MAXGROW INDIA LIMITED

(Formerly known as Frontline Business Solutions Limited)
Suchita Business Park, Ground Floor, Office No. UG-50, Y. G.
Seth Marg, Ghatkopar East, Mumbai 400075, Maharashtra, India
Email: maxgrowlegal@gmail.com | info@maxgrowindia.in
CIN–L51100MH1994PLC076018 | Web: www.maxgrowindia.in

Dated: May 05, 2026

To,
The Corporate Relations Department.
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001
Scrip Code: 521167

Dear Sir/Madam,

Sub: Submission of Annual Report for the Financial Year ended March 31, 2021.

In compliance with Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith the annual report for the financial year 2020-21.

In this respect it is pertinent to note that the Annual General Meeting for the financial year 2020-21 could not be convened by the Company due to the Company under CIRP. However, while submitting the said annual report for F.Y. 2020-21 on the portal of BSE the "AGM date' and 'date of dispatch to shareholders / date of commencement of dispatch' has been stated only to facilitate the submission of the annual report.

Please note that the Company have undergone Corporate Insolvency Resolution Process ("CIRP") under the provisions of the Insolvency and Bankruptcy Code, 2016 ("Insolvency Code") in terms of order dated June 04, 2021 passed by the Hon'ble National Company Law Tribunal ("NCLT"), Mumbai Bench. Pursuant to initiation of CIRP, vide aforesaid order, the adjudicating authority appointed Shri Mayank Rameshchandra Jain, as an Interim Resolution Professional ("IRP") to carry the functions as mentioned under the Code and later on Committee of Creditors ("CoC") approved the appointment of Shri Mayank Rameshchandra Jain, the IRP as Resolution Professional ("RP"). As per the provisions of the Code, the management of affairs of the Company and powers of the Board of Directors of the Company were suspended and vested with the RP. The RP is being assisted in managing the day-to-day affairs of the Company by the existing erstwhile management team of the Company.

(Formerly known as Frontline Business Solutions Limited)
Suchita Business Park, Ground Floor, Office No. UG-50, Y. G.
Seth Marg, Ghatkopar East, Mumbai 400075, Maharashtra, India
Email: maxgrowlegal@gmail.com | info@maxgrowindia.in
CIN–L51100MH1994PLC076018 | Web: www.maxgrowindia.in

Under the CIRP, the resolution plan filed by M/s. PP Metallix Limited was submitted for consideration to the CoC in its meeting held on January 24, 2022. The Resolution Plan was passed by the CoC with majority of voting in favour of the resolution. Pursuant to the approval of the resolution plan in terms of the order of the NCLT dated December 06, 2023, then after the Monitoring Agency ("IMA") was constituted for the supervision of the implementation of the Resolution Plan and for the day-to-day operations and management of the Company and authorizing members to apply for various permissions/approvals to various authorities/agencies to implement Resolution Plan. The IMA is required and entitled to do all such acts, deeds and things including as may be desirable and expedient in order to implement and give effect to this Resolution Plan and supervise the management and operations of the Company, in a manner consistent with this Resolution Plan.

The Monitoring Agency was in office for part of the Financial Year to which this Corporate Governance Report primarily pertains. The mandate of the IMA was to manage the affairs of the Company as a going concern and supervise the implementation of the Resolution Plan. The IMA, at their Closing Meeting held on September 19, 2024, inter-alia, re-constituted the Board of Directors of the Company ("Reconstituted Board") and upon conclusion of this Meeting, the Monitoring Committee stood dissolved on December 10, 2024.

Kindly take the same on your records.

Thanking you,

Yours Faithfully,
For MAXGROW INDIA LIMITED

SHIVKUMAR RAMSAGAR PASI

Digitally signed by SHIVKUMAR RAMSAGAR PASI
Date: 2026.05.05 17:52:08 +05'30'

Shivkumar Pasi
Managing Director
DIN. 10869886

MAXGROW INDIA LIMITED

28th

Annual Report

2020-21

INDEX

Contents	Page No.

CORPORATE INFORMATION

ERSTWHILE RESOLUTION PROFESSIONAL

Shri Mayank Rameshchandra Jain,
Reg No. IBBI/IPA-001/IP-PO1055/2017-18/11748

SUSPENDED BOARD OF DIRECTORS

1. Mr. Amit Kumar Singh
   Non-Executive - Independent Director & Chairperson
2. Mrs. Roshni Rahul Saraf
   Executive Director
3. Mrs. Gita Devi Agarwal
   Non-Executive, Non-Independent Director

RE-CONSTITUTED BOARD OF DIRECTORS

1. Mr. Laxman Medudula
   Non-Executive - Independent Director & Chairperson
2. Mr. Shiv Kumar Pasi
   Managing Director
3. Mrs. Rakesh Guda
   Non-Executive, Non-Independent Director
4. Mrs. Pooja Keer
   Non-Executive, Independent Director
5. Mr. Amarjit Kumar Shrivastav
   Non-Executive, Independent Director

LISTED AT

BSE Limited

REGISTRAR AND TRANSFER AGENT

MUFG Intime India Pvt Ltd
C-101, 247 Park, L.B.S. Marg,
CIN : U67190MH1999PTC118368
Vikhroli (West), Mumbai - 400 083
Tel : +91-22-4918 6000
Fax : +91-22-4918 6060
E-mail : *rnt.helpdesk@in.mpms.mufg.com*

BANKERS

HDFC Bank, Nariman Point Branch
AXIS Bank, Nariman Point, Branch

STATUTORY AUDITORS

R B Jain & Associates
Chartered Accountants
ICAI Firm Registration No. 103951W
Mumbai

REGISTERED OFFICE

Suchita Business Park, Ground Floor,
Office No. UG-50, Y. G. Seth Marg,
Ghatkopar - East, Mumbai- 400075,
Maharashtra, India.
Tel : 02246057992
E-mail : *maxgrowlegal@gmail.com*
Website : www.maxgrowindia.com

DIRECTORS' REPORT

Dear Members of,
Maxgrow India Limited

In exercise of powers of the re-constituted Board of Directors of Maxgrow India Limited ("the Company"), the Erstwhile Resolution Professional ("ERP") drawing powers u/s 17 of IBC, 2016 and Section 39 of the Approved Resolution Plan the Board of Directors of the Company hereby presents the 28th Board Report on business and operations of the Company for the year ended March 31, 2021.

1. CIRP

The Company have undergone Corporate Insolvency Resolution Process ("CIRP") under the provisions of the Insolvency and Bankruptcy Code, 2016 ("Insolvency Code") in terms of order dated June 04, 2021 passed by the Hon'ble National Company Law Tribunal ("NCLT"), Mumbai Bench. Pursuant to initiation of CIRP, vide aforesaid order, the adjudicating authority appointed Shri Mayank Rameshchandra Jain, as an Interim Resolution Professional ("IRP") to carry the functions as mentioned under the Code and later on Committee of Creditors ("CoC") approved the appointment of Shri Mayank Rameshchandra Jain, the IRP as Resolution Professional ("RP"). As per the provisions of the Code, the management of affairs of the Company and powers of the Board of Directors of the Company were suspended and vested with the RP. The RP is being assisted in managing the day-to-day affairs of the Company by the existing erstwhile management team of the Company.

Under the CIRP, the resolution plan filed by M/s. PP Metallix Limited was submitted for consideration to the CoC in its meeting held on January 24, 2022. The Resolution Plan was passed by the CoC with majority of voting in favour of the resolution. Pursuant to the approval of the resolution plan in terms of the order of the NCLT dated December 06, 2023, then after the Monitoring Agency ("IMA") was constituted for the supervision of the implementation of the Resolution Plan and for the day-to-day operations and management of the Company and authorizing members to apply for various permissions/approvals to various authorities/agencies to implement Resolution Plan. The IMA is required and entitled to do all such acts, deeds and things including as may be desirable and expedient in order to implement and give effect to this Resolution Plan and supervise the management and operations of the Company, in a manner consistent with this Resolution Plan.

The Monitoring Agency was in office for part of the Financial Year to which this Corporate Governance Report primarily pertains. The mandate of the IMA was to manage the affairs of the Company as a going concern and supervise the implementation of the Resolution Plan. The IMA, at their Closing Meeting held on September 19, 2024, inter-alia, re-constituted the Board of Directors of the Company ("Reconstituted Board") and upon conclusion of this Meeting, the Monitoring Committee stood dissolved on December 10, 2024.

Upon successful implementation of the Resolution Plan, the following activities have been made in the Company, all of which were effective from December 20, 2024:

- Reconstitution of the Board of Directors of the Company and its Committees;
- Revocation of Power of Attorney/Authorizations issued before and during CIRP by the Company;
- Cancellation and Extinguishment of Equity Shares held by promoter and promoter group and public shareholders holding more than 1000 Equity Shares;
- Issuance of fresh equity shares to Metal Industrial Pte. Limited; and
- Re-classification of erstwhile promoter and promoter group as public shareholders.

2. FINANCIAL HIGHLIGHTS

(Amount in Lakhs)

PARTICULARS	2020-21	2019-20
Income		
Revenue from Operations	*Nil*	15.20
Other Income	0.18	0.40
Total Income	**0.18**	**15.60**
Expenses	**9.86**	**28.36**
Profit/ (Loss) before tax	**(9.69)**	**(12.76)**
Tax	*Nil*	0.04
Net profit / (loss) after tax	**(9.69)**	**(12.80)**
Other Comprehensive Income	*Nil*	*Nil*
Total comprehensive income for the year	**(9.69)**	**(12.80)**

Financial Performance – Standalone

The Company has no revenue from operations for the year ended March 31, 2021 and revenue from operation for the year ended March 31, 2020 is Rs. 15.20 Lakhs. Loss before tax stood at Rs. 9.69 Lakhs for the year ended March 31, 2021 as against Rs. 12.76 Lakhs for the year ended March 31, 2020.

3. DIVIDEND

In view of the financial position of the Company, the Board of Directors does not recommend any dividend for the financial year 2020–21.

4. TRANSFER TO RESERVES

No amount was transferred to the Reserves during the financial year under review.

5. SHARE CAPITAL

There is no change in the share capital of the Company during the year under review.

6. HOLDING, SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any subsidiary, joint ventures and associate company.

7. MATERIAL CHANGES AND COMMITMENTS

Material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year and the date of this Report, as briefly set out in Clause 1 above.

8. DEPOSITS

The Company has not accepted any deposits during the year which would be covered under Section 73 and 74 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 as amended time to time**.**

9. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The particulars of Loans, Guarantees, Investments and Securities provided covered under the provisions of Section 186 of the Act have been disclosed in the Notes to the financial statements forming part of the Annual Report.

10. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

During the year, the Company had not entered into any contract/arrangement/ transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC- 2 is not applicable.

The Company's policy on related party transaction which is available on the Company's website www.maxgrowindia.in.

11. CORPORATE GOVERNANCE REPORT

Reports on Corporate Governance in accordance with SEBI (LODR) Regulations, 2015 ("Listing Regulations"), along with a certificate from Auditors regarding compliance of the Corporate Governance are given separately in this Annual Report attached as **Annexure I.**

12. CORPORATE SOCIAL RESPONSIBILITY

The Company is covered under the provisions of Section 135 of the Companies Act, 2013; however, due to inadequacy of profits during the year, no amount was required to be spent on Corporate Social Responsibility (CSR) activities.

13. MANAGEMENT DISCUSSION AND ANALYSIS

The Company being under CIRP, the operations and management of the Company are being monitored and controlled by Resolution Professional in the best possible capacity within the provisions of IBC to maintain the status of the Company as a going concern. Therefore, the report about Management Discussion and Analysis pursuant to Company's performance and future prospects were not provided for the period under review.

14. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company have undergone CIRP under the Insolvency and Bankruptcy Code, 2016, pursuant to which the powers of the Board of Directors stand suspended and are exercised by the Resolution Professional, who ensures that adequate internal control systems are in place to safeguard assets and maintain proper recording of financial transactions.

15. RISK MANAGEMENT

The Company has adopted a Risk Management Policy duly approved by the Board and is overseen by the Audit Committee of the Company on a continuous basis to identify, assess, monitor and mitigate various risks to key business objectives.

16. CODE OF CONDUCT

The Company have undergone CIRP under the Insolvency and Bankruptcy Code, 2016, pursuant to which the powers of the Board of Directors stand suspended and are being exercised by the Resolution Professional. The Code of Conduct of the Company continues to be applicable to all employees, and compliance with the same is being monitored by the Resolution Professional.

17. WHISTLE BLOWER POLICY/ VIGIL MECHANISM

The Company has a Whistle-Blower Policy for establishing a vigil mechanism for Directors and employees to report genuine concerns regarding unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct and Ethics policy. The said mechanism also provides for adequate safeguards against victimization of persons who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. We affirm that no employee of the Company was denied access to the Audit Committee.

18. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place a Prevention of Sexual Harassment policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. During the year 2020-21, no complaints were received by the Company related to sexual harassment.

19. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of your Company is duly constituted with a proper balance of Executive, Non-Executive and Independent Directors. Pursuant to Section 149 (1) and 161 of the Companies Act, 2013 read with Rule 8 (5) (iii) of the Companies (Accounts) Rules, 2014, the details relating to directors and key managerial personnel are as follows:

Sr. No.	Name of Directors/KMP	DIN	Designation	Date of Appointment	Date of Resignation
1.	Mrs. Gita Devi Agarwal	08126967	Non-Executive Director	27/07/2018	--
2.	Mr. Amit Kumar Singh	08509782	Independent Director	07/08/2019	--
3.	Mrs. Roshni Rahul Saraf	01909213	Chairperson cum Whole time Director and Chief Financial Officer	07/08/2019	--

20. DECLARATION BY INDEPENDENT DIRECTORS

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 read with rules framed thereunder and SEBI (LODR) Regulation.

In the opinion of the Board, the independent directors are, individually, person of integrity and possess relevant expertise and experience.

21. COMMITTEES OF BOARD, MEETINGS OF THE BOARD AND BOARD COMMITTEES

The details of the number of Board and Committee meetings of your Company held during the financial year, indicating the number of meetings attended by each Director is set out in the Corporate Governance Report. The Composition of various committees of the Board of Directors is provided in the Corporate Governance Report.

22. BOARD'S EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has carried out annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Committees. The Company has devised a policy for performance evaluation of the individual Directors, Board and its Committees, which includes criteria for performance evaluation.

23. INTERNAL FINANCIAL CONTROLS

During the financial year, the Company has in place adequate internal financial controls with reference to financial statements and during the year, no reportable material weaknesses in the design or operation were observed.

24. COMPANY'S REMUNERATION POLICY

During the financial year, the Board has on the recommendation of the Nomination and Remuneration Committee and pursuant to Listing Regulations and Section 178 of the Companies Act, 2013, framed a policy for selection and appointment of Directors, Key Managerial Personnel and fixing their remuneration, which is available on the Company's website at www.maxgrowindia.in

25. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief, your Directors confirm that:

i. in the preparation of the annual accounts for the financial year ended March 31, 2021, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
ii. they have selected such accounting policies and applied consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2021 and of the profit of the Company for the year ended on that date;
iii. they have taken proper and sufficient care for the 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 fraud and other irregularities;
iv. they have prepared the annual financial statements on a going concern basis;
v. They have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
vi. They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

26. SECRETARIAL STANDARDS

The Directors state that applicable Secretarial Standards, i.e. SS-1 relating to 'Meetings of the Board of Directors' and SS-2, relating to 'General Meetings', have been duly followed by the Company.

27. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

The Hon'ble National Company Law Tribunal, Mumbai ("NCLT") by an order dated June 04, 2021 admitted the Corporate Insolvency Resolution Process ("CIRP") application filed by operational creditor and Mr. Mayank Jain (Registration No. IBBI/IPA-001/1P-PO1055/2017-2018/11748) had been appointed as Resolution Professional ("RP") for the Company wide order dated July 06, 2021 to conduct CIRP of Maxgrow India Limited. Thereafter, the process under CIRP were conducted in accordance with the CIRP Regulations and Resolution Plan was approved on January 24, 2022 in the CoC meeting. The necessary Resolution Plan was filed with the Adjudicating Authority on February 28, 2022 and the same was approved by NCLT on December 06, 2023.

Except above, no other significant or material orders were passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

28. AUDITORS AND AUDITOR'S REPORT

a) Statutory Auditors

M/s. B. N. Kedia & Co., Chartered Accountants, were appointed as the Statutory

Auditors of the Company to hold office till the conclusion of the 29th Annual General Meeting. However, due to the CIRP, the audit for the financial year 2020–21 could not be completed by them.

Subsequently, upon completion of CIRP and induction of the new management, M/s ASAT & Associates (FRN: 130701W) were appointed as the Statutory Auditors of the Company on May 10, 2024 for the Audit for 2020-21.

The observation made in the Auditors' Report read together with relevant notes thereon are self-explanatory and hence do not call for any further comments under Section 134 of the Companies Act, 2013.

b) Secretarial Auditor

The Board of Directors of the Company in its meeting held on April 03, 2026 has appointed M/s. Abhay Kumar Pal & Co., Practicing Company Secretaries, to carry out the Secretarial Audit for previous five financial year started from April 01, 2020 to March 31, 2025. The Secretarial Audit Report issued by M/s. Abhay Kumar Pal & Co., for the financial year ended March 31, 2021, is annexed as ***"Annexure II"*** forming part this Report;

The remarks and observations of the Secretarial Audit of the Company as given in the Secretarial Audit Report is self-explanatory.

Management Reponses: *The Management has taken note of the observations and qualifications made by the Secretarial Auditor. The delays and non-compliances were primarily due to the ongoing implementation of the Resolution Plan and transition in management during the period under review. The Company is in the process of strengthening its compliance framework and internal controls to ensure timely and proper adherence to all applicable provisions of the Companies Act, 2013, SEBI (LODR) Regulations, and other applicable laws. Necessary steps have been initiated to regularize the pending compliances, and the Management is committed to avoiding such instances in future.*

c) Internal Auditors:

During the financial year under review the Company has not appointed Internal Auditor and not carried Internal Audit in accordance with Section 138 of the Companies Act, 2013

29. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

During the year under review there was no foreign exchange earnings and outgo. Since the Company does not have any manufacturing facility, the other particulars required to be provided in terms of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 are not applicable.

30. ANNUAL RETURN

Pursuant to sections 92(3) and 134(3)(a) of the Act read with Rule 12 of Companies

(Management and Administration) Rules, 2014 *(as substituted by the Companies (Management and Administration) Amendment Rules, 2021 dated March 05, 2021)*, a copy of the annual return is made available on the website of the Company at www.maxgrowindia.in.

31. PARTICULARS OF EMPLOYEES

In terms of the provisions of Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended are not applicable.

32. INSIDER TRADING REGULATIONS

Based on the requirements under SEBI (Prohibition of Insider Trading) Regulations, 1992 read with SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the code of conduct for prevention of insider trading and the Code for Corporate Disclosures ("Code"), as approved by the Board from time to time, are in force by the Company.

33. ACKNOWLEDGEMENT

The re-constituted Board of Directors expresses its sincere gratitude to all stakeholders for their support and cooperation during and after the CIRP. The Board places on record its appreciation for the Hon'ble NCLT, the Resolution Professional, Committee of Creditors, financial and operational creditors, employees, and all business partners for their valuable contribution.

The Directors also thank the shareholders, customers and suppliers for their continued trust and confidence in the Company.

For and on behalf of the Board of Directors

Date: 05/05/2026	**Sd/-**	**Sd/-**
Place: Mumbai	**Shivkumar Ramsagar Pasi**	**Rakesh Guda**
	Managing Director	**Additional Director**
	DIN. 10869886	**DIN. 10755464**

Registered Office:
Suchita Business Park, Ground Floor,
Office No. UG-50, Y. G. Seth Marg,
Ghatkopar - East, Mumbai- 400075

Annexure-I

CORPORATE GOVERNANCE REPORT

1. CORPORATE INSOLVENCY RESOLUTION PROCESS:

The Company have undergone Corporate Insolvency Resolution Process ("CIRP") under the provisions of the Insolvency and Bankruptcy Code, 2016 ("Insolvency Code") in terms of order dated June 04, 2021 passed by the Hon'ble National Company Law Tribunal ("NCLT"), Mumbai Bench. Pursuant to initiation of CIRP, vide aforesaid order, the adjudicating authority appointed Shri Mayank Rameshchandra Jain, as an Interim Resolution Professional ("IRP") to carry the functions as mentioned under the Code and later on Committee of Creditors ("CoC") approved the appointment of Shri Mayank Rameshchandra Jain, the IRP as Resolution Professional ("RP"). As per the provisions of the Code, the management of affairs of the Company and powers of the Board of Directors of the Company were suspended and vested with the RP. The RP is being assisted in managing the day-to-day affairs of the Company by the existing erstwhile management team of the Company.

Under the CIRP, the resolution plan filed by M/s. PP Metallix Limited was submitted for consideration to the CoC in its meeting held on June 04, 2021. The Resolution Plan was passed by the CoC with majority of voting in favour of the resolution. Pursuant to the approval of the resolution plan in terms of the order of the NCLT dated December 06, 2023, then after the Monitoring Agency ("IMA") was constituted on March 15, 2022 for the supervision of the implementation of the Resolution Plan and for the day-to-day operations and management of the Company and authorizing members to apply for various permissions/approvals to various authorities/agencies to implement Resolution Plan. The IMA is required and entitled to do all such acts, deeds and things including as may be desirable and expedient in order to implement and give effect to this Resolution Plan and supervise the management and operations of the Company, in a manner consistent with this Resolution Plan.

The Monitoring Agency was in office for part of the Financial Year to which this Directors' report primarily pertains. The mandate of the IMA was to manage the affairs of the Company as a going concern and supervise the implementation of the Resolution Plan. The IMA, at their Closing Meeting held on September 19, 2024, inter-alia, re-constituted the Board of Directors of the Company ("Reconstituted Board") and upon conclusion of this Meeting, the Monitoring Committee stood dissolved.

2. COMPANY PHILOSOPHY ON CORPORATE GOVERNANCE:

As a good corporate citizen, the Company is committed to sound corporate practices based on conscience, openness, fairness, professionalism and accountability in building confidence of its various stakeholders in it thereby paving the way for its long term success.

3. BOARD OF DIRECTORS:

The Board of Directors ("Board") is at the core of our corporate governance practice and oversees and ensures that the Management serves and protects the long-term interest of all our stakeholders. We believe that an active, well-informed and independent Board is necessary to ensure the highest standards of corporate governance.

The Company have undergone the CIRP in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016 in terms of order dated June 04, 2021, passed by the Hon'ble National Company Law Tribunal (NCLT) hence, as per Notification no. SEBI/LAD-NRO/GN/2018/21 dated May 31, 2018, regulations 17, 18, 19, 20 and 21 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, related to Board of Directors, Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee respectively shall not be applicable during the CIRP period in respect of a listed entity which is undergoing CIRP under the Code provided that the role and responsibilities of the Board of Directors as specified under regulation 17 shall be fulfilled by the Resolution Professional as authorised by monitoring committee in accordance with the provisions of the Code.

A. Composition, Category of Directors and their Other Directorship:

As on March 31, 2021, the Board consists of three Directors, Mrs. Roshni Rahul Saraf is Whole-Time Director Cum Chief Financial Officer, Mrs. Gita Devi Agarwal Non-Executive Non-Independent Director, Mr. Amit Kumar Singh Non-Executive Independent Directors.

Details of Directorship and Committee membership in Companies as on March 31, 2021:

Due to the Company being under the Corporate Insolvency Resolution Process and the consequent limited access to complete information and records, the reconstituted Board is not in a position to comment upon or verify the details of Directorships held by the Directors in other companies, as well as their membership/chairmanship in various committees as on March 31, 2021. Accordingly, such details could not be ascertained and are not being disclosed for the year under review.

B. Meeting held:

In compliance with the provisions of Regulation 17 of Listing Regulation and section 173 of the Act, during the year, Company's Board met Four (4) times i.e. on July 31, 2020; September 04, 2020; November 14, 2020 and February 13, 2021. The Company has held a minimum of one board meeting in each quarter and maximum gap between two consecutive meetings did not exceed 120 days which is in compliance with the Listing Regulations and provisions of the Companies Act, 2013.

The details of attendance at Board Meetings held during the financial year 2020-21 are detailed below.

Name of the Director	Designation	No. of Meetings held/ Attended
Mr. Amit Kumar Singh	Independent– Non- Executive Director	4/4
Mrs. Roshni Rahul Saraf	Executive Director	4/4
Mrs. Gita Devi Agarwal	Non-Independent, Non- Executive Director	4/4

C. Skills/expertise/competencies of the Board of Directors:

Pursuant to the initiation of CIRP, the powers of the Board of Directors stood suspended and were exercised by the Resolution Professional in accordance with the provisions of the Code. Accordingly, the Board was subsequently reconstituted post the CIRP period.

In view of the above circumstances, the reconstituted Board is not in a position to adequately comment upon or provide detailed disclosures with respect to the composition of the erstwhile (suspended) Board during the year under review, including parameters such as age, educational qualifications, professional background, sector-specific expertise, functional competencies and geographical representation.

Further, as required under Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by the SEBI (LODR) Amendment Regulations, 2018, the Board is required to disclose a matrix setting out the core skills, expertise and competencies identified as necessary in the context of the Company's business and the extent to which such skills are available with the Board members.

However, considering that the Company was under CIRP and the Board's powers were suspended, the identification and disclosure of such skills/expertise/competencies and their mapping with individual directors could not be undertaken for the financial year 2020–21. The same shall be appropriately evaluated and disclosed by the duly constituted Board in subsequent periods, in compliance with the applicable provisions of the Listing Regulations.

D. Independent Directors:

In the opinion of the re-constituted Board, the existing Independent Directors fulfil the conditions specified in the SEBI Listing Regulations and are independent of the Management.

E. Confirmation of Independent Directors

In view of the CIRP and consequent suspension of the Board, the requisite confirmations with respect to independence could not be comprehensively assessed for the said period.

F. Evaluation of Board's Performance

Due to the CIRP and the powers of the Board were suspended. Consequently, the formal performance evaluation of the Board, its Committees and individual Directors, including Independent Directors, could not be undertaken for the said period.

Post reconstitution, the Nomination and Remuneration Committee has framed appropriate evaluation criteria covering parameters such as attendance, participation, domain knowledge, governance standards, and strategic guidance, in line with applicable laws and best practices. The evaluation mechanism shall be duly implemented and disclosures made in subsequent financial years.

G. Succession Planning

During the CIRP period, key managerial and governance functions were overseen by the Resolution Professional in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016.

Accordingly, a formal mechanism for orderly succession planning for appointments to the Board and senior management could not be effectively implemented. Post reconstitution of the Board, the Company is in the process of establishing a structured framework to ensure continuity and orderly succession in line with applicable regulatory requirements.

H. Code of Conduct

The Company was undergoing the CIRP. Therefore, the powers of the Board of Directors stood suspended and were vested with and exercised by the Resolution Professional. Consequently, the governance structure of the Company, including oversight by the Board and its Committees was not operational in the ordinary course.

In light of the above, the process of obtaining annual affirmations of compliance with the Code of Conduct from all Directors and members of the senior management as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, could not be undertaken in the usual manner for the year under review. The absence of a functioning Board coupled with the transition in management and control during CIRP made it impracticable to circulate, monitor and obtain such confirmations in line with the prescribed governance framework.

Further, certain positions in senior management and on the Board underwent changes during and subsequent to the CIRP process, and accordingly the continuity required for ensuring adherence to and certification under the Code of Conduct framework was disrupted.

Post completion of CIRP and reconstitution of the Board the Company has initiated steps to re-establish its corporate governance practices, including re-adoption and implementation of the Code of Conduct. Necessary systems and processes are being put in place to ensure that all Directors and senior management personnel affirm compliance with the Code of Conduct and the requisite declaration by the Managing Director shall be made in the Corporate Governance Report for the subsequent financial periods, in compliance with applicable regulatory requirements.

4. AUDIT COMMITTEE:

During the year under review, the Audit Committee of the Company is constituted in line with the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Audit Committee met four (4) times during the year on July 31, 2020; September 04, 2020; November 14, 2020 and February 13, 2021:

Name	Category	Designation	No. of Meetings held/ Attended
Mr. Amit Kumar Singh	Independent– Non-Executive Director	Chairman	4/4
Mrs. Roshni Rahul Saraf	Executive Director	Member	4/4
Mrs. Gita Devi Agarwal	Non-Independent– Non- Executive Director	Member	4/4

Powers of the Audit Committee:

(1) To investigate any activity within its terms of reference.
(2) To seek information from any employee.
(3) To obtain outside legal or other professional advice.
(4) To secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of the Audit Committee:

The terms of reference for the Audit Committee are broadly as under:

(1) Oversight of 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 the appointment, remuneration and terms of appointment of auditors of the company;
(3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
(4) Reviewing, with the management the annual financial statements and the auditor's report thereon, before submission to the board for approval, with particular reference to:

a. Matters required to be included in Director's Responsibility Statement included in Board's report.
b. Changes, if any, in accounting policies and practices and reasons for the same.
c. Major accounting entries based on exercise of judgment by management.
d. Significant adjustments made in the financial statements arising out of audit findings.
e. Compliance with listing and other legal requirements relating to financial statements.
f. Disclosure of any related party transactions.
g. Qualifications in the draft audit report.

(5) Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
(6) Reviewing, with the management, statement of uses and application of funds raised through an issue, statement of funds utilised for other purposes and report of monitoring agency;
(7) Review and monitor the auditors' independence and performance, and effectiveness of audit process;
(8) Approval or any subsequent modification of transactions of the company with related parties;
(9) Scrutiny of inter-corporate loans and investments;
(10) Valuation of undertakings or assets of the company, wherever it is necessary;
(11) Evaluation of internal financial controls and risk management systems;
(12) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
(13) 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;
(14) Discussion with internal auditors of any significant findings and follow up there on;
(15) 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;
(16) Discussion with statutory auditors before the audit commences about nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
(17) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
(18) To review the functioning of the Whistle Blower mechanism;
(19) Approval of appointment of CFO;
(20) To review report submitted by Monitoring Agency informing material deviations in the utilisation of issue proceeds and to make necessary recommendations to the Board, if, when and where applicable;
(21) Carrying out any other function as is mentioned in the terms of reference of the Audit committee.
(22) Reviewing the following information:

a. The Management Discussion and Analysis of financial condition and results of operations;

b. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;

5. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee met Four (4) times i.e. on July 31, 2020; September 04, 2020; November 14, 2020 and February 13, 2021. The necessary quorum was present for all the meetings. The composition of the Committee during year ended March 31, 2021 and the details of meetings held and attended by the Directors are as under:

Name	Category	Designation	No. of Meetings held/ Attended
Mr. Amit Kumar Singh	Independent– Non-Executive Director	Chairman	4/4
Mrs. Roshni Rahul Saraf	Executive Director	Member	4/4
Mrs. Gita Devi Agarwal	Non-Independent– Non-Executive Director	Member	4/4

The broad terms of reference of the Nomination and Remuneration Committee are:

(1) To formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment of a Director (Executive and Non-Executive) and recommend to the Board, policies relating to the remuneration of the Directors, key managerial personnel and other employees;

(2) To formulate the criteria for evaluation of all the Directors on the Board;

(3) To devise a policy on Board diversity; and

(4) To lay out remuneration principles for employees linked to their effort, performance and achievement relating to the Company's goals.

Sitting fees and commission paid to Non-Executive Directors: No sitting fees have been paid to any director during the year.

6. STAKEHOLDERS RELATIONSHIP COMMITTEE

The committee is constituted in line with the provisions of the Regulation 20 of SEBI Listing Regulations read with section 17 of the Act. The Committee periodically reviews the status of shareholders' grievances and redressal of the same. The Committee met four times during the year on July 31, 2020; September 04, 2020; November 14, 2020 and February 13, 2021:

The necessary quorum was present for all the meetings. The Chairman of the Committee was present at the last Annual General Meeting of the Company held on September 30, 2020.

The composition of the Committee during year ended March 31, 2021 and the details of meetings held and attended by the Directors are as under:

Name	Category	Designation	No. of Meetings held/ Attended
Mr. Amit Kumar Singh	Independent– Non-Executive Director	Chairman	4/4
Mrs. Roshni Rahul Saraf	Executive Director	Member	4/4
Mrs. Gita Devi Agarwal	Non-Independent– Non- Executive Director	Member	4/4

The Company has appointed Universal Capital Securities Private Limited as its Registrars and Transfer Agents to consider, approve or reject the share transfer, transmission, consolidations, splitting, demat & remat of shares and to carry out related functions and all documentation and procedures in connection with the same.

None of the complaints is pending for a period exceeding 30 days. All the requests for transfer of shares have been processed on time and there are no transfers pending for more than 15 days.

Over and above the aforesaid complaints, the Company and its Registrar & Share Transfer Agent have received letters / queries / requests on various matters such as change of address, change of bank particulars, ECS mandate, nomination request etc. and we are pleased to report that except for requests received during the year end which are under process, all other queries / requests have been replied on time.

7. GENERAL BODY MEETINGS

A. Location and Time of the Last Three Annual General Meetings (AGM) held are as follows:

During the CIRP period from June 06, 2021 to March 31, 2025, the Company did not hold any Annual General Meetings. This was primarily due to the commencement of the CIRP, pursuant to which the powers of the Board of Directors stood suspended and were vested in the Resolution Professional in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016. Consequently, the regular governance processes, including the convening of Annual General Meetings, could not be undertaken during this period. Prior to the initiation of CIRP, the Company had duly held the following Annual General Meetings:

Financial Year	Venue	Date	Time	Special Resolution Passed
2017-18	FM Banquet, Mini Hall, 8/B, Udyog Nagar, Kamath Club Lane, Off S.V. Road, Goregaon West, Mumbai 400062	28/09/2018	11.1 AM	➢ To appoint Mr. Rahul Saraf (DIN: 01494992) as Whole-time Director of the Company. ➢ To Increased Authorised Share Capital of the

				Company. ➢ To Change in main object of the Memorandum of Association of the company. ➢ To amend clause III B and clause III C of the Memorandum of Association. ➢ To Change name of the company ➢ Reclassification of Promoters and To Notify the Change in Promotors & Key Managerial Persons of the Company. ➢ For Ratification and Approval of Utilisation of proceeds received from issue of equity shares of the Company on Preferential Basis
2018-19	103, Hubtown Solaris, N S Phadke Marg, Andheri (E), Mumbai – 400069.	30/09/2019	11.30 AM	➢ No special resolution was passed
2019-20	Shop Number-32 Lower, Ground floor, City Mall New Link Road, Oshivara Andheri (West) Mumbai-400053	30/09/2020	12.30 PM	➢ No special resolution was passed

B. Details of Extra-Ordinary General Meeting:

No Extraordinary General Meeting held during the year.

8. MEANS OF COMMUNICATIONS:

The Company, from time to time and as may be required, communicates with its shareholders and investors through multiple channels of communications such as dissemination of information on the online portal of the Stock Exchange, the Annual Reports and uploading relevant information on its website.

Quarterly Result	Pursuant to the Listing Regulations, unaudited Quarterly financial results and audited Annual financial results are announced within 45 days from the end of every quarter and within 60 days from the end of the financial year respectively. Quarterly and Annual financial results are electronically uploaded on BSE's online Portal - 'BSE Corporate Compliance & Listing Centre' (Listing Centre) and on NSE's 'Electronic Application Processing System' (NEAPS) within prescribed timeline.
Newspapers in which results are normally published	The Company did not published any information in newspaper.
Website	In Compliance with Regulation 46 of Listing Regulations, a separate dedicated section under '**Investors'** on the Company's website i.e. www.maxgrow.in gives information on various announcements made by the Company including status of quarterly filings such as Corporate Governance, Shareholding Pattern, Annual Report, Quarterly/Half yearly/ Nine-Months and Annual Financial Results along with the applicable policies of the Company.

9. GENERAL SHAREHOLDER INFORMATION

A. Annual General Meeting (AGM):

The Company was admitted into the Corporate Insolvency Resolution Process ("CIRP") in June 2021 under the provisions of the Insolvency and Bankruptcy Code, 2016. Pursuant to the initiation of CIRP, the powers of the Board of Directors were suspended and vested in the Resolution Professional. Consequently, the Company was unable to convene and hold its Annual General Meetings (AGMs) for the financial years commencing from FY 2020–21 onwards within the prescribed timelines.

In view of the above and considering the practical and regulatory constraints during the CIRP period, the statutory compliances relating to holding of AGMs and adoption of financial statements for the relevant years remained pending.

Post successful completion of CIRP and reconstitution of the Board of Directors, the Company is in the process of regularizing its pending compliances. Accordingly, the reconstituted Board has decided to convene a consolidated AGM (or such other legally permissible meetings) to place before the shareholders the audited financial statements and related matters for the financial years 2020–21, 2021–22, 2022–23, 2023–24, and 2024–25 for their consideration and approval, in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The details regarding the date, time, venue, book closure period, and other relevant information shall be communicated to the shareholders in the Annual Report for the FY 2024-25 in accordance with applicable laws and regulatory requirements.

B. Listed on Stock Exchanges

Name of Stock Exchange(s)	BSE Limited (BSE)
Address	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001
Scrip Code/Symbol	521167
ISIN	INE485D01043
Annual Listing Fees	Waived off due to CIRP

C. Registrar and Transfer Agent

All the work related to share registry, both in physical and electronic form is handled by the Company's Registrar and Transfer Agent at the below mentioned address:

Name	Universal Capital Securities Private Limited *(Formerly known as Mondkar Computers Private Limited)*
Address	21, Shakil Niwas, Opp Satya Saibaba Temple, Mahakali Caves Road, Andheri (E), Mumbai, Maharashtra, 400093
Contact	Tel. No: 022 - 28207203-05 / 28257641 Fax : 022 - 28207207
Email	info@unisec.in

D. Share Transfer System

As mandated by the SEBI, securities of the Company can be transferred/ traded only in dematerialised form. Shareholders holding shares in physical form are advised to avail the facility of dematerialisation. Share transfers in electronic form are processed and approved by NSDL/ CDSL through Shareholders' Depository Participants without the involvement of the Company.

There is no requirement of compliance certificate as required under Regulation 40(9) of the Listing Regulations for this financial year.

E. Tentative Financial Calendar

The Company was admitted into the Corporate Insolvency Resolution Process in June 2021 under the provisions of the Insolvency and Bankruptcy Code, 2016. Pursuant to the initiation of CIRP, the powers of the Board of Directors were suspended and vested with the Resolution Professional. Consequently, the Company's normal financial reporting and compliance calendar could not be adhered to within the prescribed timelines.

Accordingly, the tentative financial calendar for FY 2020–21, as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, could not be formulated, approved, or disclosed during the year under review.

Further, key activities such as approval and submission of quarterly and annual financial results, holding of Board Meetings, and convening of the Annual General Meeting were significantly impacted due to the CIRP and the resultant suspension of the Board.

Post completion of CIRP and reconstitution of the Board, the Company has initiated steps to regularize its pending financial reporting and statutory compliances. The financial calendar for subsequent financial years shall be duly formulated, approved and disclosed in compliance with applicable provisions of the Listing Regulations and other relevant laws.

F. Shareholding Pattern

Sr. No.	Category	No. of Shares held	% of Shareholding
1.	Promoters including Promoter Group	34,59,586	16.22
2.	Banks / Financial Institutions and Insurance Cos./Other institutions	960	0.00
3.	Body Corporate	59,65,483	27.97
4.	Indian Public (Individuals)	1,09,74,913	51.47
5.	NRIs / OCBs / Foreign nationals	16,132	0.08
6.	Clearing Members	3,332	0.02
7.	Others (HUF)	9,03,672	4.24
	Total	**2,13,24,078**	**100.00**

G. Distribution of Shareholding

No. of Equity Shares Held	No. of Shareholders	Percentage of Shareholders	No. of Shares	Percentage of Shares
Up to – 500	8460	89.5617	579017	2.72
501 – 1000	340	3.5994	290257	1.36
1001 – 2000	209	2.2126	349079	1.64
2001 – 3000	68	0.7199	178885	0.84
3001 – 4000	44	0.4658	161809	0.76
4001 – 5000	52	0.5505	245017	1.15
5001 - 10000	104	1.1010	794594	3.73
10001 and above	169	1.7891	18725420	87.81
Total	9446	100.00	21324078	100.00

H. Dematerialization of Shares

Dematerialized / Physical Form	Equity Shares of Rs.10/- each

	Number of Shares	% of Total
NSDL	1,17,29,313	55.00
CDSL	91,87,987	43.09
Physical Form	4,06,778	1.91
Total	**2,13,24,078**	**100.00**

I. Outstanding GDRS / ADRS/ Warrants/ Any Convertible Instruments

No such GDRs / ADRs or any convertible instruments were issued and outstanding.

J. Commodity Price Risk or Foreign Exchange Risk and Hedging Activities

Not Applicable

K. Plant Locations:

The Company does not have any plant.

L. Address For Correspondence

Name of the Officer	Mr. Shiv Kumar Pasi
Designation	Managing Director
Name of the Company	Maxgrow india Limited
Address	Suchita Business Park, Ground Floor, Office No. UG-50, Y. G. Seth Marg, Ghatkopar - East, Mumbai, Maharashtra, India, 400075
Phone No.	+91 90040 30531
E-mail Id	*director@maxgrowindia.in*

M. List of all Credit Ratings obtained by the Entity Along with any Revisions thereto During the Relevant Financial Year, for all Debt Instruments of such entity or any Fixed Deposit Programme or any Scheme or Proposal of the Listing Entity Involving Mobilization of Funds, whether in India or Abroad

Not Applicable

10. OTHER DISCLOSURES

A. Related party transactions

Owing to the suspension of the Board and control being vested with the Resolution Professional, the Company is not in a position to comprehensively review and comment upon Related Party Transactions for the year under review. However, based on available records, no transactions have been identified that may have a material conflict with the interests of the Company.

B. Details of non-compliance by the Company, penalty, strictures imposed on the Company by the stock exchange, or Securities and Exchange Board of India ('SEBI') or any statutory authority on any matter related to capital markets during the last three financial years.

Due to the ongoing CIRP during the relevant period, the Company was unable to fully comply with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and requirements of BSE Limited. The Company acknowledges that there were instances of non-compliance/delays in filings and other regulatory requirements relating to capital markets during the CIRP period.

Post completion of CIRP, the reconstituted Board has taken necessary steps to regularize and comply with all applicable statutory and regulatory requirements.

C. Whistle Blower and Vigil Mechanism

In view of CIRP and suspension of the Board, the Whistle Blower Policy and vigil mechanism could not be operated in the usual manner. The oversight mechanism, including access to the Audit Committee, was impacted due to the absence of a functional Board. Post reconstitution, the Company has reinstated the vigil mechanism and is in the process of ensuring its effective implementation in line with applicable regulations.

D. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements read with adoption of discretionary requirements of Part – E of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year under review, the Company was not in a position to ensure full compliance with the mandatory requirements and adoption of non-mandatory requirements under Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to CIRP and suspension of the Board. The Company is, however, committed to ensuring full compliance going forward and is taking necessary corrective actions.

E. Disclosure of Commodity price risks and commodity hedging activities

The Company did not undertake any commodity hedging activities during the year under review.

F. Details of the utilization of Funds raised through preferential allotment or qualified institutions placement.

Not applicable for FY 2020–21, as the Company has not raised any funds through preferential allotment or qualified institutions placement during the year.

G. Non-Disqualification of Directors Certificate from Practicing Company Secretary

Due to CIRP and suspension of the Board during FY 2020–21, obtaining a certificate from a Practicing Company Secretary regarding non-disqualification of Directors could not be undertaken. The same shall be complied with in subsequent periods post reconstitution of the Board.

H. Acceptance of Recommendation of the Committees

As the Board Committees were not functional during the CIRP period, there were no recommendations requiring consideration or acceptance by the Board during the financial year 2020–21.

I. Total Fees paid to Statutory Auditors

The fees for all services paid by your Company to M/s. ASAT & Associates, Chartered Accountants, and Statutory Auditors during the financial year 2020-21 is Rs. 1 Lakhs.

J. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2018

During the CIRP period, the regular functioning of internal committees, including the Internal Complaints Committee, was impacted. Accordingly, the Company is not in a position to provide complete disclosures for FY 2020–21. Post CIRP, the Company is taking necessary steps to ensure compliance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

K. Disclosure of Loans and advances granted to Subsidiaries and/or Firms/Companies

Due to the CIRP the re-constituted board has limited access to complete and verified records, the Company is presently not in a position to provide detailed disclosures regarding loans and advances granted to subsidiaries or to firms/companies in which Directors are interested for the financial year 2020–21.

Further, based on the information currently available, the Company did not have such transactions during the year under review. Accordingly, no specific disclosures in this regard are forming part of the Notes to the Financial Statements for FY 2020–21. Necessary disclosures, if any, shall be made upon reconciliation and verification of records in subsequent periods.

L. Details of the material subsidiary as on March 31, 2021 under Reg. 16(1)(c) of SEBI

Listing Regulations are as follows:

During the financial year 2020–21, the Company did not have any subsidiary. Accordingly, the relevant provisions and disclosure requirements in this regard are not applicable.

M. Managing Director and Chief Financial Officer

As the Board was not functional during CIRP, the certification required under Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from the Managing Director and Chief Financial Officer for the could not be obtained for FY 2020–21.

N. Certificate on Compliance with the Corporate Governance requirements under the SEBI Listing Regulations

Due to the CIRP and absence of a functional Board structure, obtaining a certificate from a Practicing Company Secretary confirming compliance with Corporate Governance requirements under the Listing Regulations was not feasible for the year under review.

O. No Equity share of the Company is in Suspense Account.

The Company is not in a position to confirm the status of equity shares lying in the suspense account for FY 2020–21 due to incomplete and unverified records during the CIRP period. The same shall be reviewed and disclosed appropriately post reconciliation.

By order of the Board of Directors
For Maxgrow India Limited

Date: 05/05/2026
Place: Mumbai

Sd/-
Shivkumar Ramsagar Pasi
Managing Director
DIN. 10869886

Registered Office:
Suchita Business Park, Ground Floor,
Office No. UG-50, Y. G. Seth Marg,
Ghatkopar - East, Mumbai- 400075

Annexure-II

FORM NO. MR-3
Secretarial Audit Report
For the Financial Year ended March 31, 2021
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Maxgrow India Limited
Suchita Business Park, Ground Floor,
Office No. UG-50, Y. G. Seth Marg, Ghatkopar
East, Mumbai- 400075, Maharashtra, India.

Disclaimer of Opinion

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to corporate practices by the Company in accordance with the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, applicable regulations and guidelines issued by SEBI, including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standards issued by the Institute of Company Secretaries of India and other applicable laws.

However, due to the significance of the matters described in the "Basis for Disclaimer of Opinion" paragraph below, I have not been able to obtain sufficient and appropriate audit evidence to provide a basis for expressing an opinion. Accordingly, I do not express an opinion on the compliance of applicable laws and the adequacy of systems and processes in the Company.

Basis for Disclaimer of Opinion

I was not able to conduct the audit in accordance with the applicable Standards on Secretarial Audit and auditing practices generally accepted in India. My responsibilities under those standards are further described in the "Secretarial Auditor's Responsibility" section of this report.

The Company was undergoing Corporate Insolvency Resolution Process (CIRP) under the Insolvency and Bankruptcy Code, 2016 during the period under review, pursuant to the order of the Hon'ble National Company Law Tribunal (NCLT). The management of the affairs of the Company was vested with the Resolution Professional / Monitoring Agency, and pursuant to the approval of the Resolution Plan, the records and operations of the Company were under transition.

In view of the above:

- I have not been provided with complete statutory registers, records, forms, returns and other relevant documents and information required for the purpose of conducting the secretarial audit.
- Certain records and documents relating to earlier periods were either not available, not traceable or not properly maintained and hence could not be verified.
- I was unable to independently verify compliance with applicable provisions of the Companies Act, 2013, SEBI Regulations including SEBI (LODR) Regulations, 2015, Secretarial Standards (SS-1 and SS-2) and other applicable laws due to lack of adequate and appropriate audit evidence.
- I have relied on explanations, representations and information provided by the management, officers and authorised representatives of the Company, to the extent available.

Accordingly, in the absence of sufficient and appropriate audit evidence, I am unable to comment on the extent of compliance and have issued this disclaimer of opinion.

Auditor's Responsibility

My responsibility is to express an opinion on whether the Company has complied with the applicable statutory provisions and adhered to good corporate practices based on my audit. However, due to the matters described in the "Basis for Disclaimer of Opinion" paragraph above, I have not been able to obtain sufficient and appropriate audit evidence to provide a basis for an audit opinion. Accordingly, I do not express an opinion.

Further, due to the inherent limitations of an audit, including the possibility of collusion, forgery, intentional omissions or override of internal controls, there is an unavoidable risk that some material non-compliances may not be detected, even though the audit is properly planned and performed.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Company for the financial year ended on March 31, 2021 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 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, 2015;
(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. **(Not applicable to the Company during the Audit period);**
(d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021. **(Not applicable to the Company during the Audit period);**
(e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021. **(Not applicable to the Company during the Audit period);**
(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, 2021. **(Not applicable to the Company during the Audit period);**
(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. **(Not applicable to the Company during the Audit period);**
(i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
(j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India.

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

(i) *The Company has not provided the notices, agendas and minutes of the meetings held during the financial year; accordingly, it is not possible to comment on the validity of the meetings conducted during the year. Further, the Company appears to be non-compliant with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI) and the provisions of Section 118 of the Companies Act, 2013.*
(ii) *The Company has not appointed Internal Auditor in accordance with Section 138 of the Companies Act, 2013.*
(iii) *In accordance with Regulation 7(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company was required to submit the Compliance Certificate to the Stock Exchange for the financial year ended March 31, 2020 within the prescribed timeline; however, the Company has filed the same on May 29, 2020 resulting in the delay of 29 days.*
(iv) *In accordance with Regulation 13(3) of the SEBI (LODR) Regulations, 2015, the Company was required to file the Statement of Investor Complaints within 21 days from the end of each quarter;*

however, for the quarter ended March 31, 2020, the Company filed the same on May 15, 2020, resulting in a delay of 24 days.

(v) In accordance with the Regulation 24A of the SEBI (LODR) Regulations, 2015, the Company was required to file the Annual Secretarial Compliance Report for the financial year ended March 31, 2020 within 60 days from the end of the financial year; however, the Company has not filed the said report for the respective year.

(vi) In accordance with Regulation 27(2) of the SEBI (LODR) Regulations, 2015, the Company was required to file the Quarterly Compliance Reports on Corporate Governance within the prescribed timelines; however, the Company had to file the Report for the quarter ended March 31, 2020 within 21 days from the end of the quarter but has filed the same on May 15, 2020, resulting in a delay of 24 days.

(vii) In accordance with Regulation 31 of the SEBI (LODR) Regulations, 2015, the Company was required to submit the Shareholding Pattern within 21 days from the end of each quarter; however, there were delays in submission. The Company had to file the Shareholding Pattern for the quarter ended March 31, 2020 within 21 days of the quarter end but has filed the same on May 15, 2020, resulting in a delay of 24 days. Further, the report for the quarter ended June 30, 2021 was filed on July 23, 2020, resulting in a delay of 2 days. Similarly, the report for the quarter ended December 31, 2020 was filed the same on July 05, 2024, resulting in a delay of 1261 days.

(viii) In accordance with Regulation 33(1) of the SEBI (LODR) Regulations, 2015, the Company was required to submit its financial results within the prescribed timelines; however, the Company had to file its audited financial results for the quarter and year ended March 31, 2020 within 60 days from the end of the quarter, but has filed the same on August 07, 2020, resulting in a delay of 69 days. Further, the Company had to file its unaudited financial results for the quarter ended June 30, 2020 within 45 days from the end of the quarter, but has filed the same on September 17, 2020, resulting in a delay of 34 days. Similarly, the results for the quarter ended September 30, 2020 were filed on December 18, 2020, resulting in a delay of 33 days. Additionally, the results for the quarter ended December 31, 2020 were filed on February 24, 2021, resulting in a delay of 10 days.

(ix) In accordance with Regulation 40(9) of the SEBI (LODR) Regulations, 2015, the Company was required to submit the PCS Certificate for Transfer/Transmission/Transposition within 30 days from the end of the financial year; however, the Company submitted the same on May 30, 2020, resulting in a delay of 30 days.

(x) In accordance with Regulation 46 of the SEBI LODR, Company has not maintained the functional website during the period under review.

(xi) In accordance with Regulation 47 of the SEBI LODR, the Company failed to publish the financial results in the newspapers within 48 hours of the conclusion of the respective Board Meetings in which the financial results were approved for the quarters ended March 31, 2020; June 30, 2020; September 30, 2020 and December 31, 2020.

(xii) In accordance with Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018, the Company was required to submit the Reconciliation Report within 30 days from the end of each quarter; however, there were delays in submission. The Company had to submit the Reconciliation report for the quarter ended March 31, 2020 within 30 days from the end of the quarter, but has filed the same on May 30, 2020, resulting in a delay of 30 days. Further, report

for the quarter ended June 30, 2021 was filed on July 31, 2020, resulting in a delay of 31 days. Similarly, the report for the quarter ended December 31, 2020 was filed on August 09, 2024, resulting in a delay of 1287 days.

(xiii) The Company has not maintained the Structured Digital Database (SDD) as required under the SEBI (Prohibition of Insider Trading) Regulations, 2015.

(xiv) The Company has not timely adopted and updated the policies under SEBI Regulations.

(xv) The Management does not have the records / details of related party at the year end and related party transactions, if any, entered by the company during the year. Hence, I am unable to comment on the same.

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. I am unable to comments on 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.
- *Due to not providing of the required document I am unable to comment on -*
  1. *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 and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.*
  2. *majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.*
  3. *the 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.*

For Abhay Kumar Pal & Co.
(Formerly known as AJP & Associates)
Company Secretaries

Sd/-

Abhay J. Pal
FCS. 13415 & CP. 23812
PR. 5861/2024

Date: 05/05/2026
Place: Thane
UDIN. F013415H000270034
URN. S2020MH767400

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

'Annexure A'

To,
The Members,
Maxgrow India Limited
Suchita Business Park, Ground Floor,
Office No. UG-50, Y. G. Seth Marg, Ghatkopar
East, Mumbai- 400075, Maharashtra, India.

My report of even date is to be read along with this letter.

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. I have followed the audit practices and processes as applicable 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. I have not verified the correctness and appropriateness of financial records and Books of Account of the company.

4. Wherever required, I 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 are the responsibility of management. My 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.

For Abhay Kumar Pal & Co.
(Formerly known as AJP & Associates)
Company Secretaries

Sd/-

Abhay J. Pal
FCS. 13415 & CP. 23812
PR. 5861/2024

Date: 05/05/2026
Place: Thane
UDIN. F013415H000270034
URN. S2020MH767400

INDEPENDENT AUDITORS' REPORT

To the Members of Maxgrow India Limited,

Disclaimer of Opinion

We have audited the Ind AS financial statements of Maxgrow India Limited (the 'Company'), which comprise the Balance Sheet as at March 31, 2021, the statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Cash Flow Statement for the year then ended and notes to the Ind AS financial statements, including a summary of significant accounting policies and other explanatory information.

We do not express an opinion on the accompanying financial statements of the Company. Because of the significance of the matter described in the Basis for Disclaimer of Opinion section of our report as under, we do not have nor been able to obtain sufficient appropriate recognizable audit evidence to provide a basis for an audit opinion on these financial statements.

Basis for Disclaimer of Opinion

We ***were not able to*** conduct our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Ind AS Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We ***do not have or obtained sufficient, recognizable and appropriate***, audit evidence and information regarding the extent of loss allowance / impairment or potential liability to be recognised, if any, and the consequential impact on the IND AS financials statements as at and for the year ended March 31, 2021. Accordingly, we have given ***our disclaimer of opinion***, to our best of the knowledge as under:

1. The Hon'ble National Company Law Tribunal, Mumbai ("NCLT") by an order dated 04th June, 2021 admitted the Corporate Insolvency Resolution Process ("CIRP") application filed by operational creditor and Mr. Mayank Jain (Registration No. IBBI/IPA-001/IP-P01055/2017-2018/11748) had been appointed as Resolution Professional ("RP") for the Company wide order dated July 06, 2021 to conduct CIRP of MAXGROW INDIA LIMITED. Thereafter, the process under CIRP were conducted in accordance with the CIRP Regulations and Resolution Plan was approved on 24th January 2022 in the CoC meeting. The necessary Resolution Plan was filed with the Adjudicating Authority on 28th February 2022 and the same was approved by NCLT on 06th December 2023. As per the Resolution plan, Interim Monitoring Agency (IMA) was constituted for the supervision, implementation of the Resolution Plan, day-to-day operations and management of the Company from the approval of the Resolution plan until the Closing date. Accordingly, financial statements have been prepared on going concern basis.

2. Adjusting events after the reporting period i.e. impact of approved resolution plan were not taken into consideration while preparing the financial statements and thus we are unable to comment on its consequential effect on these financial statements and to that extent there is a deviation in IND AS 10.

3. In previous years, No operational & Business activities in the office of the company were conducted. All Accounting and operational records like accounting vouchers of cash and bank, office business files, sales and purchase/expense invoices, Journal vouchers, etc. and others audit required evidence papers were not available for review since the company was managed by IMA and required documents were not available with IMA. Therefore, not all required audit papers

and audit evidence papers were provided to us, except few bank vouchers to carry out audit as required as per guidance note of ICAI, so based on few available records and financial statements provided to us by IMA, we have carried audit with available data, as and were basis.

4. The Company did not produce us the Statutory Registers and records as required to be maintained and kept by it under the provisions of the Companies Act, 2013;

5. The Company has not filed any forms or returns with the Registrar of Companies or Regional Director, Central Government, the Tribunal, Court or other statutory authorities like TDS, PF, ESI, labour law etc. during the year under review.

6. Company's application for listing of shares arising out of conversion of warrants (1,50,00,000 nos.) in FY 19-20 is pending with the stock exchange and marked for re-submission. However, management has recorded the same as issued, subscribed and converted in the financial statement of year ending March-20 which was audited by predecessor auditor.

7. **Claims against the Company**:

   a) We draw your attention to Note No 8(b) and Note No 22 to the Ind AS Financial statements, pursuant to commencement of CIRP under the code, there are various claims submitted by the financial creditors, operational creditors and employees to the RP which were admitted and approved by CoC in the meeting and later by the Adjudicating Authority. As per the representation received from the IMA, the book balances appearing in the financial statement will be re-casted upon successful implementation of resolution plan. Pending the implementation, no accounting impact in the books of accounts has been recognised in respect of excess or short claims or non-receipts of claims for above- mentioned creditors.

   b) We draw attention to note No 8(b) to the financial statements where in dues to the micro and small enterprises was disclosed as Rs Nil. We are unable to verify the accuracy of the same due to the lack of related information with the company.

8. **Long outstanding unconfirmed trade receivables, loans and advances and other financial assets:**

   We draw attention to Note No 4(b), 4(c), 4(d) and Note No 22 to the Ind AS Financial statements, where in management has considered outstanding trade receivables of Rs. 626.16 Lakhs (March 31,2020 Rs. 626.16 Lakhs), loans and advances of Rs.918.81 Lakhs (March 31,2020 Rs. 1,279.07 Lakhs), and other financial assets Rs. 364.11 lakhs (March 31,2020 Rs. 5.11 Lakhs), respectively due for a period of more than one year as good and recoverable as at March 31, 2021, for which no provision has been made in the books of account. For reasons said in the aforesaid note, and due to confirmations being not available and pending reconciliation adjustments we are unable to comment on the recoverability of these receivables and its consequential effect on these financial statements and to that extent there is a deviation in IND AS 107.

9. **Investment:**

   We draw attention to Note No 4(a) and Note No 23 to the Ind AS Financial statements, where in management has considered and carried investment of Rs. 840.84 Lakhs (March 31,2020 Rs. 840.84 Lakhs) at the book value as per the previous year financial statement. No provision has been made in the books of account on account of Fair Market value of the said investment. For reasons said in the aforesaid note, we are unable to comment on the recoverability and fair value of these investment and its consequential effect on these financial statements and to that extent there is a deviation in IND AS 113.

10. The Management does not have the records / details of related party at the year end and related party transactions, if any, entered by the company during the year. The company has reported, net closing balance transactions of related party in Note No 28 of enclosed financial statement as per the details available with IM and to that extent there may be a deviation in IND AS.

11. **Non-Compliance with Companies Act**:

a) During the year, Internal Audit was not carried out as per the requirements of Section 138 of the Act.

b) Currently, the company is not operating / carrying on the activities from registered office of the company as per the records of MCA for the reason stated in para 1 above.

12. There were a non-compliance with the applicable provisions of the Listing Agreement entered into by the Company with the Stock Exchanges read with Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015.

13. We have reported information and details available and given to us by the company, in this audit report, there may be additional information over and above not reported or available with us.

In view of the above, we have not been able to comment on the completeness and appropriateness of the balances in relation to these subjected matters as quoted in the financial statements and the consequential impact that may have on the financial statements and the provisions made by the present Management during this year.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined key audit matters to be communicated in the report and the same are described under the Basis for Disclaimer of Opinion section above.

Information Other than the Financial Statements and Auditors' Report Thereon

The Company's management and Board of Directors are responsible for the preparation of other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon.

We have given disclaimer of opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the IND AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that *there is a material misstatement of this other information*, we are required to report that fact and information available with us and it is reported in basis for disclaimer of opinion, key audit matters and in other applicable paras and schedules of main financial statements.

Responsibility of Management for the Financial Statements

The Company's management / IMA / 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 state of affairs, profit/loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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;

ASAT & ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS 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.

In preparing the Ind AS financial statements, management / IMA / Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors / IMA are also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of Financial Statements

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements. However, because of the matters described in the Basis for Disclaimer of Opinion section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these financial statements.

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

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

A S A T & ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

The comparative financial statements of the Company presented in the financial statements are for the year ended 31 March 2020 which was audited by the predecessor auditor who had issued unmodified audit report dated 29 Jul 2020.

Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by 'the Companies (Auditor's Report) Order, 2016', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the **Annexure A** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

   (a) As described in the Basis for Disclaimer of Opinion section above, we have sought but were not able to obtain all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   (b) Due to the possible effects of the matter described in the Basis for Disclaimer of Opinion section above, we are unable to state whether 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 and Cash Flow Statement dealt with by this Report are in agreement with the books of account;

   (d) Due to the possible effects of the matter described in the Basis for Disclaimer of Opinion section above, the aforesaid financial statements do not comply with the Accounting Standards specified

MUMBAI CHARTERED ACCOUNTANTS

under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2015,as amended;

(e) There are no directors in the company on the Company's board as the management of the company is taken over by the IMA for the interim period. Accordingly, reporting on compliance of section 164(2) of the Act is not applicable;

(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 B**; Our report expresses Disclaimer of opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting for the reasons stated therein;

(g) No remuneration was paid by the Company to its Directors during the current year accordingly reporting under the provisions of Section 197 of the Act is not applicable.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:

(i) The Company have pending litigations as at March 31, 2021 which would impact its financial position and the same are disclosed in the Note No. 26 of the financial statements.

(ii) Due to non-availability of details, we are not able to comments on the Company having any long-term contracts including derivative contracts as at March 31, 2021.

(iii) An amount of Rs. 80,873/- being unpaid dividend account which is outstanding for more than 7 years, are required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2021.

For A S A T & Associates
Chartered Accountants
Firm Registration Number: 130701W

A S A T & ASSOCIATES
MUMBAI
CHARTERED ACCOUNTANTS

Saket Agrawal
Partner
Membership Number: 159691
UDIN: 24159691BKCQQO4210

Place : Mumbai
Date : June 26, 2024

Annexure A to Independent Auditors' Report

Referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date to the members of Maxgrow India Limited

i. (a) According to the information and explanations given to us by the management, the company does not have any property, plant and equipment as at the year end. However, the Company is not in the possession of proper records showing particulars, including quantitative details and situation of property, plant and equipment for the opening balances as per the books of accounts.

(b) The property, plant and equipment are physically verified by the management according to a phased programme designed to cover all the items which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. However, according to the information and explanations given to us by the management, the company does not have any property, plant and equipment as at the year end. Fixed assets have been physically verified by the management during the year and material discrepancies were identified on such verification. And these have been properly dealt with in the books of accounts.

(c) According to the information and explanations given to us by the management, the Company does not hold any immovable properties therefore clause i (c) of paragraph 3 of the Order is not applicable to the company.

ii. The Company does not have any inventory at the year-end therefore clause 2 of the Order is not applicable to the company.

iii. Due to the possible effects of the matter described in the Basis for Disclaimer of Opinion and key audit matters section above in main report, we have not been able to comment whether the Company has granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under Section 189 of the Act during the year. In view of the foregoing, we have been not able to comment on the Clause iii (a), iii (b) and iii (c) of the said Order.

iv. Due to the possible effects of the matter described in the Basis for Disclaimer of Opinion and key audit matters section above in main report, we have not been able to comment whether the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of the loans and investments made, and guarantees and security provided by it. In view of the foregoing, we have been not able to comment on this para of the said Order.

v. According to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under to the extent notified. Accordingly, clause v of paragraph 3 of the Order is not applicable to the company.

vi. According to the information and explanations given to us , the Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company. Accordingly, clause vi of paragraph 3 of the Order is not applicable to the company.

vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company has not regularly deposited undisputed statutory dues including Income Tax, Goods and Service Tax, provident fund, employee's state insurance, duty of customs, duty of excise, cess and other material statutory dues, as applicable, with the appropriate authorities.

(b) According to the information and explanations given to us and the records of the Company, undisputed dues in respect of provident fund, employees' state insurance, income-tax, wealth-tax, service tax, sales-tax, duty of custom, duty of excise, value added tax, cess and other material statutory dues which were outstanding, at the year end, for a period of more than six months from the date they became payable, are as follows:

Name of the statute	Nature of the dues	Amount (Rs)
Sales tax	Central Sales Tax	1,34,532/-
Labour Laws	Labour License	27,000/-
Income Tax	TDS	22,599/-
State Professional Tax	Professional Tax	200/-

(c) According to the records of the Company, the dues outstanding of income-tax, sales-tax, wealth-tax, service tax, duty of custom, duty of excise , value added tax and cess on account of any dispute, are as follows:

Name of the statute	Nature of the dues	Amount (Rs)	Period to which the amount relates	Forum where the dispute is pending
JCCI	Penalty	5,34,523/-	1991-92	Appeal
Sales tax	Assessment due	6,47,571/-	1996-97	Appeal
BSE	Penalty	32,51,740/-	NA	NA

This information is solely based on Previous Year data and representations made by the Company.

viii. According to the records of the Company examined by us and the information and explanation given to us, the Company does not have any loans or borrowings from any financial institution or bank as at the balance sheet date. The Company does not have any loans or borrowings from Government. Further, the Company has not issued any debentures. Accordingly, clause viii of paragraph 3 of the Order is not applicable to the company.

ix. According to the information and explanations given to us and the records of the Company examined by us ,the Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly, clause ix of paragraph 3 of the Order is not applicable to the Company.

x. Except for matter described in the Basis for Disclaimer of Opinion and key audit matters section above in main report, on which we are unbale to comment, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.

xi. According to the information and explanations given to us and the records of the Company, the Company has not paid / provided for any Managerial remuneration during the year. Accordingly, clause xi of paragraph 3 of the Order is not applicable to the Company.

xii In our opinion and According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause xii of paragraph 3 of the Order is not applicable to the Company.

xiii. Due to the possible effects of the matter described in the Basis for Disclaimer of Opinion and key audit matters section above in main report, we have not been able to comment whether the Company has entered into transactions with related parties during the year and accordingly we are unable to comment on compliance with the provisions of Sections 177 and 188 of the Act. In view of the foregoing, we have been not able to comment on this para of the said Order.

The details of related party transactions have been disclosed in the financial statements on information based on the Previous Year data and representations made by the Company as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

xiv. According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the Clause xiv of paragraph 3 of the Order is not applicable to the Company.

xv. According to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, clause xv of paragraph 3 of the Order is not applicable to the Company.

xvi. In our opinion and according to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause xvi of paragraph 3 of the Order is not applicable to the Company.

For A S A T & Associates,
Chartered Accountants
Firm Registration Number: 130701W

A S A T & ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

Saket Agrawal
Partner
Membership Number: 159691
UDIN: 24159691BKCQQO4210

Place : Mumbai
Date : June 26, 2024

Annexure B to Independent Auditors' Report
Referred to in paragraph 2(f) under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date to the members of Maxgrow India Limited

Report on the Internal Financial Controls with reference to the aforesaid Standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

1. We were engaged to audit the internal financial controls over financial reporting with reference to the Ind AS financial statements of Maxgrow India Limited ("the Company") as of March 31, 2021 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management and Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting with reference to the Ind AS financial statements 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 which were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective 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 (hereinafter referred to as "the Act").

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these financial statements 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 as specified under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, and both issued by the Institute of Chartered Accountants of India (ICAI). Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these financial statements was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting with reference to these financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these financial statements, 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.

5. ***We do not believe and give our disclaimer of opinion*** 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 with reference to these financial statements.

Meaning of Internal Financial Controls Over Financial Reporting with Reference to these Financial Statements

6. A Company's internal financial control over financial reporting with reference to these financial statements 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 with reference to these financial statements includes those policies and procedures that:

   i. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

Annexure B to Independent Auditors' Report
Referred to in paragraph 2(f) under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date to the members of Maxgrow India Limited

ii. 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 authorisations of management and directors of the company; and

iii. provide reasonable assurance regarding prevention or timely detection of unauthorised 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 with Reference to these Financial Statements

7. Because of the inherent limitations of internal financial controls over financial reporting with reference to these financial statements, 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 with reference to these financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Basis for Disclaimer opinion

8. The CIRP was initiated against the company vide Order dated 04.06.2021 and thus the system of internal financial controls over financial reporting with regard to the Company were not made available to us to enable us to determine if the Company has established adequate internal financial controls over financial reporting and whether such internal financial controls were operating effectively as at March 31, 2021. Since we have not been provided with risk control matrix, process notes etc. we are unable to comment on it.

Disclaimer of Opinion

9. Because of the significance of the matter described in the Basis for Disclaimer Opinion paragraph above, we are unable to obtain sufficient appropriate audit evidence to provide a basis for our opinion whether the Company had adequate internal financial controls over financial reporting and whether such internal financial controls were operating effectively as at March 31, 2021. Accordingly, we do not express an opinion on the Company's internal financial controls over financial reporting. We have considered the disclaimer reported above in determining the nature, timing, and extent of audit tests applied in our audit of the Ind AS financial statements of the Company for the year ended March 31, 2021, and the disclaimer has affected our opinion on the said Ind AS financial statements of the Company, and we have issued a disclaimer of opinion on the Ind AS financial statements of the Company.

For A S A T & Associates
Chartered Accountants
Firm Registration Number: 130701W

A S A T & ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

Saket Agrawal
Partner
Membership Number: 159691
UDIN: 24159691BKCQQO4210

Place : Mumbai
Date : June 26, 2024

MAXGROW INDIA LIMITED
(FORMERLY KNOWN AS INANNA FASHIONS AND TRENDS LIMITED)
BALANCE SHEET AS AT MARCH 31, 2021
CIN: L51100MH1994PLC076018

Particulars	Notes. No.	As At March 31, 2021	As At March 31, 2020	As At March 31, 2019
ASSETS				
I. Non-current Assets				
(a) Property, Plant and Equipment	3	-	2,59,009	3,86,974
(b) Financial Assets	4			
(i) Investments	4a	8,40,21,000	8,40,21,000	5,55,96,000
(ii) Trade Receivables	4b	6,26,15,519	6,26,15,519	6,26,15,519
(iii) Loans	4c	9,18,80,081	12,79,07,581	6,86,32,725
(iv) Others to be specified	4d	3,64,11,257	5,11,257	5,11,257
(c) Deferred Tax Asset(Net)		-	-	-
(d) Other non-current assets		-	-	-
Total non-current assets		27,49,27,857	27,53,14,366	18,77,42,475
II. Current Assets				
(a) Inventories		-	-	-
(b) Financial Assets	5			
(i)Cash and Cash Equivalents	5a	2,26,235	3,56,022	3,76,03,851
(ii) Bank Balance other than (iii) above		-	-	-
(iii) Loans	4c	-	1,44,754	-
(c) Current Tax Assets (Net)				
(d) Other current assets	6	-	2,72,380	1,91,888
Total current assets		2,26,235	7,73,155	3,77,95,739
TOTAL ASSETS		**27,51,54,092**	**27,60,87,521**	**22,55,38,214**
EQUITY AND LIABILITIES				
(a) Equity Share capital	7a	18,16,20,390	18,16,20,390	10,66,20,390
(b) Other Equity	7b	5,37,76,863	5,47,45,393	1,10,25,112
Total Equity		23,53,97,253	23,63,65,783	11,76,45,502
LIABILITIES				
I. Non-Current Liabilities				
(a) Financial Liabilities	8			
(i) Borrowings	8a	55,229	55,229	3,80,20,229
(ii) Trade Payables	8b	3,95,16,918	-	-
(iii)Other Financial Liabilities (Other than those specified)	8c	-	-	3,00,00,000
(iv) Deposits		-	-	-
(b) Provisions		-	-	-
(c) Deferred Tax liabilities (Net)		-	-	-
(d) Other non-current liabilities	9	1,84,691	-	-
Total non-current liabilities		3,97,56,838	55,229	6,80,20,229
II. Current Liabilities				
(a) Financial Liabilities				
(i) Trade Payables	8a	-	3,94,64,218	3,96,00,238
(b) Other current liabilities	9	-	2,02,291	2,36,720
(c) Provisions	10	-	-	35,525
(d) Current Tax liabilities (Net)		-	-	-
Total current liabilities		-	3,96,66,509	3,98,72,483
TOTAL EQUITY AND LIABILITIES		**27,51,54,092**	**27,60,87,521**	**22,55,38,214**

The accompanying notes are an integral part of financial statements
As per our Report of even date
For A S A T & Associates
Chartered Accountants
FRN: 130701W

For MAXGROW INDIA LIMITED

B. Vidyasagar

CA Saket Agrawal
Partner
Membership No. : 159691
Place: Mumbai
Date: 26-Jun-24

Rakesh Guda
Representative of RP
Place: Mumbai
Date: 26-Jun-24

Bembadi Vidyasagar
Representative of Operational Creditor
Place: Mumbai
Date: 26-Jun-24

MAXGROW INDIA LIMITED
(FORMERLY KNOWN AS INANNA FASHIONS AND TRENDS LIMITED)
PROFIT & LOSS STATEMENT FOR THE YEAR ENDED ON MARCH 31, 2021

Sr. No	Particulars	Notes No.	Year Ended March 31, 2021	Year Ended March 31, 2020
I	Revenue from operations	11	-	15,20,225
II	Other Income	12	17,600	40,069
III	**Total Revenue**		**17,600**	**15,60,294**
IV	**Expenses:**			
	Cost of Goods/Services Sold	13	-	15,20,225
	Employee Benefit Expenses	14	-	83,130
	Financial Costs	15	12,862	22,051
	Depreciation and Amortization Expenses	16	1,12,575	1,27,965
	Other Expenses	17	8,60,693	10,82,726
	Total Expenses		**9,86,130**	**28,36,097**
V	Profit/(loss) before exceptional items and tax		(9,68,530)	(12,75,803)
VI	Exceptional Items		-	-
VII	Profit/(loss) before tax		**(9,68,530)**	**(12,75,803)**
VIII	**Tax expense:**	18		
	(1) Current tax		-	-
	(2) Tax in respect of earlier years			3,915
	(2) Deferred tax		-	-
IX	Profit (Loss) for the year		**(9,68,530)**	**(12,79,718)**
X	Other Comprehensive Income			
	A (i) Items that will not be reclassified to profit or loss		-	-
	reclassified to profit or loss		-	-
	B (i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
XI	Total Comprehensive Income for the period (Comprising Profit (Loss) and Other Comprehensive Income for the period)		(9,68,530)	(12,79,718)
XII	Earnings per equity share:			
	(1) Basic	19	(0.027)	(0.035)
	(2) Diluted	19	(0.027)	(0.035)

The accompanying notes are an integral part of financial statements
As per our Report of even date

For A S A T & Associates
Chartered Accountants
FRN: 130701W

CA Saket Agrawal
Partner
Membership No. : 159691
Place: Mumbai
Date: 26-Jun-24

For Maxgrow India Limited

Rakesh Guda
Representative of RP
Place: Mumbai
Date: 26-Jun-24

B. Vidyasagar

Bembadi Vidyasagar
Representative of Operational Creditor
Place: Mumbai
Date: 26-Jun-24

MAXGROW INDIA LIMITED
(FORMERLY KNOWN AS INANNA FASHIONS AND TRENDS LIMITED)
CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2021

	Year Ended March 31, 2021		Year Ended March 31, 2020	
[1] Cash Flow From Operating Activities :				
Net Profit/(Loss) before tax		(9,68,530)		(12,75,803)
Adjustment for :				
Depreciation & Impairment of Assets	1,12,575		1,27,965	
Interest/Dividend received	-		(40,069)	
Fixed Asset written off	1,46,434		-	
		2,59,009		87,896
Operating Profit before Working Capital Changes		(7,09,521)		(11,87,907)
Adjustment for :				
Change in Sundry Debtors	-		-	
Change in Short term loan and Advances	1,44,754		(1,44,754)	
Change in Other Current Assets	2,72,380		(80,492)	
Changes in Advances & Deposits	3,60,27,500		(5,92,74,856)	
Change in Trade Payables	52,700		(1,36,020)	
Liability No Longer Required	(17,600)		(34,429)	
Change in Other Non Current Assets	(3,59,00,000)		-	
		5,79,734		(5,96,70,550)
Cash Generated from Operations		(1,29,787)		(6,08,58,457)
Interest Paid	-		-	
Direct Taxes paid	-		(3,915)	
		-		(3,915)
Net Cash From Operating Activities		**(1,29,787)**		**(6,08,62,372)**
[2] Cash flow From Investing Activities:				
Purchase of Investments	-		(2,84,25,000)	
Liability No Longer Required written back	-		40,069	
Net Cash used in Investing Activities		-		**(2,83,84,931)**
[3] Cash Flow From Financing Activities				
Share capital increased	-		7,50,00,000	
Share Application money pending allotment	-		(3,00,00,000)	
Increase in security premium	-		4,50,00,000	
Provision for taxation	-		(35,525)	
Borrowings (Net of repayments)	-		(3,79,65,000)	
Net Cash From Financing Activities		-		**5,19,99,475**
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS [A+B+C]		(1,29,787)		(3,72,47,828)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR		3,56,022		3,76,03,851
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR		**2,26,235**		**3,56,022**

For MAXGROW INDIA LIMITED

Rakesh Guda
Representative of RP
Date: 26-Jun-24

B. vidyasagar
Bembadi Vidyasagar
Representative of Operational Creditor
Date: 26-Jun-24

Place: Mumbai
Date: 26-Jun-24

AUDITORS CERTIFICATE

We have examined the attached Cash Flow Statement of MAXGROW INDIA LIMITED for the year ended March 31, 2021. The statement has been prepared by the Company in accordance with the requirements of the IND AS 7 issued by The Institute of Chartered Accountants of India and is based on and in agreement with corresponding Profit & Loss Account and the Balance Sheet of the Company covered by our report of even date to the members of the Company.

For A S A T & Associates
Chartered Accountants
FRN: 130701W

CA Saket Agrawal
Partner
Membership No. : 159691
Place: Mumbai
Date: 26-Jun-24

MAXGROW INDIA LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2021

A : Equity Share Capital (Equity shares of Rs. 10/- each issued, subscribed and fully paid)

Particulars	Numbers	Amount in Rs.
Balance as at the April 1, 2020	3,63,24,078	18,16,20,390
Changes in equity share capital during the year 2020-21	-	-
Balance as at March 31, 2021	3,63,24,078	18,16,20,390

B Other Equity

(Amount In Rs.)

Particulars	Reserve and Surplus		Total Other Equity
	Securities Premium Reserve	Retained Earnings	
Balance as at April 1 , 2020	8,03,89,626	(2,56,44,233)	**5,47,45,393**
Total Comprehensive income for the year			
Profit for the year	-	(9,68,530)	(9,68,530)
Other Comprehensive Income	-	-	-
Balance as at March 31, 2021	**8,03,89,626**	**(2,66,12,763)**	**5,37,76,863**

The notes referred to above are an integral part of the financial statements.
As per our report of the even date.

For A S A T & Associates
Chartered Accountants
FRN: 130701W

CA Saket Agrawal
Partner
Membership No. : 159691

Place: Mumbai
Date: 26-Jun-24

For and on behalf of the Board of Directors

B. Vidyasagar

Rakesh Guda
Representative of RP

Place: Mumbai
Date: 26-Jun-24

Bembadi Vidyasagar
Representative of Operational Creditor

Place: Mumbai
Date: 26-Jun-24

Note : 3 Property, Plant and Equipment

	Computer	Furniture & Fixture	Office Equipment	Total
Gross carrying amount as at April 1, 2019	4,04,263	9,73,806	11,09,224	24,87,293
Additions	-	-	-	-
Disposals	-	-	-	-
Transfers	-	-	-	-
Gross carrying amount as at March 31, 2020	4,04,263	9,73,806	11,09,224	24,87,293
Additions	-	-	-	-
Amount Written off*	4,04,263	9,73,806	11,09,224	-
Transfers	-	-	-	-
Gross carrying amount as at March 31, 2021	-	-	-	-
Accumulated depreciation as at April 1, 2019	3,77,570	6,68,986	10,53,763	21,00,319
Depreciation during the year	6,480	1,06,487	14,998	1,27,965
Disposals	-	-	-	-
Accumulated depreciation as at April 1, 2020	3,84,050	7,75,473	10,68,761	22,28,284
Depreciation / Written off during the year	(3,84,050)	(7,75,473)	(10,68,761)	(22,28,284)
Disposals	-	-	-	-
Accumulated depreciation as at April 1, 2021	-	-	-	-
Net carrying amount as at March 31, 2019	26,693	3,04,820	55,461	3,86,974
Net carrying amount as at March 31, 2020	20,213	1,98,333	40,463	2,59,009
Net carrying amount as at March 31, 2021	-	-	-	-

** Management has written off the fixed asset as no fixed asset was found physically during the fixed asset verification done by the Management. Further, records of fixed assets were not available with IMA as the company was under CIRP.*

A S A T & ASSOCIATES ★ MUMBAI ★ CHARTERED ACCOUNTANTS

MAXGROW INDIA LIMITED
(FORMERLY KNOWN AS INANNA FASHIONS AND TRENDS LIMITED)

Notes Forming part of the Balance Sheet as at March 31, 2021

Note : 4 Financial assets

Note : 4(a) Investments

Particulars	As At March 31, 2021	As At March 31, 2020	As At March 31, 2019
Equity Investments at FVOCI			
Unquoted (Refer Note No. 23)			
- Tekno Point Merchantile Co. Pvt Ltd	4,15,00,000	4,15,00,000	4,15,00,000
- Radha Madhav Research & Trade Pvt Ltd	1,40,96,000	1,40,96,000	1,40,96,000
- Worldwide Industries FZE	2,84,25,000	2,84,25,000	-
Total (equity instruments)	8,40,21,000	8,40,21,000	5,55,96,000
Less : Provision for diminution in the value of investment	-	-	-
Total Non-current Investments	8,40,21,000	8,40,21,000	5,55,96,000

Note : 4(b) Trade receivables

Particulars	As At March 31, 2021	As At March 31, 2020	As At March 31, 2019
Trade receivables (Refer Note No. 22)	6,26,15,519	6,26,15,519	6,26,15,519
Receivable from related parties	-	-	-
Less: Expected Credit loss (Refer Note No. 22)	-	-	-
Total receivables	**6,26,15,519**	**6,26,15,519**	**6,26,15,519**
Current position	-	-	-
Non-Current Position	6,26,15,519	6,26,15,519	6,26,15,519
Break-up of security details			
	As At March 31, 2021	As At March 31, 2020	As At March 31, 2019
Secured, considered good	-	-	-
Unsecured, considered good	6,26,15,519	6,26,15,519	6,26,15,519
Doubtful	-	-	-
Total	6,26,15,519	6,26,15,519	6,26,15,519
Less: Expected Credit loss (Refer Note No. 22)	-	-	
Total trade receivables	**6,26,15,519**	**6,26,15,519**	**6,26,15,519**

Note: 4 (c) Loans

Particulars	As At March 31, 2021	As At March 31, 2020	As At March 31, 2019
Non-current			
Other Deposits (Refer Note No. 22)	89,72,500	-	-
Inter Corporate Loan (Refer Note No. 22)	5,34,67,725	9,84,67,725	6,66,32,725
Other Loans (Refer Note No. 22)	2,94,39,856	2,94,39,856	20,00,000
Total non-current loans and advances	**9,18,80,081**	**12,79,07,581**	**6,86,32,725**
Current			
Advances to suppliers	-	1,44,754	-
Advances to staff	-	-	-
Total current loans and advances	-	**1,44,754**	-
Total in `	**9,18,80,081**	**12,80,52,335**	**6,86,32,725**

Loan to inter company includes a sum of Rs. 2,55,40,000 (F.Y. 2018-19- Nil and F.Y. 2019-20 Rs. 2,55,40,000) outstanding from a company in which the erstwhile director was interested.

Note : 4 (d) Other financial assets

Particulars	As At March 31, 2021	As At March 31, 2020	As At March 31, 2019
National Saving Certificate (Refer Note No. 22)	63,514	63,514	63,514
MAT Credit entitlement	4,47,743	4,47,743	4,47,743
Share application money pending allotment (Refer Note No. 22)	3,59,00,000	-	-
Total other financial assets	**3,64,11,257**	**5,11,257**	**5,11,257**

Share application money pending allotment in the following companies :-	As At March 31, 2021	As At March 31, 2020	As At March 31, 2019
Sainath Herbal Care Marketing Private Limited	3,20,00,000	3,20,00,000	3,20,00,000
Swastik Legal Consultants Private Limited	39,00,000	39,00,000	39,00,000

Note: 5 (a) Cash and cash equivalents

Particulars	As At March 31, 2021	As At March 31, 2020	As At March 31, 2019
Balance with banks			
-in current accounts	2,26,235	3,51,597	3,75,99,426
(Of which Rs. 80,873/- (P.Y. 80873/-) are earmarked for payment of unpaid dividend)			
-in EEFC accounts	-	-	-
Deposits with maturity of less than three months	-	-	-
Cash-in-hand	-	4,425	4,425
Total cash and cash equivalents	**2,26,235**	**3,56,022**	**3,76,03,851**

Note : 6 Other current assets

Particulars	As At March 31, 2021	As At March 31, 2020	As At March 31, 2019
GST input Credit Available	-	2,72,380	1,91,888
Total other current assets	-	**2,72,380**	**1,91,888**

Total Financial Assets	As At March 31, 2021	As At March 31, 2020	As At March 31, 2019
Non Current Assets	27,49,27,857	27,50,55,357	18,73,55,501
Current Assets	2,26,235	5,00,776	3,76,03,851

Note : 7 Equity share capital and other equity

Note : 7 (a) Equity share capital

Authorised capital		Number of shares	Amount
Equity shares of Rs.5/- each			
As at March 31, 2019		4,00,00,000	20,00,00,000
Increase during the year		-	-
As at March 31, 2020		4,00,00,000	20,00,00,000
Increase during the year		-	-
As at March 31, 2021		4,00,00,000	20,00,00,000

Paid up share capital		Number of shares	Amount
Equity shares of Rs.5/- each			
As at March 31, 2019		2,13,24,078	10,66,20,390
Issued during the year			
Exercise of options - proceeds received		1,50,00,000	7,50,00,000
Right issue		-	-
As at March 31, 2020		3,63,24,078	18,16,20,390
Issued during the year		-	-
Exercise of options - proceeds received		-	-
Right issue		-	-
As at March 31, 2021		3,63,24,078	18,16,20,390

The company has allotted 60,05,000 equity shares as bonus in the ratio of 1:1 in the year 2009 by capitalisation of security premium and thereafter in pursuance to the order of Bombay High Court dated 25/06/2010 has reduced the share capital from Rs 12.01 Crore divided into 12010000 equity shares of Rs 10 each to Rs 1.201 Crore divided into 1201000 equity shares of Rs 10 each without payment of cancelled value of the said shares to the shareholders of the company.

The company allotted 8,00,000 equity shares of Rs 10 each at a premium of Rs 10 in exercise of right of the warrant holder in the year 2013 and thereafter spiltted the shares to face value of Rs 5 each by issuing 10662039 equity shares to the existing shareholders

The Company has allotted 1,50,00,000 equity shares of Rs 5 each at a premium of Rs 3 per share in FY 2019-20 in exercise of the conversion of the share warrants issued during previous years. However, Company application for listing of shares arising out of conversion of warrants is pending with the stock exchange and marked for re-submission.

A S A T & ASSOCIATES ★ MUMBAI ★ CHARTERED ACCOUNTANTS

Terms / rights attached to equity shares

1. The company has only one class of equity shares having par value of Rs.5 (Previous year Rs.5/-) per share which rank pari-passu in all respects including voting rights and entitlement to dividend

2. In the event of liquidation, each share carry equal rights and will be entitled to receive equal amount per share out of the remaining amount available with the Company after making preferential payments.

Shares of the company held by holding/ultimate holding company	As At March 31, 2021	As At March 31, 2020	As At March 31, 2019
Not Applicable			

Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period

		As At March 31, 2021	As At March 31, 2020	As At March 31, 2019
No. of shares at the beginning of the year		3,63,24,078	2,13,24,078	2,13,24,078
Add: shares issued during the year		-	1,50,00,000	-
No. of shares at the end of the year		3,63,24,078	3,63,24,078	2,13,24,078

Details of shareholders holding more than 5% shares in the company

		As At March 31, 2021	As At March 31, 2020	As At March 31, 2019
Late Rahul Saraf	No. of Shares	1,84,59,586	1,84,59,586	34,37,798
	% of Holding	50.82%	50.82%	16.12%

Since the updated list of shareholders could not be obtained from the Registrar & Share Transfer Agent, the list of shareholders has been prepared based on the information available and certified by the management of the company.

We have been given to understand that subsequent to the demise of Mr. Rahul Saraf, his wife Roshni Rahul Saraf is the only beneficial owner of 1,84,59,586 shares as hold by Rahul Saraf at the time of his demise. However, the transfer of the shares in the name of Roshni Rahul Saraf in the records of Registrar & Transfer Agent is still pending.

Subsequent to demise of Mr. Rahul Saraf, 1,84,59,586 shares that were held in his name have been transferred to his wife Mrs. Roshni Saraf on the basis of letter of probate. The process of said transfer is still pending.

As per records of the company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

(a) The Company does not have any holding company.

(b) There are no shares reserved for issue under options and contracts/commitments for sale of shares/disinvestments.

(c) There are no unpaid calls from any director and officer.

Note : 7 (b) Reserve and Surplus

Particulars	As At March 31, 2021	As At March 31, 2020	As At March 31, 2019
Securities premium reserve	8,03,89,626	8,03,89,626	3,53,89,626
Retained earnings	(2,66,12,763)	(2,56,44,233)	(2,43,64,515)
Total	**5,37,76,863**	**5,47,45,393**	**1,10,25,112**

Note : 7 (b) (i) Securities premium reserve

Particulars	As At March 31, 2021	As At March 31, 2020	As At March 31, 2019
Opening Balance	8,03,89,626	3,53,89,626	3,53,89,626
Share issued at premium	-	4,50,00,000	-
Closing balance	**8,03,89,626**	**8,03,89,626**	**3,53,89,626**

A S A T ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

Note : 7 (b) (ii) Retained Earnings

Particulars	As At March 31, 2021	As At March 31, 2020	As At March 31, 2019
Opening balance	(2,56,44,233)	(2,43,64,515)	(2,44,38,096)
Add: Profit/(Loss) for the year	(9,68,530)	(12,79,718)	73,581
Items of other Comprehensive income	-	-	-
Closing balance	**(2,66,12,763)**	**(2,56,44,233)**	**(2,43,64,515)**

Nature and purpose of Reserves

Security Premium:

This reserve represents the premium on issue of equity shares and can be utilised in accordance with the provisions of the Companies Act, 2013

Retained Earnings

Retained earnings represents the cumulative profits/losses of the Company.

Note 8: Financial Liabilities

Note : 8 (a) Non-current borrowings

Particulars	As At March 31, 2021	As At March 31, 2020	As At March 31, 2019
Secured	-	-	-
Unsecured	55,229	55,229	3,80,20,229
Total non-current borrowings	**55,229**	**55,229**	**3,80,20,229**

Note : 8 (b) Trade payable

Particulars	As At March 31, 2021	As At March 31, 2020	As At March 31, 2019
Micro, Small and Medium Enterprises*	-	-	-
Trade payable (Refer Note No. 22)	3,95,16,918	3,94,64,218	3,96,00,238
Total Trade payable	**3,95,16,918**	**3,94,64,218**	**3,96,00,238**
Non-current	3,95,16,918	-	-
Current	-	3,94,64,218	3,96,00,238

* The amount due to Micro & Small Enterprises as defined in the "The Micro, Small and Medium Enterprises Development Act, 2006" has been provided by the Management.

Total Financial Liabilities			
Non Current Liabilities	3,95,72,147	55,229	6,80,20,229
Current Liabilities	-	3,94,64,218	3,96,00,238

Note : 8 (c) Other Financial Liabilities

Particulars	As At March 31, 2021	As At March 31, 2020	As At March 31, 2019
Non-current			
Derivatives not designated as hedges			
Share Warrants- Application Money	-	-	3,00,00,000
Total other non-current financial liabilities	-	-	3,00,00,000
Current			
Current maturities of long term debt	-	-	-
Interest accrued	-	-	-
Capital creditors	-	-	-
Derivatives designated as hedges			
Foreign exchange forward contracts	-	-	-
Derivatives not designated as hedges			
Total other current financial liabilities	-	-	-

Note 9: Other liabilities

Particulars	As At March 31, 2021	As At March 31, 2020	As At March 31, 2019
Other Labilities	-	17,600	-
Statutory tax payables (Refer Note No. 24)	1,84,691	1,84,691	2,36,720
Total other liabilities	**1,84,691**	**2,02,291**	**2,36,720**
Non-current	1,84,691	-	-
Current	-	2,02,291	2,36,720

ASAT & ASSOCIATES ★ MUMBAI ★ CHARTERED ACCOUNTANTS

Note : 10 Provisions

Particulars	As At March 31, 2021	As At March 31, 2020	As At March 31, 2019
Current			35,525
Non-current	-	-	-
Total	-	-	35,525

Note 11: Revenue From operations

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
Sale of products	-	15,20,225
Total revenue from continuing operations	-	**15,20,225**

Note 12: Other income

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
Interest income	-	40,069
Liabilities no longer required written back	17,600	-
Total other income	**17,600**	**40,069**

Note 13: Cost of Goods/Services Sold

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
Stock at the beginning of the year	-	-
Add: Purchases of Goods/Services	-	15,20,225
Stock at the closing of the year	-	-
Cost of Goods/Services Sold	-	**15,20,225**

Note 14: Employee benefit expense

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
Salaries, wages and bonus	-	83,130
Total employee benefit expense	-	**83,130**

Note : 15 Finance costs

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
Bank charges	12,862	22,051
Total	**12,862**	**22,051**

Note 16: Depreciation and amortization expenses

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
Depreciation of property, plant and equipment*	1,12,575	1,27,965
Total depreciation and amortisation expense	**1,12,575**	**1,27,965**

** The Management has written off the fixed asset during the year. Depreciation was provided by the Management till quarter ended Dec-2020 and accordingly no changes are done herewith.*

Note 17: Other expenses

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
Auditor's Remuneration	1,18,000	1,50,000
Legal & Professional Fee	3,19,454	2,33,200
Listing & other Fees	-	4,80,540
Fixed Asset written off	1,46,434	-
Input GST written off	2,72,380	-
Office Expenses	4,425	4,030
Telephone & Mobile Expenses	-	500
Penalty Charges	-	62,080
Registrar & Transfer Fees	-	6,000
Printing & Stationary	-	41,578
Misc. Expenses	-	35,938
Brokerage	-	14,000
Director fees	-	50,000
GST Expenses	-	4,860
Total	**8,60,693**	**10,82,726**

ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

Payment to Auditors:

	Year Ended March 31, 2021	Year Ended March 31, 2020
Audit Fees	1,00,000	1,50,000
Other Matter	-	-

Note 18: Income tax expenses

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
(a) Income tax expenses		
Current Tax	-	-
Current tax on profits for the year	-	-
Adjustment for current tax of prior period	-	3,915
Total	**-**	**3,915**
Deferred tax		
Decrease (increase) in deferred tax assets	-	-
(Decrease) increase in deferred tax liabilities	-	-
Total deferred tax expenses / (benefit)	-	-
Income tax expenses is attributable to:		
Profit from continuing operations	-	-
Profit from discontinued operations	-	-

Note 19: Earning Per share

Particulars		For the year ended March 31, 2021	For the year ended March 31, 2020
Profit attributable to Equity shareholders (Rs.)		(9,68,530)	(12,79,718)
Weighted average number of equity shares outstanding during the year (Nos.)		3,63,24,078	3,63,24,078
Basic and diluted earning for the year (Rs.)		(0.027)	(0.035)
Face value per Share (Rs.)		5	5

Note 20 : Company under implementation as per CIRP

The Hon'ble National Company Law Tribunal, Mumbai ("NCLT") by an order dated 04th June, 2021 admitted the Corporate Insolvency Resolution Process ("CIRP") application filed by operational creditor and Mr. Mayank Jain (Registration No. IBBI/IPA-001/IP-P01055/2017-2018/11748) had been appointed as Resolution Professional ("RP") for the Company wide order dated July 06, 2021 to conduct CIRP of MAXGROW INDIA LIMITED. Thereafter, the process under CIRP were conducted in accordance with the CIRP Regulations and Resolution Plan was approved on 24th January 2022 in the CoC meeting. The necessary Resolution Plan was filed with the Adjudicating Authority on 28th February 2022 and the same was approved by NCLT on 06th December 2023. As per the Resolution plan, Interim Monitoring Agency (IMA) was constituted for the supervision, implementation of the Resolution Plan, day-to-day operations and management of the Company from the approval of the Resolution plan until the Closing date. The new management i.e. Resolution applicant will take control of the board and Management after the closing date.

Closing date is the date falling on the 15th Business day after all the conditions set out in the Resolution plan are fulfilled to the satisfaction of New Management.

Note 21 : Going Concern

Since the resolution plan of the company was approved by Hon'ble NCLT, Mumbai on 06th December 2023, the financial statement are continued to be prepared on going concern basis.

Note 22 : Claims against the Company and Long outstanding unconfirmed trade receivables, loans and advances and other financial assets(in response to disclaimer in audit report)

The book balances appearing in the financial statement will be re-casted upon successful implementation of resolution plan i.e. on or after the closing date as provided in Note No. 20. Pending the control of new Management, no accounting impact in the books of accounts has been recognised in respect of excess or short claims or non-receipts of claims for creditors. Further, no expected credit loss has been made in the books of account with respect to receivables, and no provision has been made for loans and advances and other financial assets as the same shall be evaluated by the new management post the closing date.

Note 23 : Investment

The IMA is not having all the records pertaining to the investment made by the old Management and accordingly investments appearing in Note 4(a) of the financial statements are carried at cost. New management will evaluate the possibilities of recoverability of existing investments after the closing date and accordingly investment shall be recorded at their fair values.

Note 24 : Statutory Liability

Statutory Liabilities shall be adjusted / settled in accordance with the approved Resolution plan by NCLT on or after the closing date.

Note 25 : Capital Management

For the purpose of the Company's capital management, capital includes issued equity share capital, securities premium and all other reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the value of the share and to reduce the cost of capital. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company can adjust the dividend payment to shareholders, issue new shares, etc. The Company monitors capital using a gearing ratio, which is net debt divided by total equity. The Company includes within net debt, interest bearing loans and borrowings, less cash and cash equivalents

4 S A T ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
A) Net Debts		
Borrowings (Current & Non Current)	55,229.00	55,229.00
Cash and cash equivalents	(2,26,235)	(3,56,022)
Net Debt -(A)	(1,71,006)	(3,00,793)
B) Capital		
Equity share capital	18,16,20,390	18,16,20,390
Other Equity	5,37,76,863	5,47,45,393
Net Capital -(B	23,53,97,253	23,63,65,783
Gearing Ratio (Net Debt / Capital) i.e. (A / B)	(0.07)	(0.13)

Note 26 : Contingent Liabilities not Provided for:

There is a contingent liabilities of Rs. 32,51,740/- as on date. Details of the same are given below:

Contingent Liability	For the year ended March 31, 2021	For the year ended March 31, 2020
Penalty by BSE	32,51,740	-
Penalty by JCCI	5,34,523	5,34,523
Sales Tax Assessment	6,47,571	6,47,571

Note : Details reported as above are prepared by the management of the company.

Note 27 : Segment Information:

The Company has only finance income. Accordingly, the Company does not have separate reportable business segment for the quarter and year ended March 31, 2021.

Note 28 : Related Party Disclosure

a. Details of Related Parties

Description of Relationship	Names of Related Parties
Key Management Personnel (KMP)	
Whole Time Director	1) Roshni Rahul Saraf
Director	2) Gita Devi Agarwal
Director	3) Amit Kumar Singh
Company in which KMP / Relatives of KMP can exercise significant influence	
1) Unnao Trading Private Limited	1) Unnao Trading Private Limited

Notes:

1) The list of related parties above has been limited to entities with which transactions have taken place during the year.
2) Related party transactions have been disclosed till the time the relationship existed.
3) Details above are reported by the Management of the company.

A S A T & ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

b. Details of Related Party transactions during the year ended March 31, 2021

(Amount in Rs.)

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Directors Remuneration and Salary	-	-
	-	-
Salary to Key Management Personnel (KMP)	-	-
	-	-
Loan Taken:	-	-
	-	-
Loan Given	-	-
	-	-

c. Closing Balances of the Related Parties

(Amount in Rs.)

Particulars	Balances as at March 31, 2021	For the Year Ended March 31, 2020
Loan Given to :		
Unnao Trading Private Limited	2,55,40,000	2,55,40,000
	2,55,40,000	2,55,40,000

Note 29 : Expenditure on Corporate Social Responsibility:

Corporate Social Responsibility is not applicable to the Company as per the limit prescribed by the Companies Act. 2013.

Note 30: Signing of Financials

As per the provisions of Section 134 of Companies Act. 2013, financial statement would be signed by the either: Chairperson of the company or By any two Directors of the company, one of which should be a Managing Director. However, Pursuant to the NCLT order, the powers of the Board of Directors stand suspended and are exercisable by IMA. Thus, the Financial statements have been signed by Mr. Rakesh Guda (Representative of Resolution Applicant and Mr. Bembadi Vidyasagar (Representative of Identified Operational Creditors) confirming truthfulness, fairness, accuracy and completeness of the financial results.

Note 31 : Previous Years' Figures:

The financial statements have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind-AS) prescribed under Section 133 of the Companies Act, 2013 and other recognised accounting practices and polices to the extent applicable. The previous period's figures have been regrouped or rearranged wherever necessary.

The Notes referred are an integral part of these financial statements

For A S A T & Associates
Chartered Accountants
FRN: 130701W

CA Saket Agrawal
Partner
Membership No. : 159691

Place: Mumbai
Date: 26-Jun-24

For and on behalf of the Board of Directors

MAXGROW INDIA LIMITED

Rakesh Guda
Representative of RP

Place: Mumbai
Date: 26-Jun-24

B. Vidyasagar

Bembadi Vidyasagar
Representative of Operational Creditor

Place: Mumbai
Date: 26-Jun-24

MAXGROW INDIA LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

Note 1: Company Overview

Maxgrow India Limited (Formerly known as Inanna Fashion and Trends Limited) ("the Company) is a public limited company incorporated in India with its registered office in Mumbai, Maharashtra, India. The Company is engaged in the business of supplying, trading, dealing in any manner whatsoever in all type of goods including business of ironmasters, steel makers, steel converters, ferrous and non-ferrous metals. The Company is listed on the Bombay Stock Exchange (BSE). The financial statement for the year ended March 31,2021 were approved by the Interim Monitoring Agency (IMA) and authorized for issue on 26-Jun-24.

Corporate Insolvency Resolution Process (CIRP) was initiated against the company and in view of the same, Board had been suspended and these powers were vested with Mr. Mayank Jain, in the capacity as the Resolution Professional ("Rp") from June 04,2021 as per the Provisions of the code. Thereafter, on approval of Resolution Plan by Hon'ble NCLT, Mumbai on December 06, 2023, Interim Monitoring Agency (IMA) was constituted for the supervision, implementation of the Resolution Plan, day-to-day operations and management of the Company.

Material information for events occurred in the company as on date:

1. The new management i.e. Resolution applicant will take control of the board and Management after the closing date. Closing date is the date falling on the 15th Business day after all the conditions set out in the Resolution plan are fulfilled to the satisfaction of New Management.

2. During CIRP process, company has defaulted in submission of past quarterly results, half yearly and annual audited financial results of the company to stock exchanges and defaulted in all applicable Acts, Rules Regulations, Guidelines, Standards and provisions of Companies Act, 2013 for filling, conducting, submission and records maintenances etc.

3. The Company is in the process of taking necessary approvals wherever required for successful implementation of the approved Resolution plan.

Note 2 : Summary of Significant Accounting Policies

A. Basis of preparation of financial statements

(i) Statement of Compliance

These financial statements have been prepared in accordance with Indian Accounting Standards ("Ind-AS") under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act , 2013 ('Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind-AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 except Non compliances of IND AS reported in other paras of the notes of accounts, main independent audit report in Basis for Disclaimer of opinion and as reported in notes of financial statements.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

(ii) Basis of Measurement

The financial statements have been prepared on historical cost basis except the following:

• certain financial assets and liabilities (including derivative instruments) are measured at fair value;
• assets held for sale- measured at fair value less cost to sell;

• defined benefit plans- plan assets measured at fair value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

(iii) Current versus non-current classification

The Company presents assets and liabilities in the Balance Sheet based on current/ non-current classification. An asset is treated as current when it is expected to be realised or intended to be sold or consumed in normal operating cycle, held primarily for the purpose of trading, expected to be realised within twelve months after the reporting period and cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.

A liability is current when it is expected to be settled in normal operating cycle, it is held primarily for the purpose of trading, it is due to be settled within twelve months after the reporting period and there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

(iv) The functional currency of the Company is the Indian Rupee. These financial statements are presented in Indian Rupees and all values are rounded to the nearest Rupees, except when otherwise stated.

B. **Use of Estimates:**

The preparation of the financial statements in conformity with Ind-AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed in note C below. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

C. **Critical Accounting Estimates**

(i) Income Taxes

The Company's tax jurisdiction is India. Significant judgements are involved in determining the provision for income taxes, including amount expected to be paid/ recovered for uncertain tax positions.

(ii) Property, Plant and Equipment

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on

A S A & ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

(iii) Fair Value Measurement of Financial Instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

D. **Property, Plant and Equipment:**

An items of property, plant and equipment are stated in the Balance Sheet at cost historical less accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs if the recognition criteria are met. All other repair and maintenance costs are recognised in profit or loss as incurred.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognized impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalized in accordance with the Company`s accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Subsequent to recognition, property, plant and equipment (excluding freehold land) are measured at cost less accumulated depreciation and accumulated impairment losses. When significant parts of property, plant and equipment are required to be replaced in intervals, the Company recognizes such parts as individual assets with specific useful lives and depreciation respectively. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement cost only if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in the Statement of Profit and Loss as incurred.

Depreciation is recognised so as to write off the cost of assets (other than freehold land and land developments) less their residual values over the useful lives, using the straight- line method ("SLM"). Management believes that the useful lives of the assets reflect the periods over which these assets are expected to be used, which are as follows:

Description of Asset	Estimated useful lives
Computers and Printers, including Computer Peripherals (including server and networking)	3 -6 years
Office Equipments	5 years
Furniture and Fixtures	10 years

Depreciation on additions/ deletions to fixed assets is calculated pro-rata from/ up to the date of such additions/ deletions.

Assets individually costing less than Rs. 5,000 are fully depreciated in the year of acquisition.

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable. The residual values, useful life and depreciation method are reviewed at each financial year-end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on

MUMBAI
CHARTERED ACCOUNTANTS

disposal or retirement of an item of property, plant and equipment is determined as the difference between sale proceeds and the carrying amount of the asset and is recognised in profit or loss.

E. Impairment of Non-Financial Assets

Assessment is done at each Balance Sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset/ cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. An impairment loss is recognized in the profit or loss. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased. A reversal of an impairment loss is recognised immediately in profit or loss.

F. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial Instruments are further divided in two parts viz. Financial Assets and Financial Liabilities.

Part I - Financial Assets

a) Initial Recognition and Measurement
All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

b) Subsequent Measurement

For purposes of subsequent measurement, financial assets are classified in four categories

Financial Assets at Amortised Cost:

A Financial Assets is measured at the amortised cost if both the following conditions are met

• The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
• Contractual terms of the asset give rise on specified dates to cash flows that are Solely Payments of Principal and Interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

Financial Assets at FVTOCI (Fair Value Through Other Comprehensive Income)

A Financial Assets is classified as at the FVTOCI if following criteria are met:

The objective of the business model is achieved both by collecting contractual cash flows (i.e. SPPI) and selling the financial assets.

Financial instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the statement of profit and loss. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to the statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Financial Assets at FVTPL (Fair Value Through Profit or Loss)

FVTPL is a residual category for financial instruments. Any financial instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a financial instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has not designated any financial instrument as at FVTPL.

Financial instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Equity Investments

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind-AS 103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable. If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss. Investment in subsidiaries is carried at cost in the financial statements.

c) De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily de-recognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

MUMBAI CHARTERED ACCOUNTANTS

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

d) Impairment of Financial Assets

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, deposits, trade receivables and bank balance;
- Financial assets that are debt instruments and are measured as at FVTOCI
- Lease receivables under Ind-AS 17
- Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind-AS 18 (referred to as 'contractual revenue receivables' in these financial statements)
- Loan commitments which are not measured as at FVTPL
- Financial guarantee contracts which are not measured as at FVTPL

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or contract revenue receivables.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Company reverts to recognising impairment loss allowance based on 12-month ECL. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument.

The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date. ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, the Company considers:

All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the Company uses the remaining contractual term of the financial instrument; and

- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed. On that basis, the Company estimates the following provision matrix at the reporting date:

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss. This amount is grouped under the head 'other expenses'. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the Balance Sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

• Loan commitments and financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a liability.

• Debt instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

The Company does not have any Purchased or Originated Credit-Impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

Part II - Financial Liabilities

a) Initial Recognition and Measurement

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.
All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.
Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

b) Subsequent Measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind-AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss is designated as such at the initial date of recognition, and only if the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risks are recognized in OCI. These gains/ loss are not subsequently transferred to statement of profit and loss. However, the Company may transfer the cumulative gain or loss within equity.

All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss

Loans and Borrowings

This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are de-recognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

Preference shares, which are mandatorily redeemable on a specific date, are classified as liabilities under borrowings. The dividends on these preference shares, if any are recognised in the profit or loss as finance cost.

Financial Guarantee Contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind-AS 109 and the amount recognised less cumulative amortisation.

c) De-recognition

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

d) Offsetting of Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

G. **Recognition of Revenue**

The revenue is recognized to the extent it is probable that the economic benefits will flow to the company and the revenue reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable net of discounts, taking into account contractually defined terms and excluding taxes or duties collected on behalf of the government.

Sale of Goods

Sales are recognised when the substantial risk and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract and are recognized net of trade discounts, rebates, sales taxes and excise duties. Domestic sales are recognized on dispatch to customers. Exports sales are recognized on the date of cargo receipts, bill of landing or other relevant documents, in accordance with the terms and conditions for sales.

Other Income

Interest: Interest income on fixed deposits with banks is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

MUMBAI CHARTERED ACCOUNTANTS

H. **Provisions and Contingent Liabilities**

General

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. The Company does not recognize a contingent liability but discloses its existence in the financial statements. Payments in respect of such liabilities, if any are shown as advances.

I. **Accounting for Taxation of Income**

(i) Current Taxes

Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in other comprehensive income or equity, in which case it is recognized in other comprehensive income or equity respectively. Current income tax is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. The Company offsets, on a year to year basis, the current tax assets and liabilities, where it has legally enforceable right to do so and where it intends to settle such assets and liabilities on a net basis.

(ii) Deferred Taxes

Deferred tax is recognized on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and are accounted for using the Balance Sheet Liability method. Deferred tax liabilities are generally recognized for all taxable temporary differences, and deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

J. **Fair Value Measurement**

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to settle a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

In estimating the fair value of an asset or liability, the Company takes into account the characteristics of the asset or liability if market participants would use when pricing the asset or liability, assuming that market participants act in their economic y8=best interest.
All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company's Management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operations. This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

K. Foreign Currency-Transactions and Balances

The Company's functional currency is INR and accordingly, the financial statements are presented in INR. Transactions in foreign currencies are initially recorded by the company in their functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting period. Gains and losses arising on account of differences in foreign exchange rates on settlement/ translation of monetary assets and liabilities are recognised in the Statement of Profit and Loss except exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e. translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

L. Borrowing Costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in Statement of Profit and Loss in the period in which they are incurred.

MUMBAI
CHARTERED ACCOUNTANTS

M. Employee Benefits

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12months after the end of the period in which the employees render the related service are recognised in respect of employee's services up to the end of the reporting period and are measured at the undiscounted amounts of the benefits expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

N. Earnings Per Share

Basic Earnings Per Share (EPS) amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

• The after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and

• Weighted average number of equity shares that would have been outstanding assuming the conversion of all the dilutive potential equity.

O. Cash and Cash Equivalents

Cash and cash equivalent in the Balance Sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less from the date of acquisition, which are subject to an insignificant risk of changes in value.

P. Segment Reporting

The Company does not have any income. Accordingly, the Company does not have reportable business segment for the quarter and year ended March 31, 2021.

A S K & ASSOCIATES ★ MUMBAI ★ CHARTERED ACCOUNTANTS