

**MAHAAN IMPEX  
LIMITED**

**CIN : L67120WB1982PLC035341**

**33RD ANNUAL GENERAL MEETING**

**ANNUAL REPORT-2015-16**

*REGISTERED OFFICE*

**ADDRESS** : 25, Strand Road, Marshall House,  
Room No: 772,  
P.S Hare Street Kolkata  
WB 700001 IN

*CORPORATE OFFICE*

**ADDRESS** : Shop No. T.F.-306, Sarvopari Mol.  
Opp. Utsav Party Plot  
Nr. Bhuyangdev Octroi Naka,  
Sola Road, Ahmedabad 380063 GJ

*BOARD OF DIRECTORS*

**MR. SUNIL KOMALCHAND JAIN** : Managing Director  
(DIN: 07129929)  
**MR. RAKESHBHAI CHIMANBHAI MAKWANA** : Additional Director  
(DIN: 07201038)  
**MRS. NILA JITENDRAKUMAR GOHEL** : Additional Director  
(DIN: 03435616)  
**MR. VISHNU BHARAT MALVI** : Additional Director  
(DIN: 07202816)

*COMPLIANCE OFFICE*

**MS. EKTA MAHESHKUMAR MEHTA** : Company Secretary

*AUDITORS*

**M/S S KANSAL & ASSOCIATES** : Chartered Accountants  
A/11, IInd Floor, Millenium Plaza,  
Opp.-Swaminarayan Temple,  
Mansi Circle, Vastrapur,  
Ahmedabad – 380015

*REGISTRAR & TRANSFER AGENT*

**M/S SKYLINE FINANCIAL SERVICES PRIVATE LIMITED** : D-153 A, 1<sup>st</sup> Floor, Okhla Area,  
Phase- 1, New Delhi – 110020  
Tel.:- 011- 26812682  
admin@skylinerta.com

*EMAIL ID AND WEBSITE*

**Investors** : investors@mahaanimpex.com  
**Website** : www.mahaanimpex.com  
**Email id** : mahaanimpex@gmail.com

**NOTICE OF ANNUAL GENERAL MEETING NOTICE**

**To,  
MEMBERS**

**NOTICE** is hereby given that the 33<sup>rd</sup> Annual General Meeting of the Members of **MAHAAN IMPEX LIMITED** will be held on Friday, 30<sup>th</sup> Day of September, 2016 at 11.00 am at the registered office of the Company to transact the following business:

**ORDINARY BUSINESS:-**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial year ended on 31<sup>st</sup> March 2016, together with the Reports of Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. SUNIL KUMAR JAIN (DIN: 07129929), who retires by rotation, and being eligible offers himself for re-appointment.
3. To Appoint **M/s S Kansal & Associates**, Chartered Accountant (**F.R.N. 134937W**) as statutory auditor of the company and fix their remuneration.

**SPECIAL BUSINESS:-**

4. **TO APPOINT MR. VISHNU BHARAT MALVI (DIN: 07202816) AS AN ADDITIONAL DIRECTOR :-**

“**RESOLVED THAT** pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made thereunder read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, **MR. VISHNU BHARAT MALVI (DIN: 07202816)** who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. September 2, 2016 and who holds office up to the date of this Annual General meeting), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a period of five consecutive years whose period of office shall not be liable to retired by Rotation.”

5. **TO APPOINT MR. RAKESHBHAI CHIMANBHAI MAKWANA (DIN: 07201038) AS AN ADDITIONAL DIRECTOR :-**

“**RESOLVED THAT** pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made thereunder read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, **MR. RAKESHBHAI CHIMANBHAI MAKWANA (DIN: 07201038)** who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. August 24, 2016 and who holds office up to the date of this Annual

General meeting), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a period of five consecutive years whose period of office shall not be liable to retired by Rotation.”

**Place: Ahmedabad**  
**Date: 02.09.2016**

On behalf of Board of Directors of  
**For, MAHAAN IMPEX LIMITED**

**SUNILKOMALCHAND JAIN**  
**CHAIRMAN & MANAGING DIRECTOR**  
**DIN: 07129929**

**NOTES:-**

1. The relevant Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the company not later than forty eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.
3. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 24th September, 2016 to Friday, 30th September, 2016 (both days inclusive).
5. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
7. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.

8. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
9. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
10. The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to the Registrar and Share Transfer Agent or the Company:

**Skyline Financial Services Private Limited,  
D-153 A, 1st Floor, Okhla Industrial Area,  
Phase - I, New Delhi - 110 020  
Tel. : 011-26812682 , 64732681**

The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

#### **11. PROCESS FOR MEMBERS OPTING FOR E-VOTING**

i. In compliance with the provisions of Section 108 of the companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendments Rules, 2015, the Company is pleased to offer the facility of voting through electronic means and the business set out in the Notice above may be transacted through such electronic voting. The facility of voting through electronic means is provided through the e-voting platform of CDSL.

ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Company as on the cut –off date i.e **Friday, 23rd September, 2016** shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. Any recipient of the notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

iii. The remote e- voting will commence on **Tuesday, 27th September, 2016** at 10.00 am and will ends on Thursday, **29th September, 2016** at 5.00 pm. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date 23<sup>rd</sup> September, 2016**, may cast their

vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

iv. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

v. The facility for voting through Poll Paper would be made available at the AGM and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper. The members who have already cast their vote by remote e-voting prior to the meeting, may also attend the meeting, but shall not be entitled to cast their vote again.

vi. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the company as on the Cut-off date i.e **23<sup>rd</sup> September, 2016**.

vii. The Company has appointed **Mr. Jatin Kapadia**, Practicing Company Secretary (Membership No. 26725 and COP No. 12043) to act as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner.

viii. The Procedure and instructions for remote e-voting are as follows:

(i) The Shareholders should log on to the e-voting website [www. evotingindia.com](http://www.evotingindia.com)

(ii) Click on Shareholders.

(iii) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(iv)Next enter the Image Verification as displayed and Click on Login.

(v)If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(vi) If you are a first time user follow the steps given below:

	<b>FOR MEMBERS HOLDING SHARES IN DEMAT FORM AND PHYSICAL FORM</b>
<b>PAN</b>	<p><b>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</b></p> <ul style="list-style-type: none"> <li>• <b>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on address slip (affixed on a Annual Report).</b></li> </ul>
<b>DOB</b>	<p><b>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</b></p>
<b>Dividend Bank Details</b>	<p><b>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</b></p> <ul style="list-style-type: none"> <li>• <b>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</b></li> </ul>

vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on EVSN of the Company.

(xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(X). In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

(XI). Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

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

As required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item Nos. 4 & 5 of the accompanying Notice dated 2<sup>nd</sup> September, 2016.

**ITEM NO. 4 & 5:-**

Pursuant to the provisions of Section 149 of the Act, every listed public company is required to have at least one-third of the total number of directors as an Independent Directors. Further, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation.

The matter regarding appointment of the above Directors as an Independent Directors were placed before the Nomination and Remuneration Committee and the Board, which recommended their appointment as Independent Directors, as under:-

<b>NAME OF INDEPENDENT DIRECTOR</b>	<b>TENURE</b>
Mr. Vishnu Bharat Malvi	5 years
Mr. Rakeshbhai Chimanbhai Makwana	5 years

The above named Director has given his declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

Mr. Vishnu Bharat Malvi and Mr. Rakeshbhai Chimanbhai Makwana are appointed on the Board as on 02.09.2015 & 24.08.2016 as Independent Non-Executive Director respectively.

In the opinion of the Board, the above Directors fulfils the conditions specified in the Act and the Rules made there under for appointment as an Independent Director and is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, the appointment of the above Director as an Independent Director is now being placed before the Members for their approval.

The terms and conditions of their respective appointments shall be open for inspection by the Members at the Registered Office during normal business hours on any working day of the Company.

These Directors are interested or concerned in the Resolutions in the accompanying Notice relating to their own appointment.

Except the Directors going to appoint under this business, none of the other Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolutions at Item Nos. 4 and 5 of the accompanying Notice.

**Place: Ahmedabad**

**Date: 02.09.2016**

On behalf of Board of Directors of  
**For, MAHAAN IMPEX LIMITED**

**SUNILKOMALCHAND JAIN**  
**CHAIRMAN & MANAGING DIRECTOR**  
**DIN: 07129929**

**Annexure to Notice**

**Details of Directors seeking Appointment / Re-appointment**

<b>NAME</b>	<b>MR. SUNIL KOMALCHAND JAIN</b>	<b>MR. VISHNU BHARAT MALVI</b>	<b>MR. RAKESHBHAI CHIMANLAL MAKWANA</b>
Director Identification Number (DIN)	07129929	07202816	07201038
Date of Birth	01.07.1981	28.10.1988	21.08.1989
Nationality	<b>Indian</b>	<b>Indian</b>	<b>Indian</b>
Date of Appointment on Board	22.06.2015	02.09.2016	24.08.2016
Qualifications	B.com	B.A	B.A
Shareholding in the Company	NIL	NIL	NIL
Brief Profile	He has vast experience in management of Garment Related business and related technical issues.	Has good administration experience.	He has over 7 years of experience in trading sector
Directorship held in Public Limited Company	NIL	NIL	NIL
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	Nil	Nil	Nil

## **DIRECTORS REPORT**

To  
The Members,  
**MAHAAN IMPEX LIMITED**

The Board of Directors hereby submits the 33<sup>rd</sup> Annual Report of business and operation of the Company **MAHAAN IMPEX LIMITED**, along with audited financial statement for year ended March 31, 2016.

### **RESULT OF OUR OPERATION:-**

<b>Particulars</b>	<b>Current Year 31.03.2016</b>	<b>Previous Year 31.03.2015</b>
Revenue from Operations	34,04,087	6,34,854
Other Income	4,49,577	1,39,344
<b>Total Revenue</b>	<b>38,53,664</b>	<b>7,74,198</b>
Total Expenditure ( including Change in Inventories)	37,00,983	7,06,769
Profit Before Tax	1,52,681	67,429
Less: Tax expense/ Deferred tax liability	47,179	22,705
<b>Profit after Tax</b>	<b>1,05,503</b>	<b>44,724</b>
Earnings Per Share	0.13	0.18

### **OPERATIONS & STRATEGIC PLANNING:-**

For the year ended 31<sup>st</sup> March, 2016, your Company has reported total revenue and net profit after taxation of Rs.38,53,664/- and Rs.1,05,503/- respectively as compared to last year's total revenue and net profit of Rs. 7,74,198/- and Rs. 44,724/- respectively. Net profit increased marginally due to increase in closing stock of inventories of the Company.

### **DIVIDEND:-**

Your Directors do not recommend any dividend on equity share for the period ended 31<sup>st</sup> March, 2016 considering the current position of the Company.

### **TRANSFER TO RESERVES:-**

The Company has not transferred any amount to reserves.

### **SHARE CAPITAL:-**

During the year Authorized Capital of the Company increased from 25,00,000/- to 22,500,000/-. Further the equity paid up capital of the company has been increased from Rs. 24,50,000/- to Rs. 2,24,50,000/-.

The Company has not issued equity shares with differential rights as to dividend, voting or otherwise. The Company does not have any ESOP scheme for its employees/Directors.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL:-**

**Re-appointment**

**Mr. Sunil Komalchand Jain** (DIN: 07129929) will be retiring by the rotation and is hereby re-appointed as a director of the company at ensuing annual general meeting of the members of the company.

**Appointment**

Mr. Vishnu Bharat Malvi and Mr. Rakeshbhai Chimanbhai Makwana are Non Executive Independent Director of the Company appointed as Additional Director on 2<sup>nd</sup> September, 2016 and 24<sup>th</sup> August, 2016 respectively up to date of subsequent AGM. As per requirements of provisions of the Companies Act, 2013 and rules made there under, the Independent Directors are not liable to retire by rotation and are required to be appointed by Shareholders. Therefore, it is proposed to Mr. Vishnu Bharat Malvi and Mr. Rakeshbhai Chimanbhai Makwana as Independent Directors for a term of five consecutive years.

As per the provisions of Section 149 of the Act, which has come into force with effect from 1st April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Vishnu Bharat Malvi and Mr. Rakeshbhai Chimanbhai Makwana as Independent Director for the term of five years is being placed before the Members in General Meeting for their approval.

**Key Managerial Personnel**

Mr. Hardikkumar Dhirubhai Jetani has resigned as Company Secretary of the Company w.e.f. 17th November, 2015.

**Ms. Ekta Maheshkumar Mehta** was appointed as **Company Secretary** of the Company w.e.f. 1<sup>st</sup> February, 2016.

**Resignation and Cessation of Directors**

Mr. Mayank Agrawal, Mr. Sanjay Todi, Kishore Kumar Shah, Mr. Rajesh Trivedi & Mr. Piyush Shah have resigned from the Directorship of the Company w.e.f. 21<sup>st</sup> November, 2015, 9<sup>th</sup> May, 2015, 28<sup>th</sup> March, 2016, 24<sup>th</sup> August, 2016 & 2<sup>nd</sup> September, 2016 respectively.

**CHANGES IN MEMORANDUM AND ARTICLES OF ASSOCIATION**

During the year under review Company has substituted Articles of Association for complying the requirements of the new Act.

**FIXED DEPOSITS:-**

During the year under review the Company has not accepted any fixed deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

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

**a) Conservation of energy:**

Since the company does not carry on any manufacturing Activities, the provision regarding this disclosure is not Applicable

**b) Technology absorption:**

There is no specific area in which company has carried out any Research & Development. No technology has been imported as the company does not carry on any manufacturing activity

**c) Foreign exchange earnings and Outgo**

- i. Foreign Exchange Earnings: NIL
- ii. Foreign Exchange Outgo : NIL

**MATERIAL CHANGES AND COMMITMENTS:-**

There have been no Material Commitments, affecting the financial position of the Company which have occurred between the end of the Financial Year of the Company to which the Financial Statement Related and the date of the report.

**MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THESE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:-**

There have been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the Directors' report.

**DETAILS OF SIGNIFICANT AND MATERIAL ORDERS:-**

No such Orders have been passed by the Regulators/Court or Tribunals which can impact the going concern status and Company's operation in future.

**DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES:-**

The Company does not have any Subsidiary or Joint Venture or Associate Company.

**LOANS, GUARANTEES OR INVESTMENTS IN SECURITIES:-**

Pursuant to Section 186(11) of the Companies Act, 2013, guarantees given by company in the ordinary course of its business are exempted from disclosure requirements under Section 134(3)(g) of the Companies Act, 2013.

**EXTRACT OF ANNUAL RETURN:-**

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "Annexure I".

**CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION ANALYSIS REPORT:-**

As per the Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Corporate Governance is not application to the Company. Management Discussion Analysis Report is annexed herewith as "Annexure II".

**RELATED PARTY DISCLOSURES:-**

During the year there was no contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013.

**INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:-**

Your Company has implemented adequate procedures and internal controls which provide reasonable assurance regarding reliability of financial reporting and preparation of financial statements. The Company also ensures that internal controls are operating effectively.

**BOARD EVALUATION:-**

The Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit and Nomination and Remuneration Committee.

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

**Declaration by Independent Directors**

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that they meet the criteria of independence laid down in the Companies Act, 2013 and Listing Regulations.

**CHANGE IN THE NATURE OF BUSINESS:-**

The Company is working in the same Business line. During the financial year 2015-16, the Company has not made any Changes in the Nature of its Business.

**CHANGES IN REGISTERED OFFICE ADDRESS:-**

The company has changed its registered office within local limits of west Bengal with effect from 25<sup>th</sup> February, 2016 from 71, Jamunalal Bajaj Street, Kolkata-700007, West Bengal to 25, Strand Road, Marshall House, Room No.772, P.S. Hare Street, Kolkata-700001.

The Company has its corporate office at Shop No. T.F. 306, Sarvopari Mol, Opp. Utsav Party Plot, Near Bhuyangdev Octroi Naka, Sola Road, Ahmedabad-380063 where the books of accounts of the Company are kept.

**REMUNERATION POLICY:-**

The company has adopted a remuneration policy of directors and senior management personnel, detailing inter alia the procedure for director appointment and remuneration including the criteria for determining qualification.

The policy ensures that (a) the level and composition of remuneration is reasonable and sufficient to attract , retain , and motivate the directors of the quality require to run the company successfully ; (b) relationship of remuneration to the performance is clear and meets appropriate performance benchmarks; and (c) remuneration to directors and key managerial personnel and senior management involves a balance fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goal. The policy has been approved by the nomination and remuneration committee and the board. The remuneration policy document as approved by the board is uploaded on the company's website [www.mahaanimpex.com](http://www.mahaanimpex.com).

**PARTICULARS OF EMPLOYEES:-**

No Employee of the Company draws remuneration in excess of limit prescribed under Section 197 read with Rule, 5 of The Companies Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**CORPORATE SOCIAL RESPONSIBILITY:-**

Section 135 of the Companies Act, 2013 is not applicable to the Company.

**AUDITOR'S AND THEIR REPORT:**

**A) Statutory Auditors**

With pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), **M/s S Kansal & Associates**, Chartered Accountants, Ahmedabad retiring auditor of the Company be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the **Thirty Forth AGM** of the Company to be held in the year 2017 to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

The Report given by the Auditors on the financial statements of the Company is part of the Annual Report. The notes to the accounts referred to in the Auditors' Report are self-explanatory and therefore do not call for any further comments. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

**B) Report Secretarial Auditors and Secretarial Audit**

Pursuant to Section 204 of the Companies Act, 2013, your Company had appointed **M/s. Jatin Kapadia & Associates**, Practicing Company Secretaries, as its Secretarial Auditors to conduct the secretarial audit of the Company for 2015-16.

The Secretarial Audit Report for financial year 2015-16 issued by M/s. Jatin Kapadia & Associates, Practicing Company Secretaries has been appended as **Annexure III** to this Report. All remarks are self explanatory.

**VIGIL MECHANISM:-**

The Company has put in place a 'Whistle Blower Policy' in compliance with the provisions the Companies Act, 2013, other applicable laws and in accordance with principles of good corporate governance.

**DIRECTOR'S RESPONSIBILITY STATEMENT:-**

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013, it is hereby confirmed that:

- i) That in the preparation of the annual accounts for the financial year ended 31st March 2016, the applicable accounting standards have been followed and that there were no material departures;
- ii) That the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of the affairs of the company at the end of the financial year and of the profit of the company for the year under review;
- iii) That the Directors had 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 a fraud and other irregularity.
- iv) That the Directors have prepared the annual accounts for the year ended 31<sup>st</sup> March 2016 on a "going concern basis."
- v) That the Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- vi) That the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that systems were adequate and operating effectively.

**INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

Your Company has implemented adequate procedures and internal controls which provide reasonable assurance regarding reliability of financial reporting and preparation of financial statements. The Company also ensures that internal controls are operating effectively.

**RISK MANAGEMENT POLICY:**

The Company has in place to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. These are discussed at the meetings of the Audit Committee and the Board of Directors of the Company. The Company's internal control systems are commensurate with the nature of its business and the size and complexity

**BOARD MEETINGS**

Regular meetings of the Board are held to discuss and decide on various business policies, strategies and other businesses. The schedule of the Board/Committee meetings to be held in the forthcoming financial year is being circulated to the Directors in advance to enable them to plan their schedule for effective participation in the meetings.

During the Financial Year under reviewed, the Board of Directors of the Company met for 16 times.

**GENERAL DISCLOSURE:**

Your Directors state that the Company has made disclosures in this report for the items prescribed in section 134[3] of the Act read with Rule 8[3] of The Companies [Accounts] Rules, 2014 to the extent the transactions took place on those items during the year. There are no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of this report.

**ACKNOWLEDGEMENT:-**

Your Directors place on record their sincere appreciation of the co-operation and assistance extended by the bankers of the Company. They also place on record their appreciation of the devoted services rendered by the Executives, Staff Members and Workers of the Company.

The Director concludes this Report by placing on record their gratitude to all shareholders, bankers and Govt. authorities for their continued support.

**Date: 02/09/2016**

**Place: Kolkata**

**For & on behalf of Board of Director**

**For, MAHAAN IMPEX LIMITED**

**SUNIL K. JAIN**

**CHAIRMAN & MANAGING DIRECTOR**

**(DIN: 07129929)**

<b>FORM NO. MGT 9</b>
<b>EXTRACT OF ANNUAL RETURN</b>
<b>as on financial year ended on 31.03.2016</b>
<b>Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management &amp; Administration ) Rules, 2014.</b>

**I REGISTRATION & OTHER DETAILS:**

i	CIN	L67120WB1982PLC035341
ii	Registration Date	15TH OCTOBER, 1982
iii	Name of the Company	MAHAAN IMPEX LIMITED
iv	Category/Sub-category of the Company	PUBLIC COMPANY
v	Address of the Registered office & contact details	25, Strand Road, Marshall House, Room No: 772, P.S Hare Street Kolkata-700001 (W.B.)
vi	Whether listed company	Yes
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	SKYLINE FINANCIAL SERVICE PRIVATE LIMITED D-153, 1st Floor, okhla industries area, Phase 1, New Delhi-110020 Ph. No. 011-64732681

**II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

SL No	Name & Description of main products/services	NIC Code of the	% to total turnover of the company
1	Wholesale Trading of Textile	46411	100%

**III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES**

SI No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICAB LE SECTION
----- NIL -----					

## SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Eq

Category of Shareholders	No. of Shares held at the beginning of the year (April 2015)				No. of Shares held at the end of the year (March 2016)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	0	63700	63700	26.00	531000	63700	594700	26.49	0.49
b) Central Govt.or State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corporates	0	0	0	0.00	0	0	0	0.00	0.00
d) Bank/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other	0	0	0	0.00	0	0	0	0.00	0.00
<b>SUB TOTAL:(A) (1)</b>	0	63700	63700	26.00	531000	63700	594700	26.49	0.49
<b>(2) Foreign</b>									
a) NRI- Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other...	0	0	0	0.00	0	0	0	0.00	0.00
	0	0	0	0.00	0	0	0	0.00	0.00
<b>SUB TOTAL (A) (2)</b>	0	0	0	0.00	0	0	0	0.00	0.00
<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	0	63700	63700	26.00	531000	63700	594700	26.49	0.49
<b>B. PUBLIC SHAREHOLDING</b>									
<b>(1) Institutions</b>									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
C) Cenntal govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIIS	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
<b>SUB TOTAL (B)(1):</b>	0	0	0	0.00	0	0	0	0.00	0.00
<b>(2) Non Institutions</b>									
a) Bodies corporates									
i) Indian	0	0	0	0.00	-	-	-	0.00	0.00
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals	0	0	0	0.00	0	0	0	0.00	0.00
i) Individual shareholders holding nominal share capital upto Rs.1 lakh	0	14350	14350	5.86	0	14350	14350	0.64	-5.22
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakh	0	166950	166950	68.14	1188000	166950	1354950	60.35	-7.79

c) Others (specify)	0								
Hindu Undivided Family	0	0	0	0.00	281000	0	281000	12.52	12.52
NRI	0	0	0	0.00	0	0	0	0.00	0.00
Clearing Members	0	0	0	0.00	0	0	0	0.00	0.00
<b>SUB TOTAL (B)(2):</b>	0	181300	181300	74.00	1,469,000	181,300	1,650,300	73.51	-0.49
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	0	181300	181300	74.00	1469000	181300	1650300	73.51	-0.49
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0.00	0	0	0	0.00	0.00
<b>Grand Total (A+B+C)</b>	0	245000	245000	100.00	2000000	245000	2245000	100.00	

## (ii) SHARE HOLDING OF PROMOTERS

Sr. No.	Shareholders Name	Shareholding at the beginning of the year (April 2015)			Shareholding at the end of the year (March 2016)			% change in share holding during the year
		NO of shares	% of total shares of the company	% of shares pledged encumbered to total shares	NO of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	DINESH BHAI THAKKAR	12000	4.90	0	117000	5.21	0	0.31
2	SUSHMA J. BAROT	12000	4.90	0	122000	5.43	0	0.54
3	DIXIT NARESH BHAI BORISA	11500	4.69	0	116500	5.19	0	0.50
4	NITESH PRAKASHBHAI PAVSKAR	11500	4.69	0	117500	5.23	0	0.54
5	KIRTAN BAHADUR BHAI PATEL	16700	6.82	0	121700	5.42	0	-1.40
	Total	63700	26.00	0	594700	26.49	0	0.49

## (iii) CHANGE IN PROMOTERS' SHAREHOLDING

Sr. No.	Particulars	Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year	63700	26	594700	26.49
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)			There is change in holding due to Preferential issue of equity shares	
	At the end of the year	594700	26	594700	26.49

## (iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters &amp; Holders of GDRs &amp; ADRs)

Sr. No.	Name of Shareholders	Shareholding of the beginning of the Year		Change in Shareholding (No of Shares)		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	Increase	Decrease	No. of shares	% of total shares of the company
1	BIMESH ARAVINDBHAI JANI	12200	4.98	0	0	12200	0.54
2	RITU RAHUL MEHTA	12200	4.98	0	0	12200	0.54
3	MANTHAN RAJENDRABHAI MODI	12200	4.98	0	0	12200	0.54
4	NIMESH JITENDRABHAI PURANI	12150	4.96	0	0	12150	0.54
5	KUNJAL RASHMIKANT SHAH	12100	4.94	0	0	12100	0.54
6	HIREN JYANTILA LAHERI	12100	4.94	0	0	12100	0.54
7	HITESH HIRAJIBHAI PATEL	12050	4.92	0	0	12050	0.54
8	PUSHPKANT CHANDULAL PANCHAL	12000	4.90	0	0	12000	0.53
9	BRIJESH AMARISHBHAI TRIVEDI	11950	4.88	0	0	11950	0.53
10	ALPESH BABUBHAI DESAI	11950	4.88	0	0	11950	0.53
11	KUNAL SANTIBHAI AMALSHEDA	11950	4.88	0	0	11950	0.53
12	VIJAY MOHANBHAI MAKVANA	0	0.00	130000	0	130000	5.79
13	BHANUMATIBEN DHIRAJLAL RAJPARA	0	0.00	50000	0	50000	2.23
17	SUNIL D. RAJPARA	0	0.00	50000	0	50000	2.23
18	KETAN D. RAJPARA	0	0.00	50000	0	50000	2.23
19	MEHUL D. RAJPARA	0	0.00	50000	0	50000	2.23
20	TEJALBEN M. RAJPARA	0	0.00	50000	0	50000	2.23
21	VAISHALIBEN S. RAJPARA	0	0.00	50000	0	50000	2.23
22	HEENABEN K. RAJPARA	0	0.00	50000	0	50000	2.23
21	MOHANBHAI MAKVANA	0	0.00	42000	0	42000	1.87

## (v) Shareholding of Directors &amp; KMP: NIL

Sr. No.	Name of Director	Shareholding of the beginning of the Year		Change in Shareholding (No of Shares)		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	Increase	Decrease	No. of shares	% of total shares of the company

V INDEBTEDNESS=NIL

Indebtedness of the Company including interest outstanding/accrued but not due for payment		Secured Loans excluding deposits	Unsecured Loans	Deposits
<b>Indebtness at the beginning of the financial year</b>				
i) Principal Amount		0	0	0
ii) Interest due but not paid		0	0	0
iii) Interest accrued but not due		0	0	0
<b>Total (i+ii+iii)</b>		0	0	0
<b>Change in Indebtedness during the financial year</b>				
Additions		0	0	0
Reduction		-	0	0
<b>Net Change</b>		-	-	0
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount		0	0	0
ii) Interest due but not paid		0	0	0
iii) Interest accrued but not due		0	0	0
<b>Total (i+ii+iii)</b>		0	0	0

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL=NIL

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

Sr. No.	Particulars of Remuneration	Sunil Jain	Total Amount
	<b>Gross salary</b>		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	0	0
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	0	0
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0
2	Stock option	0	0
3	Sweat Equity	0	0
4	Commission	0	0
	as % of profit		
	others (specify)	0	0
5	Others, please specify	0	0
	<b>Total (A)</b>	0	0
	<b>Ceiling as per the Act</b>	Not Applicable	Not Applicable

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

## ANNEXURE-II

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

#### **(i) Industry structure and developments:**

The Company engaged in the retail textile segment and same substantially depends on the growth of retail segment in the country.

#### **(ii) Opportunities and Threats**

The Impact of support from the Central and State Government in the retail textile segment has provided the boost to the retail Activity during the year and it is set to grow in Expected line Outlook. The company expects the pressure on Quality Customer to continue due to competition.

#### **(iii) Segment Wise- Product wise performance**

The business of the company falls under a single segment i.e. For the purpose of accounting standard.

#### **(iv) Outlook**

The Continual growth in the retail apparel sector is necessary to give necessary support to the industry. The company is making all effort to accelerate the growth of its business. It Expect to improve its position in the market by focusing in the technologically advanced and more profitable Product and market segment and working aggressively in the area of productivity, efficiency and cost reduction.

#### **(v) Risk and Concerns:**

The Company is exposed due to disparity resulting into pressure on margins and day to day changing norms of Government. However, the management is aware of the said problems and therefore is in process of designing the system to address the same.

#### **(vi) Internal Control systems and its adequacy**

The company has internal control systems, the adequacy of which has been reported by its auditors in their report as required under the Companies (Auditor's Report) Order 2015.

#### **(vii) Discussion on financial performance of the Company with respect to operational performance.**

For the year ended 31st March, 2016, your Company has reported total revenue and net profit after taxation of Rs.38,53,664/- and Rs. 1,05,503/- respectively as compared to last year's total revenue and net profit of Rs. 7,74,198/- and Rs. 44,724/- respectively.

#### **(vii) Material developments in Human resources / industrial Relations front, including number of people employed**

The management is continuously trying to see the ways to overcome the crisis and in future to generate employment opportunities for people.

**(Viii) Cautionary Statement**

This report contains forward- looking statements based on the perceptions of the Company and the data and information available with the company. The company does not and cannot guarantee the accuracy of various assumptions underlying such statements and they reflect Company's current views of the future events and are subject to risks and uncertainties. Many factors like change in general economic conditions, amongst others, could cause actual results to be materially different. The Company does not assume any obligation for such variations.

**Date: 02/09/2016**

**Place: Kolkata**

**For & on behalf of Board of Director  
For, MAHAAN IMPEX LIMITED**

**SUNIL K. JAIN  
CHAIRMAN & MANAGING DIRECTOR  
(DIN: 07129929)**

FORM No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

(Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule No.9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,  
The Members of  
M/s. Mahaan Impex Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Mahaan Impex Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the Company's 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 and as per the explanations given to me and the representations made by the Management, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2016 generally 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 made available to me and maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2016 according to the applicable provisions of:-

- a) the Companies Act, 2013 ('the Act') and the rules made there under;
- b) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- c) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(2)

- d) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(This Clause is not applicable to the Company during the year under reviewed)**
- e) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
- i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - iii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - iv. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(This Clause is not applicable to the Company during the year under reviewed)**
  - v. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(This Clause is not applicable to the Company during the year under reviewed)**
  - vi. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(This Clause is not applicable to the Company during the year under reviewed)**
  - vii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **This Clause is not applicable to the Company during the year under reviewed)**
  - viii. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- f) Other laws applicable to the Company as per the representations made by the Management.

( 3 )

I have also examined compliance with the applicable clauses of the following:-

- a. Secretarial Standards of The Institute of Company Secretaries of India with respect to board and general meetings are yet to be specified under the Act by the Institute.
- b. The LODR entered into by the Company with CSE Limited except outline below:
  - i. Promoters' part shares are not in demate
  - ii. News paper Advertisement is not available to inspection

During the period under review and as per the explanations and clarifications given to me and the presentations made by the Management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above. Further it has been noted by me that all the LODR compliances including 55A of the Depository Act was compiled by the Company with stock exchange.

I further report that:

- A) During the year under reviewed, the Company has not appointed internal auditors as per the provision of the Companies Act, 2013;
- B) The Company has closed its register of members and given advertisement but copy of the same was not available with the Company for my verification.
- C) As per explanation given by the management of the Company, the Company had sent Annual General Meeting Notice to the Members of the Company but the Company has not served me proof for sending said Notice to Member.
- D) As per the Clause 41 of the erstwhile Listing Agreement, it is necessary to obtaining Limited Review and/or Audit Report from Statutory Auditors having peer review certificate issued by the ICAI. As per information provided by the management of the Company, the Auditors do not possess any peer review certificate.
- E) As per information provided by the Company that the Company published advertisement for the quarter result and/or financial result as per the Clause 41 of erstwhile listing agreement but same is not available for my assessment.

( 4 )

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

I further report that as per the explanations given to me and the representations made by the Management and relied upon by me 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.

**J. H. KAPADIA**  
**COMPANY SECRETARY**  
**COP: 12043**

**Date:- 1-September-2016**

**Place:- Ahmedabad**

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

Annexure A'

To,  
The Members,  
M/s. Mahaan Impex Limited

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

- (a) Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit;
- (b) I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion;
- (c) I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company;
- (d) Where ever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
- (e) The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis;
- (f) 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.

**J. H. KAPADIA**  
**COMPANY SECRETARY**  
COP: 12043

Date:- 1-September-2016

Place:- Ahmedabad

## INDEPENDENT AUDITOR'S REPORT

To the Members of Mahaan Impex Limited

### Report on the Financial Statements:

We have audited the accompanying financial statements of **Mahaan Impex Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements:

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014. 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.

### Auditor's Responsibility:

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### Opinion:

In our opinion and to the best of our information and according to the explanations given to

us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March 2016, and its profit and its cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements:**

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

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

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- 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 (Accounts) Rules 2014.
- e) On the basis of written representations received from the directors as on 31<sup>st</sup> March, 2016 taken on record by the Board of Directors, none of the directors are disqualified as on 31<sup>st</sup> March, 2016 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 A".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company do not have any pending litigations as at 31<sup>st</sup> March, 2016 which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise;
  - iii. There has not been an occasion in case of the Company, during the year under report, to transfer any sums to the Investor Education and Protection Fund hence the question of delay in transferring such sums does not arise.

**For S Kansal & Associates**  
Chartered Accountants  
(Firm Regn. No. 134937W)

Place : Ahmadabad  
Date : 30<sup>th</sup> May, 2016

**Sachin Kansal**  
(Proprietor)  
Membership No. 137191

**Annexure referred to in paragraph 'Report on Other Legal and Regulatory Requirements' of our report of even date**

**(i)** (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The fixed assets have been physically verified by the management during the year as per the regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, the title deeds of immovable properties are held in the name of the Company.

**(ii)** The management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies were noticed on such physical verification.

**(iii)** According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii) (a) to (c) of the Order are not applicable to the Company and hence not commented upon.

**(iv)** In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees, and securities granted in respect of which provisions of Section 185 and 186 of the Companies Act 2013 are applicable and hence not commented upon.

**(v)** The Company has not accepted any deposits from the public.

**(vi)** The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company.

**(vii)** (a) According to information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, sales-tax, wealth-tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues applicable to it. However, there have been delays in payment of statutory dues in respect of advance income tax.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues were outstanding at the year end, for a period of more than six months from the date they became payable.

(c) According to the records of the Company, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.

**(viii)** Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to any bank. Further, the Company does not have any debentures and loan from financial institution or government.

(ix) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that the Company has not raised any money by way of initial public offer or further public offer (including debt instruments).

(x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud on or by the officers and employees of the Company has been noticed or reported during the year.

(xi) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that the managerial remuneration has been paid / provided as per the provisions of Section 197 read with Schedule V to the Companies Act, 2013.

(xii) In our opinion, the Company is not a Nidhi company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company and hence not commented upon.

(xiii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that transactions with related parties are in compliance with the provisions of Section 177 & 188 of the Companies Act, 2013, wherever applicable. However, all the transactions with related parties have been disclosed in the Financial Statements, as required by applicable accounting standards.

(xiv) Based upon the audit procedures performed and the information and explanations given by the management, the company has made allotment of 20,00,000 Equity shares on preferential basis of Rs. 10 each at Premium of Rs. 5/- during the year under review.

(xv) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him.

(xvi) According to the information and explanations given to us, the provisions of Section 45IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

**For S Kansal & Associates**  
Chartered Accountants  
(Firm Regn. No. 134937W)

**Sachin Kansal**  
(Proprietor)  
Membership No. 137191

Place : Ahmadabad  
Date : 30<sup>th</sup> May, 2016

## **ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF MAHAAN IMPEX LIMITED**

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

To the Members of MAHAAN IMPEX Limited we have audited the internal financial controls over financial reporting of Mahaan Impex Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the 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.

#### **Auditor's 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 as specified under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, 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 internal financial control 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, 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 March 31, 2016, 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.

**For S Kansal & Associates**  
Chartered Accountants  
(Firm Regn. No. 134937W)

Place : Ahmadabad  
Date : 30<sup>th</sup> May, 2016

**Sachin Kansal**  
(Proprietor)  
Membership No. 137191

***MAHAN IMPEX LIMITED***  
**17, JAMUNALA BAJAJ STREET, KOLKATA - 700007**  
**BALANCE SHEET AS AT 31/03/2016**

Sr. no.	PARTICULARS	NOTE NO	31ST MARCH, 2016 (Amount in Rs.)		31ST MARCH, 2015 (Amount in Rs.)	
<b>EQUITY AND LIABILITY</b>						
<b><u>I.SHAREHOLDER'S FUND</u></b>						
	Share Capital	2	22,450,000		2,450,000	
	Reserve & Surplus	3	10,709,272	33,159,272	603,769	3,053,769
	<b>II. Share Application Money Pending Allotment</b>					
<b><u>III. NON CURRENT LIABILITIES</u></b>						
	Long Term Borrowings		-	-	-	-
<b><u>IV. CURRENT LIABILITIES</u></b>						
	Other Current Liabilities	4	4,154,881		6,038	
	Short Term Provisions	5	88,014	4,242,895	20,835	26,873
	<b>Total</b>			<b>37,402,166</b>		<b>3,080,642</b>
<b><u>ASSETS</u></b>						
<b><u>I. Non-Current Assets</u></b>						
	Fixed Assets					
	Tangible Assets	6	20,983		20,983	
	Non-Current Investments	7	890,000		890,000	
	Long Term loans and Advances	8	15,186,286	16,097,269	27,711	938,694
<b><u>II. Current Assets</u></b>						
	Trade Receivable	9	3,829,087		-	
	Cash & Bank Balances	10	214,298		362,874	
	Inventory	11	17,089,347		1,765,868	
	Other Current Asset	12	172,165	21,304,897	13,206	2,141,948
	<b>Total</b>			<b>37,402,166</b>		<b>3,080,642</b>
<b>Significant Accounting Policies</b>		1				
<b>Notes to financial statements</b>		2-23				
The accompanying Notes of Accounts are an integral part of financial statements						
As per our report of even date			<b>For and on behalf of Board of Directors of Mahaan Impex Limited</b>			
<b>For S Kansal &amp; Associates</b>						
Firm Registration Number - 134937W Chartered Accountants						
		Sunil Komalchand Jain Managing Director (DIN - 07129929)	Nila Jitendrakumar Gohel Director (DIN - 03435616)		Ekta Mehta Company Secretary	
<b>Sachin Kansal</b>						
Membership No. 137191 Proprietor						
Place: Ahmedabad		Place : Ahmedabad				
Date: 30th May, 2016		Date: 30th May, 2016				

<b><i>MAHAAN IMPEX LIMITED</i></b>				
<b>17, JAMUNALA BAJAJ STREET, KOLKATA - 700007</b>				
<b>STATEMENT OF PROFIT &amp; LOSS FOR THE PERIOD ENDING ON 31/03/2016</b>				
Sr. no.	PARTICULARS	NOTE NO	31/3/2016 (Amount in Rs.)	31/03/2015 (Amount in Rs.)
<b><u>I. INCOME</u></b>				
	Revenue from Operation	13	3404087	634854
	Other Income	14	449577	139344
	<b>Total Revenue</b>		<b>3853664</b>	<b>774198</b>
<b><u>II. EXPENSES</u></b>				
	Purchase		18289347	2407991
	Changes in Inventories	15	(15323479)	(1765868)
	Employees Benefit Expenses	16	131450	35940
	Other Expenses	17	603665	28706
	<b>Total Expenses</b>		<b>3700983</b>	<b>706769</b>
	<b>Profit/(Loss) Before Tax</b>		<b>152681</b>	<b>67429</b>
	<b>Tax Expenses</b>			
	Current Tax		47179	20835
	Income Tax of Earlier years		0	1870
	<b>Profit/(Loss) for the Period</b>		<b>105503</b>	<b>44724</b>
	<b>Earning Per equity Share-Basic &amp; Diluted</b>	<b>18</b>	<b>0.13</b>	<b>0.18</b>
	<b>Significant Accounting Policies</b>	<b>1</b>		
	<b>Notes to financial statements</b>	<b>2-23</b>		
The accompanying Notes of Accounts are an integral part of financial statements				
As per our report of even date		<b>For and on behalf of Board of Directors of Mahaan Impex Limited</b>		
<b>For S Kansal &amp; Associates</b>				
Firm Registration Number - 134937W				
Chartered Accountants				
	<b>Sachin Kansal</b>	<b>Sunil Komalchand Jain</b>	<b>Nila Jitendrakumar Gohel</b>	<b>Ekta Mehta</b>
	Membership No. 137191	Managing Director	Director	Company Secretary
	Proprietor	(DIN - 07129929)	(DIN - 03435616)	
	Place: Ahmedabad			
	Date: 30th May, 2016			

<b><i>MAHAAN IMPEX LIMITED</i></b>		
<b>17, JAMUNALA BAJAJ STREET, KOLKATA - 700007</b>		
<b>CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016</b>		
Particulars	31ST MARCH, 2016 (Amount in Rs.)	31st MARCH, 2015 (Amount in Rs.)
<b>(A) Cash Flow from Operating Activities</b>		
Net Profit as per Profit & loss account	105,503	44,723
Add: Depreciation	-	-
Add: Provisions	67,179	20,835
Add: Short Term provision (AY 2011-12)	-	1,870
	<b>172,681</b>	<b>67,428</b>
Less: Interest Received	449,577	32,571
Cessation of liability	-	5,500
Reversal of Income tax refundable AY 2011-12	-	36,549
	(276,896)	(7,192)
<b>Adjustment for:</b>		
Increase in inventories	(15,323,479)	(1,765,868)
Increase in current assets	(3,988,046)	237,047
Decrease in current liabilities	4,148,843	(112,657)
Net Cash Flow from Operating Activities (A)	(15,439,578)	(1,648,670)
<b>(B) Cash flow from investing activities</b>		
(increase)/Decrease in long term Investment	-	1,375,000
Decrease in current investment	-	-
Interest received	449,577	11,201
Loans & advances	(15,158,575)	426,470
<b>Net cash flow from investing activities (B)</b>	(14,708,998)	1,812,671
<b>(C) Cash flow from financing activities</b>		
Issuance of share capital (Incl Share Premium)	30,000,000	-
Increase/Decrease in loan taken	-	-
Increase/Decrease in advance/deposits	-	-
<b>Net cash flow from financing activities ©</b>	30,000,000	-
<b>Net (decrease)/increase in cash &amp; cash equivalents (A) + (B) + (C)</b>	(148,576)	164,001
Opening balance of cash & cash equivalents	362,874	198,873
Closing balance of cash & cash equivalents	214,298	362,874
Net (decrease)/increase as disclosed above	<b>148,576</b>	<b>(164,001)</b>
As per our report of even date		
<b>For S Kansal &amp; Associates</b>	<b>For and on behalf of Board of Directors of</b>	
Firm Registration Number - 134937W	<b>Mahaan Impex Limited</b>	
Chartered Accountants		
<b>Sachin Kansal</b>	<b>Sunil Komalchand Jain</b>	<b>Nila Jitendrakumar Gohel</b>
Membership No. 137191	<b>Managing Director</b>	<b>Director</b>
Proprietor	(DIN - 07129929)	(DIN - 03435616)
Place: Ahmedabad		<b>Ekta Mehta</b>
Date: 30th May, 2016		<b>Company Secretary</b>

## **NOTE 1:-**

### **SIGNIFICANT ACCOUNTING POLICIES**

#### **1. Basis of Accounting**

The Company maintains its accounts on accrual basis following the historical cost convention in accordance with generally accepted accounting principles in India in compliance with the provisions of Companies Act, 2013 and the Accounting Standards as notified under section 133 [Companies (Accounting Standard) Rules 2006 (as amended)] and other relevant provisions of the Companies Act, 2013.

#### **2. Use of Estimates:-**

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities on the date of financial statements and reported amount of revenues and expenses for the period 31<sup>st</sup> March 2015. Actual results could differ from these estimates. Difference between the actual result and estimates are recognized in the period in which the results are known/ materialized. Any revision to an accounting estimate is recognized prospectively in the year of revision.

#### **3. Revenue Recognition :-**

Sale of goods is recognized on dispatch to the customers. Sales shown are inclusive of all taxes. Income/Expenses are accounted for on accrual basis and provisions are made for all known expenditure.

#### **4. Fixed Assets:-**

The depreciation on fixed assets is provided to the extent of depreciable amount on the WRITTEN DOWN VALUE (WDV) method based on the useful life of assets as prescribed in Schedule II to the Companies Act, 2013. Depreciation in the case of any additions / deletions has been provided on pro-rata basis.

#### **5. Depreciation:-**

Till the year ended 31 March 2014, Schedule XIV to the Companies Act, 1956, prescribed requirements concerning depreciation of fixed assets. From the current year, Schedule XIV has been replaced by Schedule II to the Companies Act, 2013. The applicability of Schedule II has resulted in the following changes related to depreciation of fixed assets. Unless stated otherwise, the impact mentioned for the current year is likely to hold good for future years also.

(a) Useful lives/ depreciation rates

Considering the applicability of Schedule II, the management has re-estimated useful lives and residual values of all its fixed assets. The management believes that depreciation rates currently used fairly reflect its estimate of the useful lives and residual values of fixed assets.

(b) Depreciation on assets costing less than Rs. 5,000/-

To comply with the requirement of Schedule II to the Companies Act, 2013, the company has changed its accounting policy for depreciations of assets costing less than Rs. 5,000/-. As per the revised policy, the company is depreciating such assets over their useful life as assessed by the management. The management has decided to apply the revised accounting policy prospectively from accounting periods commencing on or after 1 April 2014.

The change in accounting for depreciation of assets costing less than Rs. 5,000/- did not have any material impact on financial statements of the company for the current year

**6. Inventories:-**

The Finished goods are valued at lower of cost or net realizable value. Consumable Stores & Spares and packing material are written off at the time of purchase itself.

**7. Investments:-**

Investments of long term nature are valued at cost. The Company had made an investment in Un-Quoted Equity shares which is been reflected in the Financial Statements. Current investments, if any, are carried at the lower of cost or fair value. Provision for diminution in the value of long – term investments is made only if such a decline is other than a temporary.

**8. Taxes on Income:-**

**a) Current Tax:-**

The current charge for income tax is calculated in accordance with the relevant provisions as prescribed under the Income Tax Act, 1961.

**b) Deferred Tax:-**

Deferred tax charge or credit reflects the tax effects of timing differences between accounting income and taxable income for the period. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the Balance Sheet date.

**c) Minimum Alternate Tax (MAT) Credit:**

MAT is recognized 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. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in the Guidance Note issued by The ICAI, the said asset is created by way of a credit to the Statement of Profit and Loss and is shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

**9. Impairment of Assets:-**

The Company, in accordance with the Accounting Standard (AS -28) in respect of impairment of assets, issued by the Institute of Chartered Accountants of India, has adopted the practice of

assessing at each Balance Sheet date whether there is any indication that an asset may be impaired and if any such exists, then the company provides for the loss for impairment of assets after estimating the recoverable amount of assets.

#### **10. Borrowing Cost:-**

Borrowing Cost, if any, is attributable to acquisition or construction of qualifying assets and is capitalized as part of the cost of such assets up to the date when such asset is ready for its intended use. Other borrowing costs are charged to the profit and loss account in the year in which they are incurred.

#### **11. Provision, Contingent Liabilities and Contingent Assets:-**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. 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 recognized 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 recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

#### **12. Segment Reporting:-**

The Company deals in only one reportable segment i.e. whole seller of textile and hence requirement of Accounting Standard 17 “Segment Reporting” issued by ICAI is not applicable.

#### **13. Micro, Small and Medium Enterprises Development Act, 2006:-**

1. Based on the information available with the Company in respect of MSME (as defined in the Micro Small & Medium Enterprise Development Act, 2006) there are no delays in payment of dues to such enterprises during the year.
2. Companies has send letter to suppliers to confirm whether they are covered under Micro, Small and Medium Enterprises Act, 2006. As on date, the Company has not received confirmation from any suppliers who have registered under the “Micro, Small and Medium Enterprise Development Act, 2006” and hence no disclosure has been made under the said Act. And on the basis of information available with the Company there are no such parties in respect of MSME. This has been relied upon by the auditors.

**MAHAAN IMPEX LIMITED**  
**17, JAMUNALA BAJAJ STREET, KOLKATA - 700007**  
**Notes forming part of the financial statements as at 31st March, 2016**

**NOTE - 2**  
**SHARE CAPITAL**

PARTICULARS	31ST MARCH,2016 (Amount in Rs.)	31ST MARCH,2015 (Amount in Rs.)
<b>Authorised Shares:</b> 2250000 Equity Shares of Rs. 10/- each	22,500,000	2,500,000 -
<b>Issued, Subscribed &amp; Fully Paid - up Shares</b> 2245000 Equity Shares of Rs. 10/- each	22,450,000	2,450,000
	22,450,000	2,450,000

**A. Reconciliation of Equity Shares of Rs 10/- each outstanding**

PARTICULARS	31/03/2016		31/03/2015	
	NUMBER	Rs	NUMBER	Rs
No. of Shares outstanding at the beginning	245000	2,450,000	245000	2,450,000
Shares issued during the year	2,000,000	20,000,000	-	-
No. of Shares outstanding at the end	2245000	22,450,000	245000	2,450,000

**B. Terms/Rights attached to Equity Shares**

The Company has single class of equity shares of Rs. 10 per share. Accordingly, all equity shares rank equally with regard to dividend and share in the company's residual assets. The equity shares are entitled to receive dividend as declared from time to time subject to payment of dividend to preference shareholders. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid -up equity capital of the company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

Failure to pay any amount called up on shares may lead to forfeiture of the shares.

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.

**c) Details of shareholders holding more than 5% shares in the company.**

PARTICULARS	31/03/2016		31/03/2015	
	NUMBER	%	NUMBER	%
VIJAY MOHANBHAI MAKVANA	130,000	5.79	16,700	6.82
SUSHMA JASMIN BAROT	122,000	5.43		
KIRTAN BAHADURBHAI PATEL	121,700	5.42		
NITESH PRAKASHBHAI PAVSKAR	117,500	5.23		
DINESH KANJIBHAI THAKKAR	117,000	5.21		
DIXIT NARESHBHAI BORISA	116,500	5.19		

**NOTE - 3**  
**RESERVE & SURPLUS**

PARTICULARS	31ST MARCH,2016 (Amount in Rs.)	31ST MARCH,2015 (Amount in Rs.)
Profit & Loss Account Balance as per last Financial Statement	454,011	445,837
Profit/(Loss) for the year	105,503	44,723
Reversal of Income AY 2011-12	-	(36,549)
<b>Special Reserve</b> As per Last Year	149,758	149,758
Security Premium	10,000,000	-
	10,709,272	603,769

**NOTE - 4**  
**OTHER CURRENT LIABILITIES**

PARTICULARS	31ST MARCH,2016 (Amount in Rs.)	31ST MARCH,2015 (Amount in Rs.)
41		

Sundry Creditors	4,154,881	6,038
	4,154,881	6,038

NOTE - 5 SHORT TERM PROVISIONS		
PARTICULARS	31ST MARCH,2016 (Amount in Rs.)	31ST MARCH,2015 (Amount in Rs.)
Provision for Audit fees	20,000	-
Provision for Tax	68,014	20,835
	88,014	20,835

NOTE - 7 NON CURRENT INVESTMENTS				
PARTICULARS	NO of Shares 2016	No of shares 2015	31ST MARCH,2016 (Amount in Rs.)	31ST MARCH,2015 (Amount in Rs.)
<u>Investment (Long Term, non trade)</u> <u>Shares</u>				
1 Bagla Silk Pvt Ltd (Face value Rs. 10 per Share)	89000	89,000	890,000	890,000
			890,000	890,000

NOTE - 8 LONG TERM LOANS AND ADVANCES		
PARTICULARS	31ST MARCH,2016 (Amount in Rs.)	31ST MARCH,2015 (Amount in Rs.)
(a) Deposits (Unsecured, Considered Good)	42,425	-
(b) Others (Advances recoverable in cash or in kind ) Unsecured, considered Good	15,143,861	27,711
	15,186,286	27,711

NOTE - 9 TRADE RECEIVABLES		
PARTICULARS	31ST MARCH,2016 (Amount in Rs.)	31ST MARCH,2015 (Amount in Rs.)
Trade Receivable (Unsecured, considered Good)	3,829,087	-
	3,829,087	-

NOTE - 10 CASH & BANK BALANCES		
PARTICULARS	31ST MARCH,2016 (Amount in Rs.)	31ST MARCH,2015 (Amount in Rs.)
Cash in Hand	204,550	346,782
Bank Balance	9,748	16,092
	214,298	362,874

NOTE - 11 INVENTORIES		
PARTICULARS	31ST MARCH,2016 (Amount in Rs.)	31ST MARCH,2015 (Amount in Rs.)
Closing Stock - Finished Goods	17,089,347	1,765,868
	17,089,347	1,765,868

NOTE - 12 OTHER CURRENT ASSET		
PARTICULARS	31ST MARCH,2016 (Amount in Rs.)	31ST MARCH,2015 (Amount in Rs.)
TDS FOR AY 2015-2016	13,206	13,206
Preferential Share Issue ROC fees	114,000	-
TDS FOR AY 2016-17	44,959	-
	172,165	13,206

**REVENUE FROM OPERATION**

<b>PARTICULARS</b>	<b>31ST MARCH,2016 (Amount in Rs.)</b>	<b>31ST MARCH,2015 (Amount in Rs.)</b>
Sale of Product	3,404,087	634,854
Less Excise Duty	-	-
	3,404,087	634,854

**NOTE - 14  
OTHER INCOME**

<b>PARTICULARS</b>	<b>31ST MARCH,2016 (Amount in Rs.)</b>	<b>31ST MARCH,2015 (Amount in Rs.)</b>
Interest Received	449,577	30,790
Commission Received	-	101,273
Interest on IT Refund	-	1,781
Cessation of Liability	-	5,500
	449,577	139,344

**NOTE - 15  
CHANGES IN INVENTORIES**

<b>PARTICULARS</b>	<b>31ST MARCH,2016 (Amount in Rs.)</b>	<b>31ST MARCH,2015 (Amount in Rs.)</b>
Opening Stock	1,765,868	-
Less Closing Stock	17,089,347	1,765,868
	(15,323,479)	(1,765,868)

**NOTE - 16  
EMPLOYEE BENEFIT EXPENSES**

<b>PARTICULARS</b>	<b>31ST MARCH,2016 (Amount in Rs.)</b>	<b>31ST MARCH,2015 (Amount in Rs.)</b>
Salaries & Bonus	131,450	32,237
Staff Welfare	-	3,703
	131,450	35,940

**NOTE - 17  
OTHER EXPENSES**

<b>PARTICULARS</b>	<b>31ST MARCH,2016 (Amount in Rs.)</b>	<b>31ST MARCH,2015 (Amount in Rs.)</b>
<b>Advt. Expense</b>	3,370	-
<b>Bank charges</b>	1,481	-
Brokerage & Commission	-	427
Computer Expense	-	2,000
Trade Licence	-	1,850
<b>Electricity Expense</b>	3,408	-
Profession Tax	-	4,500
<b>Legal &amp; ROC Exps</b>	58,100	2,600
<b>Printing &amp; Stationery, Consumables</b>	-	520
<b>Professional Fees</b>	32,250	10,548
Rent	30,000	-
General office Expense	-	261
Listing Fee of Stock Exchange	125,250	-
<b>Telephone</b>	7,395	-
Misc Expenses	1,275	-
NSDL/CDSL Charges	66,872	-
ROC Expenses	228,277	-
Share transfer fees	25,988	-
Audit Fees	20,000	6,000
	603,665	28,706

**NOTE - 18  
EARNING PER SHARES (EPS)**

<b>PARTICULARS</b>	<b>31ST MARCH,2016 (Amount in Rs.)</b>	<b>31ST MARCH,2015 (Amount in Rs.)</b>
Net profit/(loss) after tax as per statement of Profit and Loss	105,503	44,724
Weighted average number of equity shares used as denominator for calculating EPS	828,333	245,000
Basic & Diluted Earning Per Share	0.13	0.18

***MAHAAN IMPEX LIMITED***

**17, JAMUNALA BAJAJ STREET, KOLKATA - 700007**

**Notes forming part of the profit & Loss account for the year ended 31st March, 2016**

**NOTE - 6**

**FIXED ASSETS**

PARTICULAR	Ratio	WDV as on 01/04/2015	Addition	Deduction	Total	Depreciation/ written off	WDV as on 31/03/2016
Land & Building	-	20,981	-	-	20,981	0	20,981
Air Conditioner		1					1
Furniture		1					1
<b>Total Balance</b>		<b>20,983</b>	<b>-</b>	<b>-</b>	<b>20,981</b>	<b>0</b>	<b>20,983</b>
<b>Last Year Balance</b>		<b>20,983</b>	<b>-</b>	<b>-</b>	<b>20,983</b>	<b>0</b>	<b>20,983</b>

FORM MGT-11  
**PROXY FORM**

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

<b>Name of Member(s)</b>	
<b>Registered Address</b>	
<b>E-mail id</b>	
<b>Folio No.</b>	
<b>DP Id</b>	
<b>Client Id</b>	

I / We, being the Member(s) holding \_\_\_\_\_ shares of **MAHAAN IMPEX LIMITED**, hereby appoint:

1. Name \_\_\_\_\_  
 Address \_\_\_\_\_

Email Id \_\_\_\_\_  
 Signature \_\_\_\_\_ or failing him / her,

2. Name \_\_\_\_\_  
 Address \_\_\_\_\_

as my / our proxy to attend and vote (on a poll) for me/us and on my / our behalf at the **THIRTY THIRD ANNUAL GENERAL MEETING** of the Company to be held on Friday, 30<sup>th</sup> September, 2016 at **11.00 A.M** (IST) at the Registered Office: 25, Strand Road, Marshall House, Room No: 772, P.S Hare Street Kolkata, WB 700001 In and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

**ORDINARY BUSINES:**

1. Adoption of Financial Statements
2. Re-Appointment Of Directors Liable To Retire By Rotation
3. Appointment of Auditors

**SPECIAL BUSINESS**

4. To appoint Mr. Vishnu Bharat Malvi (Din: 07202816) as an independent director of the company.
5. To appoint Mr. Rakeshbhai Chimanbhai Makwana (Din: 07201038) as an independent director of the company.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

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.**

**FORM MGT-12**  
**ATTENDANCE FORM/ BALLOT FORM**  
**(TO BE USED BY SHAREHOLDERS PERSONALLY PRESENT/THROUGH PROXY AT THE**  
**MEETING**  
**AND HAVE NOT OPTED FOR E-VOTING)**

**Name & Registered Address**  
**of the Sole / First Named** :  
**Member** :  
**Name of the joint holders** :  
**Registered Folio No /** :  
**DP ID No./ Client ID No** :  
**Number of Shares held** :

I / We hereby exercise my / our vote in respect of the following resolutions to be passed for the business stated in the Notice of the Annual General Meeting on Friday 30<sup>th</sup> September, 2016 at 11.00 A.M (IST), by conveying my / our assent or dissent to the resolutions by placing tick ( √ ) mark in the appropriate box below:

Sr. No.	Resolutions	No. of Shares	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
<b>Ordinary Business</b>				
1.	Adoption of Financial Statements			
2.	Re-Appointment Of Directors Liable To Retire By Rotation			
3.	Appointment of Statutory Auditors			
<b>Special business</b>				
4	To appoint Mr. Vishnu Bharat Malvi (Din: 07202816) as an independent director of the company.			
5.	To appoint Mr. Rakeshbhai Chimanbhai Makwana (Din: 07201038) as an independent director of the company			

**Place :**

**Date :**

**(Signature of the Shareholder/Proxy)**

**Note:**

This Form is to be used for exercising attendance/ voting at the time of 33<sup>rd</sup> Annual General Meeting to be held on Friday, 30<sup>th</sup> September, 2016 by shareholders/proxy. Duly filled in and signed ballot form should be dropped in the Ballot box