid During the year	2.00	-

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

**C. Balance at the year end.**

VXL Software Solutions Pvt .Ltd.	Deposit Received Outstanding at the year end	3.50	3.50
	Outstanding Receivable	8.26	25.51
	Outstanding Payable	-	35.78
Mr. A. K. Bhuwania	Loan Outstanding at the year end	-	50.00
Mr. Ashish Bhuwania	Loan Outstanding at the year end	-	29.00
Mr. Aditya Bhuwania	Loan Outstanding at the year end	65.51	3.50
	Outstanding Payable	3.18	1.78



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

(All Amounts in INR Lakhs, unless otherwise stated)

Mrs. Saroj Bhuwania	Loan Outstanding at the year end	-	7.86
Priya International Limited	Outstanding Payable	16.99	26.45
Brent Properties Investments Pvt Ltd.	Corporate Guarantee given on our behalf	3,258.52	2,902.84
Cheshire Properties Investments Pvt Ltd.	Corporate Guarantee given on our behalf	3,258.52	2,902.84
VXL Instruments Limited	Investment at Fair Value	34.29	17.37
	Outstanding Receivable	0.10	5.96
Mr. Rakesh Jain	Outstanding Payable	8.27	1.79
Ms. Rajeshree Chougule	Outstanding Payable	1.69	0.38

### 34 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 less than 10% of the total sales, the company is not required to report geographical segment as the secondary segment.

### 35 Derivatives:

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

Amount payable in foreign currency on account of the following :

Particulars	Foreign Currency	As on 31.03.2021		As on 31.03.2020	
		Amount in	Amount in	Amount in	Amount in
		Rs.	Foreign Currency	Rs.	Foreign Currency
Payable	USD	-	-	7.53	0.10

### 36 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.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

(All Amounts in INR Lakhs, unless otherwise stated)

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 2021 and 31 March 2020 is the carrying value of such trade receivables and advances to suppliers as shown in note 9 and note 13 respectively of the financials.

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

Loss allowance as on 1 April 2019	<b>970.29</b>
Change in loss allowance	2,301.48
Loss allowance as on 31 March 2020	<b>3,271.77</b>
Change in loss allowance	-
Loss allowance as on 31 March 2021	<b>3,271.77</b>

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

Loss allowance as on 1 April 2019	-
Change in loss allowance	<b>684.18</b>
Loss allowance as on 31 March 2020	<b>684.18</b>
Change in loss allowance	-
Loss allowance as on 31 March 2021	<b>684.18</b>

### (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.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

(All Amounts in INR Lakhs, unless otherwise stated)

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
<b>31 March 2021</b>	
Trade receivables- Foreign Currency USD	-
Trade receivables- INR	-
Trade payables- Foreign Currency USD	-
Trade payables- INR	-
<b>31 March 2020</b>	
Trade receivables- Foreign Currency USD	-
Trade receivables- INR	-
Trade receivables- Foreign Currency USD	0.10
Trade payables- INR	7.53

### 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 2021	31 March 2020
USD	-	(0.38)
<b>Total</b>	-	<b>(0.38)</b>

### 37 Fair Value measurement-

The fair value of Financial instrument as of March 31, 2021 and March 31, 2020 were as follows: -

Particulars	March 31, 2021	March 31, 2020	Fair value Hirarchy	Valuation Technique
Assets-				
Investment in Equity Instruments through OCI	55.12	24.59	Level-1	Quoted Market Price
<b>Total</b>	<b>55.12</b>	<b>24.59</b>		

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.

### 38 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. 14.80 lakhs (Previous Year Rs. 44.77 lakhs) has been recognised as expenses in the statement of Profit & Loss under the Note No. 30 "Other Expenses".

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

(All Amounts in INR Lakhs, unless otherwise stated)

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.

- 39** The Company had received notice in October 2018 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 Previous year, the Company had 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. 3268.73 Lakhs. During the year, the Company has also closed down all its branches except Mumbai branch, has written off/ sold fixed assets located at such branches and has also laid off maximum employees across all branches since the business operations are minimum. Further, the company had approached the bank for one-time settlement in the last year which is under negotiations as on date.

### 40 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.

The breakup of deferred tax assets and liabilities as at March 31, 2021 are as under :

Particulars	2020-21	2019-20
<b>Timing Difference</b>		
On Property, plant and equipment	10.57	11.98
Expenses inadmissible (43b)	255.59	2.85
Provision for Gratuity	30.73	28.16
ECL	1,028.55	1,028.55
Tax losses	296.18	257.81
<b>Deferred Tax Asset</b>	<b>1,621.61</b>	<b>1,329.34</b>
On Ind AS impacts	-	-
<b>Deferred Tax Liability</b>	<b>-</b>	<b>-</b>
<b>Net Deferred Tax Asset</b>	<b>1,621.61</b>	<b>1,329.34</b>

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

(All Amounts in INR Lakhs, unless otherwise stated)

- 41 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. Hence Tax Reconciliation Statement is not required to be disclosed in the current year.
- 42 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.
- 43 Balances of Trade Receivables, Trade Payables and Loans and Advances are subject to confirmation and consequential adjustment, if any.
- 44 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.
- 45 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      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 : 29TH JUNE, 2021**

**RAKESH JAIN**  
**CHIEF FINANCIAL OFFICER**

**RAJESHREE CHOUGULE**  
**COMPANY SECRETARY**

[illegible]

**PRIYA LIMITED**

CIN:L99999MH1986PLC040713

Regd. Office: 4<sup>th</sup> 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 **34<sup>TH</sup> ANNUAL GENERAL MEETING** of the Company to be held at "City Light Cinema Banquets Hall", Ashford Chambers, 4<sup>th</sup> Floor, Lady Jamshedji Road, Mahim, Mumbai – 400016 on **Thursday, the 30<sup>th</sup> day of September, 2021 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: 4<sup>th</sup> 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 **34<sup>th</sup> Annual General Meeting** of the Company, to be held on **Thursday, the 30<sup>th</sup> day of September, 2021 at 11.00 a.m.** at "City Light Cinema Banquets Hall", Ashford Chambers, 4<sup>th</sup> 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 31<sup>st</sup> March, 2021.
2. Appointment of Mr. Aditya Bhuwania, a Director retiring by rotation.

**Special Business:**

3. To Re-appointment Appointment of Mr. Aditya Bhuwania, as a Whole-time Director of the Company.
4. To increase borrowing power in terms of Section 180(1)(c) of the Companies Act, 2013.

Affix  
Rupee 1/-  
Revenue  
Stamp

Signed this ..... day of..... 2021.

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 \***

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

**Tel.:** 91-22-2201 3672, **Fax:** 91-22-42203197

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