

MINAL INDUSTRIES LIMITED

**31ST ANNUAL REPORT
2018-2019**

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ANNUAL REPORT 2018-2019**MINAL INDUSTRIES LIMITED**

PLOT NO. 16(P), 17-28 & 29(P) SEEPZ, MIDC, ANDHERI (E), MUMBAI - 400096

CIN: L32201MH1988PLC216905

Tel No.: 022-40707070

Website: www.minalindustriesltd.com Email ID: cmseepz@gmail.com

Board of Directors	: Shrikant J. Parikh Amulbhai Patel Shankar Bhagat Sona Parikh Harshala Karangutkar	Chairman & Managing Director (KMP) Non-Executive, Independent Director Non-Executive, Independent Director Non-Executive, Director Chief Financial Officer	DIN: 00112642 DIN: 00183464 DIN: 01359807 DIN: 03283751 AMXPK1632K
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BANKERS : Bank of India
University Road,
Post Box No.2, Vadodara - 390 002.

Corporation Bank
National Plaza, 1st Floor,
R C Dutt Road, Alkapuri, Vadodara - 390 005.

HDFC Bank Ltd
Arun Complex, 36 Alkapuri Society
R C Dutt Road, Vadodara - 390 005.

AUDITORS : **H P V S & ASSOCIATES**
Chartered Accountants,
FRN: 137533W
502, Crystal Tower,
46/48, Maruti Lane,
Fort, Mumbai – 400001.

REGISTERED OFFICE : Plot No. 16(P), 17-28 & 29(P) Seepz,
MIDC, Andheri (E), Mumbai - 400096

ADMINISTRATIVE OFFICE : Plot No. 16(P), 17-28 & 29(P)
Seepz Midc, Andheri (East)
Mumbai - 400096.

Registrar and Transfer Agent : MCS SHARE TRANSFER AGENT LTD,
2nd Floor, 10, Aaram Apartment,
12, Sampatrao Colony, B/H Laxmi Hall,
Alkapuri, Vadodara - 390007
Phone: (0265) 2314757
Fax: (0265) 2341639
Email: - helpdeskbaroda@mcsregistrars.com

Vision and Mission

Minal Industries Limited was incorporated under the Companies Act in the state of Maharashtra, India, in the year 1988.

Minal Industries Limited is one of the leading Diamantaire and Jewelry & Engineering Company with a wide spread around the world.

The Group of companies are Minal Infojewels Ltd., Minal Industries Ltd, Minal Lifestyles Pvt. Ltd, Minal Infra Cons Pvt. Ltd., Minal Infrastructure & Properties Pvt. Ltd. C. Mahendra Jewels Pvt Ltd.

Minal Industries Limited is firmly established across the value chain and in all major diamonds and jewelry centers globally.

NOTICE

NOTICE IS HEREBY GIVEN THAT THE **31st ANNUAL GENERAL MEETING** OF THE MEMBERS OF MINAL INDUSTRIES LIMITED WILL BE HELD ON SATURDAY THE 28TH SEPTEMBER, 2019 AT 11.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO. 16(P), 17-28 & 29(P), SEEPZ, MIDC, ANDHERI (EAST), MUMBAI - 400096 TO TRANSACT THE FOLLOWING BUSINESS.

Ordinary Business:

1. To receive, consider and adopt the Financial Statements for the year ended 31st March 2019 along with notes and schedules thereon as on that date and the reports of Directors and Auditors thereon.
2. To appoint a director in place of Mrs. Sona Parikh (DIN: 03283751), who retires by rotation at the ensuing Annual General Meeting of the company and being eligible, offers herself for reappointment.
3. Appointment of M/S. H P V S & Associates, Chartered Accountants, as Statutory Auditors to fill up the casual vacancy, caused due to resignation of M/S. S. C. Kabra & Co, Chartered Accountants.

RESOLVED THAT pursuant to Sections 139, 142 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) M/S. H P V S & Associates, Chartered Accountants (Registration No. 137533W), be and is hereby appointed as the Statutory Auditors of the Company commencing from the conclusion of this Annual General Meeting till the conclusion of 36th Annual General Meeting at a remuneration of Rs. 5,20,000/- to be fixed by the Audit Committee and/or Board of Directors of the Company.

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, as amended from time to time thereto and the Articles of Association of the Company and subject to such modifications, variations as may be approved and acceptable, approval of the Company be and is hereby accorded for the re-appointment of Mr. Shrikant J. Parikh [DIN: 00112642] as Managing Director of the Company, whose office will be liable to determination by retirement by rotation, for a period of three years from 1st April, 2019 to 31st March, 2022 and payment of remuneration for the aforesaid period on the terms and conditions which are set out in Explanatory Statement annexed to the notice convening this meeting.

"RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded for payment of Maximum remuneration of Rs. 20,00,000/- (Twenty Lakhs) per annum including in the event of loss or inadequacy of profits in any financial year during the tenure of appointment of Mr. Shrikant J. Parikh [DIN: 00112642] as Managing Director of the Company with liberty to the Board / Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment and remuneration payable per annum within the Maximum Limits as approved.

RESOLVED FURTHER THAT the Board of Directors of Company is hereby severally authorized to vary/increase the terms of remuneration payable to the Managing Director from time to time subject to amount approved.

RESOLVED FURTHER THAT any Director of the Company is hereby severally authorized to make and sign the necessary application and take necessary steps and to execute the deeds and to do the things as may necessary to give effect to the said resolution."

5. 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 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Amulbhai Jethabhai Patel [DIN: 00183464], who was appointed as a Non-Executive Independent Director of the Company for a term of five years up to March 31, 2019, by the members at the 26th Annual General Meeting, in terms of Section 149 of the Companies Act, 2013, be and is hereby reappointed as a Non-Executive Independent Director of the Company for a second term of five consecutive years commencing from April 1, 2019 up to March 31, 2024, not liable to retire by rotation."

6. 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 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Shankar Prasad Bhagat [DIN: 01359807], who was appointed as a Non-Executive Independent Director of the Company for a term of five years up to March 31, 2019, by the members at the 26th Annual General Meeting, in terms of Section 149 of the Companies Act, 2013, be and is hereby reappointed as a Non-Executive Independent Director of the Company for a second term of five consecutive years commencing from April 1, 2019 up to March 31, 2024, not liable to retire by rotation."

BY ORDER OF THE BOARD OF DIRECTORS
FOR **MINAL INDUSTRIES LIMITED**

SD/-
SHRIKANT PARIKH
(MANAGING DIRECTOR)
DIN: 00112642

Date: 5th September, 2019
Place: Mumbai.

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF.

The instrument appointing the proxy should be deposited at the Registered Office of the Company not less than Forty-Eight hours before commencement of the Annual General Meeting. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. Pursuant to the provisions of Section 105 of the Companies Act, 2013, 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 carrying voting rights may appoint single person as a proxy and such person shall not act as proxy for any other member.

2. During the period beginning 24 hours before the time fixed for the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than three days of notice in writing is given to the Company.
3. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
4. Corporate members intending to send their authorized representatives to attend the AGM pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with their specimen signatures authorizing their representative(s) to attend and vote on their behalf at the AGM to the Company's Registered Office situated at Plot No. 16(P), 17-28 & 29(P), Seepz, MIDC, Andheri (East), Mumbai - 400096.
5. A route map showing directions to reach the venue of the 31st AGM is given along with this Annual Report as per the requirement of the "Secretarial Standards - 2" on General Meetings.
6. As a measure of austerity, copies of the Annual Report will not be distributed at the AGM. Members are, therefore, requested to bring their copies of the Annual Report to the Meeting.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM. The Register of Contracts or Agreements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Sunday, 22nd September, 2019 to Saturday, 28th September, 2018 (both days inclusive).
9. Electronic copy of the Notice convening the 31st AGM of the Company, Annual Report along with the Attendance Slip and Proxy Form are being sent to the members who have registered their email ids with the Company / Depository Participant(s). For members who have not registered their email ids, physical copies of the aforementioned documents are being sent in the permitted mode.

10. Members who have not registered their email address so far, are requested to register their email ids for receiving all communications including Annual Report, Notices, etc., from the Company electronically.
11. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 hereinafter referred to as 'Listing Regulations' (including any statutory modification(s) and / or re-enactment(s) for the time being in force), the company have not provided e-voting platform to the members, hence the process for voting not annexed hereto.

Members may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Prasad Chavan, Partner of HS Associates, (Membership No. 49921, COP: 20415), at the Registered office of the Company not later than by 5.00 p.m. on Friday, 27th September, 2019. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. Saturday, 21st September, 2019 have the option to request for physical copy of the Ballot Form by sending an e-mail to cmseepz@gmail.com or minal_vjp@rediffmail.com by mentioning their Folio / DP ID and Client ID No. Ballot Forms received after 5.00 p.m. on Friday, 27th September, 2019 will be treated as invalid. A member can opt for only by Ballot.

12. Members who have cast their votes by Ballot Form prior to the AGM may also attend the Meeting but they shall not be entitled to cast their vote again.
13. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital in the Company as on the cut-off date i.e. Saturday, 21st September, 2019
14. The Securities Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participant with whom they are maintaining their **DEMAT** accounts. Members holding shares in physical form can submit their PAN details to MCS Share Transfer Agents Limited.
15. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to **MCS Share Transfer Agents Limited.**, Company's R&T Agent. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.
16. **In case of members receiving the physical copy:**
 - (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
 - a. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - b. Information required under Regulation 36(3) of the Listing Regulations (relating to Corporate Governance) with respect to the Directors retiring by rotation and being eligible seeking re-appointment is as under:

Name of Director	Sona Parikh
DIN	03283751
Experience	Having 6 year of Experience
Expertise in specific functional area	Wide Managerial Experience
Board Membership of Companies as on March 31, 2016	1. MINAL INDUSTRIES LIMITED 2. MINAL INFOJEWELS LIMITED 3. MINAL INFRASTRUCTURES & PROPERTIES PRIVATE LIMITED 4. MINAL LIFESTYLES PRIVATE LIMITED 5. MINAL EXIM PRIVATE LIMITED 6. TWINKLE LIFESTYLES PRIVATE LIMITED 7. AFFINITY INVESTMENTS PRIVATE LIMITED 8. MINAL INFRACONS PRIVATE LIMITED 9. CLICKSMETRO ONLINE PRIVATE LIMITED
Number of Shares held in the Company as on March 31, 2018	4000

BY ORDER OF THE BOARD OF DIRECTORS
FOR **MINAL INDUSTRIES LIMITED**

SD/-
SHRIKANT PARIKH
(MANAGING DIRECTOR)
DIN: 00112642

Date: 5th September, 2019
Place: Mumbai.

**ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)**

Item No. 3

As required by Section 102 of the Companies Act, 2013 ("Act") the following explanatory statement sets out all material facts relating to the business mentioned under item No. 3 of the accompanying Notice:

The Board of Directors at the Board Meeting held on October 17, 2018 appointed M/S. H P V S & Associates, Chartered Accountants, FRN 137533W to fill the casual vacancy caused due to expiry of Validity of Peer Review Certificate of the Statutory Auditors M/s. S. C. Kabra & Co., Chartered Accountant.

As per the provisions of Companies Act, 2013 read with rules made thereunder a causal vacancy caused due to resignation of Statutory Auditor needs to be approved by the members in a general meeting within three months Accordingly, the Company obtained the members approval through postal ballot meeting and passed the postal ballot special resolution dated 17th January, 2019 to hold to hold office till the conclusion of the ensuing Annual General Meeting.

Now Accordingly, the Board of Directors have recommended the appointment of M/S. H P V S & Associates, Chartered Accountants Mumbai to the members of the company for their approval at the Annual General Meeting by way of passing an ordinary resolution to hold office from the conclusion of the ensuing Annual General Meeting till the conclusion of the 36th Annual General Meeting.

M/S. H P V S & Associates, Chartered Accountants, Mumbai, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with the confirmation that, their appointment, if approved by the shareholders, would be within the limits prescribed under the Act.

Your Directors recommend the resolution for approval of members. None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed item no. 3 except to the extent of their shareholding.

Item No. 4

Mr. Shrikant J. Parikh [DIN: 00112642] had been re-appointed as Managing Director of the Company on for a period of 5 years. The term of office of Mr. Shrikant J. Parikh [DIN: 00112642], Managing Director of the Company was due to expire on 31st March, 2019. The Board of Directors of the Company (the 'Board'), at its meeting held on August 14, 2019 re-appointed him as Managing Director of the Company for a further period of 3 years from 1st April, 2019 to 31st March, 2022 subject to ratification of appointment by shareholders in the ensuing Annual General Meeting. Shareholders' approval is also to be received for payment of remuneration as is recommended by the Nomination and Remuneration committee in its meeting held on 14th August 2019. In addition, Regulation 17(6) of SEBI (Listing obligations Disclosures Requirements), 2015, states that the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, where there is more than one such director, if the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity:

The Companies (Amendment) Act, 2017 brought changes in the provisions of Section 197 and Schedule V of the Companies Act, 2013 relating to Appointment and Remuneration of Managerial Personnel by removing the requirement of Central Government approval for payment of remuneration in excess of 11% of net profits of the company and also increased the limits of yearly Managerial remuneration in case of no profit or inadequate profit.

The Companies Amendment Act, 2017 replaces the Central Government approval with the requirement of obtaining shareholders' approval through a special resolution.

Approval of the shareholders is, therefore, being sought for the revision of remuneration of Mr. Shrikant J. Parikh [DIN: 00112642], Managing Director of the company as specified in the resolution and for payment of overall managerial remuneration in excess of 11% of net profits, including in the event of loss or inadequacy of profits in any financial year during the tenure of appointment of the company computed in accordance with Schedule V of the Companies Act, 2013 which shall be approved for the remaining tenure of the appointment.

Major terms of Remuneration of Mr. Shrikant J. Parikh [DIN: 00112642], Managing Director:

As per Terms & Conditions entered into an agreement with Mr. Shrikant J. Parikh [DIN: 00112642] as a Managing Director. Mr. Shrikant J. Parikh [DIN: 00112642] is 63 years of age and associated with the Company from last 22 years and during such association, he has served the Company. Considering his association with the Company and wide experience in the Field of Manufacturing of Jewelry, the Board recommends confirmation.

The details and information to be provided as per schedule V of the Companies Act, 2013 with the notice of Annual General Meeting for providing remuneration in case of inadequate profits is done away with as per Notification dated 12th September, 2018. Hence the same is not provided herein as part of notice of Annual General Meeting.

The terms of remuneration as set out in the Resolution are in accordance with the applicable provisions of Companies Act, 2013, Rules made there under read with Schedule V to the Companies Act, 2013.

The Board of Directors are of the opinion that the revised remuneration of Mr. Shrikant J. Parikh [DIN: 00112642], Managing Director, is in the best interest of the Company and accordingly, recommend the resolution as set in Item No. 4 for approval of the members.

Other than Mr. Shrikant J. Parikh [DIN: 00112642] and Mr. Sona A. Parikh being relative, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested,

financial or otherwise, in the resolution set out at Item No. 4.

Item No. 5

Mr. Amulbhai Jethabhai Patel [DIN: 00183464], is a Non-Executive Independent Director of the Company and Chairperson of the Audit Committee of the Board of Directors of the Company. He joined the Board of Directors of the Company in January, 1994. Pursuant to the Act, Mr. Amulbhai Jethabhai Patel [DIN: 00183464], was appointed as a Non-Executive Independent Director to hold office for five consecutive years for a term upto 31st March, 2019, by the Members of the Company in the 26th AGM held on 30th September 2014.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Amulbhai Jethabhai Patel [DIN: 00183464], being eligible for re-appointment as an Independent Director and offering herself for reappointment, is proposed to be re-appointed as an