

## **CONTENTS**

- Corporate Information
  - Notice
  - Director's Report
  - Management Discussion and Analysis Report
  - Auditor's Report
  - Balance Sheet
  - Statement of Profit & Loss Account
  - Cash Flow Statement
  - Schedules & Notes Forming part of Financial Statements
-

**CORPORATE INFORMATION****BOARD OF DIRECTORS****Mr. Swetank M. Patel**

Managing Director

**Mrs. Hina S. Patel**

Director

**Mr. Narendra S. Ayer**

Independent Director

(Till 29/05/2020)

**Mr. Jayesh J. Pandya**

Independent Director

**Mr. Vijay Thaker**

Additional, Independent Director

(From 26/08/2020)

**BANKERS**ICICI Bank Ltd.,  
Bopal Branch, AhmedabadAXIS Bank,  
Naranpura Branch, Ahmedabad  
Maninagar Branch, Ahmedabad**REGISTERED OFFICE**4<sup>th</sup> Floor, "KARM" Corporate House,  
Opp. Vikramnagar, Nr. New York Timber,  
Ambli - Bopal Road,  
Ahmedabad, Gujarat - 380059.**REGISTRAR & SHARE TRANSFER AGENTS**Purva Sharegistry (India) Private Limited  
Unit No. 9, Ground Floor, Shiv Shakti Ind. Estt,  
J. R. Boricha Marg, Lower Parel East, Mumbai,  
Maharashtra 400011, India  
Tel No.: 022-2301 2518 / 6761 / 8261  
Email ID: support@purvashare.com**COMPANY SECRETARY**

Ms. Payal Pandya

**STATUTORY AUDITOR**M/s. G M C A & Co.  
Chartered Accountants  
101, Parishram 5-B, Rashmi Society,  
Nr. LG Showroom,  
Mithakhali Six Roads,  
Navrangpura,  
Ahmedabad -380009**SECRETARIAL AUDITOR**Chintan K. Patel  
Practicing Company Secretary  
16, Aarasuri Society, Nava Vadaj,  
Ahmedabad-380013.

**NOTICE**

Notice is hereby given that **28<sup>th</sup> Annual General Meeting of Mena Mani Industries Limited** will be held on Monday, 28<sup>th</sup> September, 2020 at 12:00 p.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2020 including audited Balance Sheet as at 31<sup>st</sup> March, 2020 and Statement of Profit and Loss for the year ended on that date and the Reports of the Directors, Auditor and the Secretarial Auditor thereon.
2. To re-appoint Mrs. Hina S. Patel (DIN: 01987053), who is liable to retire by rotation and being eligible, offers herself for re-appointment.

**SPECIAL BUSINESS:****3. Approval of Related Party Transaction**

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

**"RESOLVED THAT**, pursuant to the provisions of Section 188 of the Companies Act, 2013 and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions and rules thereto, and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such amendments as may be made therein, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into transactions with **Nishan Grafitech Private Limited**, the Related Party as defined under the Act for purchase/sale of goods, services and/or any other business activities up to Rs. 30 Crores for the financial year 2020-21 and 2021-22 each."

**"RESOLVED FURTHER THAT**, Mr. Swetank M. Patel, Managing Director of the Company be and is hereby authorised to negotiate and finalise other terms and conditions and to do all such acts, deeds and things including delegation of powers as may be necessary, proper or expedient to give effect to this resolution."

**4. Approval of Related Party Transaction**

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

**"RESOLVED THAT**, pursuant to the provisions of Section 188 of the Companies Act, 2013 and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions and rules thereto, and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such amendments as may be made therein, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into transactions with **Shradha Cable Communication Private Limited**, the Related Party as defined under the Act for purchase/sale of goods, services and/or any other business activities up to Rs. 30 Crores for the financial year 2020-21 and 2021-22 each."

**"RESOLVED FURTHER THAT**, Mr. Swetank M. Patel, Managing Director of the Company be and is hereby authorised to negotiate and finalise other terms and conditions and to do all such acts, deeds and things including delegation of powers as may be necessary, proper or expedient to give effect to this resolution."

**5. Regularization of Mr. Vijay Thaker (DIN: 08847994) as an Independent Director**

To consider, and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution for Regularization of Additional Director

**"RESOLVED THAT**, pursuant to the provisions of section 149, 150, 152, and all other applicable provisions of the Companies Act, 2013, if any and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV and

Regulation 17 and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Vijay Thaker (DIN: 08847994) who was appointed as an Additional Director pursuant to provision of Section 161 of the Companies Act, 2013 in the meeting of the Board of Directors held on August 26, 2020 and whose term expires at the ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from the member proposing his candidature for the office of a Non-Executive, Independent Director of the Company, and who has submitted a declaration that he 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 Director of the Company for a term of 5 years from 26/08/2020 to 25/08/2025."

"**RESOLVED FURTHER THAT**, Board of Directors of the Company be and are hereby authorized as to do all such acts, deeds and things incidental thereto to give effect to aforesaid resolution."

**Place: Ahmedabad**

**Date: 4<sup>th</sup> September, 2020**

**For and on behalf of the Board**

**SD/-**

**Swetank M. Patel**

**Managing Director**

**DIN: 00116551**

**Profile of Directors**

**[Seeking Appointment/Re-appointment in Annual General Meeting as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

Director's Name	<b>Mrs. Hina S. Patel</b> (DIN: 01987053)	<b>Mr. Vijay Thaker</b> (DIN: 08847994)
Date of Birth	27 <sup>th</sup> December, 1969	8 <sup>th</sup> April, 1973
Age	51 Years	47 years
Date of First Appointment	1 <sup>st</sup> March, 2011	26 <sup>th</sup> August, 2020
The no. of Meetings of the Board attended during the year	Five	NA
Qualification	Bachelor of Commerce	Graduate
Experience in specific functional area	Mrs. Hina S. Patel has valuable experience of around 22 years in management and administration activities. She took the additional	Mr. Vijay Thaker is a property consultant and skilful in financial planning. His expertise in making right decision at right time will improve the company's progress

	responsibility to handle the corporate affairs of the Company.	and widens the range for additional extension and development.
Designation	Director	Independent Director
Chairman/Member of the Committee of the Board of Directors of the Company	Member of the Audit Committee and Nomination & Remuneration Committee	Chairman of Audit Committee and Nomination & Remuneration Committee, Member of Stakeholders Relationship Committee (with effect from 26 <sup>th</sup> August, 2020)
No. of Shares held in the Company	1525610	Nil
Directorship held in other public limited Indian Companies.  (Excluding Directorship in Mena Mani Industries Limited)	Real Eco-Energy Limited	Nil
Membership/Chairmanship of Committees in public limited Indian Companies.  (Excluding Membership/Chairmanship of Committees in Mena Mani Industries Limited)	Member of Audit Committee and Nomination & Remuneration Committee in Real Eco-Energy Limited	Nil
Directorship held in private Companies	<ul style="list-style-type: none"> <li>Nishan Grafitech Private Limited</li> <li>Anar Retail Private Limited</li> </ul>	Nil
Related to other directors	Mrs. Hina S. Patel and Mr. Swetank M. Patel, the Managing Director of the Company are related as Husband-Wife.	Mr. Vijay Thaker does not have any relationship with any other Directors of the Company.

**EXPLANATORY STATEMENT AS PER SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 3 to the Notice**

The Audit Committee and the Board of Directors of the Company, at their respective meetings held on 4<sup>th</sup> September, 2020 has approved a proposal for entering into following related party transactions:

Name of Related Party	Nishan Grafitech Private Limited
Name of Related Director or KMP	Mr. Swetank M. Patel and Mrs. Hina S. Patel
Nature of relationship	Mr. Swetank M. Patel, Managing Director and Mrs. Hina S. Patel, Director of Mena Mani Industries Limited are also the Directors of Nishan Grafitech Private Limited.
Material terms, monetary value and particulars of the contract or arrangement;	The transaction between the parties will be in the nature of purchase/sale of goods, services and/or any other business activities. The amount of the transaction shall be up to Rs.

	30 Crores for each financial year 2020-21 and 2021-22 and the same has to be paid as per the terms agreed by both the parties.
The Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	The pricing is commensurate with the market value of the goods and shall be at arm's length.
Any other information relevant or important for the members to take a decision on the proposed resolution	N.A.

The transaction is Related Party Transaction and in terms of Section 188 of the Companies Act, 2013 and regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable rules there under requires prior approval of the Shareholders by way of Special Resolution.

Accordingly, your directors recommend the resolution at Item No. 3 for approval as Special resolution as set out in the notice of the meeting.

Except Mr. Swetank M. Patel, Managing Director and Mrs. Hina S. Patel, Director of the Company; Mr. Dharm S. Patel and Ms. Anar Patel, Relatives of Director; Nishan Grafitech Private Limited, Companies in which Director of the Company are Directors, Swetank M. Patel HUF whose Karta is Director of Company, none of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs are concerned or interested in the Resolution.

#### **Item No. 4 to the Notice**

The Audit Committee and the Board of Directors of the Company, at their respective meetings held on 4<sup>th</sup> September, 2020 has approved a proposal for entering into following related party transactions:

Name of Related Party	Shradha Cable communication Private Limited
Name of Related Director or KMP	Mr. Jayesh J. Pandya
Nature of relationship	Mr. Jayesh J. Pandya, Independent Director of Mena Mani Industries Limited is also the Director of Shradha Cable communication Private Limited.
Material terms, monetary value and particulars of the contract or arrangement;	The transaction between the parties will be in the nature of purchase/sale of goods, services and/or any other business activities. The amount of the transaction shall be up to Rs. 30 Crores for each financial year 2020-21 and 2021-22 and the same has to be paid as per the terms agreed by both the parties.
The Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	The pricing is commensurate with the market value of the goods and shall be at arm's length.
Any other information relevant or important for the members to take a decision on the proposed resolution	N.A.

The transaction is Related Party Transaction and in terms of Section 188 of the Companies Act, 2013 and regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable rules there under requires prior approval of the Shareholders by way of Special Resolution.

Accordingly, your directors recommend the resolution at Item No. 4 for approval as Special resolution as set out in the notice of the meeting.

Except Mr. Swetank M. Patel, Managing Director, Mrs. Hina S. Patel, Director, Mr. Jayesh J. Pandya, Independent Director of the Company; Mr. Dharm S. Patel and Ms. Anar Patel, Relatives of Director; Nishan Grafitech Private Limited and Shradha Cable Communication Private Limited, companies in which Director of the company is/are director, Swetank M. Patel HUF whose Karta is Director of Company, none of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs are concerned or interested in the Resolution.

**Item No. 5 to the Notice**

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) had appointed Mr. Vijay Thaker (DIN: 08847994), as an Additional Director w. e. f. August 26, 2020 under Section 149, 150 and 152 of the Companies Act, 2013. In terms of Section 161 (1) of the Companies Act, 2013 read with Articles of Association of the Company, Mr. Vijay Thaker holds the office as an Additional Director up to the date of the forthcoming Annual General Meeting scheduled to be held on Monday, 28<sup>th</sup> September, 2020.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 from one of the members signifying his intention to propose the appointment of Mr. Vijay Thaker as a Director.

The Company has also received a declaration of independence from him. In the opinion of the Board, Mr. Vijay Thaker fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for being eligible for his appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Vijay Thaker as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Vijay Thaker as an Independent Director for period up to 5 (five) consecutive years with effect from 26<sup>th</sup> August, 2020 for the approval by the Members of the Company.

Except Mr. Vijay Thaker, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at item no. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at item no. 5 for the approval of Members.

**Place: Ahmedabad**

**Date: 4<sup>th</sup> September, 2020**

**For and on behalf of the Board**

**SD/-**

**Swetank M. Patel**

**Managing Director**

**DIN: 00116551**

**NOTES:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.menamani.in](http://www.menamani.in). The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In compliance with the aforesaid MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020; Notice of the AGM along with the Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report will also be available on the Company's website [www.menamani.in](http://www.menamani.in) as well as on the website of stock exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of National Securities Depository Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
9. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.
10. Information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Secretarial Standard on General Meetings

(SS-2) issued by the Institute of Company Secretaries of India (ICSI), in respect of the Directors seeking appointment / re-appointment at the AGM provided as above. Requisite declarations have been received from the Directors seeking appointment / re-appointment.

11. Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42 (5) of the Listing Regulations, the Share Transfer Books and Register of Members of the Company will remain closed from 25<sup>th</sup> September, 2020 to 28<sup>th</sup> September, 2020 (Both days inclusive).
12. All the work related to share registry in terms of both physical and electronic, are being conducted by Company's Registrar & Share Transfer Agents, Purva Shareregistry (India) Private Limited, Unit No. 9, Ground Floor, Shiv Shakti Ind. Estt, J. R. Boricha Marg, Lower Parel East, Mumbai, Maharashtra 400011, India. Tel No.: 022-2301 2518 / 6761 / 8261. Email ID: support@purvashare.com The Members are requested to send their communication to the aforesaid address.
13. The Company has designated an Email Id: enrichind@gmail.com for redressal of Shareholders'/Investors' complaints/grievances. In case you have any queries, complaints or grievances, then please write to us at the above mentioned e-mail address.
14. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Purva Shareregistry (India) Private Limited for assistance in this regard.
15. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Purva Shareregistry (India) Private Limited in case the shares are held by them in physical form.
16. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Company's RTA - Purva Shareregistry (India) Private Limited in case the shares are held by them in physical form.
17. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the Electronic form are therefore requested to submit their PAN to their depository Participants with whom they are maintaining their demat accounts. Members holding Physical shares can submit their PAN to the Company/Purva Shareregistry (India) Private Limited.
18. Since AGM will be held through VC/OAVM, the Route Map is not annexed in the Notice.
19. Instruction for E-Voting and joining AGM are as follows:

#### **EVOTING INSTRUCTIONS**

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

The remote e-voting period begins on Friday, 25<sup>th</sup> September, 2020 at 09:00 A.M. and ends on Sunday, 27<sup>th</sup> September, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The cut of Date for E-voting is 21<sup>st</sup> September, 2020.

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

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

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

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

**Details on Step 1 are mentioned below:**

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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

4. Your User ID details are given below:

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

5. Your password details are given below:

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