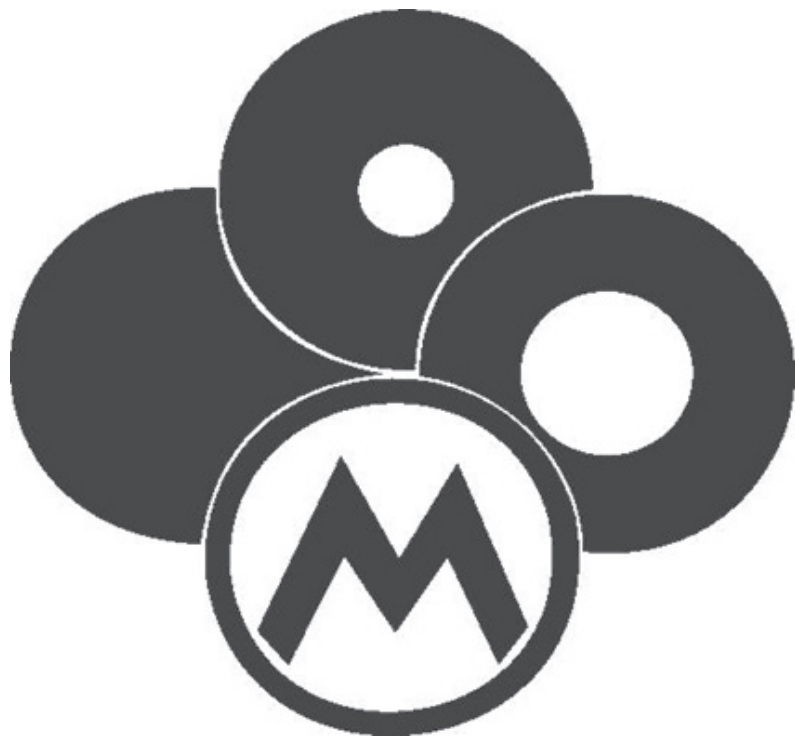


MIPCO SEAMLESS RINGS (GUJARAT) LIMITED



43RD ANNUAL REPORT 2022-2023

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CORPORATE INFORMATION

BOARD OF DIRECTORS:

Ms. Nadella Sridevi

Independent Director

Mr. Raji Reddy Pulakamdla

Independent Director

Mr. Sachendra Tummala

Managing Director

Mr. Sanjiv Kumar Tandon

Non-Executive Director

Mr. Venkata Rao Sadhanala

Additional Non-Executive Director

KEY MANAGERIAL PERSONNEL:

Mr. Sridhar Dasara

Chief Financial Officer

Ms. Nisha Kedia

Company Secretary & Compliance Officer

REGISTERED OFFICE:

34, Corpus Techno Enclave,

AVS Compound,

4th Block Koramangala,

Bangalore - 560095

Karnataka

E-mail: msringsqltd@gmail.com

Website: <http://mipcoseamless.com>

TelNo.040-080 25520334

CORPORATE OFFICE

Plot No. 82, Abburu Heights, Door No. 1-80/40/

SP/80, Silpa Layout Hi-Tech City, Gachibowli

STATUTORY AUDITORS:

M/S KVSRY & Associates

Chartered Accountants

Hyderabad

SECRETARIAL AUDITORS:

M/S Kashinath Sahu & Co

Company Secretaries,

Hyderabad

REGISTRAR & SHARE TRANSFER AGENTS (RTA):

M/s Venture Capital and

Corporate Investments Private Limited

5th Floor, 2, Plot No.57, Aurum, Jayabheri Enclave,

Gachibowli, Hyderabad, Telangana 500032

E-mail: info@vccipl.com

Website: www.vccipl.com

LISTING:

BSE Limited

BANKERS:

ICICI Bank

HDFC Bank

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 43RD ANNUAL GENERAL MEETING OF THE MEMBERS OF MIPCO SEAMLESS RINGS GUJARAT LIMITED ("THE COMPANY") WILL BE HELD ON SATURDAY, 23RD DAY OF SEPTEMBER 2023 AT 02.00 P.M. IST THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS ("VC/OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

Ordinary Business:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2023 and the Reports of the Auditors and Board of Directors thereon.
2. To appoint a Director in place of Mr. Sanjiv Kumar Tandon (DIN: 02579261), who retires by rotation and being eligible offers himself for re-appointment.

Special Business:

3. Appointment of Statutory Auditor to fill casual vacancy

To appoint Statutory Auditor of the Company and to fix their remuneration 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, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company (the "Board"), approval of the Shareholders be and is hereby accorded for the appointment of M/s. PPKG & Co. (Firm Registration No. 009655S), Chartered Accountants, as the Statutory Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this 43rd Annual General Meeting till the conclusion of 48th Annual General Meeting of the Company. "

"RESOLVED THAT subject to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s., PPKG & Co. (Firm Registration No. 009655S), Chartered Accountants be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s. KVSRY & Associates, (Firm Registration No. 08169S) Chartered Accountants"

"RESOLVED FURTHER THAT M/s. PPKG & Co., Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to hold the office from August 24, 2023, until the conclusion of the 43rd Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company."

4. Appointment of Statutory Auditors for a term of 5 (five) consecutive years.

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, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company (the "Board"), approval of the Shareholders be and is hereby accorded for the appointment of M/s. PPKG & Co. (Firm Registration No. 009655S), Chartered Accountants, as the Statutory Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this 43rd Annual General Meeting till the conclusion of 48th Annual General Meeting of the Company. "

"RESOLVED FURTHER THAT the approval of the shareholders be and is hereby accorded to authorise the Board of Directors to fix the remuneration of the Statutory Auditors, M/s. PPKG & Co. Chartered Accountants."

5. Regularization of Additional Director, Mr. Venkat Rao Sadhanala (DIN: 02906370) as Non Executive Director of the Company.

To consider and, if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution:**

“RESOLVED THAT Mr. Venkata Rao Sadhanala (DIN: 02906370), who was appointed as an Additional Director w.e.f. July 18, 2023 who holds office upto the date of this Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 (the “Act”) and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Non Executive Director of the Company whose office is liable to retire by rotation.”

6. Shifting of Registered Office of the Company from the State of Karnataka to the State of Telangana

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

“RESOLVED THAT pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder (“Rules”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of members of the Company and Central Government (Powers delegated to Regional Director), and such other approvals, permissions and sanctions as may be required under the provisions of the Act or under any other law for the time being in force, the consent of the Members of the Company be and is hereby accorded for shifting the Registered Office of the Company from the “State of Karnataka “ to the “State of Telangana” at Hyderabad.”

“RESOLVED FURTHER THAT upon shifting of the Registered Office becoming effective, the existing Clause-II of the Memorandum of Association of the Company be substituted with the following New Clause.”

II. The Registered Office of the Company will be situated in the “State of Telangana”

“RESOLVED FURTHER THAT the Directors and the KMPs of the Company be and are hereby severally authorised to make necessary application to the Central Government, Regional Director, Registrar of Companies and other Regulatory Authorities in this matter, to appear before them, to make any modifications, changes, variations, alterations or revisions stipulated by the concerned authorities while according approval or consent, and to do all such acts, deeds, matters and things as may be necessary / incidental / ancillary to give effect to this resolution including Execution / Signing / Filing of necessary forms / Documents / Affidavits / Indemnity / Undertakings / Declarations as may be required, from time to time”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to engage Counsels / Consultants / Executives / Advisors to represent the Company and appear on its behalf before the Central Government, Regional Director, Registrar of Companies, and other Regulatory Authorities in this matter and obtain the necessary directions and/or Order(s) upon confirmation by the concerned Regulatory Authority and do all such acts, deeds, matters and things as may be necessary to give effect to the above Resolution including but not limited to signing, certification and filing of the E-forms with the Registrar of Companies.”

Date: August 24, 2023
Place: Bangalore

By Order of the Board
Mipco Seamless Rings (Gujarat) Ltd,

Sd/-
Nisha Kedia
Company Secretary & Compliance officer

NOTES:

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of the Special Business and the details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') entered with the Stock Exchanges and Secretarial Standard on General Meeting (SS-2) in respect of the Directors seeking appointment / re-appointment at this Annual General Meeting is annexed hereto.
2. The Ministry of Corporate Affairs (MCA) vide General Circular No. 14/2020 dated 08.04.2020, General Circular No. 17/2020 dated 13.04.2020, General Circular No. 22/2020 dated 15.06.2020, General Circular No. 33/2020 dated 28.09.2020, General Circular No. 39/2020 dated 31.12.2020, General Circular No. 10/2021 dated 23.06.2021, General Circular No. 20/2021 dated 08.12.2021, General Circular No. 3/2022 dated 05.05.2022, and General Circular No. 10/2022 dated 28.12.2022 (collectively referred to as "MCA Circulars") has permitted holding of AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) on or before 30.09.2023. Hence, incompliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars and SEBI Circulars, the 43rd AGM of the Company is being held through VC / OAVM on Saturday, September 23, 2023 at 02:00 P.M. (IST).

In compliance of Section 20 of the Companies Act, 2013 and further to the aforesaid MCA Circulars and SEBI Circulars, Notice of the 43rd AGM along with the Annual Report 2022-23 is being sent only through electronic mode to the Members whose e-mail addresses are registered with the Company/ Depositories. Members may note that the Notice and the Annual Report 2022-23 will also be available on the Company's Website: <http://mipcoseamless.com> and Website of the Stock Exchange i.e., BSE Limited: <https://www.bseindia.com>, and on the Website of CDSL: <https://www.evotingindia.com>

3. Green Initiative: To support the Green Initiative, Members who have not registered their e-mail address are requested to register their e-mail address for receiving all the communications through Annual Report from the Company electronically.
4. A Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his / her behalf and the Proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
5. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate Members intending to authorize their Representatives to participate and vote at the AGM are requested to upload a copy of the Board Resolution/Authorisation Letter on the E-Voting Portal or send to the Company at mrsringsltd@gmail.com.
6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the Quorum under Section 103 of the Act. As per Regulation 40 of the SEBI Listing Regulations, as amended, Securities of Listed Entities can be transferred only in Dematerialised form with effect from April 1 2019, except in case of transmission or transposition of Securities. In view of this, Members holding Shares in Physical Form are requested to consider converting their holdings to Dematerialised form. Members can contact M/s Venture Capital and Corporate Investments Private Limited 5th Floor, 2, Plot No.57, Aurum, Jayabheri Enclave, Gachibowli, Hyderabad, Telangana 500032, E-mail: info@vccipl.com and website of the Registrar: www.vccipl.com for assistance in this regard
7. Members are requested to intimate changes, if any, pertaining to their Name, Postal Address, E-mail Address, Telephone/Mobile Numbers, Permanent Account Number, Mandates, Nominations, Power of Attorney, Bank Details viz., Name of the Bank, Branch Details, Bank Account Number, MICR Code, IFSC Code etc., to their Depository Participants ("DPs") in case the Shares are held in Electronic Form and Registrar/RTA in case the Shares are held in Physical Form.
 - a. Registration of E-mail for Shareholders holding Physical Shares: Members holding Shares in Physical Form and who have not registered their E-mail addresses may get their E-mail addresses registered with the Registrar, by referring to their website: www.vccipl.com and follow the

Registration Process as guided therein. Members are requested to provide details such as Name, Folio Number, Certificate Number, PAN, Mobile Number and E-mail and also upload the image of Share Certificate in PDF or JPEG format. On submission of the details, an OTP will be received by the Member which needs to be entered in the link for verification. For Permanent Registration for Demat Shareholders: It is clarified that for permanent registration of E-mail address, Members are requested to register their E-mail address, in respect of Demat holdings with the respective Depository Participant (DP) by follow the procedure as prescribed by the Depository Participant.

- b. For Temporary Registration for Demat Shareholders: Members holding Shares in Physical Form and who have not registered their E-mail addresses may get their E-mail addresses registered with the Registrar, by referring to their website: www.vccipl.com and follow the Registration Process as guided therein. Members are requested to provide details such as Name, Folio Number, Certificate Number, PAN, Mobile Number and E-mail.
 - c. Registration of Bank Details for Physical Shareholders: Members holding Shares in Physical Form and who have not registered their Bank details can get the same registered with the Registrar, by clicking the www.vccipl.com and follow the registration process as guided therein. Members are requested to provide details such as Name, Folio Number, Share Certificate Number, PAN, E-mail, along with the copy of the Cheque Leaf with the First named Member as mentioned on the Cheque Leaf containing Bank Name and Branch, Type of Account, Bank Account Number, MICR Details and IFSC code in PDF or JPEG format. It is very important that the Member should submit the request letter duly signed. The Registrar will verify the documents upload and will only take on records for all valid cases. On submission of the details, an OTP will be received by the Member which needs to be entered in the link for verification.
9. The Meeting shall be deemed to be held at the registered office of the Company at 34, Corpus Techno Enclave, AVS Compound, 4th Block, Koramangala, Bangalore- 560095, Karnataka
 5. Nomination: Pursuant to Section 72 of the Companies Act, 2013, Members holding Shares in Physical Form are advised to file Nomination in the prescribed Form SH-13 with the Company's Share Transfer Agent. In respect of the Shares held in Dematerialised form, Members may please contact their respective Depository Participant.
 6. Consolidation of Physical Share Certificates: Members holding Shares in Physical Form, in identical order of Names, in more than One Folio are requested to send to the Company or Registrar, the details of such Folios together with the Share Certificates for consolidating their holdings in One Folio. A Consolidated Share Certificate will be issued to such Members after making requisite changes.
 7. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company has provided a facility to its Members to cast their vote electronically, through the E-Voting services provided by Central Depository Services (India) Limited ("CDSL") on all the Resolutions set forth in this Notice. Members who have cast their Votes by remote E-Voting prior to the AGM may also participate in the AGM through VC but shall not be entitled to cast their Vote on such Resolutions again. The manner and process of E-Voting remotely by Members is provided in the instructions for E-Voting which forms part of this Notice.
 8. A Person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date for dispatch of Notice and Annual Report i.e. **25th August 2023** will only be entitled for receipt of Annual Report.
 9. The Voting Rights of the Shareholders for voting through remote E-Voting at the AGM shall be in proportion to their share of the Paid-up Equity Share Capital of the Company as on **Saturday, 16th September, 2023 ('Cut-Off Date')**. A Person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date, only shall be entitled to avail the facility of remote E-Voting or of voting at the AGM and who is not a Member as on the Cut-off Date shall treat this Notice for information purposes only.
 10. The Remote E-Voting Period will commence on **Wednesday, 20th September, 2023 (IST 09:00 A.M.) and will end on Friday, 22nd September, 2023 (IST 05:00 P.M.)**. During this period, Members of the Company, holding Shares in Dematerialised form, as on the Cut-off Date i.e., on Saturday, 16th

September, 2023 ('Cut-Off Date') shall be entitled to cast their vote by remote E-Voting. Once the Vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

11. The facility for Voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their Vote on the Resolutions through remote E-Voting and are otherwise not barred from doing so, shall be eligible to Vote through E-Voting system during the AGM.

Any person who becomes a Member of the Company after sending the Notice and holding Shares as on the **Cut-off date (Saturday, 16th September, 2023)** may obtain the Login-id and Password by sending a request at helpdesk.evoting@cdslindia.com. However, if a Member is already registered with CDSL for remote E-Voting then he/she can use his/her existing User-id and Password for casting the Vote.

12. In case of Joint holders, the Joint holder who is higher in the order of Names, will be entitled to vote at the Meeting, if not already voted through remote E-Voting.

Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company mentioning their Name, Demat Account Number/Folio Number, E-mail, Mobile Number at msringsglt@gmail.com on or before **Saturday, 16th September, 2023**. The same will be replied by the Company suitably.

13. In case of Joint holders, the Joint holder who is higher in the order of Names, will be entitled to vote at the Meeting, if not already voted through remote E-Voting.
14. The Board of Directors has appointed Mr. Kashinath Sahu, Practicing Company Secretary (Membership No. FCS 4790, COP No. 4807), Hyderabad as the Scrutinizer to scrutinize the remote E-Voting Process and voting during the AGM, in a fair and transparent manner.
15. The Scrutinizer shall immediately, after the conclusion of E-Voting at the AGM, first count the Votes Cast during the AGM, thereafter, unblock the Votes Cast through remote E-Voting and make, not later than 2 working dates of conclusion of the AGM, a consolidated Scrutinizer's Report of the Total Votes Cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same. The Results declared along with the Scrutinizer's Report shall be placed on the Website of the Company and on the Website of CDSL immediately. The results will also be communicated to BSE Limited, where the Shares of the Company are listed.
16. To prevent fraudulent transactions, Members are advised to exercise Due Diligence and notify the Company of any change in address or Demise of any Member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic Statement of Holdings should be obtained from the concerned DPs and Holdings should be verified from time to time.
17. **Instructions for attending the AGM through VC / OAVM:**

Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL E-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under Shareholders / Members login by using the remote E-Voting credentials. The link for VC/OAVM will be available in Shareholder / Members login where the EVSN of the Company is displayed.

Members may join the Meeting through Laptops, Smartphones, Tablets and I-Pads for better experience. Further, Members will be required to use the Internet with a good speed to avoid any disturbance during the Meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.

Shareholders who would like to express their views / ask questions during the Meeting may register themselves as a speaker by sending their request in advance between **43rd September, 2023 (9:00 am) to 19th September, 2023 (5:00 pm)** from their registered E-mail address mentioning their names, DP-ID and ClientID / Folio Number, PAN and Mobile Number at msringsglt@gmail.com. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Members are encouraged to submit their questions in advance with regard to the Financial Statements or any other matter to be placed at the 43rd AGM, from their registered E-mail address, mentioning their Name, DP-ID and Client-ID Number / Folio Number and Mobile Number, to reach the Company's E-mail address at msringsgltd@gmail.com before **5:00 P.M. (IST)** on **Tuesday, 19th September, 2023**. Such questions by the Members shall be suitably replied by the Company.

Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting. If any votes are cast by the Shareholders through the E-Voting available during the AGM and if the same Shareholders have not participated in the Meeting through VC / OAVM facility, then the votes cast by such Shareholders shall be considered as invalid, as the facility of E-Voting during the Meeting is available only to the Shareholders attending the Meeting.

18. Subject to the receipt of Requisite number of Votes, the Resolutions forming part of the AGM Notice shall be deemed to be passed on the date of the AGM. Voting through Electronic Means: Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 read with the Companies (Management and Administration) Rules, 2014 read with amendments or re-enactments made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide the facility to exercise Members' Right to Vote at the 43rd Annual General Meeting (AGM) by electronic means and the business may be transacted through E-Voting Services provided by Central Depository Services (India) Limited (CDSL). 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.
19. The instructions for Shareholders for Voting Electronically are as under:
 - (i) The **Voting Period commences on Wednesday, 20th September, 2023 (09:00 A.M.) and closes on Friday, 22nd September, 2023 (05:00 P.M.)** During this period, the Shareholders of the Company, holding Shares in Dematerialized Form, as on the Cut-off Date (Record Date), Saturday, 16th September, 2023 may cast their vote electronically. The E-Voting Module shall be disabled by CDSL for Voting thereafter.
 - (ii) Shareholders who have already voted prior to the Meeting Date would not be entitled to vote at the Meeting.

Login method for E-Voting and Joining Virtual Meetings for Individual Shareholders holding Securities in Demat Mode:

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December 2020 on "E-Voting Facility provided by Listed Companies", Individual Shareholders holding Securities in Demat mode are allowed to cast their vote through their Demat Account maintained with the Depositories and Depository Participants. Shareholders are advised to update their Mobile Number and E-mail in their Demat Accounts in order to access the E-Voting Facility. Pursuant to the above said SEBI Circular, Login method for E-Voting and joining Virtual Meetings for Individual Shareholders holding Securities in Demat mode CDSL/NSDL is given below:

Type of Shareholders	Login Method
<p>Individual Shareholders Holding Securities in Demat Mode with CDSL Depository</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL EASI/EASIEST facility, can login through their existing User-id and Password. Option will be made available to reach E-Voting page without any further authentication. The URL for Users to login to EASI/EASIEST are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System MYEASI. 2. After successful login to the EASI/EASIEST User will be able to see the E-Voting option for eligible Companies where the E-Voting is in progress as per the information provided by Company. On clicking the E-Voting option, the User will be able to see E-Voting page of the E-Voting Service Provider for casting your Vote during the remote E-Voting period or joining Virtual Meeting and Voting during the Meeting. Additionally, there are also links provided to access the system of all E-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME so that the User can visit the E-Voting Service Providers website directly. 3. If the user is not registered for EASI/ EASIEST, option to register is available at CDSL website www.cdslindia.com. To login click on login & New System MYEASI Tab and then click on registration option. 4. Alternatively, the User can directly access E-Voting Page by providing Demat Account Number and PAN on E-Voting link available on www.cdslindia.com homepage. The system will authenticate the User by sending OTP on the Registered Mobile and E-mail as recorded in the Demat Account. After successful authentication, the User will be able to see the E-Voting option where the E-Voting is in progress and also able to directly access the system of all the E-Voting Service Providers.

<p>Individual Shareholders Holding Securities in Demat Mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1. If you are already registered for NSDL 'IDeAS' facility, please visit the E-services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a Mobile. Once the Homepage of E-services is launched Click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' Section. A new screen will open. You will have to enter your User-id and Password. After successful authentication, you will be able to see E-Voting Services. Click on "Access to E-Voting" under E-Voting Services and you will be able to see E-Voting page. Click on Company name or E-Voting Service Provider name and you will be re-directed to E-Voting Service Provider website for casting your vote during the remote E-Voting period or joining Virtual Meeting and Voting during the Meeting. 2. If the User is not registered for IDeAS E-services, option to register is available at https://eservices.nsd.com/ Select "Register Online for IDeAS" Portal or Click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the E-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the homepage of E-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User-id(i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository Site wherein you can see E-Voting page. Click on Company name or E-Voting Service Provider name and you will be redirected to E-Voting Service Provider Website for casting your Vote during the remote E-Voting period or joining Virtual Meeting and Voting during the Meeting.
<p>Individual Shareholders Holding Securities in Demat Mode Login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for E-Voting facility. After Successful login, you will be able to see E-Voting option. Once you click on E-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see E-Voting feature. Click on Company Name or E-Voting Service Provider name and you will be redirected to E-Voting Service Provider Website for casting your vote during the remote E- Voting period or joining Virtual Meeting and voting during the Meeting</p>

Important note: Members who are unable to retrieve User-id / Password are advised to use Forgot User-id and Forgot Password option available at above mentioned website.

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

Login type	Helpdesk details
Individual Shareholders Holding Securities in Demat Mode with CDSL	Members facing any technical issue in login can contact CDSL Helpdesk by sending a request at the following e-mail: helpdesk.evoting@cDSLindia.com or Contact at a toll free no.1800 22 5533
Individual Shareholders Holding Securities in Demat Mode with NSDL	Members facing any technical issue in login can contact NSDL Helpdesk by sending a request at evoting@nsdl.co.in or Call at Toll Free No. 1800 10 20990 and 1800 22 4430

Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode

- i. The Shareholders should log on to the E-Voting Website: www.evotingindia.com
- i. Click on "SHAREHOLDERS" Module.
- ii. Now enter your User-id
 - i. For CDSL: 16 Digits Beneficiary ID
 - ii. For NSDL: 8 Character DP-ID followed by 8 Digits Client-ID
 - iii. Shareholders 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 and had voted on an earlier E-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:

For Physical Shareholders and other than Individual Shareholders holding Shares in Demat Form

PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat Shareholders as well as Physical Shareholders) Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company / RTA or contact Company / RTA
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat Account or in the Company Records in order to login. If both the details are not recorded with the Depository or Company, please enter the Member-id / Folio Number in the 'Dividend Bank Details' field.

- vii. After entering these details appropriately, click on 'SUBMIT' tab.
- viii. Shareholders holding Shares in Physical Form will then directly reach the Company selection screen. However, Shareholders 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 the 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 Shareholders holding shares in Physical Form, the details can be used only for E-Voting on the Resolutions contained in this Notice.
- x. Click on the EVSN of the relevant Company ('Mipco Seamless Rings Gujarat Limited') on which you choose to vote.
- 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 a print of the votes cast by clicking on 'Click here to Print' option on the Voting Page.
- xvi. If a Demat Account Holder has forgotten the login password then enter the User-id and the 'Image Verification Code' and click on Forgot Password and enter the details as prompted by the system.

xvii. Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting:

- Non – Individual Shareholders (i.e. Other than Individuals, HUF, NRI etc.) and Custodians are required to log on to the website: www.evotingindia.com and register themselves in the 'CORPORATES' Module.
- A Scanned copy of the Registration Form bearing the Stamp and Sign of the Entity should be mailed to 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 linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- It is Mandatory that 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.
- Alternatively Non-Individual Shareholders are required to send the relevant Board Resolution/Authority Letter etc. together with the Attested Specimen Signature of the Duly Authorized Signatory who are authorized to vote, to the Scrutinizer and to the Company at the E-mail address: msringsgltd@gmail.com if they have voted from individual tab and not uploaded same in the CDSL E-Voting System for the Scrutinizer to verify the same.

If you have any queries or issues regarding E-Voting from the CDSL E-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43

All grievances connected with the facility for Voting by electronic means may be addressed to Shri Rakesh Dalvi, Sr Manager, Central Depository Services (India) Limited (CDSL), Wing-A, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an E-mail to helpdesk.evoting@cdslindia.com or call on 022-23058542/43

Date: August 24, 2023

Place: Bangalore

By Order of the Board of Directors

**Sd/-
Nisha Kedia
Company Secretary & Compliance Officer**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE

ITEM NO. 03

The Members of the Company at its 41st Annual General Meeting had appointed M/s. KVSRY & Associates, Chartered Accountants, (Firm Registration No. 08169S) to hold office from the conclusion of 41st AGM till the conclusion of 46th Annual General Meeting of the Company. M/s. KVSRY & Associates, Chartered Accountants vide their letter dated August 24, 2023 have resigned from the position of Statutory Auditor of the Company, resulting into a casual vacancy in the office of Statutory Auditor of the Company as envisaged by section 139(8) of the Companies Act, 2013.

The Board of Directors at its meeting held on August 24, 2023, as per the recommendation of the Audit Committee, and pursuant to the provisions of Section 139(8) of the Companies Act, 2013, has appointed M/s. PPKG & Co. (Firm Registration No. 009655S), Chartered Accountants to hold office as the Statutory Auditor of the Company till the conclusion of 48th Annual General Meeting and to fill the casual vacancy caused by the resignation of M/s. KVSRY & Associates subject to the approval by the members at the 43rd Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

The Company has received consent letter and eligibility certificate from M/s. PPKG & Co., Chartered Accountants to act as Statutory Auditor of the Company in place of M/s. KVSRY & Associates along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board accordingly recommends the **Ordinary Resolution** set out at Item No. 03 of the accompanying Notice for approval of the Members.

ITEM NO. 04

The Board of Directors at its meeting held on August 24, 2023, as per the recommendation of the Audit Committee and pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, recommended the appointment of M/s. PPKG & Co. (Firm Registration No. 009655S), Chartered Accountants, as Statutory Auditor of the Company to hold office for a period of five years, from the conclusion of the 43rd Annual General Meeting, till the conclusion of the 48th Annual General Meeting of the Company at such remuneration, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Director of the Company.

The Company has received consent letter and eligibility certificate from M/s. PPKG & Co., Chartered Accountants to act as Statutory Auditor of the Company in place of M/s. KVSRY & Associates along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid **Ordinary Resolution**. The Board accordingly recommends the Ordinary Resolution set out at Item No. 04 of the accompanying Notice for approval of the Members.

ITEM NO. 05

Mr. Venkat Rao Sadhanala was appointed as the Additional Director at the Board Meeting held on 18th July, 2023. In terms of Section 161(1) of the Companies Act, 2013, Mr. Venkata Rao Sadhanala holds office up to the conclusion of 43rd Annual General Meeting. The Company has received a notice in writing from a shareholder pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for appointment as a Director of the Company. Also the Nomination and Remuneration Committee has recommended to the Board that the appointment of Mr. Venkata Rao Sadhanala in the Company is desirable as he possess the required skills, knowledge and experience and would be beneficial

to the Company and hence it recommended the passing of the resolution for his appointment as a Non Executive Director as set out under Item No. 05 for approval by the members of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Mr. Venkat Rao Sadhanala himself, in any way concerned or interested, in the said resolution. The board recommends the said resolution to be passed as an **Ordinary Resolution**.

ITEM NO. 06

The Board of Directors at their Meeting held on 24th August, 2023 have decided to shift the Registered Office of the Company from State of Karnataka to State of Telangana. Shifting of Registered Office is part of the future business planning of the Company, to expand its operation in the State. The proposed transfer will facilitate the Company to make optimum utilization of the opportunities available in the State of Telangana, the set targets and objectives, which would be in the interest of the Company and its Members.

The Board is further of the view that the proposed shifting of the Registered Office would improve the access to new managerial talent and resources and facilitate carrying on the business of the Company more advantageously, efficiently, economically and conveniently. It was therefore felt prudently that the operations of the company can be better managed if the Registered Office of the company is shifted from the State of Karnataka to the State of Telangana. Further there is better growth for the business of the Company in the State of Telangana and has therefore propose to shift the Registered Office of the Company to the State of Telangana.

Section 13(4) and other applicable provisions if any of the Companies Act, 2013 read along with Companies (Incorporation) Rules, 2014 provides for shifting of the Registered Office from one state to another state subject to the approval of the Members, Central Government or the Regional Director, or / and any other relevant authorities and consequential alteration in the Registered Office Clause II of the Memorandum of Association of the Company.

The proposed change is not prejudicial to the interest of the Members, Public at large, Employees and other Business Associates of the Company. The Board of Directors recommends the Resolution set out at Item No. 06 of the Notice for the approval of the Members. None of the Directors and Key Managerial Person of the Company is in any way concerned or interested in the said Resolution. Your Directors recommend the Resolution for your approval as a **Special Resolution**.

"ANNEXURE – A" TO THE NOTICE OF THE AGM

Details of Director seeking re-appointment at the forthcoming Annual General Meeting to be held on September 23, 2023 pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 for General Meetings (SS-2) are as mentioned below:

Particulars	Item No. 02 of the Notice	Item No. 04 of the Notice
Name	Sanjiv Kumar Tandon	Venkata Rao Sadhanala
DIN	<u>02579261</u>	02906370
Date of Birth (Age in Years)	April 16, 1965, (58 Years)	December 25, 1963 (60 Years)
Date of First Appointment to the Board	December 04, 2010	July 18, 2023
Designation	Non-Executive Director	Non-Executive Non-Independent Director
Qualification	Chartered Accountant	Chartered Accountant, Company Secretary, LLB
Brief Resume, Nature of Expertise and skill set in specific functional areas	Sanjiv Kumar is a Chartered Accountant having more than 20 years of rich experience in the field of Finance & Accounts in different organizations mainly in IT and related sectors.	Mr. Sadhanala Venkata Ra is a qualified Chartered Accountant and Company Secretary having more than 3 decades of experience in handling a diverse team of Finance, Legal and Secretarial and Managing finance effectively, Legal Compliance, Corporate Governance, Regulation Affairs, Mergers & Acquisitions, Public Issues, Private equity deals contract/litigation management and company secretarial function.
Shareholding (as on the date of this Notice) in the Company either directly or in form of beneficial interest for any other person	NIL	NIL
Relationship with other Directors & KMP's	NIL	NIL
No. of Meetings of the Board attended during the year 2022-23	Four (4)	NA (Appointed after the closure of FY)
Directorships held in other Companies (Excluding Foreign Companies)	Smileion Medicare Private Limited Ethniq Accessories Private Limited Corpus Infratech Private Limited Tandawn Green Energy Private Limited	Non-executive Director in Pharmajids Pharmaceuticals Limited
Listed Companies from which the person has resigned from the directorship in the past three years	NIL	Vanta Bioscience Limited- resigned w.e.f. January 05, 2021

Membership/ Chairmanship of Committees of other companies	Nil	NIL
Terms and conditions of appointment/ re- appointment and Remuneration sought to be paid/ last drawn	Appointed as a Non-Executive Director, liable to retire by rotation. Retiring by rotation at this AGM.	Appointed as Non Independent and Non- Executive Director on the Board, liable to retire by rotation retiring by rotation at this AGM.

By Order of the Board of Directors
For Mipco Seamless Rings Gujarat Limited

Sd/-

Nisha Kedia

Company Secretary & Compliance Officer

Date: August 24, 2023

Place: Bangalore

BOARD'S REPORT

Dear Members,

The Directors have pleasure in presenting the 43rd Annual Report of the Company, together with the Audited accounts for the financial year ended 31st March'2023.

Financial Highlights

(Rs. In 000')

Particulars	2022-2023	2021-2022
Sales	0	0
Other Income	0	0
Total Income	0	0
Total Expenses	256.22	958.08
Profit/(Loss)Before Tax	(256.22)	(958.08)
Current Year Tax	0	0
Deferred Tax	0	0
Profit/(Loss)After Tax	(256.22)	(958.08)

State of Company Affairs

Currently the Company is not carrying its activities. The management of the Company evaluating opportunities available in current market scenario to revive its activities.

Dividend

The Board of Directors has not recommended any Dividend on the Equity Shares of the Company for the Financial Year ended March 31, 2023.

Transfer to Reserves

The Board of Directors has not proposed to transfer any amount to the General Reserve.

Changes in Share Capital

During the year under review, there is no change in Authorized and Paid-up share capital of the Company

Material Changes and Commitments affecting the Financial Position of the Company which have occurred between 31stMarch'2023 and 24thAugust'2023 (Date of the Report)

No Material Changes and Commitments affecting the Financial Position of the Company have occurred till 24th August'2023

Nature of Business

There has been no change in the nature of Business of the Company.

Public Deposits

During the year under review, the company has not accepted any deposit pursuant to the provisions of Sections 73 and 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

Annual Return

A copy of the Annual Return as at March 31, 2023 pursuant to the sub-section (3) of Section 92 of the Companies Act, 2013 read with Rule 11(1) of the Companies (Management and Administration) Rules, 2014 and forming part of this Report is placed on the website of the Company as per provisions of Section 134(3) (a) and is available at the following link: <http://mipcoseamless.com>

Director's Responsibility Statement

In terms of Section 134 (5) of the Companies Act, 2013, the Directors would like to state that:

- i) In the preparation of the Annual Accounts, the applicable Accounting Standards have been followed.
- ii) The Directors have selected such Accounting Policies and applied them consistently and made judgements and estimates that were prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the Profit or Loss of the Company for the Year under review.
- iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the Assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) The Directors have prepared the Annual Accounts on a Going Concern basis.
- v) 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) The Directors had devised proper system to ensure compliance with the provisions of all the applicable laws and that such system were adequate and operating effectively.

Directors and Key Managerial Personnel

a. Retirement by Rotation:

As per Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Mr. Sanjiv Kumar Tandon (DIN: 02579261) who retires by rotation at the conclusion of this 43rd AGM and offers himself for re-appointment in accordance with the provisions of the Companies Act, 2013. The Directors recommend his re- appointment.

b. Composition of Board of Directors

As on March 31, 2023 the Board constitutes the following directors:

Sl. No.	Name of Director	DIN	Designation
1	Ms. Nadella Sridevi	06579733	Independent Director
2	Mr. Raji Reddy Pulakamdla	09804427	Independent Director
3	Mr. Sachendra Tummala	02317514	Managing Director
4	Mr. Sanjiv Kumar Tandon	02579261	Non-Executive Director

c. Changes in Directors and KMP:

During the year Mr. Ravi Kumar Chennupati, Independent Director has resigned from his office w.e.f. 12th August 2022. The Board extended its appreciation for his valuable service.

The Board of Directors in the same meeting appointed Mr. P Raji Reddy (DIN: 09804427) as Independent Director of the Company.

d. Changes Subsequent the Financial Year

Till the date of the Directors' Report, the following changes took place on the Board/KMP of the Company:

Sl. No	Name of KMP	Nature of Change	Date of such change
1	Mr. Venkat Rao Sadhanala, Additional Non-Executive Director	Appointment	18/07/2023
2	Ms. Nisha Kedia, Company Secretary & Compliance officer	Appointment	18/07/2023

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

Pursuant to provisions of Section 134 of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 the details of Conservation of Energy, Technology Absorption is attached herewith as '**Annexure-A**'.

Foreign Exchange Earnings and Outgo: During the period under review, there was no Foreign Exchange Earnings or Outflow.

Secretarial Audit

Pursuant to provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company had appointed Mr. Kashinath Sahu, Company Secretary in Practice to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as '**Annexure-B**'.

During the year under review, there were no qualifications, reservations or adverse remarks reported by Secretarial Auditor under Section 204 of the Companies Act, 2013 in the course of the performance of his duties as Secretarial Auditor.

Annual Secretarial Compliance Report

Secretarial Compliance Report for the financial year ended March 31, 2023, on compliance of all applicable SEBI Regulations and circulars/ guidelines issued thereunder, was obtained from M/s P S Channe & Associates Practicing Company Secretaries and submitted to the BSE Limited (stock exchange).

Corporate Governance and Shareholders Information

In compliance with the Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate report on corporate governance along with a certificate from a practicing Company Secretary on its compliance and forms an integral part of this Board's Report as "**Annexure- C**".

Management Discussion and Analysis

Pursuant to Regulation 34(2)(e) of the SEBI (LODR) Regulations, 2015, Report on Management Discussion and Analysis, is herewith annexed as '**Annexure-D**'

Number of Meetings of the Board and Director's Attendance

During the year under review, four Meetings of the Board were convened and held, the details of which are given in the Corporate Governance Report, which forms part of this report. The intervening gap between the Meetings was within the limits prescribed under the Companies Act, 2013.

Formal Annual Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Board, its Committees and the Directors have carried out annual evaluation / annual performance evaluation, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. The Directors expressed their satisfaction with the evaluation process.

Declaration from Independent Directors on Annual Basis

The Company has received the Declarations from Ms. Nadella Sridevi (DIN: 06579733), Mr. Raji Reddy Pulakamdla (DIN: 09804427), Independent Directors of the Company to the effect that they are Meeting the criteria of Independence as provided in sub-section (6) of section 149 of the Act and of sub-rule (1) and sub-rule (2) of the Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

In the opinion of the Board, the Independent Directors possess the requisite integrity, expertise and experience (including the proficiency) of the independent directors.

Statutory Auditors

M/s. PPKG & Co, Chartered Accountants (Firm Registration No. 009655S) were appointed as the Statutory Auditors of the Company w.e.f August 24, 2023 to fill the casual vacancy caused due to resignation of the Statutory Auditor M/s KVSRY & Associates, Chartered Accountants (Firm Registration No: 08169S). The said auditor will retire at the conclusion of the 43rd AGM and gave their consent for appointment as the Statutory Auditor of the Company for a term of 5 consecutive years till the conclusion of 48th Annual General Meeting. Your directors recommend their appointment.

Internal Control Systems and their Adequacy

The Company has an in house Internal Control System, commensurate with the Size, Scale and Complexity of its Operations. The Scope and Authority of the Internal Audit Function is defined in the Internal Audit Manual. To maintain its objectivity and independence, the Internal Audit Function reports to the Chairman of the Audit Committee of the Board and to the Chairman and Management.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of Internal Control System in the Company, its compliance with Operating Systems, Accounting Procedures and Policies at all levels of the Company.

Based on the report of Internal Audit Function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant Audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

Audit Committee

The Board has constituted the Audit Committee as per the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company Secretary of the Company acts as the Secretary of the Audit Committee. The Composition, Attendance, Powers and Role of the Audit Committee are included in Corporate Governance Report. All the recommendation made by the Audit Committee during the period were accepted by the Board of Directors.

Nomination and Remuneration Committee

The scope, functions and the terms of reference of the Nomination and Remuneration Committee is in accordance with the Section 178 of the Companies Act, 2013 read with Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Composition, Attendance, Powers and Role of the nomination & Remuneration Committee are included in Corporate Governance Report.

Stakeholders Relationship Committee

The Composition, Attendance, Powers and Role of the Stakeholders Relationship Committee are included in Corporate Governance Report. The Company Secretary of the Company acts as the Secretary of the Stakeholders' Relationship Committee.

Risk Management Committee

The Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to forming of Risk Management Committee, is not applicable to the Company during the Financial Year under review.

Particulars of Loans, Guarantees or Investments under Section 186 of the Companies Act, 2013

The Company has not given any Loans nor provided Guarantee nor made any Investments during the Financial Year 2022-2023, which is beyond the limits as per Section 186 of the Companies Act, 2013.

Contracts or Arrangements with Related Parties under Section 188 (1) of the Companies Act, 2013

During the Year, the Company had not entered into any Contract or Arrangement with Related Parties which could be considered 'Material' according to the Policy of the Company on materiality of Related Party Transactions. There were no related party transactions with any person or entity belonging to

promoter/ promoter group which holds 10% or more shareholding in the Company. Details of all related party transactions are disclosed in the financial statements.

Policy on Preservation of the Documents

The Company has formulated a Policy pursuant to Regulation 9 of the Securities Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 ("Regulations") on Preservation of the Documents of the following type:

- (a) documents whose preservation shall be permanent in nature;
- (b) documents with preservation period of not less than eight years after completion of the relevant transactions

Vigil Mechanism

The Vigil Mechanism/Whistle Blower Policy has been adopted to provide appropriate Avenues to the employees to bring to the attention of the management, the concerns about any unethical behaviour by using the mechanism provided in the Policy. In cases related to financial irregularities, including fraud or suspected fraud, the employees may directly approach the Chairman of the Audit Committee of the Company. The web link for the policy is as follows: <http://mipcoseamless.com>

Policy on criteria for determining materiality of events

The Company has adopted a Policy in accordance with the requirements of the Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Regulations). The Policy is authorizing the mentioned Key Managerial Personnel for the purpose of determining materiality of an event or information of the Company and to ensure that such information is adequately disseminated in pursuance with the Regulations and to provide an overall governance framework for such determination of materiality.

Policy on directors' appointment, remuneration & other details

The Company's remuneration policy is directed towards rewarding performance based on review of achievements periodically. The remuneration policy is in consonance with the existing industry practice.

The Company's shareholders may refer the Company's website for the detailed Nomination & Remuneration Policy of the Company on the appointment and remuneration of Directors including criteria for determining qualifications, positive attributes, independence of a Director; and other matters provided under sub-section (3) of section 178.

Significant and Material Orders passed by the Regulators or Courts or Tribunals impacting the Going Concerns Status and Company's Operations in future

The Company has not received any Significant or Material Orders passed by any Regulatory Authority, Court or Tribunal which shall impact the Going Concern Status and Company's Operations in future.

Details of Subsidiary Companies, Associates and Joint Venture Companies

The Company does not have any Subsidiary, Associate and Joint Venture Companies during the period under review.

Industrial Relations

Employee relations during the period under review continued to be healthy, cordial and harmonious at all levels and your Company is committed to maintain good relations with the employees. It has taken various steps to improve productivity across the organization.

Business Risk Management

Business Risk Evaluation and Management is an ongoing process within the Organization. The Company has a robust Risk Management Framework to identify, monitor and minimize risks as also identify business opportunities. At present, the Company has not identified any element of risk which may threaten the existence of the Company.

Transfer of Amounts to Investor Education and Protection Fund

Your Company does not have any Unpaid or Unclaimed amounts lying for a period of seven years. Therefore, there were no Funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

Particulars of Employees

In terms of Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company does not have any Employee who is employed throughout the Financial Year and in receipt of Remuneration of Rs.120 Lakhs or more, or Employees who are employed for part of the year and in receipt of Rs.8.50 Lakhs or more per month.

Corporate Social Responsibility

The Provisions of Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility are not applicable to our Company

Maintenance of Cost Records

The Provisions relating to maintenance of Cost Records under Section 148 of Companies Act, 2013 are not applicable to the Company.

Insider Trading Regulations

Based on the requirements under SEBI (Prohibition of Insider Trading) Regulations, 1992 read with SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the Code of Conduct for prevention of Insider Trading and the Code for Corporate Disclosures ("Code"), as approved by the Board from time to time, are in force by the Company. The objective of this Code is to protect the interest of Shareholders at large, to prevent misuse of any price sensitive information and to prevent any Insider Trading activity by dealing in Shares of the Company by its Directors, Designated Employees and other Employees. The Company also adopts the concept of Trading Window Closure, to prevent its Directors, Officers, Designated Employees and other Employees from Trading in the Securities of Mipco Seamless Rings Gujarat Limited at the time, when there is Unpublished Price Sensitive Information.

Obligation of Company under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

In order to prevent Sexual Harassment of Women at Workplace as per "The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013" has been notified. Under the said Act, every Company is required to set up an Internal Complaints Committee to look into complaints relating to Sexual Harassment at workplace of any women employee. As required under law, an Internal Compliance Committee has been constituted for reporting and conducting inquiry into the complaints made by the victim on the harassments at the workplace. During the Year under review, no complaint of harassment at the workplace was received by the Committee.

Acknowledgement

Your Directors take this opportunity to place on record the valuable co-operation and continuous support extended by its valued business associates, Practicing Company Secretary, Auditors, Supplier, Customers, Banks / Financial Institutions, Government authorities and the shareholders for their continuously reposed confidence in the Company and look forward to having the same support in all its future endeavors.

Your Directors also wish to place on record their sincere appreciation for significant contribution made by the employees at all the levels through their dedication, hard work and commitment, thereby enabling the Company to boost its performance during the year under report.

Date: August 24, 2023

By Order of the Board of Directors

Place: Bangalore

**Sd/-
Sachendra Tummala
Managing Director
(DIN: 02317514)**

**Sd/-
Sanjiv Kumar Tandon
Director
(DIN: 02579261)**

"ANNEXURE-A"

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN .EXCHANGE

A. Conservation of Energy Power and Fuel Consumption

Particulars	Current Year (2022-23)	Previous Year (2021-22)
1. Electricity (Purchased) Units		
Total Amount (Rs.)	--	--
Rate Per Unit (Rs.)	--	--
2. Electricity (Generated) Units		
Total Amount (Rs.)	--	--
Rate Per Unit (Rs.)	--	--
3. Total Units Consumed		
Units Consumed in Per Lakh Production	--	--

- Company ensures that the Manufacturing Operations are conducted in the manner whereby optimum utilization and maximum possible savings of energy is achieved.
- No specific investment has been made in reduction in energy consumption.
- As the impact of measures taken for conservation and optimum utilization of energy are not quantitative, its impact on cost cannot be stated accurately.

B. Technology Absorption

Company's products are manufactured by using in-house knowhow and no outside technology is being used for manufacturing activities. Therefore, no technology absorption is required. The Company constantly strives for maintenance and improvement in quality of its products and entire activities are directed to achieve the aforesaid goal.

C. Foreign Exchange Earning and Outgo

Particulars	Current Year	Previous Years
Earnings	NIL	NIL
Outgo	NIL	NIL

Date: August 24, 2023
Place: Bangalore

By Order of the Board of Directors

Sd/-
Sachendra Tummala
Managing Director
(DIN: 02317514)

Sd/-
Sanjiv Kumar Tandon
Director
(DIN: 02579261)

“ANNEXURE–B”

FORM NO. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

(Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014)

To
The Members
Mipco Seamless Rings Gujarat Limited

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Mipco Seamless Rings Gujarat Limited** having **CIN: L72900KA1980PLC080581** and having registered office at 34, Corpus Techno Enclave, AVS Compound, 4th Block Koramangala, Bangalore, Karnataka- 560095 (hereinafter called the Company). Secretarial Audit was conducted in accordance with the guidance note issued by the Institute of Company Secretaries of India and in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information, confirmations, clarifications provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2023, 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2023, according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made there under;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Byelaws framed there under;
- IV. 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 (Not applicable to company during the period of audit);
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and The Securities Exchange Board of India (SEBI) (Substantial Acquisition of Shares and Takeovers (Amendment) Regulations, 2013;
 - (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
 - (d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - (e) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (f) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021
 - (g) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018

- (h) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021- and
- (j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

VI. Other laws specifically applicable to the Company as per the representations made by management include:

- a) The Payment of Wages Act, 1936;
- b) The Minimum Wages Act, 1948;
- c) The Payment of Bonus Act, 1965;
- d) The Payment of Gratuity act, 1972;
- e) The Maternity Benefit Act, 1961.

We have relied on the representations made by the Company, its officers for systems and mechanism framed by the Company for compliances under other acts, laws and regulations applicable to the Company as mentioned above.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and notified under the Companies Act, 2013;
- (ii) The Listing Agreements entered by the Company with the BSE Limited (Stock Exchange);

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

We further report that:

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/ Committees that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions are carried through while the dissenting member's views, if any, are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that the compliance by the Company of the applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this audit since the same have been subject to review by statutory auditors and other designated professionals.

**For Kashinath Sahu & Co
Company Secretaries**

Sd/-

**CS. Kashinath Sahu
Proprietor**

FCS: 4790, CP: 4807

UDIN No: F004790E000854452

Peer Review No: 2957/2023

**Place: Hyderabad
Date: August 24, 2023**

This report is to be read with our letter of even date, which is annexed as "Annexure - A" and forms an integral part of this report.

“Annexure – (i) to the Secretarial Audit Report”

**To
The Members
Mipco Seamless Rings Gujarat Limited**

Our report of even date is to be read along with this letter:

- Maintenance of secretarial records is the responsibility of the management of M/s Mipco Seamless Rings Gujarat Limited (“the Company”). Our responsibility is to express an opinion on these secretarial records based on our audit.
- We have followed the audit practices and processes 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. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
- We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- 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 procedures on test basis.
- The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Kashinath Sahu & Co
Company Secretaries**

Sd/-

CS. Kashinath Sahu

Proprietor

FCS: 4790, CP: 4807,

UDIN No: F004790E000854452

Peer Review No: 2957/2023

**Place: Hyderabad
Date: August 24, 2023**

CORPORATE GOVERNANCE REPORT

The detailed report on corporate governance for the year ended as on 31st March, 2023 under Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set with following details:

Company's Philosophy on Code of Governance:-

Your Company's philosophy on corporate governance envisages adherence to the highest levels of transparency, accountability and equity in all areas of its operations and in all interactions with its stakeholders. Your Company is committed to achieve highest standards of corporate governance in its pursuit of excellence, growth and value creation. It believes that all operations must be spearheaded by integrity, transparency and accountability meeting its obligations towards enhanced shareholder value.

The Board of Director of your company are responsible for and committed for good corporate governance practice. The Board plays crucial role in overseeing how the management serves for short and long term interests of the shareholders and other stakeholders of the Company.

BOARD OF DIRECTORS:

A. Composition

Your Company's Board of Directors comprises of 4 Directors, consisting of one Executive Director, one Non-Executive Director and Two Independent Directors as in accordance Regulation 17 of SEBI (LODR) Regulations, 2015. All the Directors declared that they are not members of more than ten committees in terms of the Listing Agreement and do not act as Chairman of more than five committees across all the companies in which they are Directors. The constitution of the Board during the financial year 2022-23 is as under:

Name of the Director	Executive/ Non-Executive/ Independent	No. of outside Directorships in Public Companies	Membership held in Committee of Directors other Public Companies	Chairmanship held in Committee of Directors other Public Companies
Mr. Sachendra Tummala	Executive director	Nil	Nil	Nil
Mr. Sanjiv Kumar Tandon	Non-Executive Non Independent Director	Nil	Nil	Nil
Mr. Ravi Kumar Chennupati*	Non-executive-Independent Director	Nil	Nil	Nil
Mrs. Sridevi Nadella	Non-executive Independent Director	NIL	NIL	Nil
Mr. P Raji Reddy*	Non-executive Independent Director	Nil	Nil	Nil

* Mr. Ravi Kumar Chennupati has resigned w.e.f. 12th August 2022 and Mr. P Raji Reddy has appointed w.e.f. 12th Aug 2022.

B. Board Meetings and Attendance of Director

The Board meets once in a quarter to consider amongst other business, the performance of the Company and the quarterly results apart from the above, additional meetings are held when it is necessary and the gap between two consecutive Board meetings did not exceed 4 months. The Board/ Committee meetings are generally held at the Corporate Office of the Company at Hyderabad. Agenda for each Board /Committee meeting along with explanatory notes are distributed well in advance to the Directors/ Members of the Committee and all the statutory reports and minutes are placed before the Board as per the applicable laws. Every Board member is free to suggest the inclusion of items on the agenda.

During the financial year 2022-23 the Board of Directors of the Company met four times viz. 31st May 2022, 12th August 2022, 14th November 2022 and 14th February 2023.

The Attendance of Directors of the Company at the Board Meetings held during the financial year 2022-23 and previous AGM held on 30.09.2022.

Name of the Directors	No. of Board Meetings held during the tenure	No. of Board meetings attended	Whether attended at last AGM
Mr. Sachendra Tummala	4	4	YES
Mr. Sanjiv Kumar Tandon	4	4	YES
Mr. Ravi Kumar Chennupati	1	1	YES
Mrs. Sridevi Nadella	4	4	YES
Mr. Raji Reddy Pulakamdla	3	3	YES

C. Board Agenda

Meetings are governed by a structured agenda. The Board members, in consultation with the Chairman, may take up any matter for consideration of the Board. All major agenda items are backed by comprehensive background information to enable the Board to take informed decisions.

D. Details of Board Meetings held during the Year 2022-23

Date of the Meetings	Board Strength	No. of Directors present
31.05.2022	4	4
12.08.2022	4	4
14.11.2022	4	4
14.02.2023	4	4

E. Code of Conduct

The Board of Directors has laid down Code of Conduct for all Board Members and Senior Management of the Company. The text of the Code of Conduct is uploaded on the website of the Company – <http://mipcoseamless.com>. The Directors and Senior Management personnel have affirmed compliance with the Code applicable to them during the year ended 31st March, 2023. The Annual Report of the Company contains a Certificate duly signed by the Managing Director in this regard.

F. Shares held by non- executive Directors

None of Non-executive Directors are holding shares in the Company.

BOARD COMMITTEES:

The Board Committees play crucial role in corporate governance and have been constituted to deal with specific areas and the periodical meetings have been held to review the matters and the minutes of the same were placed before the Board.

Audit Committee:

Terms of reference:

The terms of reference of Audit Committee encompass the requirements of Section 177 of Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the Listing Agreement.

The terms of reference inter-alia includes:

1. Oversee the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

2. Recommending to the Board, the appointment and removal of external auditor and fixation of audit fees and also approval of payment for any other services.
3. Reviewing, with the management, the annual financial statements before submission to the Board focusing primarily on:
 - Any changes in accounting policies and practices.
 - Major accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustments arising out of audit.
 - The going concern assumption.
 - Compliance with accounting standards.
 - Compliance with stock exchange and other legal requirements relating to financial statements.
4. Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
5. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
6. Discussion with internal auditors any significant findings and follow up thereon.
7. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
8. Discussion with external auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
9. To Review in Company's financial and risk management policies.

Mandate, Role and Responsibilities of the Audit Committee:

As specified under the Companies Act 2013, and the Rules made thereunder, Listing Agreement, SEBI Regulations and regulatory requirements that may come into force from time to time; and as may be mandated by the Board of Directors from time to time.

Composition of the Audit Committee as on March 31, 2023:

1. Ms. Sridevi Nadella – Chairperson
2. Mr. Sanjiv Kumar Tandon – Member
3. Mr. P Raji Reddy*- Member

*Mr. Ravi Kumar Chennuapti has resigned and Mr. P Raji Reddy was appointed as a member in Audit Committee.

Meetings and Attendance:

Four Audit Committee Meetings were held during the year ended 31st March, 2023. The maximum time gap between any of the two meetings was not more than four months.

Audit Committee Meetings held during the year 2022-23 and attendance details:

Date of the Meeting	Committee Strength	No. of Directors present
31.05.2022	3	3
12.08.2022	3	3
14.11.2022	3	3
14.02.2023	3	3

Managing Director, Chief Financial Officer were invitees for the Audit Committee Meetings. The Statutory Auditors of the Company were invited to join the Audit Committee in the meetings for discussing the financial results, financial statements and the Annual/Audited Accounts before placing it to the Board of Directors.

NOMINATION AND REMUNERATION COMMITTEE:

The terms of reference of Nomination & Remuneration Committee encompass the requirements of Section 178 of Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations And Disclosure Requirements), Regulations 2015.

The key role of this Committee is as follows:

- Provide oversight on Strategic Human Capital issues.
- Search for, evaluate shortlist and recommend the incumbent for the position of Managing Director and other Directors and their engagement terms to the Board.
- Evaluate and approve for appointment candidates recommended by Managing Directors for key senior positions.
- Review the Succession Plan for Critical Positions and suggest actions.
- Have the responsibility for setting the remuneration for the Managing Director and Whole Time Directors. Review remuneration for the Key Managerial Personnel of the Company. Remuneration in this context will include salary, and performance based variable component and any compensation payments, such as retrial benefits or stock options.

Mandate, Role and Responsibilities of the Nomination and Remuneration Committee:

As specified under the Companies Act 2013, Rules under the Companies Act 2013, Listing Agreement, SEBI Regulations and regulatory requirements that may come into force from time to time; and as may be mandated by the Board of Directors from time to time.

Composition of the Nomination and Remuneration Committee as on March 31, 2023:

1. Mr. P Raji Reddy *, Chairman
2. Ms. Sridevi Nadella – Member
3. Mr. Sanjiv Kumar Tandon – Member

*Mr. P Raji Reddy was appointed Chairman of Nomination and Remuneration Committee as Mr. Ravi Kumar Chennupati resigned w.e.f. 12th August 2022.

Remuneration policy –

i) For Managing Director

The total remuneration pursuant to shareholders approval consists of:

- a fixed component – consisting of salary and perquisites
- a variable component by way commission as determined by the Board/Nomination and Remuneration Committee within the limits approved by the shareholders

ii) For Non-executive Directors

Criteria for making payments to Non-Executive Director will be decided by the Board. It can be on the basis of-

- Contribution during the meeting
- Active Participation in strategic decision making

STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Stakeholders Relationship Committee currently comprises of the following Directors:

1. Mr. P Raji Reddy* - Chairman
2. Mr. Sanjiv Kumar Tandon - Member
3. Mr. Sachendra Tummala – Member

*Mr. P Raji Reddy was appointed Chairman of Shareholder Relationship Committee as Mr. Ravi Kumar Chennupati resigned w.e.f. 12th August 2022.

The Stakeholders Relationship Committee specifically looks into redressing of shareholders/ investors complaints in matters such as transfer of shares, non-receipt of declared dividends and ensure expeditious share transfer process.

GENERAL BODY MEETINGS:

Location and time where the last three Annual General Meetings were held are as under:

Financial Year	Date	Location of the Meeting	Time
2019-20	30.09.2020	34, Corpus Techno Enclave, AVS Compound, 4 th Block, Koramangala, Bangalore, Karnataka-560095	10.00 A.M
2020-21	30.09.2021	34, Corpus Techno Enclave, AVS Compound, 4 th Block, Koramangala, Bangalore, Karnataka-560095	10.00 A.M
2021-22	30.09.2022	34, Corpus Techno Enclave, AVS Compound, 4 th Block, Koramangala, Bangalore, Karnataka-560095	10.00 A.M

DISCLOSURES:

a. Basis of Related Party transactions:

There were no significant related party transactions during the year under review that may prejudice the interest of the Company. However a statement of summary of transactions with related parties along with all material individual transactions was placed before the Audit Committee along with management justification.

b. Disclosure of accounting treatment:

The Company follows accounting standards notified under the Companies Act, 2013 in preparation of financial statements and have not been deviated from the current accounting Standards.

c. Risk management:

The Company laid down adequate procedures to inform Board members regarding risk assessment and mitigation.

d. Whistle Blower Policy and Vigil mechanism:

In compliance with the Non-mandatory provisions of Listing Regulations the Company proposed to establish vigil mechanism to provide adequate safeguards against victimisation persons who use such mechanism and to provide direct access to the Chairman of the Audit Committee in cases such as concerns about unethical behaviour, frauds and other grievances.

e. Compliance with the Mandatory requirements and Implementation of the Non-Mandatory requirements:

The Company has complied with the mandatory requirements of the Corporate Governance Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and for the same a certificate from Statutory Auditors was obtained and attached herewith. The Company has not implemented the non-mandatory requirements enlisted by way of annexure to Regulation 27 of the Listing Regulations.

f. Management Discussion and Analysis Report:

The Management Discussion and analysis report is appended to this report.

g. Compensation to Non-executive Directors:

During the period the Company has not paid any compensation to Non-executive Directors including setting fee.

h. Means of communication

The Quarterly, half-yearly, annual financial results, notices as well as proceedings of the Annual General Meeting are communicated to the stock exchanges immediately after the conclusion of the respective meetings. The results are published in English and Kannada newspapers in district where the registered office of the Company situated.

i. Certification on Corporate Governance

As required by Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a certificate issued by M/s. Kashinath Sahu & Co., Company Secretaries, Hyderabad, Secretarial Auditors of the Company, regarding compliance of conditions of Corporate Governance is annexed to this report.

GENERAL SHAREHOLDER INFORMATION:

a) Annual General Meeting:

DATE : 23rd September, 2023
TIME : 02.00 P.M
VENUE : Through Video Conferencing

b) Tentative calendar for financial year 2023-24:

First Quarter results - Within 45 days of end of quarter.
Second Quarter results - Within 45 days of end of quarter.
Third quarter results - Within 45 days of end of quarter.
Fourth quarter results - Within 60 days of end of quarter.

c) Book Closure Dates:

From 16th September, 2023 to 23rd September, 2023 (both days inclusive).

d) Listing of equity shares & stock code:

The equity shares of the company are listed at Bombay Stock Exchange Limited., Mumbai, 1st Floor, New Trading Ring, P.J. Towers, Dalal Street, Fort, Mumbai - 400 001 and Stock Code 505797.

e) ISIN No: INE860N01012

f) Registrar and Transfer Agents:

M/s Venture Capital & Corporate Investments Private Limited.
5th Floor, 2, Plot No.57, Aurum, Jayabheri Enclave, Gachibowli, Hyderabad, Telangana 500032

g) Distribution of Shareholding:

h) Categories wise shareholding as on 31st March, 2023:

Category	Holding as on 31.03.2023
Promoter and Promoter Group	1563722
Bodies Corporate	105606
Central/State Government(s)	0
Financial Institutions/Banks	2460
Foreign Bodies Corporate	0
Foreign Institutional Investors	0
Insurance Companies	0
Mutual Funds/UTI	15397

Non Residential Individuals	4341
Public	1892645
Trust	629
Total	3584800

i) Distribution of shareholding as on 31st March, 2023:

Nominal Value	Holders		Shares	
	Number	% To Total	No. of Shares	% To Total
Upto - 5000	18158	97.53	1197990	33.42
5001 - 10000	297	1.60	233148	6.50
10001 - 20000	96	0.52	138654	3.87
20001 - 30000	24	0.13	58606	1.63
30001 - 40000	12	0.06	40910	1.14
40001 - 50000	10	0.05	45138	1.26
50001 - 100000	11	0.06	81129	2.26
100001 and above	10	0.05	1789225	49.91
Total	18618	100	3584800	100

j) Declaration

As required under Schedule V(D) of SEBI (LODR) Rules 2015, it is hereby affirmed that all the Board Members and Senior Management Personnel have complied with the code of conduct of the Company. It is also confirmed that code of conduct has already been posted on the website of the Company.

k) The Disclosure of the compliance with Corporate Governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 are as follows:

Regulation	Particulars of Regulations	Compliance Status (Yes/No/NA)
17	Board of Directors	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stakeholder Relationship Committee	Yes
21	Risk Management Committee	NA
22	Vigil Mechanism	Yes
23	Related Party Transactions	Yes
24	Corporate Governance requirements with respect to subsidiary listed entity	NA
25	Obligations with respect to Independent Director	Yes

27	Obligations with respect to Directors and Senior Management	Yes
27	Other Corporate Governance requirements	Yes
46 (2) (b) to (i)	Website	Yes

l) Code of Conduct:

The Board has laid down a Code of Conduct covering the ethical requirements to be complied with covering all the Board members and all employees of the Company. An affirmation of compliance with the code is received from them on an annual basis.

m) CEO and CFO Certification:

The Managing Director and the CFO have given a Certificate to the Board as contemplated in Schedule-V of the Securities and Exchange Board of India. (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is separately annexed.

CODE OF CONDUCT DECLARATION

As provided under Schedule-V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors and the Senior Management Personnel have confirmed compliance with the Code of Conduct and Ethics for the financial year ended 31st March 2023.

Address for Correspondence:

Mipco Seamless Rings (Gujarat) Limited

CIN: L72900GJ1980PLC003643

Plot No:82, Abburu Heights

Door No: 1-80/40/SP/82, Hitech City

Silpa Layout, Gacchibowli, Serilingampally

Hyderabad – 500081 (AP)

Ph: 040-30787305 Fax: 040-30787314

E-mail: corpus.acs@gmail.com

Date: August 24, 2023

Place: Bangalore

By Order of the Board of Directors

Sd/-

Sachendra Tummala
Managing Director
(DIN: 02317514)

Sd/-

Sanjiv Kumar Tandon
Whole Time Director
(DIN: 02579261)

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH COMPANY'S CODE OF CONDUCT

In terms of SEBI (LODR) Regulations, 2015, I hereby confirm that all the Board members and Senior Management Personnel of the Company have affirmed compliance with the respective Codes of Conduct, as applicable to them for the year ended 31st March, 2023.

Date: August 24, 2023

Place: Bangalore

By Order of the Board of Directors

Sd/-
Sachendra Tummala
Managing Director
(DIN: 02317514)

CERTIFICATE OF COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To
The Members,
Mipco seamless Rings Gujarat Limited

We have examined the compliance of conditions of Corporate Governance by MIPCO SEAMLESS RINGS GUJARAT LIMITED ("the Company"), for the year ended on March 31, 2023, as stipulated in Regulation 15(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) for the period 1st April 2022 to 31st March 2023.

The compliance of conditions of Corporate Governance is the responsibility of Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us by the Directors, officers and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the abovementioned Listing Regulations.

We further state that, such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For Kashinath Sahu & Co
Company Secretaries**

Date August 24, 2023
Place: Hyderabad

**Sd/-
Kashinath Sahu
Practicing Company Secretary
FCS: 4790 CP: 4807
UDIN: F004790E000854441
Peer Review No. 2957/2023**

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
Mipco Seamless Rings Gujarat Limited

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Mipco Seamless Rings Gujarat Limited having CIN: L72900KA1980PLC080581 and having registered office at 34, Corpus Techno Enclave, AVS Compound, 4th Block Koramangala, Bangalore, Karnataka- 560095 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V, Para-C, Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in, as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S. No.	Name of Director	DIN	Designation	Date of Appointment in the Company
1	Sachendra Tummala	02317514	Executive Director	04-12-2010
3	Raji Reddy Pulakamdla	09804427	Independent Director	30-09-2022
4	Sanjiv Kumar Tandon	02579261	Non Executive Director	04-12-2010
5	Nadella Sridevi	06579733	Independent Director	21-12-2014
6	Venkata Rao Sadhanala	02906370	Non Executive Director	18-07-2023

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is only to express an opinion on this as per our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company

**For Kashinath Sahu & Co
Company Secretaries**

**Date August 24, 2023
Place: Hyderabad**

**Sd/-
Kashinath Sahu
Practicing Company Secretary
FCS: 4790 CP: 4807
UDIN: F004790E000854430
Peer Review No. 2957/2023**

MANAGING DIRECTOR / CFO CERTIFICATION
CERTIFICATE PURSUANT TO REGULATION 17(8) AND 33(2) OF THE
LISTING REGULATIONS

- A.** We have reviewed financial statements and cash flow statements for the financial year 2022-2023, and that to the best of our knowledge and belief:
1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B.** There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C.** We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting, and deficiencies in the design and operation of such internal controls, if any, of which we are aware, have been disclosed to the Auditors and Audit Committee and steps have been taken to rectify these deficiencies.
- D.** We have indicated to the Auditors and the Audit committee that during the year
1. there were no significant changes in internal controls over financial reporting,
 2. there were no significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements, and
 3. we are not aware of any instances of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

By Order of the Board of Directors

Sd/-

Sachendra Tummala
Managing Director
(DIN: 02317514)

Sd/-

Sridhar Dasara
Chief Financial officer

Date: August 24, 2023

Place: Bangalore

“ANNEXURE-D”

MANAGEMENT DISCUSSION AND ANALYSIS

a) Outlook:

The Directors are exploring possibilities of alternative business proposals.

b) Segment wise Performance:

The Company does not have business activity during the period.

c) Internal control systems and their adequacy:

The Company has an in house Internal Control System, commensurate with the Size, Scale and Complexity of its Operations.

d) Financial performance with respect to operations:

During the year, the Company incurred losses of Rs. 256.22 in the absence of business activity.

e) Human Resources and Industrial Relations:

The Company have only three employees. Managing Director, CFO and CS

INDEPENDENT AUDITOR'S REPORT

To
The Members of
Mipco Seamless Rings (Gujarat) Limited
Bangalore

Report on the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial Statements of M/s Mipco Seamless Rings (Gujarat) Limited ("the Company"), which comprises the Balance Sheet as of March 31, 2023, the Statement of Profit and Loss, Statement of Changes in Equity and Statement of Cash Flow for the year then ended, and Notes to the Standalone Financial Statements, including a summary of Significant Accounting Policies and other explanatory information [hereinafter referred to as "Standalone Financial Statements"].

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 Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act and accounting principles generally accepted in India, of the State of Affairs of the Company as at March 31, 2023, and its Profit, Changes in Equity and its Cash Flows for the Year ended on that date.

Basis for Opinion

We conducted our Audit of the Standalone Financial Statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements Section of our Report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of Standalone Financial Statements under the provisions of the Act and the Rules defined thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the Audit Evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key Audit Matters are those matter that, in our professional judgement, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. During the year under consideration, we have no Key Audit Matters to report.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the Financial Position, State of Affairs, Profit /loss (including Other Comprehensive Income) Changes in Equity and Cash Flows of the Company in accordance with the Accounting Principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act, read with the Rules defined thereunder. 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 Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, the Board of Directors is responsible for assessing the Company's ability to continue as a Going Concern, disclosing, as applicable, matters related to Going Concern and using the Going Concern Basis of Accounting unless the Board of Directors either intend to liquidate the Company or to cease the operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's Financial Reporting Process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements, as a whole, are free from material misstatement, whether due to fraud or error, and to issue an Auditor's Report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

As part of an Audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform Audit Procedures responsive to those risks, and obtain Audit Evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of Internal Controls.
- Obtain an understanding of Internal Controls relevant to the Audit in order to design Audit Procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate Internal Financial Controls System with reference to the Standalone Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of the Accounting Policies used and the reasonableness of accounting estimates and related disclosures made by the Management.
- Conclude on the appropriateness of the Management's use of the Going Concern Basis of Accounting and, based on the Audit Evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a Going Concern. If we conclude that a material uncertainty exists, we are required to draw attention in our Auditor's Report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the Audit Evidence obtained up to the date of our Auditor's Report. However, future events or conditions may cause the Company to cease to continue as Going Concern.
- Evaluate the overall presentation, structure, and content of the Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in:
 - (i) Planning the Scope of our audit work and in evaluating the results of our work; and
 - (ii) To evaluate the effect of any identified misstatements in the Standalone Financial Statements.
- We communicate with those charged with Governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in Internal Control that we identify during our audit.

We also provide those charged with Governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of Sub-section (11) of Section 143 of the Companies Act, 2013, we give in the "Annexure- A" statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper Books of Accounts 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, the Statement of Profit and Loss, the Statement of Changes in Equity 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 Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the Written Representations received from the Directors as on March 31, 2023 taken on record by the Board of Directors, None of the Directors is disqualified as on March 31, 2023 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 with reference to the Standalone Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure- B". Our Report expresses an Unmodified Opinion on the adequacy and operating effectiveness of the Company's Internal Financial Controls Over Financial Reporting.
 - g) With respect to other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to explanations given to us, the Remuneration paid by the Company to its Directors during the year, is in accordance with the provisions of Section 197 of the Act.
 - h) With respect to the other matters to be included in the 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:
 - a. The Company does not have any pending litigations which would impact its Financial Position.
 - b. The Company did not have any long-term contracts including Derivative Contracts for which there were any material foreseeable losses.
 - c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - d. (i) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from Borrowed Funds or Share Premium or any other sources or kind of funds) by the Company to or in any other Person(s) or Entity(ies), including Foreign Entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- (ii) The Management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any Person(s) or Entity(ies), including Foreign Entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - (iii) Based on the Audit Procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (a) and (b) above contain any material mis-statement.
- e. The Company has not declared any Dividend and nor paid during the year.

For **KVSRY and Associates**
Chartered Accountants
Firm's Registration No. 008169S

Sd/-
CA K Venkateswarlu
Partner
Membership No. 207068
UDIN: 23207068BGXMNN2504

Date: May 31, 2023
Place: Hyderabad

Annexure – A to the Independent Auditor’s Report of even date to the Members of M/s Mipco Seamless Rings (Gujarat) Limited, on the Financial Statements for the Year ended March 31, 2023

Based on the Audit Procedures performed for the purpose of reporting a true and fair view on the Standalone Financial Statements of the Company and taking into consideration the information and explanations given to us and the Books of Accounts and other records examined by us in the normal course of Audit, and to the best of our knowledge and belief, we report that:

- (i) a. The Company has maintained proper records showing full particulars, including quantitative details and situation of Fixed Assets.
- b. The Company has a regular program of physical verification of its Fixed Assets under which Fixed Assets are verified in a phased manner over a period for which we have received the certificate of confirmation from the Management.
- c. The Title Deeds of all the Immovable Properties (which are included under the head (‘Property, Plant and Equipment’) are held in the name of the Company.
- d. The Company has not revalued any of its Property, Plant and Equipment’s during the year.
- e. As per the information given to us there are no proceedings initiated or pending against the Company for holding any Benami Property under the Benami Transactions (Prohibition) Act, 1988 and Rules made there under.
- (ii) a. In our opinion and according to the information and explanation give to us, the Management has conducted physical verification of Inventory at reasonable intervals during the year, and no material discrepancies were noticed on the aforesaid verification, for which we have received the certificate of confirmation from the Management.
- b. The Company has not availed any Financial Assistance from any Bank or Financial Institutions during the year under review.
- (iii) The Company has not granted any Loans, secured or unsecured, to any Companies, Firms, Limited Liability Partnerships or other parties.
- (iv) The Company has complied with the provisions of Section 186 in respect of the Investments and Loans. Further, in our opinion, the Company has not entered into any transaction covered under Section 185 and Section 186 of the Act in respect of Guarantees and Security.
- (v) The Company has not accepted any Deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of Clause 3(v) of the Order are not applicable.
- (vi) The provisions of Section 148 are not applicable to the Company.
- (vii) (a) In our opinion, the Company has been regular in depositing undisputed statutory dues, including Goods and Services Tax, Provident Fund, Employees’ State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Custom, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities. There were no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees’ State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they become payable.
- (b) There are no statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2023 on account of disputes.
- (viii) All the transactions recorded in the books of account have been disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as Income during the year in the Tax Assessments under the Income Tax Act, 1961 (43 of 1961).
- (ix) According to the records of the Company examined by us and as per the information and explanations given to us, we hereby report that:
 - a. The Company has not defaulted in repayment of Loans or Borrowings to any Bank during the Year under review. The Company has No Outstanding Debentures during the year.
 - b. The Company is not declared Wilful Defaulter by any Bank or Financial Institution or other Lender.

- c. The Company has not raised any Term Loan from any Bank or Financial Institution during the current year.
 - d. To the extent of our check, no funds raised by the Company for short-term has been utilized for long term purposes.
 - e. The Company has not taken any funds from any entity or person on account of or to meet the obligations of its Subsidiaries, Associates or Joint Ventures.
 - f. The Company has not raised loans during the Year on the Pledge of Securities held in its Subsidiaries, Joint Ventures or Associate Companies.
- (x) a. In our opinion, no fraud by the Company or any fraud on the Company has been noticed or reported during the year under review.
 - b. No Report under sub-section (12) of Section 143 of the Companies Act has been filed by the Auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
 - c. No Whistle Blowers Complaints were received during the year under review. As represented to us by the Management, no Whistle Blowers Complaints were received during the year under review.
- (xi) In our opinion, the Company is not a Nidhi Company, and accordingly, provisions of Clause 3(xii) of the Order are not applicable.
 - (xii) In our opinion, the Company is in compliance with Sections 177 and 188 of the Companies Act, 2013, with respect to applicable transactions with related parties, and the requisite details have been disclosed in the Financial Statements.
 - (xiii) In our opinion, the Company has an adequate Internal Audit System commensurate with the size and nature of its business.
 - (xiv) In our opinion the Company has not entered in any non-cash transactions with the Directors or persons connected with them covered under Section 192 of the Act. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable.
 - (xv) According to the information and explanation given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and the Company has not conducted any NBFC activities during the year.
 - (xvi) The Company has incurred Cash losses in the Financial Year and in the immediately preceding Financial Year also.
 - (xvii) There has been no resignation of the Statutory Auditors of the Company during the year.
 - (xviii) The Company is not liable to contribute under Section 135 of the Companies Act, 2013. Accordingly, the provisions of Clause 3(xx) of the order are not applicable.
 - (xix) In our opinion and according to the information and explanations given to us, Company does not have any subsidiaries; associates and joint venture Therefore this clause is not applicable.
 - (xx) There has been no qualifications and adverse remarks by the respective Auditors in the Companies (Auditor's Report) Order (CARO) Reports of the Companies to be included in the Consolidated Financial Statements.
 - (xxi) The reporting under clause 3(xxii) is not applicable in respect of Audit of Financial Statements of the Company. Accordingly, no comment has been included in respect of said Clause under this Report.

For **KVSRY and Associates**
Chartered Accountants
Firm's Registration No. 008169S

Sd/-
CA K Venkateswarlu
Partner
Membership No. 207068
UDIN: 23207068BGXMNN2504

Date: May 31, 2023
Place: Hyderabad

Annexure – B to the Independent Auditor’s Report of even date to the Members of M/s Mipco Seamless Rings (Gujarat) Limited, on the Financial Statements for the Year ended March 31, 2023

Independent Auditor’s Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

In conjunction with our Audit of the Financial Statements of M/s Mipco Seamless Ring (Gujarat) Limited (‘the Company’) as at and for the year ended March 31, 2023, we have audited the Internal Financial Controls Over Financial Reporting (‘IFCoFR’) of the Company as at that date.

Management’s Responsibility for Internal Financial Controls

The Company’s Board of Directors 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, as stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (‘the Guidance Note’) issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the Design, Implementation and Maintenance of adequate Internal Financial Controls that were operating effectively for ensuring the orderly and efficient conduct of the Company’s 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 Act.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s IFCoFR based on our Audit. We conducted our Audit in accordance with the Standards on Auditing issued by the ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an Audit of the IFCoFR, and the Guidance Note issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate IFCoFR were 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 IFCoFR and their operating effectiveness. Our Audit of IFCoFR includes obtaining an understanding of IFCoFR, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of the Internal Controls based on the assessed risk. The procedures selected depend on the Auditor’s judgment, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error.

We believe that the Audit Evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Company’s Internal Financial Controls Over Financial Reporting.

Meaning of Internal Financial Controls Over Financial Reporting

The Company’s Internal Financial Controls 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 the Generally Accepted Accounting Principles. A Company’s IFCoFR include those policies and procedures that:

- (i) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the Assets of the Company;
- (ii) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of the Financial Statements in accordance with the 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
- (iii) 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 the IFCoFR, 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 IFCoFR to future periods are subject to the risk that the IFCoFR 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 and to the best of information and according to the explanations given to us, the Company has maintained, in all material respects, adequate Internal Financial Controls Over Financial Reporting and such controls were operating effectively as of March 31, 2023, based on the 'Internal Control Over Financial Reporting criteria' established by the Company, considering the essential components of Internal Control as stated in the Guidance Note issued by the Institute of Chartered Accountants of India.

For **KVSRY and Associates**

Chartered Accountants

Firm's Registration No. 008169S

Sd/-

CA K Venkateswarlu

Partner

Membership No. 207068

UDIN: 23207068BGXMNN2504

Date: May 31, 2023

Place: Hyderabad

BALANCE SHEET AS AT 31st MARCH 2023

(Amount in 000')

PARTICULARS		Notes No	As at 31.03.2023	As at 31.03.2022
A	ASSETS			
1	Non-Current Assets			
	(a) Property, Plant and Equipment		-	-
	(b) Capital work-in-Progress		-	-
	(e) Financial assets		-	-
	(i) Investments			
	(a)Other Investments			
	(f) Long term loans and advances	2	31.23	31.23
	(h) Other non-current assets	3	1,640.54	1,640.54
	Total Non-Current Assets		1,671.77	1,671.77
2	Current Assets			
	(a) Inventories			
	(b) Financial assets			
	(i) Trade receivables	4	1,635.21	1,635.21
	(ii) Cash and cash equivalents	5	3.65	3.65
	(iii) Other Bank Balances			
	(c) Other current assets	6	190.00	190.00
	Total Current Assets		1,828.86	1,828.86
	Total Assets		3,500.63	3,500.63
B	EQUITY AND LIABILITIES			
	EQUITY			
	(a) Equity Share Capital	7	55,848.00	55,848.00
	(b) Reserves and Surplus	8	(64,550.16)	(64,293.94)
	(c) Other Equity			
	Total Equity		(8,702.16)	(8,445.94)
	LIABILITIES			
1	NON-CURRENT LIABILITIES			
	(a) Financial Liabilities			
	(i) Borrowings		-	-
	(ii) Other financial liabilities		-	-
	(b) Provisions		-	-
	(c) Deferred tax liabilities (net)		-	-
	Total Non-Current Liabilities			
2	CURRENT LIABILITIES			
	(a) Financial Liabilities			
	(i) Short Term Borrowings	9	8,422.06	8,422.06
	(ii) Trade Payables			
	(iii) Other financial liabilities			
	(b) Other current liabilities	10	3,780.73	3,524.51
	(c) Provisions			
	(d) Current Tax Liabilities			
	Total Current Liabilities		12,202.79	11,946.57
	Total Equity And Liabilities		3,500.63	3,500.63

As per Our report of even date
For KVSRY and Associates
Chartered Accountants, F.R.No. 008169S

For and on behalf of the Board of Directors
of Mipco Seamless Rings (Gujarat) Limited

Sd/-
CA K Venkateswarlu
PARTNER
Membership No: 207068
UDIN:23207068BGXMNN2504

Sd/-
Sachendra Tummala
Managing Director
DIN : 02317514

Sd/-
Sanjiv Kumar Tandon
Director
DIN : 02579261

Place : HYDERABAD
Date : 31.05.2023

Sd/-
D.Sridhar
Chief Financial Officer

Statement of Profit & Loss for the year ended 31st March, 2023

(Amount in 000')

Particulars	Notes No	As at March 31, 2023	As at March 31, 2022
Revenue			
Revenue from operations		-	-
Other income		-	-
Total Revenue (I)		-	-
Expenses			
Cost of materials consumed		-	-
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		-	-
Employee benefits expense		-	-
Finance costs		-	-
Depreciation and amortisation expense		-	-
Other expenses	11	256.22	958.08
Total expenses (II)		256.22	958.08
Profit before exceptional and extraordinary items and tax (I - II=III)		(256.22)	(958.08)
Exceptional items (IV)			
Profit before extraordinary items and tax (III - IV=V)		(256.22)	(958.08)
Extraordinary Items (VI)			
Profit before tax (V - VI=VII)		(256.22)	(958.08)
Tax expense (VIII)			
Current tax		-	-
Deferred tax		-	-
Profit for the year (VII-VIII=IX)		(256.22)	(958.08)
Other Comprehensive income			
A Items that will not be reclassified to profit or loss			
i) Remeasurements of the defined benefit plans			
B Items that will reclassified to profit or loss			
Total Other Comprehensive income/(loss) net of tax (X)		(256.22)	(958.08)
Total Comprehensive income for the year (IX + X)		(256.22)	(958.08)
Basic and diluted earnings per equity share of 10 each		(0.07)	(0.27)
Notes to Accounts & Significant Accounting policies	1		
Notes No 2 to 11 are integrated part of these Financial Statements.			

As per Our report of even date
For KVSRY and Associates
Chartered Accountants, F.R.No. 008169S

For and on behalf of the Board of Directors
of Mipco Seamless Rings (Gujarat) Limited

Sd/-
CA K Venkateswarlu
PARTNER
Membership No: 207068
UDIN:23207068BGXMNN2504

Sd/-
Sachendra Tummala
Managing Director
DIN : 02317514

Sd/-
Sanjiv Kumar Tandon
Director
DIN : 02579261

Sd/-
D.Sridhar
Chief Financial Officer

Place : HYDERABAD
Date : 31.05.2023

CASH FLOW STATEMENT ANNEXED TO THE BALANCE SHEET

PARTICULARS	Year Ended 31.03.2023 Amount in 000'	Year Ended 31.03.2022 Amount in 000'
A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax and after extra ordinary items	(256.22)	(958.08)
ADJUSTMENTS FOR :		
Add: Depreciation	-	-
Financial Expenses	-	-
Less: Net gain on Foreign currency transactions	-	-
Less: Interest Income	-	-
Operating Profit before Working Capital Changes	(256.22)	(958.08)
(Increase) / Decrease in Inventories		
(Increase) / Decrease in Trade Receivables		
Increase / (Decrease) in Trade Payables	256.22	433.29
Increase / (Decrease) in Current Liabilities/Provisions	-	524.80
Increase / (Decrease) in Non Current Liabilities		
(Increase) / Decrease in Short Term Loans & Advances		
(Increase) / Decrease in Other Current Assets		
(Increase) / Decrease in Other Non Current Assets		
	256.22	958.08
Cash generated from Operations	=	=
Direct Taxes Paid		
NET CASH FLOW FROM OPERATING ACTIVITIES	-	-
B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	-	-
Proceeds on sale of Fixed Assets	-	-
Net gain on Foreign currency transactions	-	-
Interest received	-	-
NET CASH USED IN INVESTING ACTIVITIES	-	-
C) CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds transferred to General Reserve	-	-
Proceeds from Long Term & Short Term Borrowings	-	-
	-	-
Financial Expenses	-	-
Dividend paid	-	-
Dividend equalisation reserve	-	-
NET CASH USED IN FINANCING ACTIVITIES	-	-
Net increase in cash and cash equivalents (A+B+C)	-	-
Cash and Cash Equivalents -opening balance	3.65	3.65
Cash and Cash Equivalents -closing balance	3.65	3.65

As per Our report of even date
For KVSRY and Associates
Chartered Accountants, F.R.No. 008169S

For and on behalf of the Board of Directors
of Mipco Seamless Rings (Gujarat) Limited

Sd/-
CA K Venkateswarlu
PARTNER
Membership No: 207068
UDIN:23207068BGXMNN2504

Sd/-
Sachendra Tummala
Managing Director
DIN : 02317514

Sd/-
Sanjiv Kumar Tandon
Director
DIN : 02579261

Sd/-
D.Sridhar
Chief Financial Officer

Place : HYDERABAD
Date : 31.05.2023

Notes on Financial Statements for the Financial year ended on March 31, 2023

1. Corporate information

The company is a public limited company incorporated under Companies Act, 1956 and domiciled in India bearing CIN No: L72900KA1980PLC080581 and has its registered office at 34, Corpus Techno Park, AVS Compound, 4th block, Koramangala, Bangalore, Karnataka, – India. Its shares are listed on the BSE Limited. The Company is engaged in the business of IT & ITES services.

2. Implementation of Ind As

All applicable Ind AS have been applied consistently and retrospectively wherever required. The resulting difference between the carrying amounts of the assets and liabilities in the standalone financial statements under both Ind AS and Indian GAAP as of the transition date have been recognized directly in equity at the transition date.

3. Basis of Preparation and Significant Accounting policies

3.1 (a) Basis of preparation of financial statements and measurement.

The standalone financial statement has been prepared in accordance with Indian Accounting Standards (“Ind AS”) notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 and other relevant provisions of the Act.

These financial statements have been prepared to comply in all material respects with the Accounting Standards notified by Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 1956/2013 read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP). The financial statements have been prepared under the historical cost convention on an accrual basis and going concern basis. The accounting policies that have been consistently applied by the company are consistent with those used in the previous year.

(b) Functional and Presentation Currency

The Financial Statements are prepared in Indian Rupees (“INR”) which is the Company’s Functional Currency for its Operations. All Financial Information presented in INR has been rounded to the nearest ‘Thousands’ with two decimal places, unless stated otherwise.

3.2 Use of estimates

The preparation of Financial Statements in conformity with the Ind AS requires the Management to make estimates, judgements, and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period.

Although these estimates are based on the management’s best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcome requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

3.3 Significant Accounting Policies

(a) Revenue Recognition

- i. Revenue is recognized when the significant risks and rewards of ownership have been transferred to the customers. Revenue is measured net of returns, trade discounts and volume rebates. The timing of the transfer of risks and rewards varies depending on the individual terms of the sales agreement.
- ii. Revenues from contracts priced on a time and material basis are recognized when services are rendered and related costs are incurred.
- iii. Revenues from turnkey contracts, which are generally time bound fixed price contracts, are

recognised over the life of the contract using the proportionate completion method, with contract costs determining the degree of completion. Foreseeable losses on such contracts are recognised when probable.

- iv. Revenues from maintenance contracts are recognised pro-rata over the period of the contract.
- v. Revenue from sale of goods will be recognized when the delivery of goods has happened, and ownership is transferred to buyer.
- vi. Interest income is recognized on the accrual basis using transactional interest rates.

(b) Property, Plant and Equipment (PPE)

- i. All fixed assets are stated at cost of acquisition or construction less accumulated depreciation.
- ii. Recognition and measurement: Normally Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenditures directly attributable to the acquisition of the asset. The Company has elected to apply the optional exemption to use this previous GAAP value as deemed cost on 1 April 2017, the date of transition.
- iii. Depreciation has been provided on straight line method based on life assigned to each asset in accordance with Schedule II of the Companies Act 2013.
- iv. Depreciation on additions to fixed assets has been calculated on pro-rata basis from the date of addition.
- v. No depreciation has been provided on the fully depreciated assets.

(c) Borrowing cost

Borrowing costs attributable to the acquisition/construction of qualifying assets are capitalized and form part of the cost of the qualifying assets. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue as an expense.

(d) Income Tax

Current Tax is determined as the amount of tax payable in respect of taxable income for the period. Deferred Tax is recognized, on timing differences, being the difference between taxable Income and accounting Income that originates in one period and are capable of reversal in one or more subsequent periods. Deferred Tax assets are recognized subject to the consideration of prudence. The tax rates and laws that have been enacted or substantively enacted as of the balance sheet date are applied.

(e) Inventories

Inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any. Cost of inventories comprises of cost of purchase, cost of conversion and other cost including manufacturing overheads incurred in bringing them to their respective present location and condition. Cost of raw materials, work-in- progress, packing materials, trading and other products are determined on first-in-first-out basis.

(f) Deferred Revenue Expenditure

Expenditure incurred on advertisement and other expenses for promotion of new products and recruitment of key personnel is amortised over a period of five years, having due regard to the nature of expenses and the benefit that may be derived there from. Expenditure on routine product advertisement and personnel recruitment is expensed off to profit & loss account in the year in which it is incurred.

(g) Cash and cash equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term deposits with banks with an original maturity of three months or less.

(h) Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

(i) Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost. Gains and losses are recognised in profit and loss when the liabilities are derecognized. This category generally applies to interest-bearing loans and borrowings.

(j) Foreign currency transactions

Transactions arising in foreign currency during the year are recorded at average rates closely approximating those ruling at the transaction dates. Current Assets and Current Liabilities, denominated in foreign currency, are translated at the exchange rate prevalent at the date of the Balance Sheet. Exchange differences arising on foreign currency transactions/translations are recognized as income or expense in the Profit & Loss Account, except those relating to the acquisition of fixed assets, which are adjusted against the cost of the assets.

(k) Leases

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on a Straight – line basis over the lease term.

(l) Employee benefits

All Employee Benefits payable for rendering the service such as Salaries, Wages etc. and the expected cost of ex-gratia are recognised in the period in which the employee renders the related service. A Liability is recognised for the amount expected to be paid when there is a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(m) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Company has a Present Obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Contingent Liability is disclosed in case of a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation or where no reliable estimate is possible. Contingent Liabilities are not recognised in Financial Statements but are disclosed in the Notes to Accounts. Contingent Asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Entity. Contingent Assets are not recognised in Financial Statements and are disclosed in the Notes when it is virtually certain that economic benefits will inflow to the Company.

(n) Earnings per share (EPS)

Basic EPS is computed using the weighted average number of equity shares outstanding during the period. Diluted EPS is computed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the period except where the results would be anti-dilutive.

Notes forming part of the financial statements

Note 2 Long-term loans and advances

Particulars	As at 31 March, 2023	As at 31 March, 2022
	₹ in 000'	₹ in 000'
Sales Tax Deposit (Against Stay) 1988-89 -Unsecured, considered good	31.23	31.23
Total	31.23	31.23

Note 3 Other non-current assets

Particulars	As at 31 March, 2023	As at 31 March, 2022
	₹ in 000'	₹ in 000'
Interest on CST	204.20	204.20
Interest on CST	630.57	630.57
Advance income tax (net of receivable ₹ 9.8 (As at 31 March, 2011 ₹ 9.8)	805.77	805.77
	1,640.54	1,640.54

Note 4 Trade Receivables

Particulars	As at 31 March, 2023	As at 31 March, 2022
	₹ in 000'	₹ in 000'
Below Six Months		
Unsecured, considered good		
Doubtful		
Over Six Months	1,635.21	1,635.21
Doubtful		
	1,635.21	1,635.21
Less: Provision for doubtful trade receivables		
Total	1,635.21	1,635.21

Note 5 Cash and cash equivalents

Particulars	As at 31 March, 2023	As at 31 March, 2022
	₹ in 000'	₹ in 000'
(a) Cash on hand	0.89	0.89
(b) Cheques, drafts on hand	-	-
(c) Balances with banks	-	-
(i) In current accounts	2.76	2.76
Total	3.65	3.65
Of the above, the balances that meet the definition of Cash and cash equivalents as per AS 3 Cash Flow Statements is	3.65	3.65

Note 06 Other Current Assets

Particulars	As at 31 March, 2023	As at 31 March, 2022
	₹ in 000'	₹ in 000'
Total	190.00	190.00

Note 7 Share capital

Particulars	As at 31 March, 2023		As at 31 March, 2022	
	Number of shares	₹ in 000'	Number of shares	₹ in 000'
(a) Authorised				
Equity shares of ₹ 10 each with voting rights	50,00,000	50,000.00	50,00,000	50,000.00
5% Cumulative redeemable preference shares of ₹ 100 each	2,00,000	20,000.00	2,00,000	20,000.00
(b) Issued				
Equity shares of ₹ 10 each with voting rights	35,85,000	35,848.00	35,85,000	35,848.00
5% Cumulative redeemable preference shares of ₹ 100 each	2,00,000	20,000.00	2,00,000	20,000.00
(c) Subscribed and fully paid up				
Equity shares of ₹ 10 each with voting rights	35,84,800	35,848.00	35,84,800	35,848.00
(d) Subscribed and Not fully paid up				
Equity shares of ₹ 10 each with voting rights, ₹ 5 not paid up	-	-	-	-
	35,84,800	35,848.00	35,84,800	35,848.00
Add: Share Forfeiture Account (200 equity shares being forfeited)		1.00		1.00
	35,84,800	35,849.00	35,84,800	35,849.00
5% Cumulative redeemable preference shares of ₹ 100 each	2,00,000	20,000.00	2,00,000	20,000.00
Total		55,848.00		55,848.00

Note 8 Reserves and surplus

Particulars	As at 31 March, 2023	As at 31 March, 2022
	₹ in 000'	₹ in 000'
Opening balance	74,455.50	74,455.50
Add: Additions during the year		
Less: Utilised / transferred during the year		
Closing balance	74,455.50	74,455.50
(b) Cash Subsidy Reserve		
Opening balance	3,411.76	3,411.76
Add: Additions / transfers during the year		
Less: Utilisations / transfers during the year		
Closing balance	3,411.76	3,411.76
(k) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	(1,42,161.20)	(1,42,161.20)
Add: Profit / (Loss) for the year	(256.22)	(958.08)
Amounts transferred from:		
General reserve	-	-
Other reserves	-	-
Less: Interim dividend		
Dividends proposed to be distributed to equity shareholders (₹ NIL per share)	-	-
Dividends proposed to be distributed to preference shareholders (₹ NIL per share)	-	-
Tax on dividend	-	-
Transferred to:		
General reserve	-	-
Capital redemption reserve	-	-
Debenture redemption reserve	-	-
Other reserves (give details)	-	-
Closing balance	(1,42,417.42)	(1,42,161.20)
Total	(64,550.16)	(64,293.94)

Note 9 Short-term borrowings

Particulars	As at 31 March, 2023	As at 31 March, 2022
	₹ in 000'	₹ in 000'
Loans and advances from related parties		
Unsecured Loan from Director - Sachendra Tummala	8,422.06	8,422.06
Unsecured Loan from Director - Sanjiv Kumar Tandon		
	8,422.06	8,422.06

Note 10 Other current liabilities

Particulars	As at 31 March, 2023	As at 31 March, 2022
	₹ in 000'	₹ in 000'
Other payables		
(i) Statutory remittances (TDS payable)	293.82	293.82
(ii) Rent payable	246.00	246.00
(iii) Imprest	1,041.13	1,041.13
(iv) Other accounts payable	2,199.79	1,943.57
	3,780.73	3,524.51

Note Other Income**

Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022
	₹ in 000'	₹ in 000'
Interest Income		
Total	-	-

Note 11 Other expenses

Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022
	₹ in 000'	₹ in 000'
Rent including lease rentals	24.00	24.00
Annual Listing Fees	-	393.69
Printing and stationery	-	-
Postage & Courier	-	-
Share Transfer Agent Fee	-	127.88
Advertisement Expenses (Others)	-	38.00
Legal and professional	77.70	206.80
Payments to auditors (Refer note below)	50.00	58.06
E-Voting Charges	-	-
Filing Fee	-	-
Interest on TDS	-	-
Interest on Late Payment	-	-
Demat expenses	-	-
Fines & Penalties	-	-
Annual Custodian fees	45.89	50.87
Miscellaneous expenses	58.63	58.79
Total	256.22	958.08

12. Government Subsidy

Subsidy from the Government is recognized when there is reasonable assurance that the company will comply with the conditions attached to them.

ADDITIONAL INFORMATION TO THE FINANCIAL STATEMENTS

13. Share Capital

There was no change in the share capital of the Company during the year.

14. Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

As at 31st March, 2023, the Company has no dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
a) The principal amount remaining unpaid to any supplier at the end of the year	0	0
b) Interest due remaining unpaid to any supplier at the end of the year	0	0
c) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year	0	0
d) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	0	0
e) The amount of interest accrued and remaining unpaid at the end of each accounting year	0	0
f) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006	0	0

Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company. There are no overdue principal amounts / interest payable amounts for delayed payments to such vendors at the Balance Sheet date. There are no delays in payment made to such suppliers during the year or for any earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payment made during the year or on balance brought forward from previous year.

15. Disclosure under regulation 34 (3) of SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015

The Company does not have any subsidiaries.

16. Related Party disclosure as required by Accounting standard (AS) 18 "Related Party Disclosure"**I) Related Party Disclosures with whom transaction have been taken place during the year.**

- a) Related Party:
 ABC Bearings Ltd.,
 Mipco Investments Pvt. Ltd.,
 Manoway Investments Pvt. Ltd.,
 Maple Investments Pvt. Ltd.,
 Corpus Enterprises Pvt. Ltd

b) Key Management Personnel (KMP)

SI .No	Particulars of the Parties	Nature of Relationship
1.	Mr. Sachendra Tummala	Managing Director
2.	Mr. D Sridhar	Chief Financial Officer
3.	Ms. Nisha Kedia	Company Secretary

c) Significant Related Party Outstanding at the end of the year: (Rs. In Thousands)

Sr. No	Party Name	Relationship	Nature of Transactions	For the Year Ended March 31,2023	For the Year Ended March 31,2022
1.	Mr. Sachendra Tummala	Managing Director	Unsecured Loan	8422.06	8422.06

17. Applicability of IND AS 108

The Company operates in a Single Segment. Accordingly, disclosures under Indian accounting Standards (IND AS) 108 on operating segments are not applicable to the company.

18. Earning Per Share (EPS):

Basic EPS and Diluted EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the company by the weighted average number of Equity shares outstanding during the year.

(Rs.in Thousands)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Profit attributable to equity holders	(256.22)	(958.08)
Weighted average number of shares outstanding during the year	35,84,800	35,84,800
Nominal Value of Equity Shares (in Rs.)	10	10
Earning Per Share Basic and Diluted (in Rs.)	(0.07)	(0.27)

19. Details of Auditors' Remuneration (Excluding GST)

Sr. No	Particulars	2022-23	2021-22
1	Statutory Audit Fee	50.00	58.06
2	Certification & Other services	NIL	NIL

20. Additional information pursuant to Note 5 of Part II of Schedule III of the Companies Act, 2013: Foreign Exchange Transactions

There were no foreign Exchange transactions during the year 2022-23. (Previous year Nil)

21. Capital commitment and contingent liabilities

a) Capital commitment

There are no capital commitment outstanding as at reporting date March 31, 2023 (as at March 31, 2022: NIL)

b) Contingent Liabilities and Commitments

There are no contingent liabilities.

22. The Disclosures of Employee Benefits:

Since there are no employees during the year, no provision has been created for Gratuity or other retirement benefits.

23. Taxes and Deferred

Tax During the year, the company has incurred loss and consequently no provision for Income Tax has been made. Deferred Tax asset is not accounted for against the losses since there are no commercial operations as on the date of balance sheet.

24. Other Statutory Information:

- (i) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
 - (ii) The Company has not granted Loans or Advances in the nature of loans to promoters, directors, KMPs and the related parties.
 - (iii) The Company does not have any transactions with companies which are struck off.
25. Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

As per Our report of even date
For KVSRY and Associates
Chartered Accountants, F.R.No. 008169S

Sd/-
CA K Venkateswarlu
PARTNER
Membership No: 207068
UDIN:23207068BGXMNN2504

For and on behalf of the Board of Directors
of Mipco Seamless Rings (Gujarat) Limited

Sd/-
Sachendra Tummala
Managing Director
DIN : 02317514

Sd/-
Sanjiv Kumar Tandon
Director
DIN : 02579261

Sd/-
D.Sridhar
Chief Financial Officer

Place : HYDERABAD
Date : 31.05.2023

MIPCO SEAMLESS RINGS (GUJARAT) LIMITED

34, Corpus Techno Enclave, AVS Compound,
4th Block Koramangala, Bangalore - 560095, Karnataka

E-mail: msringsgltd@gmail.com

Website: <http://mipcoseamless.com>

TelNo.040-080 25520334