

Vision.....

To excel as a trusted, socially responsible and customer driven organization providing maximum value to all stakeholders.

Mission.....

To manufacture quality products at competitive cost through technology and team work.

Values.....

- Ethical practice
- Customer Focus
- Commitment to Society, Safety and Environment
- Professional and transparent management
- Empowerment and Accountability
- Adaptability to “change”
- Innovation and Creativity
- Emphasis on human resource development, cost reduction, productivity enhancement and resource conservation

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Board of Directors

Chairman & Managing Director

Vinod Kumar Mohota

Directors

Vinay Kumar Mohota

Likhit Masram

Ravindra Paliwal

Vijaya Mohota

Pradip Harne

Chief Financial Officer

Mukesh B. Mahajan

CS & Compliance Officer

Sachin N. Kanojiya

Bankers

State Bank of India
Bank of India

Statutory Auditor

M/s. BPSD & Associates, (FRN 118251W)
Chartered Accountants, Nagpur

Secretarial Auditor

DM & Associates Company Secretaries LLP,
Company Secretary, Mumbai,
(ICSI unique Code: L2017MH003500)

Registered Office

409, 4th Floor,
174, Gold Mohur CHS Ltd.,
Shamaldas Gandhi Marg,
Kalbadevi Mumbai – 400002.

Corporate Office

Ram Mandir Ward, Hinganghat-442301,
Dist – Wardha (M.S.)

Registrar and Share Transfer Agent

Bigshare Services Pvt. Ltd.,
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road, Marol,
Andheri East, Mumbai-400059 [M.S.]

Works

1. Ram Mandir Ward, Hinganghat
Dist – Wardha (M.S.)
2. Village Burkoni, Tah. Hinganghat
Dist – Wardha (M.S.)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 74th Annual General Meeting of the Members of The Mohota Industries Limited will be held on Thursday the **30th day of September, 2021 at 10.30 A.M.** at Devkaran Mansion, Gate No.2, 3rd Floor, 63 Princess Street, Mumbai - 400002 to transact the following business

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2021 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Shri Vinod Kumar Mohota, who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify the appointment of Auditors and fix their remuneration and for this purpose, to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, approval of the Company be and is hereby given to ratify the appointment of **M/s. BPSD & Associates**, Chartered Accountants, (ICAI Registration no. 118251W), Nagpur be and is hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the 78th (Seventy Eight) AGM of the Company to be held in the year 2025 (Subject to ratification by the members at every AGM) on such remuneration plus GST, out of pocket and traveling expenses etc., as may be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee.

SPECIAL BUSINESS

4. Appointment of Shri Pradip Wasudeorao Harne (DIN: 09084304), as Whole Time Director of the Company.

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 sections 2(94), 152, 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V - Part II - Section II to the Companies Act, 2013 and Chapter XIII of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, as may be applicable (including any statutory modification or re-enactment thereof for the time being in force) and applicable article of Articles of Association of the Company, the Consent of the Company be and is hereby accorded to the appointment of Shri Pradip Wasudeorao Harne (DIN: 09084304) as Whole- Time Director of the Company, who was appointed as an Additional Director of the Company with effect from March 01, 2021 pursuant to Section 161 of the Act, and who holds office as such, up to the date of this Annual General Meeting, and in respect of whom the company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, on the following terms & conditions and remuneration as recommended by Nomination and Remuneration Committee.

I. Period of Appointment - 3 years i.e. from 30th Sep 2021 to 30th Sep 2024.

II. Remuneration:

Salary including allowances: Rs. 37132/- per month.

III. Other Terms of Appointment

- i) The terms and conditions of the said appointment may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, within the maximum amount payable to Whole Time Director in accordance with Schedule V of the Companies Act, 2013, or any other amendments made hereafter in this regard,
- ii) The appointment may be terminated by either party, giving the other party one month's written notice.
- iii) If at any time the Whole Time Director ceases to be Director of the Company for any reason whatsoever, he shall cease to be Whole Time Director of the Company.
- iv) Shri Pradip Wasudeorao Harne shall be subject to retirement by rotation during his tenure as Whole Time Director.

RESOLVED FURTHER that Notwithstanding anything contained in the said statement, where in any financial year, during the currency of the tenure of the appointee, the Company has no profits or its profits are inadequate, the remuneration payable to Shri Pradip Wasudeorao Harne shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013, or any modification(s) thereto with specific authority to the Board of Directors to vary the terms and conditions of appointment including remuneration payable to Shri Pradip Wasudeorao Harne within the limits of Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force).

RESOLVED FURTHER that any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds, matter and things, which may be deemed necessary, usual, expedient or proper to give effect to this resolution."

Except Shri Pradip Wasudeorao Harne, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said Resolution.

**By the order of the Board
For, Mohota Industries Limited.**

Sd/-

**Vinod Kumar Mohota
Chairman & Managing Director**

**Place: HINGANGHAT
Date: 14.08.2021**

NOTES:

1. The Explanatory Statement as required under Section 102 of the Companies Act, 2013 in respect of the special business is annexed hereto and forms a part of this Notice.
2. A Member entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of himself/herself and such proxy need not be a Member of the Company.
3. The instrument appointing proxy, in order to be effective, must be received by the Company at the Registered Office not later than 48 hours before the commencement of the Meeting. Members / Proxies are requested to sign the attendance slip and hand it over at the gate of the venue of the Meeting.
4. Pursuant to the provisions of Section 105 of the Companies Act, 2013 and the Rules framed there under, a person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such proxy shall not act as a proxy for any other person or Member.
5. Corporate Members are requested to send a Board Resolution duly certified, authorising their representative to attend and vote on their behalf at the Annual General Meeting.
6. The proxy form should be signed by the appointer or his/her attorney duly authorized in writing or, if the appointer is a body corporate, the proxy form should be signed by an officer of the Company under his/her official seal or an attorney duly authorized by him/her.
7. A statement giving the details of the Directors seeking Appointment/re-appointment under Item Nos. 2 & 5 of the accompanying Notice, as required under Listing Regulations is annexed herewith.
8. Relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection by the Members at the Company's Registered Office on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. up to the date of this Annual General Meeting.
9. The Register of Members and Share Transfer Books of the Company will remain closed **from 23rd September 2021 to 30th September, 2021** (both days inclusive), for the purpose of AGM.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their Demat accounts. Members holding shares in physical form should submit their PAN to the Registrar/ Company.
11. Members are requested to bring their copy of the Annual Report to the Meeting. Since the practice of distribution of copy of Annual Report at the venue of AGM has been discontinued.
12. Members are requested to send their queries, if any, in writing at least 10 days in advance of the day of the meeting at the Registered Office of the Company.
13. **Nomination Facility:**
As per section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
14. **Voting through Electronic means :**
In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and regulation 44 of the Listing Regulation, the Members are provided with the facility to cast their vote electronically through e-Voting services provided by Central Depository Services (India) Limited (CDSL).

The facility for voting, through poll shall be made available at the venue of the 74th AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The instructions for members for voting electronically are as under:-

In case of Members receiving e-mail:

1. The voting period begins on **27.09.2021 (9.00 A.M.) and ends on 29.09.2021 (5.00 P.M.)**. During this period shareholders of the Company, holding shares either in Physical form or in Dematerialised form, as on the cut-off date i.e. 23.09.2021, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 05.00 p.m. on 29.09.2021.
2. Shareholders who have already voted prior to the meeting date would not be entitled for voting at the meeting venue.
3. The Shareholders should Log on to the e-voting website www.evotingindia.com
4. Click on "Shareholders" tab.
5. Now, select the "Mohota Industries Limited [Formerly - The Rai Saheb Rekhchand Mohota Spg. & Wvg. Mills Ltd.]" from the drop down menu and click on "SUBMIT"
6. **i) 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.**ii) Next enter the Image verification as displayed and click on Login.**
7. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
8. If you are a first time user follow the steps given below:
9. Now, fill up the following details in the appropriate boxes.

| | For Members holding shares in Demat Form and Physical Form |
|-----------------------|--|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form) in the PAN field.• In case the serial number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Ex. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field. |
| DOB | 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. |
| Dividend Bank Details | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. 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 6. |

10. After entering these details appropriately, click on "SUBMIT" tab.
11. Members holding shares in physical form will then reach directly 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.
12. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice of AGM.
13. Click on the EVSN of "Mohota Industries Limited" on which you choose to vote.
14. 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.

15. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
16. 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.
17. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
18. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
19. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on forgot Password & enter the details as prompted by the system.
20. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2017. Please follow the instructions as prompted by the mobile app while voting on your mobile.
21. **Note for Institutional Shareholders and Custodians.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
22. I. 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, under help section or write an email to helpdesk.evoting@cdslindia.com
- II. Please note that the Members who have exercised their right to vote by electronic means shall not be eligible to vote by way of poll at the Meeting. If a Member casts vote by both the modes, then votes cast through e-voting shall prevail and voting at the Meeting will be treated invalid. The voting rights of the Members shall be in proportion to their shares of the paid-up Equity Share Capital of the Company as on the Cut-off date of 23rd September, 2021.
- III. The poll process shall be conducted and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the relevant Rules. In such an event, votes cast under Poll taken together with the votes cast through e-voting shall be counted for the purpose of passing of resolution(s).
- IV. The Company has appointed M/s DM & Associates Company secretaries LLP, Company Secretary, (ICSI unique Code: L2017MH003500), as the Scrutinizer, to scrutinize the e-voting process (including poll at the meeting), in a fair and transparent manner.
- V. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- VI. The report declared along with the report of the Scrutinizer shall be placed on the website of the Company- www.mohotaindustries.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to BSE Ltd. (BSE) and National Stock Exchange of India Ltd. (NSE).
- VI. The report declared along with the report of the Scrutinizer shall be placed on the website of the Company- www.mohotaindustries.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to BSE Ltd. (BSE) and National Stock Exchange of India Ltd. (NSE).

Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting pursuant to regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

| Particular | Vinod Kumar Mohota | Pradip W. Harne |
|---|--|---|
| DIN | 00247348 | 08563104 |
| Date of Birth & Age | 27th October, 1961 | 07th May, 1968 |
| Qualification | Bachelor of Commerce | Bachelor of Commerce |
| Date of first Appointment on the Board | 16th August, 1994 | 01st March 2021 |
| Experience & Expertise | More than 34 years of experience in Banking, Finance, Management, Business administration and Industrial Law | More than 29 years of experience in Export, Central Excise, Service Tax, GST, Legal & Licensing work in Manufacturing Industries. |
| No of Board Meetings attended during the year | 5 out of 5 | NA |
| Directorship held in other Companies | None | None |
| Chairman/ Member of Committee of the other Companies | None | None |
| Shareholding in the Company | 117647 (0.799%) | 700 Shares |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the Company | Brother of Vinay Kumar Mohota, Director | None |
| Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person | Refer Explanatory statement | Refer Explanatory statement of Notice |

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

Item No. 4

The Board of Directors in its Board Meeting held on 28th June, 2021 on the recommendation of Nomination and Remuneration Committee and subject to the approval of Shareholders, has approve the appointment of Shri Pradip Harne as whole-Time Director of the company for the period of 3 years from 30th Sep, 2021 to 30th Sep 2024 on the terms and conditions as mention in the Notice.

Brief resume of appointee is given below:

Shri Pradip Harne, aged 53 years is a Commerce Graduate He is affiliated with the Group Company since 1992 and having more than 29 years of experience in the field of Export, Central Excise, Service Tax, GST, Legal and Licensing work in the Industry.

Board Considers that the appointments is in the best interest of the Company.

Accordingly, the Board recommends the resolutions as set out at Item No.4 for approval by the Members to be passed as Special Resolution.

Except, the appointee him selves, None of the Directors, Manager or any other key managerial personnel or any of their relatives, in their capacity of being a Director, is concerned or interested, whether financially or otherwise, in these Resolutions.

Particulars required to be furnished in respect of clause (iii) under Part II of Schedule V, pursuant to sections 196 & 197 of the Companies Act, 2013:

| Sr. No. | Particulars | Details | | | | | | | | | | | | | | | | | | |
|--------------------------------------|---|---|-------------------------|-------------------------|---------|---------------|--------|----------|-----|----------|----------|-----|----------|----------|------------|--------|---------|-----|--------|--------|
| I. General Information | | | | | | | | | | | | | | | | | | | | |
| 1 | Nature of industry | Textile Industry | | | | | | | | | | | | | | | | | | |
| 2. | Date or expected date of commencement of commercial production | Already in Working | | | | | | | | | | | | | | | | | | |
| 3. | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not Applicable | | | | | | | | | | | | | | | | | | |
| 4. | Financial performances based on given indicators | <div>(Rupees in Lakhs)</div> <table><tr><td></td><td>2020-21</td><td>2019-20</td></tr><tr><td>Total Revenue</td><td>855.48</td><td>11429.44</td></tr><tr><td>PBT</td><td>-1754.14</td><td>-3400.20</td></tr><tr><td>PAT</td><td>-1754.14</td><td>-3079.40</td></tr><tr><td>*Net Worth</td><td>148.48</td><td>1902.62</td></tr><tr><td>EPS</td><td>-11.93</td><td>-20.94</td></tr></table> <div>* Amount excluding revaluation reserve</div> | | 2020-21 | 2019-20 | Total Revenue | 855.48 | 11429.44 | PBT | -1754.14 | -3400.20 | PAT | -1754.14 | -3079.40 | *Net Worth | 148.48 | 1902.62 | EPS | -11.93 | -20.94 |
| | 2020-21 | 2019-20 | | | | | | | | | | | | | | | | | | |
| Total Revenue | 855.48 | 11429.44 | | | | | | | | | | | | | | | | | | |
| PBT | -1754.14 | -3400.20 | | | | | | | | | | | | | | | | | | |
| PAT | -1754.14 | -3079.40 | | | | | | | | | | | | | | | | | | |
| *Net Worth | 148.48 | 1902.62 | | | | | | | | | | | | | | | | | | |
| EPS | -11.93 | -20.94 | | | | | | | | | | | | | | | | | | |
| 5. | Foreign investments or collaborations, if any | Nil | | | | | | | | | | | | | | | | | | |
| II. Information about the appointee: | | | | | | | | | | | | | | | | | | | | |
| 1 | Background details | Item No. 5 of Explanatory Statement may be referred | | | | | | | | | | | | | | | | | | |
| 2 | Past remuneration | <table><tr><td>Salary in FY 2020-21</td><td>Salary in FY 2019-20</td></tr><tr><td>Nil</td><td>Nil</td></tr></table> | Salary in FY 2020-21 | Salary in FY 2019-20 | Nil | Nil | | | | | | | | | | | | | | |
| Salary in FY 2020-21 | Salary in FY 2019-20 | | | | | | | | | | | | | | | | | | | |
| Nil | Nil | | | | | | | | | | | | | | | | | | | |
| 3 | Recognition or awards | Nil | | | | | | | | | | | | | | | | | | |
| 4 | Job profile and his suitability | Furnished in Exp. Statement annexed to Notice | | | | | | | | | | | | | | | | | | |
| 5 | Remuneration Proposed | 37,132/- Per month | | | | | | | | | | | | | | | | | | |

| | | |
|--------------------------------|---|--|
| 6 | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) | Normal and reasonable |
| 7 | Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any. | Nil |
| III. Other information: | | |
| 1 | Reasons of loss or inadequate profits | Due to overall impact of Covid-19 pandemic |
| 2 | Steps taken or proposed to be taken for improvement is under implementation | Disinvestment & Sale of movable/immovable noncore properties |
| 3 | Expected increase in productivity and profits in measurable terms | Nil/Fund generation is aim |

**By the order of the Board
For, Mohota Industries Limited.**

**Sd/-
Vinod Kumar Mohota
Chairman & Managing Director**

**Place: HINGANGHAT
Date: 14/08/2021**