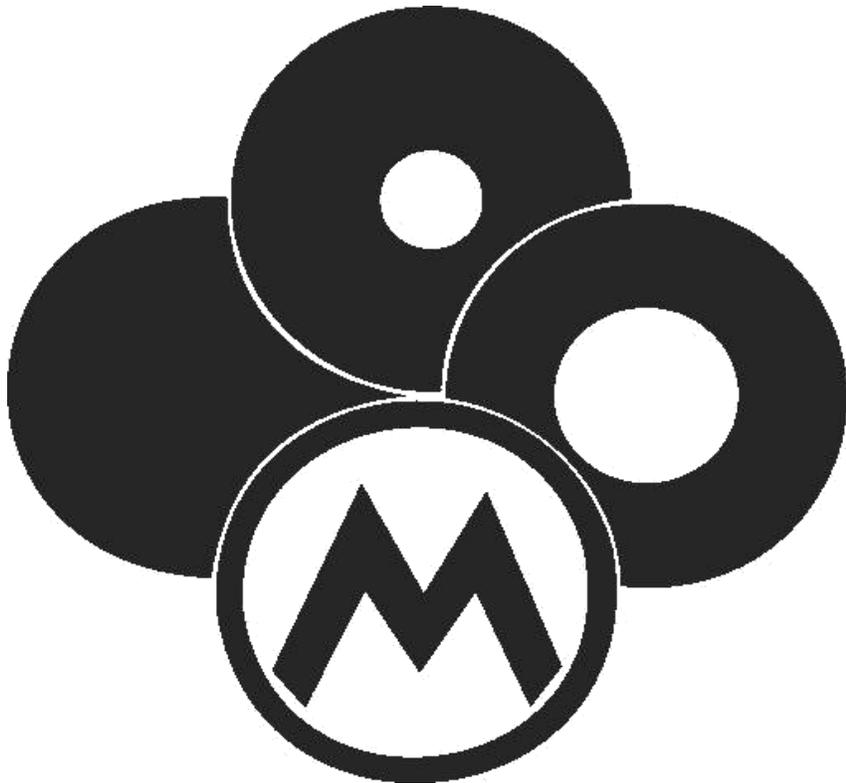


**40<sup>th</sup>**  
**ANNUAL REPORT**  
**2019-2020**



# Mipco Seamless Rings (Gujarat) Limited

**MIPCO SEAMLESS  
RINGS (GUJARAT)  
LIMITED**

**BOARD OF  
DIRECTORS**

Mr. Sachendra Tummala	Managing Director
Mr. Sanjiv Kumar Tandon	Director
Mr. Ravi Kumar Chennupati	Director
Ms. Sridevi Nadella	Director

**AUDITORS**

Ganesh Venkat & Co.  
Chartered Accountants  
Hyderabad

**REGISTERED  
OFFICE AND  
WORKS**

34, Corpus Techno Enclave  
AVS Compound, 4<sup>th</sup> Block  
Koramangala, Bangalore  
Karnataka- 560095

**Fourteenth Annual General Meeting on Wednesday, the 30<sup>th</sup> September, 2020 at the registered office of the Company at 34, Corpus Techno Park, AVS Compound, 4<sup>th</sup> Block, Koramangala, Bangalore, Karnataka-560095 at 10.00 A.M.**

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## NOTICE

**NOTICE** is hereby given that the Fourteenth Annual General Meeting of **MIPCO SEAMLESS RINGS (GUJARAT) LIMITED** (CIN: L72900KA1980PLC080581) will be held on Wednesday the 30<sup>th</sup> day of September 2020 at 10.00 A.M through Video Conferencing ('VC') at Registered Office of the Company at 34, Corpus Techno park, AVS Compound, 4th block, Koramangala, Bangalore, Karnataka – 560095 to transact the following business items:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2020, and the Reports of the Board of Directors and the Auditors 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.
3. To ratify the appointment of Auditors of the Company:

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

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules) including any statutory modifications or re-enactments thereof for the time being in force, M/s Ganesh Venkat & Co, Chartered Accountants (ICAI Firm Registration No.005293S; M.No 025104), Hyderabad, Statutory Auditors of the Company be and is hereby ratified.,”

Date: 14.08.2020  
Place: Hyderabad

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

**Registered office:**  
34, Corpus Techno Park, AVS Compound,  
4th block, Koramangala,  
Bangalore, Karnataka – 560095  
CIN: L72900KA1980PLC080581  
Email: Srishti.agarwal@corpus.com

**Sachendra Tummala**  
**Managing Director**  
**DIN: 02317514**

**Notes:**

- a. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/ CMD1/CIR /P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 25th AGM of the Company is being conducted through VC Facility, without the physical presence of Members at a common venue. The deemed venue for the 25th AGM shall be the Registered Office of the Company.
- b. The relative Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 in respect of special business of the notice set out above is annexed hereto (Items 2 to 9).
- c. In compliance with the aforesaid MCA and SEBI circulars, notice of the AGM is being sent only through electronic mode to members whose email addresses are registered with the Company. Members may note that Notice will also be available on Company’s website
- d. Since this AGM is being held pursuant to the MCA circulars through VC, physical attendance of Members has been dispensed with.
- e. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 (“the Act”) and Register of Contracts or Arrangements in which directors are interested maintained under section 189 of the Act will be available electronically for inspection by the members during the time of AGM.
- f. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- g. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- h. The link to attend the AGM will be shared separately via email before the meeting. Notice of this AGM will also be available on the website of the Company viz. <http://www.mipco.co.in/>.
- i. Participation of Members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Act.
- j. Facility of joining the AGM through VC shall be kept open 30 minutes before the time scheduled for the AGM and will be available for members on first come first serve basis.
- k. The Register of Members and share transfer books will remain closed from 21st September 2020 to 30th September 2020 (both days inclusive).

- l. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of The Companies (Management and Administration) Amendment Rules, 2015 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically, through the electronic voting service facility arranged by Central Depository Services Limited.
- m. In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the AGM.
- n. M/s/ Narala & Associates, Practicing Company Secretary (M.NO: 25335; CP: 20812), Hyderabad has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and she has communicated his willingness to be appointed and will be available for same purpose.
- o. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 10:00 a.m. (IST) on 26.09.2020  
End of remote e-voting : Upto 5:00 p.m. (IST) on 29.09. 2020

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of aforesaid period

## DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting their 40<sup>th</sup> Annual Report and Audited Accounts for the year ended 31<sup>st</sup> March 2020.

### 1. FINANCIAL RESULTS:

	(Rs. in Lakhs)	
	Year ended 31.03.2020	Year ended 31.03.2019
Revenue from operations	0	0
Other income	0	0
PBDIT	(9.85)	(10.05)
Interest and finance charges	0	0
Depreciation	0	0
Net profit/(Loss) before tax	(9.85)	(10.05)
Less: Provision for Tax:	0	0
Net profit/(Loss) after tax	(9.85)	(10.05)
Add: Balance Brought forward from previous year	(1395.16)	(1373.69)
Loss carried to Balance Sheet	<b>(1405.01)</b>	<b>(1395.16)</b>

### 2. OPERATIONS:

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

### 3. DIVIDEND:

During the year under review, the Company has not recommended any dividend for financial year 2019-20.

### 4. PUBLIC DEPOSITS:

During the year under review, the Company has not accepted any deposits hence the provisions of Chapter V of the Companies Act, 2013 and The Companies (Acceptance of Deposit) Rules, 2014 are not applicable.

### 5. SHARE CAPITAL:

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

### 6. PROMOTER OF THE COMPANY:

During the year under review, there is no change in promoters of the Company.

## **7. DIRECTORS:**

Mr. S. M. Patel has resigned from the Company on 20<sup>th</sup> December 20 2019 and Mr. Surya Chilukuri has resigned on 21<sup>st</sup> June 2019. The Board consists of Executive and Non-executive Directors including Independent Director as per section 149 of the Companies Act, 2013 and rules made thereunder read with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

The number and details of the meetings of the Board and other Committees are furnished in the Corporate Governance Report.

The Independent Directors have furnished declaration of independence under Section 149 of the Companies Act 2013.

### **Number of Board Meetings of Directors:**

During the year ended 31<sup>st</sup> March 2020, Six Board Meeting were held.

The dates on which the Board Meetings were held are 29<sup>th</sup> May 2019, 21<sup>st</sup> June 2019, 14<sup>th</sup> August 2019, 14<sup>th</sup> November 2019, 20<sup>th</sup> December 2019 and 14<sup>th</sup> February 2020. The maximum time gap between any two consecutive meeting was within the period prescribed under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

### **Familiarization Programme for Independent Directors**

The Company familiarizes its Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. through various programmes on a continuing basis. The Familiarisation programme for Independent Directors is disclosed on the Company's website.

### **Separate Meeting of Independent Directors**

A separate meeting of Independent Directors of the Company was held on 25<sup>th</sup> March, 2020 as required under Schedule IV to the Companies Act, 2013 (Code for Independent Directors) and Regulation 25 of the SEBI (Listing Obligations And Disclosure Requirements), Regulations, 2015. At the Meeting, the Independent Directors:

- Reviewed the performance of Non-Independent Directors and the Board as a whole;
- Reviewed the performance of the Chairman of the Company, taking into account the views of Executive Director and Non-Executive Directors;

All the Independent Directors attended the Meeting of Independent Directors and Mr. Ravi Kumar Chennupati was the Lead Independent Director of that Meeting.

### **Statement on Declaration given by Independent Directors under sub-section (6) of Section 149.**

The Independent Directors have submitted the declaration of Independence, as required under Section 149(7) of the Companies Act 2013, stating that they meet the criteria of Independence as provided under sub-section (6).

## **8. Board & Directors' 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.

## **Directors' Appointment and Remuneration Policy**

The Nomination and Remuneration Committee is responsible for developing competency requirements for the Board based on the industry and strategy of the Company and formulates the criteria for determining qualifications, positive attributes and independence of Directors in terms of provisions of Section 178 (3) of the Act and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirement). The Board has, on the recommendations of the Nomination & Remuneration Committee framed a policy for remuneration of the Directors and Key Managerial Personnel.

## **9. REMUNERATION AND NOMINATION COMMITTEE**

The Remuneration and Nomination Committee consists of the following Directors namely Mr. Ravi Kumar Chennupati, Mrs. Sridevi Nadella and Sanjiv Kumar Tandon as members.

### **Brief description of terms of reference:**

- Identifying person who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down and recommend to the Board for their appointment and removal.
- Carry on the evaluation of every directors' performance, formulation of the criteria for determining qualifications, positive attributes and independence of director.
- Recommend to the Board a policy relating to the remuneration of the Directors, key managerial personnel and other employees.
- Formulation of criteria for evaluation of Independent Directors and the Board.
- Devising a policy on Board diversity
- Any other matter as the Board may decide from time to time.

### **Nomination and Remuneration Policy**

The objectives of the policy:

- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.
- To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies.

- To carry out evaluation of the performance of Directors
- To provide them reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

## **10. PARTICULARS OF EMPLOYEES AND REMUNERATION**

The information required under Section 197 (12) of the Act read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is NIL

## **11. AUDITOR'S AND AUDITOR'S REPORT:**

M/s. Ganesh Venkat & Co., Chartered Accountants (Registration No. 005293S; M.No. 025104), Hyderabad, Statutory Auditors of the Company, who was appointed as Statutory Auditors of the Company by shareholders of the Company vide resolution dated 29.09.2017 until the conclusion of Annual General Meeting for the financial year ended 31st March, 2022.

In terms of first proviso to Section 139 of the Companies Act, 2013, the appointment of the Auditors shall be placed for ratification at every Annual General Meeting. However, Companies (Amendment) Act, 2017 omitted the first proviso to section 139 of Companies Act, 2013, that required ratification of appointment of Auditors at every Annual General Meeting.

### **Audit Committee**

The details pertaining to the role, objective and composition of the Audit Committee are included in the Corporate Governance Report which is part of the Annual Report for the year.

### **Secretarial Audit**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Narala & Associates, Company Secretaries to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed herewith.

There was no qualification, reservation or adverse remark in the secretarial audit report.

## **12. SUBSIDIARY COMPANIES:**

The Company does not have any subsidiary/ associate/ Joint venture companies under review. Since the statement in terms of first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014 is not required to be attached.

## **13. INTERNAL CONTROL SYSTEMS**

Your Company has in place internal and financial control systems commensurate with the size of the Company. The primary objective of our internal control framework is to ensure that internal controls are established, properly documented, maintained and adhered to in each functional department for ensuring orderly and efficient conduct of business which includes proper use and protection of the Company's resources, accuracy in financial reporting,

compliance with the statutes, timely feedback on achievement of operational and strategic goals.

#### **14. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as 'Annexure' VI.

#### **15. INFORMATION ON STOCK EXCHANGES**

The Equity shares of the Company are listed on BSE Limited

#### **16. CORPORATE GOVERNANCE**

A detailed report on the subject forms part of this report. The Statutory Auditors of the Company have examined the Company's compliance and have certified the same as required under the SEBI Guidelines. Such certificate is reproduced in this Annual Report.

#### **17. DIRECTORS' RESPONSIBILITY STATEMENT**

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134 of the Companies Act, 2013:

- (a) that in the preparation of the annual accounts/financial statements for the financial year ended 31<sup>st</sup> March 2020; the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- (b) that the accounting policies as mentioned in the financial statements were selected and applied consistently and reasonable and prudent judgments and estimates were made 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 and loss of the company for that period;
- (c) that proper and sufficient care had been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) that the annual accounts were prepared on a going concern basis;
- (e) that proper internal financial controls were in place and that such internal financial controls are adequate and were operating effectively; and
- (f) that proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

#### **18. CORPORATE SOCIAL RESPONSIBILITY (CSR)**

As the Company does not fall under the criteria stipulated for applicability of section 135 of the Companies Act, 2013 the Company has not constituted a Committee of Corporate Social Responsibility and no contributions were made during the year.

#### **19. VIGIL MECHANISM / WHISTLE BLOWER POLICY**

In terms of the requirements of the Companies Act, 2013 and Regulation 22 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has a vigil mechanism to deal with instance of fraud and mismanagement, if any. The details of the vigil mechanism are displayed on the website of the Company. The Audit Committee reviews the

functioning of the vigil / whistle blower mechanism from time to time. There were no allegations / disclosures / concerns received during the year under review in terms of the vigil mechanism established by the Company.

### **RISK MANAGEMENT POLICY**

The Company has laid down the procedure for risk assessment and its mitigation through an internal risk committee. Key risks and their mitigation arising out of reviews by the Committee are assessed and reported to the Audit Committee on a periodic basis.

### **20. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:**

During the year under review, the Company has not received any Material Orders passed by the Regulators or Court.

### **21. EXTRACT OF ANNUAL RETURN**

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

### **ACKNOWLEDGEMENTS**

Your Directors would like to express their appreciation for the assistance and co-operation received from the financial institutions, banks, Government of India and various State Government authorities and agencies, customers, vendors and members during the year under review.

**For and on behalf of the Board of Directors**

Date: 14.08.2020  
Place: Hyderabad

**Sd/-  
Sachendra Tummala  
Managing Director**

## **SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31.03.2019**

**[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]**

To,

The Members,

**MIPCO SEAMLESS RINGS (GUJARAT) LIMITED**

34, Corpus Techno Park, AVS Compound, 4<sup>th</sup> Block, Koramangala,  
Bangalore, Karnataka-560 095

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s **MIPCO SEAMLESS RINGS (GUJARAT) LIMITED (CIN- L72900KA1980PLC080581)** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the **MIPCO SEAMLESS RINGS (GUJARAT) LIMITED** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2020, the Company has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>ST</sup> March, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 (FEMA) and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (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;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) Information Technology Act, 1991- There is no business activity that requires any compliances under the Act.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited.

During the Audit period under review and as per the clarification, representations provided by the Management in writing & oral in the Secretarial Audit checklist prepared by me, I confirm that the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreement, SEBI notifications etc. mentioned above.

I further report that compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals

**I 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 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 at least seven days in advance, and a system exists for seeking clarifications, if any.
- Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**I 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.

**Place:** Hyderabad

**Date:** 14.08.2020

**Narala & Associates**  
**Company Secretaries**  
Vijay Krishna Narala  
ACS No. 25335  
C P No.: 20812

**'ANNEXURE TO SECRETARIAL AUDIT REPORT'**

To,

The Members

**MIPCO SEAMLESS RINGS (GUJARAT) LIMITED**

34, Corpus Techno Park, AVS Compound, 4<sup>th</sup> Block, Koramangala,  
Bangalore, Karnataka-560095

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.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. 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.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. 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.
6. 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.

**Place:** Hyderabad

**Date:** 14.08.2020

**Narala & Associates**  
**Company Secretaries**

Vijay Krishna Narala

ACS No. 25335

C P No.: 20812

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

**[Section 134(3)(m) of The Companies Act, 2013 read with Rule 8(3) of The Companies  
(Accounts) Rules, 2014]**

**A. CONSERVATION OF ENERGY: NIL**

- a) Steps taken or impact on conservation of energy: NA
- b) Steps taken by the company for utilizing alternate sources of energy: NIL
- c) The capital investment on energy conservation equipments: NIL

**B. TECHNOLOGY ABSORPTION:**

- (i) the efforts made towards technology absorption:  
No technology imported or acquired from external sources.
- (ii) the benefits derived like product improvement, cost reduction, product development or import substitution: NIL
- (iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-

- (a) the details of technology imported;
- (b) the year of import;
- (c) whether the technology been fully absorbed;
- (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and

Not Applicable as there was no import of technology during the last three years.

- iv) Expenditure on R&D: NIL

**C. FOREIGN EXCHANGE EARNINGS & OUTGO: NIL**

## ANNEXURE TO THE DIRECTORS' REPORT

### [Pursuant to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

1. The ratio of the remuneration of each Director to the median remuneration of the Employees of the Company for the financial year: NIL

**(Explanation:** (i) the expression “median” means the numerical value separating the higher half of a population from the lower half and the median of a finite list of numbers may be found by arranging all the observations from lowest value to highest value and picking the middle one; (ii) if there is an even number of observations, the median shall be the average of the two middle values).

2. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary, or Manager, if any, in the financial year: NIL
3. The percentage increase in the median remuneration of employees in the financial year: NIL
4. The number of permanent employees on the rolls of Company: Two
5. The explanation on the relationship between average increase in remuneration and Company performance: NOT Applicable
6. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company: Not Applicable, as the Company does not have any business.
7. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: Not Applicable
8. Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company: Not Applicable, as the Company is not carrying any business since 2002.
9. The key parameters for any variable components of remuneration availed by the Directors. Remuneration and sitting fee paid to the Directors: NIL.
10. The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year: Not Applicable.
11. Affirmation that the remuneration is as per the Remuneration Policy of the Company: Not applicable.

**FORM NO. MGT.9  
EXTRACT OF ANNUAL RETURN**

**As on the financial year ended on 31st March, 2020**

**[Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12 (1) of the  
Companies (Management and Administration) Rules, 2014]**

**I. REGISTRATION AND OTHER DETAILS:**

CIN	L72900KA1980PLC080581
Registration Date	29.01.1980
Name of the Company	Mipco Seamless Rings (Gujarat) Limited
Category/Sub-Category of the Company	Public Company Limited by Shares
Address of the Registered Office	34, Corpus Techno park, AVS Compound, 4th block, Koramangala, Bangalore, Karnataka - 560095 Tel: 080-25520334 CIN: L72900KA1980PLC080581 Email: Kumar.Tandon@corpus.com Website: <a href="http://www.mipco.co.in">www.mipco.co.in</a>
Whether Listed Company	Yes
Name, address and contact details of Registrar & Transfer Agent (RTA), if any.	Venture Capital & Corporate Investments Pvt. Ltd 12-10-167, Bharat Nagar, Hyderabad-500018 Tel: 040-23818475/23818476/23868023

**II. Principal Business Activities of the Company**

All the business activities contributing 10% or more of the total turnover of the Company shall be stated :-			
Sl.No.	Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the Company
1	Engaged into Information Technology & Related activities in the stream of Media & Entertainment	9983131	100%

**III. Particulars of Holding, Subsidiary and Associate Companies: -NIL****IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

**i) Category-wise Share Holding:**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>	1563722	0	1563722	43.62	1563722	0	1563722	43.62	00
a)Individual/HUF	0	0	0	0	0	0	0	0	00
b)Central Govt.	0	0	0	0	0	0	0	0	0
c)State Govt.(s)	0	0	0	0	0	0	0	0	0
d)Bodies Corporate	0	0	0	0	0	0	0	0	0
e)Banks / FI	0	0	0	0	0	0	0	0	0
f)Any Other...	0	0	0	0	0	0	0	0	0
<b>Sub-Total(A)(1):</b>	<b>1563722</b>	<b>0</b>	<b>1563722</b>	<b>43.62</b>	<b>1563722</b>	<b>0</b>	<b>1563722</b>	<b>43.62</b>	<b>00</b>
<b>(2)Foreign</b>	0	0	0	0	0	0	0	0	0
a)NRIs-Individuals	0	0	0	0	0	0	0	0	0
b)Other Individuals	0	0	0	0	0	0	0	0	0
c)Bodies Corporate	0	0	0	0	0	0	0	0	0
d)Banks/FI	0	0	0	0	0	0	0	0	0
Any Other...	0	0	0	0	0	0	0	0	0
<b>Sub-Total(A)(2):</b>	<b>1563722</b>	<b>0</b>	<b>1563722</b>	<b>43.62</b>	<b>1563722</b>	<b>0</b>	<b>1563722</b>	<b>43.62</b>	<b>00</b>
<b>Total Shareholding of Promoters (A)=(A)(1)+(A2)</b>	<b>1563722</b>	<b>0</b>	<b>1563722</b>	<b>43.62</b>	<b>1563722</b>	<b>0</b>	<b>1563722</b>	<b>43.62</b>	<b>00</b>
<b>B.Public Shareholding</b>									
<b>1)Institutions</b>									
a)Mutual Funds / UTI	0	15397	15397	0.44	0	15397	15397	0.44	00
b)Banks / FI	0	2460	2460	0.07	0	2460	2460	0.07	00
c)Central Govt.	0	0	0	0	0	0	0	0	0
d)State Govt.(s)	0	0	0	0	0	0	0	0	0
e)Venture Capital Fund	0	0	0	0	0	0	0	0	0
f)Insurance Companies	0	0	0	0	0	0	0	0	0
g)FIIs	0	0	0	0	0	0	0	0	0
h)Foreign Venture Capital Fund	0	0	0	0	0	0	0	0	0
i)Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-Total(B)(1)</b>	<b>0</b>	<b>17857</b>	<b>17857</b>	<b>0.51</b>	<b>0</b>	<b>17857</b>	<b>17857</b>	<b>0.51</b>	<b>00</b>

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Changes during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(2) Non-Institutions</b>									
<b>a) Bodies Corporate</b>	81451	24460	105911	2.95	81962	23960	105922	2.95	0
<b>i) Indian</b>	0	0	0	0	0	0	0	0	0
<b>ii) Overseas</b>	0	0	0	0	0	0	0	0	0
<b>b) Individuals</b>									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	352201	1461663	1813864	50.60	363564	1451257	1814811	50.63	0.02
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	23000	57870	80870	2.26	23000	57870	80870	2.26	0
<b>a) Others (specify)</b>									
Foreign Nationals	0	0	0	0	0	0	0	0	0
Non-Resident Indians	1215	0	1215	0.03	1268	0	1268	0.04	0.01
Clearing Members	1011	0	1011	0.03	0	0	0	0	0.03
Trusts	350	0	350	0.01	350	0	350	0.01	0.00
<b>Sub-total (B)(2):-</b>	<b>459228</b>	<b>1543993</b>	<b>2003121</b>	<b>55.88</b>	<b>470144</b>	<b>1543993</b>	<b>2003221</b>	<b>55.88</b>	<b>0</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>459228</b>	<b>1561850</b>	<b>2021078</b>	<b>56.39</b>	<b>470144</b>	<b>1561850</b>	<b>2021078</b>	<b>56.39</b>	<b>0</b>
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>2022950</b>	<b>1561850</b>	<b>3584800</b>	<b>100</b>	<b>2033866</b>	<b>1561850</b>	<b>3584800</b>	<b>100</b>	<b>0</b>

**(ii) Shareholding of Promoters:**

Sl.No	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Sachendra Tummala	1563722	43.62	0	1563722	43.62	0	0

**(iii) Change in Promoters' Shareholding: NIL**

Sl. No.		Shareholding at the beginning of the year	Cumulative Shareholding During the year
		NIL	NIL

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

S.NO	FOLIO NO	NAME	NO. OF SHARES	%AGE OF TOTAL SHARES
1	A004550	ASK RAYMOND JAMES ARBITRAGE LTD	66675	1.86
2	C001314	CHIRAYUSH PRAVIN VAKIL PRAVIN KANTILAL VAKIL	33250	0.928
3	R000117	RAMBHAI PURSHOTAM PATEL SHANTABEN RAMBEN PATEL	24620	0.687
4	10059287	RAJENDRA JAGJIVANDAS SHAH VARSHA RAJENDRA SHAH	23000	0.642
5	C001540	CHIRAYUSH PRAVIN VAKIL	18800	0.524
6	80005348	VARSHA RAJENDRA SHAH RAJENDRA JAGJIVANDAS SHAH	17375	0.485
7	10836722	NEELAM OHRI VINOD OHRI	16904	0.472
8	10599444	MAHENDRA GIRDHARILAL	12939	0.361
9	11026740	BABULAL JAIN	11940	0.333
10	20005216	RAHUL DULERAY SHAH	10950	0.33

**(v) Shareholding of Directors and Key Managerial Personnel.**

Sl.No.		Shareholding at the beginning of the year		Cumulative Shareholding During the year	
A	Directors	No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	Mr. Sachendra Tummala	1563722	43.62	1563722	43.62

Note: Apart from the aforesaid Directors, no other Director held any shares in the Company during the year.

<b>Indebtness(Rs. in Lakhs)</b>				
Indebtedness of the Company including interest outstanding / accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year	0	69.69	0	66.53
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	69.69	0	66.53
Change in Indebtedness during the financial year		2.02	0	3.16
* Additions	0	0	0	0
* Reduction#	0	0	0	0
Net Change	0	2.02	0	3.16
Indebtedness at the end of the financial year	0	70.82	0	69.69
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	70.82	0	69.69

VI.	<b>Remuneration of Directors and Key Managerial Personnel</b>		
	<b>A. Remuneration to Managing Director, Whole-time Directors and/or Manager:</b>		
Sl.No.	Particulars of Remuneration	Mr. Sachendra Tummala Managing Director	
1	Gross salary	NIL	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		
2	Stock Options		
3	Sweat Equity		

	4	Commission	NIL
		- as a % of profit	
		- Others, specify...	
	Total		
Ceiling as per the Act			-

**B. Remuneration to other Directors: NIL**

(Rs. In Lakhs)

Sl.No.	Name of the Director	Fee for attending board / committee meetings	Commission	Others, please specify	Total
1	NIL				

**VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding Fees Imposed.	Authority (RD/NCLD/ COURT)	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	None				
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty	None				
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	None				
Punishment					
Compounding					

Statement of particulars of employees pursuant to Rule 5(2) and (5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of Directors' Report for the financial year ended 31<sup>st</sup> March, 2020

Name of the Employee	Age (years)	Designation / Nature of Duties	Qualification	Experience (years of employment)	Date of Commencement	Remuneration (Rs. in Lakhs)	% of equity shares held in the Company
Mr. Sachendra Tummalala	44	Managing Director	B.S Electronic & Communication	10	10.08.2011	NIL	43.62

**Notes:**

1. Nature of employment is contractual or as per Regulation wherever applicable.  
Other terms and conditions applicable to them are as per Company's rules.
2. None of the employees is a relative of any Director of the Company.
3. Shares held by Mr. Sachendra Tummala - 1563722

## CORPORATE GOVERNANCE REPORT

The detailed report on corporate governance for the year ended as on 31<sup>st</sup> March, 2020 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. 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 2019-20 is as under:

<b>Name of the Director</b>	<b>Executive/ Non-Executive/ Independent</b>	<b>No. of outside Directorships in Public Companies</b>	<b>Membershi p held in Committee of Directors other Public Companies</b>	<b>Chairman-ship held in Committee of Directors other Public Companies</b>
Mr. Sachendra Tummala	Executive	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. S. M. Patel has resigned from the Company on 20<sup>th</sup> December 20 2019 and Mr. Surya Chilukuri has resigned on 21<sup>st</sup> June 2019

#### **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 2019-20 the Board of Directors of the Company met six times viz. 29<sup>th</sup> May 2019, 21<sup>st</sup> June 2019, 14<sup>th</sup> August 2019, 14<sup>th</sup> November 2019, 20<sup>th</sup> December 2019 and 14<sup>th</sup> February 2020,

The Attendance of Directors of the Company at the Board Meetings held during the financial year 2019-20 and previous AGM held on 27.09.2019.

<b>Name of the Director</b>	<b>No. of Board Meetings held during the tenure</b>	<b>No. of Board meetings attended</b>	<b>Whether attended at last AGM</b>
Mr. Sachendra Tummala	6	6	YES
Mr. Sanjiv Kumar Tandon	6	6	YES
Mr. Ravi Kumar Chennupati	6	6	YES
Mr. S.M. Patel	4	3	NO
Mrs. Sridevi Nadella	6	5	YES
Mr. Surya Chilukuri	1	1	YES

\* Mr. S. M. Patel has resigned from the Company on 20<sup>th</sup> December 20 2019 and Mr. Surya Chilukuri has resigned on 21<sup>st</sup> June 2019

### **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.

Brief profiles of the Directors being appointed/re-appointed have been given in the Directors' Report.

### **D. Details of Board Meetings held during the Year 2019-20**

<b>Date of the Meeting</b>	<b>Board Strength</b>	<b>No. of Directors present</b>
29.05.2019	6	6
21.06.2019	5	5
14.08.2019	5	5
14.11.2019	5	4
20.12.2019	4	4
14.02.2020	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 – [www.mipco.co.in](http://www.mipco.co.in). The Directors and Senior Management personnel have affirmed compliance with the Code applicable to them during the year ended 31<sup>st</sup> March, 2020. 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, 2020:**

1. Mr. Sridevi Nadella – Chairperson
2. Ms. Ravi Kumar Chennupati– Member
3. Mr. Sanjiv Kumar Tandon – Member

The Audit Committee consists of Independent Directors as members.

### **Meetings and Attendance:**

Four Audit Committee Meetings were held during the year ended 31<sup>st</sup> March, 2020. The maximum time gap between any of the two meetings was not more than four months.

Audit Committee Meetings held during the year 2019-20 and attendance details:

<b>Date of the Meeting</b>	<b>Committee Strength</b>	<b>No. of Directors present</b>
29.05.2019	3	3
14.08.2019	3	3
14.11.2019	3	3
14.02.2020	3	3

Company Secretary of the Company is the Secretary to the Committee. 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, 2020:**

1. Mr. Ravi Kumar Chennupati, Chairman
2. Mrs. Sridevi Nadella
3. Mr. Sanjiv Kumar Tandon

**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. Sanjiv Kumar Tandon - Chairman
2. Mr. Ravi Kumar Chennupati - Member
3. Mr. Sachendra Tummala - Member

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.

Number of Shareholders Complaints received during the year	0
Solved to the satisfaction of the shareholders	0
Number of pending Complaints	0

**GENERAL BODY MEETINGS:**

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

<b>Financial Year</b>	<b>Date</b>	<b>Location of the Meeting</b>	<b>Time</b>
2016-2017	26.09.2017	34, Corpus Techno Enclave, AVS Compound, 4 <sup>th</sup> Block, Koramangala, Bangalore, Karnataka-560095	1.30 P.M
2017-2018	27.09.2018	34, Corpus Techno Enclave, AVS Compound, 4 <sup>th</sup> Block, Koramangala, Bangalore, Karnataka-560095	1.30 P.M
2018-2019	27.09.2019	34, Corpus Techno Enclave, AVS Compound, 4 <sup>th</sup> Block, Koramangala, Bangalore, Karnataka-560095	1.00 P.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. Ganesh Venkat & Co., Chartered Accountants, Hyderabad, Statutory Auditors of the Company, regarding compliance of conditions of Corporate Governance is annexed to this report.

**GENERAL SHAREHOLDER INFORMATION:**

**a) Annual General Meeting:**

DATE : 30<sup>th</sup> September, 2020  
TIME : 10.00 A.M  
VENUE : 34, Corpus Techno Park, AVS Compound, 4<sup>th</sup> Block, Koramangala, Bangalore, Karnataka, India-560095

**b) Tentative calendar for financial year 2020-21:**

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.  
& Annual accounts.

**c) Book Closure Dates:**

From 23<sup>rd</sup> September, 2020 to 30<sup>th</sup> September, 2020 (both days inclusive).

**d) Listing of equity shares & stock code:**

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

**e) Stock Price Data**

Month & Year	BSE (In Rs)	
	High Price	Low Price
April 2019	10.00	10.00
May 2019	10.00	10.00
June 2019	10.00	10.00
July 2019	10.00	10.00
August 2019	10.00	10.00
September 2019	10.00	10.00
October 2019	10.00	10.00
November 2019	10.00	10.00
December 2019	10.00	10.00
January 2020	10.00	10.00
February 2020	10.00	10.00
March 2020	10.00	10.00

**f) ISIN No: INE860N01012**

**g) Registrar and Transfer Agents:**

M/s Venture Capital & Corporate Investments Private Limited.  
12-10-167, Bharatnagar, Hyderabad-500 018  
Ph: 040-23818475/8476 Fax: 040-23868024

**h) Distribution of Shareholding:**

**i) Categories wise shareholding as on 31<sup>st</sup> March, 2020:**

Category	Holding as on 31.03.2020
Promoter and Promoter Group	1563722
Bodies Corporate	105922
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	1268
Public	1895681
Trust	350
<b>Total</b>	<b>3584800</b>

**j) Distribution of shareholding as on 31<sup>st</sup> March, 2020:**

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
<b>Total</b>	<b>18618</b>	<b>100</b>	<b>3584800</b>	<b>100</b>

**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 2020.

**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

Place: Hyderabad

Date: 14.08.2020

**For and on behalf of the Board**

*Sd/-*

**Sachendra Tummala  
Managing Director**

## CEO & CFO Certification

We, Sachendra Tummala, Managing Director and Sridhar Dasara, Chief Financial Officer of Mipco Seamless Rings (Gujarat) Limited, to the best of our knowledge and belief, certify that:

1. We have reviewed the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement of the Company and all the notes on accounts and the Board's Report.
2. These statements do not contain any materially untrue statement or omit to state a material fact necessary to make the statements made, in the light of circumstances under which such statements are made, not misleading with respect to the period covered by this report.
3. The financial statements, and other financial information included in this report, present in all material respects a true and fair view of the Company's affairs, the financial condition, results of operations and cash flows of the Company as at, and for, the periods presented in this report, and are in compliance with the existing accounting standards and / or applicable laws and regulations.
4. There are no transactions entered into by the Company during the year that are fraudulent, illegal or violate the Company's Code of Conduct and Ethics, except as disclosed to the Company's auditor and the Company's audit committee of the Board of Directors.
5. We affirm that we have not denied any personnel access to the audit committee of the company (in respect of matters involving alleged misconduct) and we have provided protection to whistleblowers from unfair termination and other unfair or prejudicial employment practices.
6. We further declare that all Board members and senior management personnel have affirmed compliance with the Code of Conduct and Ethics for the year covered by this report.

Hyderabad  
August 14, 2020

**Sd/-**  
Sachendra Tummala  
Managing Director

**Sd/-**  
Sridhar Dasara  
C.F.O

**CERTIFICATE OF NON - DISQUALIFICATION OF DIRECTORS**  
**(Pursuant to Regulation 34(3) read with**  
**Schedule 5 Para - C Sub Clause (10)(i) of SEBI (LODR) Regulations, 2015)**

**The Members,**  
**Mipco Seamless Rings (Gujarat) Limited,**  
**Hyderabad.**

**Sub: Certificate in pursuance of sub clause (i) of 10 of part C of Schedule V of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 in respect of Mipco Seamless Rings (Gujarat) Limited (CIN: L72900KA1980PLC080581)**

We have examined the Company and Registrar of Companies records, books and papers of Mipco Seamless Rings (Gujarat) Limited ("the Company"), (CIN: L72900KA1980PLC080581) having its Registered Office at 34, Corpus Techno Park, AVS Compound, Koramngala, Bangalore-560034, India as required to be maintained under the Companies Act, 2013, SEBI Regulations, other applicable rules and regulations made thereunder for the year ended on 31st March 2020.

In our opinion and to the best of our information and according to the examinations carried out by us and explanations and written representation / declaration received from the directors and taken on record by the Board of Directors, we certify that none of the following Directors of the Company by the SEBI / Ministry of Corporate Affairs or any such statutory authority as on 31st March 2020.

List of Directors of the Company:

<b>S. No.</b>	<b>DIN</b>	<b>Name of Director</b>	<b>Designation</b>
1	02317514	Sachendra Tummala	Managing Director
3	01573325	Ravi Kumar Chennupati	Director
4	02579261	Sanjiv Kumar Tandon	Director
5	06579733	Nadella Sridevi	Director

**Place:** Hyderabad  
**Date:** 14.08.2020

**Narala & Associates**  
**Company Secretaries**  
Vijay Krishna Narala  
ACS No. 25335  
C P No.: 20812

## **Auditors' Certificate regarding compliance of Corporate Governance**

**To the Members of  
M/s. Mipco Seamless Rings (Gujarat) Limited,**

We have examined the compliance of the conditions of Corporate Governance by Mipco Seamless Rings (Gujarat) Limited for the year ended 31st March 2020, as stipulated in SEBI (LODR) Regulations, 2015 of the Company with the stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the 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 and based on the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in SEBI (LODR) Regulations, 2015.

We state that in respect of investor grievances received during the year ended 31<sup>st</sup> March 2020, no investor grievances are pending against the Company for a period exceeding one month as per records maintained by the Company which are presented to the shareholders/investor grievance committee.

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 M/s. Ganesh Venkat & Co.,  
Chartered Accountants  
Firm Regd.No.005293S**

**Sd/-  
G. Rajavenkat  
Partner  
Membership No.025014**

**Place: Hyderabad.  
Date: 14<sup>th</sup> August 2020**

**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 does not have any manufacturing activity and has not installed any internal control systems.

**d) Financial performance with respect to operations:**

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

**e) Human Resources and Industrial Relations:**

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

## **INDEPENDENT AUDITOR'S REPORT**

To  
The Members of **M/s. MIPCO SEAMLESS RINGS (GUJARAT) LIMITED**

### **Report on the Ind AS Financial Statements**

We have audited the accompanying Ind AS financial statements of **M/s. MIPCO SEAMLESS RINGS (GUJARAT) LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including other Comprehensive Income), the Cash Flow Statement and the statement of changes in equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Ind AS 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 Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's

preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

## **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Ind AS and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2020, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

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

1. As required by Section 143(3) of the Act, based on our audit 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 account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
  - e) On the basis of the written representations received from the directors of the Company as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". 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 the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

- I. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements – Refer Note IV (C) to Ind AS financial statements;
- II. The Company did not have any long-term contracts for which there were any material foreseeable losses. The Company did not have any derivative contracts;
- III. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

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

**For M/s. Ganesh Venkat & Co.,**  
Chartered Accountants  
Firm Regd.No.005293S

**G. Rajavenkat**  
Partner  
Membership No.025014

Place: Hyderabad.  
Date: 30<sup>th</sup> June, 2020

### **Annexure "A" to the Independent Auditor's Report**

**With reference to the Annexure A referred to in our Report of even date to the Members of Mipco Seamless Rings (Gujarat) Limited ('the Company') on the Ind AS financial statements for the year ended 31<sup>st</sup> March, 2020, we report that:-**

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that:

- i. The Company does not have any fixed assets; hence maintenance of proper records and physical verification is not required and requirement of clause (i) of paragraph 3 of the said Order is not applicable to the Company.
- ii. The Company presently does not have any manufacturing operations; therefore it does not have any inventory. Hence, the requirement of clause (ii) of paragraph 3 of the said Order is not applicable to the Company.
- iii. The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act., hence reporting under (a), (b) & (c) is not required.
- iv. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of Section 185 and 186. Further, on the basis of our examination of the books and records of the Company and according to the information and explanations given to us, no major weakness has been noticed or reported.
- v. The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013.
- vi. As informed to us, the Central Government has not prescribed maintenance of cost records under Section 148(1) of the Act.
- vii. (a) According to the information and explanations given to us and on the basis of examination of the records of the Company, there are delays in deposit/ remittances of amounts deducted / accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales-tax, wealth-tax, custom duty, excise duty, service-tax, cess and other material statutory dues during the year by the Company with the appropriate authorities; with respect to tax deducted at source, amounts deducted from September 2016 were not remitted to the Central Government until end of the year, 31<sup>st</sup> March 2020.  
  
(b) According to the information and explanations given to us and based on the records of the company examined by us, there are no dues of Income Tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty and Excise Duty which have not been deposited on account of any disputes, except for the following:

<b>Name of the statute</b>	<b>Nature of Dues</b>	<b>Amount Rs.</b>	<b>Period to which the amount relates</b>	<b>Forum where dispute is pending</b>
Income Tax	Demand u/s 143(3) of the Income Tax Act, 1961.	39,94,436	Financial Year 2005-06	with ITAT u/s 271(1)(c) & High Court u/s 54
Sales Tax	Demand	7,90,000	Financial Year 2005-06	Commissioner Appeals, Sales Tax, Bharuch

(c) There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of reporting delay in transferring such sums does not arise.

- viii. According to the records of the company examined by us and as per the information and explanations given to us, the company has not availed of any loans from any financial institution or banks and has not issued debentures.
- ix. In our opinion, and according to the information and explanations given to us, the company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year.
- x. During the course of our examination of the books and records of the company, carried in accordance with the auditing standards generally accepted in India, we have neither come across any instance of fraud on or by the Company noticed or reported during the course of our audit nor have we been informed of any such instance by the Management.
- xi. According to the information and explanation given to us and based on our examination of the records of the company, the company has not paid/provided for any managerial remuneration, hence the requisite approvals mandated by the provision of Section 197 read with Schedule V of the Act is not applicable.
- xii. In our opinion and according to the information and explanations given to us, the company is not a nidhi company.
- xiii. According to the information and explanation given to us and based on the records of the company, transactions with the related parties are in compliance with Section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanation given to us and based on the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv. According to the information and explanation given to us and based on the records of the company, the company has not entered into non-cash transactions with directors or persons connected with him.

xvi. In our opinion and according the explanations given to us, the company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934.

**For M/s. Ganesh Venkat & Co.,**  
Chartered Accountants  
Firm Regd.No.005293S

**G. Rajavenkat**  
Partner  
Membership No.025014

Place: Hyderabad.  
Date: 30<sup>th</sup> June 2020.

**Annexure B - Referred to in paragraph 6 of Our Report of even date to the members of M/s. MIPCO SEAMLESS RINGS (GUJARAT) LIMITED on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”).**

We have audited the internal financial controls over financial reporting of **M/s. MIPCO SEAMLESS RINGS (GUJARAT) LIMITED** (“the Company”) as of 31<sup>st</sup> March 2020, in conjunction with our audit of the financial statements of the company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘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 its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the company’s internal financial controls over financial reporting based on our audit.

We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

## **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## **Opinion**

In our opinion, the company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2020, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For M/s. GaneshVenkat& Co.,**  
Chartered Accountants  
Firm Regd.No.005293S

**G. Rajavenkat**  
Partner  
Membership No.025014

Place: Hyderabad,  
Date: 30<sup>th</sup> June 2020



**MIPCO SEAMLESS RINGS (GUJARAT) LIMITED**  
**Statement of Profit & Loss for the year ended 31st March,2020**

(Amount in Rs.)

Particulars	Notes No	As at	
		March 31, 2020	March 31, 2019
<b>Revenue</b>			
Revenue from operations		-	-
Other income		-	-
<b>Total Revenue (I)</b>		-	-
<b>Expenses</b>			
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	9,85,153	10,05,551
<b>Total expenses (II)</b>		<b>9,85,153</b>	<b>10,05,551</b>
<b>Profit before exceptional and extraordinary items and tax (I - II=III)</b>		<b>(9,85,153)</b>	<b>(10,05,551)</b>
Exceptional items (IV)			
<b>Profit before extraordinary items and tax (III - IV=V)</b>		<b>(9,85,153)</b>	<b>(10,05,551)</b>
Extraordinary Items (VI)			-
<b>Profit before tax (V - VI=VII)</b>		<b>(9,85,153)</b>	<b>(10,05,551)</b>
<b>Tax expense (VIII)</b>			
Current tax		-	-
Deferred tax		-	-
<b>Profit for the year (VII-VIII=IX)</b>		<b>(9,85,153)</b>	<b>(10,05,551)</b>
<b>Other Comprehensive income</b>			-
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			-
<b>Total Other Comprehensive income/(loss) net of tax (X)</b>		<b>(9,85,153)</b>	<b>(10,05,551)</b>
<b>Total Comprehensive income for the year (IX + X)</b>		<b>(9,85,153)</b>	<b>(10,05,551)</b>
Basic and diluted earnings per equity share of 10 each		(0.61)	(0.62)
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 GANESH VENKAT & Co**  
Firm Registration No: 005293S  
Chartered Accountants

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

**G.Rajavenkat**  
PARTNER  
Membership No 025014  
Place : HYDERABAD  
Date : 30.06.2020

<b>SANJIV KUMAR TANDON</b> DIRECTOR 02579261	<b>SACHENDRA TUMMALA</b> DIRECTOR 02317514
<b>D SRIDHAR</b> CFO	<b>SRISHTI AGARWAL</b> Company Secretary

CASH FLOW STATEMENT ANNEXED TO THE BALANCE SHEET		
PARTICULARS	Year Ended 31.03.2020	Year Ended 31.03.2019
	Amount in Rs.	Amount in Rs.
<b>A) CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before Tax and after extra ordinary items	(9,85,153)	(10,05,551)
<b>ADJUSTMENTS FOR :</b>		
Add: Depreciation	-	-
Financial Expenses	-	-
Less: Net gain on Foreign currency transactions	-	-
Less: Interest Income	-	-
<b>Operating Profit before Working Capital Changes</b>	<b><u>(9,85,153)</u></b>	<b><u>(10,05,551)</u></b>
(Increase) / Decrease in Inventories		
(Increase) / Decrease in Trade Receivables		
Increase / (Decrease) in Trade Payables	8,72,777	6,89,561
Increase / (Decrease) in Current Liabilities/Provisions	1,12,376	3,16,335
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		
	<b>9,85,153</b>	<b>10,05,896</b>
Cash generated from Operations	<b><u>0</u></b>	<b><u>345</u></b>
Direct Taxes Paid		
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>	<b><u>0</u></b>	<b><u>345</u></b>
<b>B) CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	-	-
Proceeds on sale of Fixed Assets	-	-
Net gain on Foreign currency transactions	-	-
Interest received	-	-
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b><u>-</u></b>	<b><u>-</u></b>
<b>C) CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds transferred to General Reserve	-	-
Proceeds from Long Term & Short Term Borrowings	-	-
Financial Expenses	-	-
Dividend paid	-	-
Dividend equalisation reserve	-	-
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b><u>-</u></b>	<b><u>-</u></b>
Net increase in cash and cash equivalents (A+B+C)	0	345
Cash and Cash Equivalents -opening balance	3,647	3,302
Cash and Cash Equivalents -closing balance	<b>3,647</b>	<b>3,647</b>

As per Our report of even date  
**For GANESH VENKAT & Co**  
Chartered Accountants, F.R.No. 005293S

**For and on Behalf of the board**  
of Mipco Seamless Rings (Gujarat) Limited

**G.Rajavenkat**  
PARTNER  
Membership No 025014  
Place : HYDERABAD  
Date : 30-June-2020

**SANJIV KUMAR TANDON**  
DIRECTOR  
**02579261**

**SACHENDRA TUMMALA**  
DIRECTOR  
**02317514**

**D SRIDHAR**  
CFO

**MIPCO SEAMLESS RINGS (GUJARAT) LIMITED****Notes forming part of the financial statements**

Note	Particulars
<b>1 Significant accounting policies</b>	
<b>1.1 Basis of accounting and preparation of financial statements</b>	<p>This Financial Statement is prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis in compliance with the mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules 2014, the provisions of the Companies Act (to the extent notified). Accounting policies have been consistently applied except where newly issued accounting standards is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.</p>
<b>1.2 Use of estimates</b>	<p>The preparation of the financial statements is in conformity with Indian GAAP and requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.</p>
<b>1.3 Inventories</b>	<p>The Company does not have any inventory as at 31.3.2020 for which valuations rules has to be followed during the year.</p>
<b>1.4 Cash and cash equivalents (for purposes of Cash Flow Statement)</b>	<p>Cash &amp; Cash equivalents comprises cash on hand and demand deposits with banks.</p>
<b>1.5 Cash flow statement</b>	<p>Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.</p>
<b>1.6 Depreciation and amortisation</b>	<p>There are no fixed assets available with the company hence depreciation provision and fixed asset disclosure requirements as per Schedule III of the Companies Act, 2013 is not required to be followed. Hence there is no provision for depreciation.</p>
<b>1.7 Revenue recognition</b>	<p>There were no operations during the year. The company therefore did not record any income during the year.</p>
<b>1.8 Employee benefits</b>	<p>Since there was no employee during the year, no provision has been created during the year for gratuity.</p>
<b>1.9 Leases</b>	<p>Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases. There are no operating leases during the year.</p>
<b>1.10 Earnings per share</b>	<p>Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.</p>

**MIPCO SEAMLESS RINGS (GUJARAT) LIMITED**  
**Notes forming part of the financial statements**

**Note 1 Significant accounting policies (contd.)**

<b>Note</b>	<b>Particulars</b>
<b>1.11</b>	<b>Taxes on income</b> As the income of the company is NIL, taxes on income is not applicable Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.  Minimum Alternate Tax (MAT) is not recognisable during the year. Further any provision will be made as and when it is probable that future economic benefit associated with it will flow to the Company.
<b>1.12</b>	<b>Provisions and contingencies</b> A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not charged to profit and loss account and are disclosed separately in the Notes.

**MIPCO SEAMLESS RINGS (GUJARAT) LIMITED**  
**Notes forming part of the financial statements**

**Note 2 Long-term loans and advances**

Particulars	As at 31 March, 2020	As at 31 March, 2019
	₹ in INR	₹ in INR
Sales Tax Deposit (Against Stay) 1988-89 -Unsecured, considered good	31227	31,227
<b>Total</b>	<b>31,227</b>	<b>31,227</b>

**Note 3 Other non-current assets**

Particulars	As at 31 March, 2020	As at 31 March, 2019
	₹ in INR	₹ in INR
Interest on CST	204201	2,04,201
Interest on CST	630572	6,30,572
Advance income tax (net of receivable ` 9.8 (As at 31 March, 2011 ` 9.8	805771	8,05,771
<b>Total</b>	<b>16,40,545</b>	<b>16,40,545</b>

**Note 4 Trade Receivables**

Particulars	As at 31 March, 2020	As at 31 March, 2019
	₹ in INR	₹ in INR
<b>Below Six Months</b>		
Unsecured, considered good		
Doubtful		
<b>Over Six Months</b>	16,35,211	16,35,211
Doubtful		
Less: Provision for doubtful trade receivables	16,35,211	16,35,211
<b>Total</b>	<b>16,35,211</b>	<b>16,35,211</b>

**Note 5 Cash and cash equivalents**

Particulars	As at 31 March, 2020	As at 31 March, 2019
	₹ in INR	₹ in INR
(a) Cash on hand	887	887
(b) Cheques, drafts on hand		
(c) Balances with banks		
(i) In current accounts	2761	2,761
<b>Total</b>	<b>3,647</b>	<b>3,647</b>
Of the above, the balances that meet the definition of Cash and cash equivalents as per AS 3 Cash Flow Statements is	3,647	3,647

**Note 06 Other Current Assets**

Particulars	As at 31 March, 2020	As at 31 March, 2019
	₹ in INR	₹ in INR
Excess remuneration recoverable from director paid in earlier years	1,90,000	1,90,000
<b>Total</b>	<b>1,90,000</b>	<b>1,90,000</b>

**MIPCO SEAMLESS RINGS (GUJARAT) LIMITED**  
**Notes forming part of the financial statements**

**Note 7 Share capital**

Particulars	As at 31 March, 2020		As at 31 March, 2019	
	Number of shares	₹ in INR	Number of shares	₹ in INR
(a) Authorised				
Equity shares of ` 10 each with voting rights	50,00,000	5,00,00,000	50,00,000	5,00,00,000
5% Cumulative redeemable preference shares of ` 100 each	2,00,000	2,00,00,000	2,00,000	2,00,00,000
(b) Issued				
Equity shares of ` 10 each with voting rights	35,85,000	3,58,50,000	35,85,000	3,58,50,000
5% Cumulative redeemable preference shares of ` 100 each	2,00,000	2,00,00,000	2,00,000	2,00,00,000
(c) Subscribed and fully paid up				
Equity shares of ` 10 each with voting rights	35,84,800	3,58,48,000	35,84,800	3,58,48,000
(d) Subscribed and Not fully paid up				
Equity shares of ` 10 each with voting rights, ` 5 not paid up	-	-	-	-
	35,84,800	3,58,48,000	35,84,800	3,58,48,000
Add: Share Forfeiture Account (200 equity shares being forfeited)		1,000.00		1,000.00
	35,84,800	3,58,49,000	35,84,800	3,58,49,000
5% Cumulative redeemable preference shares of ` 100 each	2,00,000	2,00,00,000	2,00,000	2,00,00,000
<b>Total</b>		<b>5,58,48,000</b>		<b>5,58,48,000</b>

**MIPCO SEAMLESS RINGS (GUJARAT) LIMITED**  
**Notes forming part of the financial statements**

**Note 8 Reserves and surplus**

Particulars	As at 31 March, 2020	As at 31 March, 2019
	₹ in Lakhs	₹ in Lakhs
(a) Capital reserve		
Opening balance	7,44,55,497	7,44,55,497
Add: Additions during the year		
Less: Utilised / transferred during the year		
Closing balance	7,44,55,497	7,44,55,497
(b) Cash Subsidy Reserve		
Opening balance	34,11,764	34,11,764
Add: Additions / transfers during the year		
Less: Utilisations / transfers during the year		
Closing balance	34,11,764	34,11,764
(k) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	-13,95,16,764	-13,85,11,212
Add: Profit / (Loss) for the year	-9,85,153	-10,05,551
Amounts transferred from:		
General reserve	-	-
Other reserves	-	-
Less: Interim dividend		
Dividends proposed to be distributed to equity shareholders ( NIL	-	-
Dividends proposed to be distributed to preference shareholders ( NIL	-	-
NIL per share)		
Tax on dividend	-	-
Transferred to:		
General reserve	-	-
Capital redemption reserve	-	-
Debenture redemption reserve	-	-
Other reserves (give details)	-	-
Closing balance	-14,05,01,917	-13,95,16,764
<b>Total</b>	<b>-6,26,34,655</b>	<b>-6,16,49,502</b>

**Note 9 Short-term borrowings**

Particulars	As at 31 March, 2020	As at 31 March, 2019
	₹ in Lakhs	₹ in Lakhs
Loans and advances from related parties		
Unsecured Loan from Director - Sachendra Tummala	70,82,245	67,67,729
Unsecured Loan from Director - Sanjiv Kumar Tandon		2,02,140
	<b>70,82,245</b>	<b>69,69,869</b>

**Note 10 Other current liabilities**

Particulars	As at 31 March, 2020	As at 31 March, 2019
	₹ in Lakhs	₹ in Lakhs
Other payables		
(i) Statutory remittances (TDS payable)	1,74,769	1,20,988
(ii) Rent payable	1,98,000	1,74,000
(iii) Imprest	8,01,042	5,13,408
(iv) Other accounts payable	20,31,229	15,23,867
	<b>32,05,040</b>	<b>23,32,263</b>

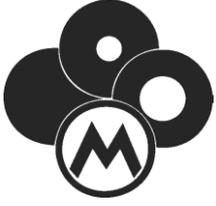
**MIPCO SEAMLESS RINGS (GUJARAT) LIMITED**  
**Notes forming part of the financial statements**

**Note\*\* Other Income**

Particulars	For the year ended 31	For the year ended 31
	March, 2020	March, 2019
	₹ in INR	₹ in INR
Interest Income		-
<b>Total</b>	-	-

**Note 11 Other expenses**

Particulars	For the year ended 31	For the year ended 31
	March, 2020	March, 2019
	₹ in INR	₹ in INR
Rent including lease rentals	24,000	24,000
Annual Listing Fees	3,64,748	3,23,292
Printing and stationery	-	-
Postage & Courier	1,58,900	1,75,163
Share Transfer Agent Fee	1,20,787	1,35,614
Advertisement Expenses (Others)	78,120	73,080
Legal and professional	98,000	1,08,000
Payments to auditors (Refer note below)	27,400	27,140
E-Voting Charges	-	-
Filing Fee	15,000	8,200
Interest on TDS	-	251
Interest on Late Payment	-	1,275
Demat expenses	-	-
Fines & Penalties	-	-
Annual Custodian fees	37,664	60,631
Miscellaneous expenses	60,534	68,905
<b>Total</b>	<b>9,85,153</b>	<b>10,05,551</b>



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Hyderabad, Telangana