SANMIT
INFRA LTD

**Date: 29-07-2021**

**To,**
**The Secretary,**
**The Bombay Stock Exchange,**
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001.

**SUBJECT : ANNUAL REPORT FOR FY 2020-21, NOTICE OF 21ST ANNUAL GENERAL MEETING ("AGM")**

**BSE CODE** : 532435

Dear Sir/Madam,

As required under Regulation 30 and Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we submit herewith the Annual Report of the Company for the Financial Year 2020-21 along with the Notice convening the 21ST Annual General Meeting scheduled to be held on Tuesday, August 24, 2021 at 02.00 P.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") in accordance with the Ministry of Corporate Affairs ("MCA") Circular No. 20/2020 dated May 05, 2020 and Circular no. 02/2021 dated January 13, 2021 read with Circular Nos. 14/2020 and 17/2020 dated April 08, 2020 and April 13, 2020 respectively (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as "SEBI Circulars").

In compliance with above mentioned circulars, the Annual Report of the Company for the Financial Year 2020-21 along with the Notice convening the 21ST Annual General Meeting has been sent in electronic mode to Members whose email IDs are registered with the Company or the Depository Participant(s).

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, the Company is providing the facility to Members to exercise their right to vote by electronic means on Resolutions proposed to be passed at AGM. The Company has engaged CDSL for providing facility for voting through remote e-Voting and e-Voting during the AGM.

The Register of Members and the Share Transfer books of the Company will remain closed from Wednesday, August 18,2021 to Tuesday, August 24, 2021 (both days inclusive).

Tel. No. : 022 -67429100
25557474
Fax No. :022 -67429123
Email : info@sanmitinfraltd.com
md@sanmitinfraltd.com
Web : www.sanmitinfraltd.com
601, Makhija Royale, Plot No.753,
S.V.Road, Khar (W), Mumbai - 52.
CIN No.L70109MH2000PLC288648

SANMIT
INFRA LTD

Key information:

| | | |
|---|---|---|
| Cut-off Date | : | Tuesday,17th August,2021 |
| Day, Date and time of commencement of remote e-Voting | : | Friday, August 20th, 2021 at 9:00 a.m. |
| Day, Date and time of end of remote e-Voting | : | Monday, August 23 , 2021 at 5:00 p.m. |
| Annual General Meeting | : | Tuesday, August 24, 2021 |

The copy of the Notice of AGM and Annual Report is also available on the Website of the Company at www.sanmitinfraltd.com and on the website of the Stock Exchange i.e., BSE Limited at www.bseindia.com and on the CDSL website at www.evotingindia.com.

Please acknowledge and take on record the same.

Thanking You,

**For Sanmit Infra Limited**

Sanjay Makhija

**Sanjay Makhija**
**Managing Director**
**DIN: 00586770**

SANMIT INFRA LTD. MUMBAI

Tel. No. : 022 -67429100
25557474
Fax No. :022 -67429123
Email : info@sanmitinfraltd.com
md@sanmitinfraltd.com
Web : www.sanmitinfraltd.com
601, Makhija Royale, Plot No.753,
S.V.Road, Khar (W), Mumbai - 52.
CIN No.L70109MH2000PLC288648

**SANMIT INFRALIMITED**
**CIN: L70109MH2000PLC288648**

**Registered Office:**
601, Makhija Royale, 6th Floor, S.V. Road, Khar (W) Mumbai City Mh 400052 IN.

# 21st ANNUAL REPORT
# 2020-2021

## CORPORATE INFORMATION BOARD OF DIRECTORS

| | |
|---|---|
| Mr. Sanjay K. Makhija | Managing Director |
| Mrs. Meena Jayesh Bhate | Non-Executive, Independent Director |
| Mr. Sanjay Vishindas Nasta | Non-Executive, Independent Director |
| Mr. Mohan Rathod | Non-Executive, Independent Director |
| Mr. Haresh K. Makhija | Whole-time Director |
| Mr. Kamal K. Makhija | Whole-time Director |
| Mr. Dinesh K. Makhija | Whole-time Director & CFO |
| Ms. Jyoti Asawa | Company Secretary & Compliance Officer |

**BANKERS**
INDUSIND BANK

**AUDITORS**
M/S. PAMS & ASSOCIATES CHARTERED ACCOUNTANTS

**REGISTERED OFFICE:**
601, MAKHIJA ROYALE, 6TH FLOOR S.V. ROAD, KHAR (W), MUMBAI-400052.
Email:Sanmitinfra@gmail.com Website:www.sanmitinfraltd.com

**LISTING**
BOMBAY STOCK EXCHANGE LIMITED

**REGISTRAR & SHARE TRANSFER AGENT**
PURVA SHAREGISTRY INDIA PVT LTD, NO.9, SHIV SHAKTI INDUSTRIAL ESTATE,
GROUND FLOOR, J.R BORICHA MARG, OPP. KASTURBA HOSPITAL,
LOWER PAREL (W), MUMBAI - 400 011.

**CONTENTS**


| Sr. No | Contents | Page No. |
|---|---|---|
| 1. | Notice of Meeting | 1-20 |
| 2. | Directors' Report | 21-30 |
| 3. | Management Discussion and Analysis | 31-33 |
| 4. | Secretarial Audit Report | 34-39 |
| 5. | Extract of Annual Report (MGT-9) | 40-48 |
| 6. | Corporate Governance Report | 49-62 |
| 7. | Auditor's Report | 63-74 |
| 8. | Balance Sheet | 75 |
| 9. | Profit and Loss Accounts | 76 |
| 10. | Cash Flow Statement | 77-78 |
| 11. | Notes Forming part of Financial Statement & Schedule to Financial Statement | 79-94 |

**NOTICE**

**NOTICE** is hereby given that the **21st Annual General Meeting** of the members of **Sanmit Infra Limited** will be held on Tuesday, August 24, 2021 at 02:00 pm IST through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following business(es):

**ORDINARY BUSINESS:**

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon; in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as Ordinary Resolutions:

"**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. To declare the final dividend of Rs. 0.35 paisa per share for the financial year ended March 31, 2021.

**SPECIAL BUSINESS**

3. **INCREASE THE AUTHORISED CAPITAL OF THE COMPANY:**

To increase the authorised capital of the Company; in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 11,00,00,000 (Rs. Eleven Crores Only) divided into 1,10,00,000 (One Crore Ten Lakhs Only ) equity shares of Rs. 10 each/- (Rs. Ten Only) each to Rs. 16,00,00,000 (Rs. Sixteen Crores Only) divided into 1,60,00,000 (One Crore Sixty Lakh Only) equity shares of Rs. 10 each/- (Rs. Ten Only) each, ranking pari-passu in all respect with the existing Equity Shares of the Company."

"**RESOLVED FURTHER** THAT Mr. Sanjay K Makhija (DIN:00586770) – Managing Director and Mr. Kamal K Makhija (DIN:00586617)- Whole-time Director be and are hereby authorized jointly and severally to do all such acts, deeds and actions as may be necessary , proper or expedient to give effect to this resolution."

4. **ALTERATION IN THE CLAUSE NO. V of THE MEMORANDUM OF ASSOCIATION.**

To alter the clause no. v of the memorandum of association of the Company; in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent

of the members of the Company be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause:

V. The authorized share capital of the Company is Rs. 16,00,00,000 (Rs. Sixteen Crores Only) divided into 1,60,00,000 (One Crore Sixty Lakh Only) equity shares of Rs. 10 each/- each. The Company has power from time to time to increase or reduce its capital and to divide the shares in such capital for the time being into secured classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions, as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such right, privileges or conditions or restrictions in such manner as may for the time being be permitted by the Articles of Association of the Company or the legislative provision for the time being in force in that behalf."

"**RESOLVED FURTHER** THAT Mr. Sanjay K Makhija (DIN:00586770) – Managing Director and Mr. Kamal K Makhija (DIN:00586617)- Whole-time Director be and are hereby authorized jointly and severally to do all such acts, deeds and actions as may be necessary , proper or expedient to give effect to this resolution."

**5. CONVERSION OF LOAN INTO EQUITY- PROMOTER GROUP**

**To Consider The Conversion Of Loan Of The Promoter To The Company Into Equity Shares That Was Used For The Purpose Of Settlement Of Bank/Fi Loans** if thought fit, to pass, the following resolution as a Special Resolution**;**

**"RESOLVED THAT** pursuant to section 39,42 & 62 and other applicable provisions of the Companies Act, 2013, as amended (the "Companies Act 2013") and the Rules made there under to the extent notified and the Memorandum & Articles of Association of the Company, consent of the Company be and is hereby accorded to utilize/convert the Loan(S)/Advances advanced to the Company on various dates and aggregating upto Rs. 4,52,64,843 as on 30/06/2021 by the promoter group, namely :

| Sl. No. | Name | Amount of Loan advanced to the company as on 30.06.2021 | Maximum amount to be utilized for subscription of 4828250 (75% of 4828250 @12.50 per warrant)- convertible warrants into equity shares |
|---|---|---|---|
| 1 | Haresh Makhija | 11316084 | 11316084 |
| 2 | Kamal Makhija | 11316112 | 11316112 |
| 3 | Sanjay Makhija | 11316581 | 11316581 |
| 4 | Dinesh Makhija | 11316066 | 11316066 |
| | | Total | 4,52,64,843 |

towards the subscription of 4828250 convertible warrants into equity shares allotted on 06/01/2021 to them at such price and condition(s) as decided by the Board and in accordance with SEBI Act, 1992 and rules and Regulation framed thereunder including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations"), and subsequent amendments thereto, Companies Act, 2013 and rules framed thereunder.

**"RESOLVED FURTHER THAT** pursuant to 62 and other applicable provisions of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules , 2014 and the Memorandum & Articles of Association of the Company and any other applicable laws / rules / regulation, the company shall not be required to open a separate Bank Account and comply the applicable provisions of section 39 & 42 of the Companies Act, 2013 and rules framed thereunder in connection with the conversion of the above loan of the promoter groups, in one or multiple tranches, towards the subscription of 4828250 convertible warrants into equity shares allotted on 06/01/2021 to them."

**"RESOLVED FURTHER THAT** pursuant to Section 42 & 62 and other applicable provisions of the Companies Act, 2013, as amended (the "Companies Act 2013") and the Rules made there under to the extent notified and the Memorandum & Articles of Association of the Company, consent of the Company be and is hereby accorded and also taken on record the subscription money for conversion of warrants into equity shares to be utilized as loans aggregating of Rs. Upto 4,52,64,843 as on 30.06.2021 by the above promoters to the company on various occasions as mentioned in the Explanatory statement this notice and also deeded to be considered as the utilization of funds in accordance with the object for the issue of share capital of the company as on 28/09/2020 including issue of 4828250 convertible warrants into equity shares allotted on 06/01/2021 to them."

**"AND RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board/ the Committee be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid equity and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said equity shares, the utilization of the redemption proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit for this purpose, including without limitation, appointment of consultants, solicitors, merchant bankers, or any other agencies as may be required ."

**By Order of Board For Sanmit Infra Limited**

**Sanjay Makhija**

**Sd/-**

**(Managing Director)**

**DIN: 00586770**

**Place: Mumbai**
**Date : 27/07/2021**

**REGISTERED OFFICE:**
601, MAKHIJA ROYALE, 6TH FLOOR
S.V. ROAD, KHAR (W),
Mumbai-400052.

Email:Sanmitinfra@gmail.com
Website:www.sanmitinfraltd.com

**NOTES:**

1. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') with respect to Item Nos. 3 to 5 forms part of this Notice.
2. In view of the global outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to 'Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM) read with General Circular No. 14/2020 dated April 8, 2020 and the General Circular No. 17/2020 dated April 13, 2020 in relation to 'Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19' (collectively referred to as 'MCA 441 Circulars') and the Securities and Exchange Board of India ('SEBI') vide its circular dated May 12, 2020 in relation to 'Additional relaxation in relation to compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – COVID-19 pandemic' ('SEBI Circular') permitted the holding of the AGM through VC or OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI Listing Regulations and MCA Circulars & SEBI Circular, the 21st AGM of the Company is being held through VC/OAVM on Tuesday August 24, 2021 at 02:00 P.M The deemed venue for the AGM will be at 601,Makhija Royale, 6th Floor, S.V. Road, Khar (W) Mumbai City MH 400052.

3. Since the 21st AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue of AGM

4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circular through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

5. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the LODR Regulations, the Company has extended e-voting facility for its members to enable them to cast their votes electronically on the resolutions set forth in this notice. The instructions for e-voting are provided in this notice. The e-voting commences on Friday, August 20, 2021 at 10.00 AM IST and ends on Monday, August 23, 2021 at 5.00 PM IST. The voting rights of the Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, i.e., Tuesday, August 17, 2021.

6. Any person who is not a member post cut-off date should treat this notice for information purposes only.

7. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.

**8.** Any person, who acquires shares and becomes a Member of the Company after sending the notice and holding shares as of the cut-off date, i.e., Tuesday, August 17, 2021, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or to the Registrar and Share Transfer Agent (RTA) support@purvashare.com . However, if he/she is already registered with Central Depository Services (India) Limited (CDSL) for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

**9.** CS Ramesh Mishra, Practising Company Secretary (Membership No. FCS 5477 CP No. 3987) from M/s Ramesh Mishra & Associates, vide Board Resolution dated 30/06/2021 has been appointed as the Scrutinizer to scrutinize the voting and e-voting process in a fair and transparent manner.

**10.** The Scrutinizer shall within a period not exceeding 2 (Two) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (Two) witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorised by him in writing.

**11.** The Results shall be declared after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website viz. www.sanmitinfraltd.com and on the website of CDSL within 2 (Two) working days of passing of the resolutions at the AGM of the Company and the same will also be communicated to the Stock Exchanges.

**12.** To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (DPs) in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.

**13.** In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.sanmitinfraltd.com, websites of the Stock Exchange i.e. BSE Limited atwww.bseindia.com and on the website of CDSL at https://helpdesk.evoting@cdslindia.com. The Company will also be publishing an advertisement in newspaper containing the details about the AGM i.e. the conduct of AGM through VC/ OAVM, date and time of AGM, availability of notice of AGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses with the Company/ RTA and other matters as may be required.

**14.** In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020 and January 15, 2021, the Annual Report 2020-21, the Notice of the AGM and the Instructions for e-Voting are being sent by electronic mode to all the Members whose e-mail addresses are registered with the Company / respective Depository Participants.

Members may also note that the Annual Report 2020-21 and the Notice convening the AGM are also available on the Company's website www.sanmitinfraltd.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL (agency for providing the Remote e-Voting facility) https://helpdesk.evoting@cdslindia.com.

**15.** The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

**16.** Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

**17.** The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

**18.** Pursuant to Section 91 of the Act The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, August 18, 2021 to Tuesday, August 24, 2021 (both days inclusive) for the purpose of AGM.

**19.** The Registers maintained under Section 170 & 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection till the conclusion of AGM by the members based on the request being sent on sanmitinfra@gmail.com.

**20.** Member(s) must quote their Folio Number/ DP ID & Client ID and contact details such as email address, contact no. etc. in all correspondences with the Company/ RTA.

**21.** As per Regulation 40 of LODR Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the RTA for assistance in this regard.

**22.** In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

**23.** Pursuant to the provisions of Section 72 of the Act the Member(s) holding shares in physical form may nominate, in the prescribed manner, any person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. A nomination form for this purpose is available with the Company or its RTA. Member(s) holding shares in demat form may contact their respective DPs for availing this facility.

**24.** Member(s) holding shares in physical form is/ are requested to notify immediately any change of their respective addresses and bank account details. Please note that request for change of address, if found incomplete in any respect shall be rejected. Members holding shares in demat form are requested to notify any change in their addresses, e-mails and/or bank account mandates to their respective DPs only and not to the Company/ RTA for effecting such changes. The Company uses addresses, e-mails and bank account mandates furnished by the Depositories for updating its records of the Shareholders holding shares in electronic/demat form.

**25.** Subject to provision of Section 123 of the Act, the final dividend, as recommended by the Board of Directors, if declared and approved at the 21st AGM, will be paid within 30 days of the AGM:

a) To those Members whose names appear on the Register of Members of the Company on Tuesday, August 17, 2021.

b) In respect of shares held in electronic form, the dividend will be payable to the beneficial owners of the shares as on closing hours of business on Tuesday, August 17, 2021 as per the list of beneficiaries furnished by NSDL and Central Depository Services (India) Ltd. (CDSL), the Depositories, for this purpose.

The final dividend, once approved by the shareholders in the ensuing AGM will be paid electronically through various online transfer modes to those shareholders who have updated their bank account details. For shareholders who have not updated their bank account details, dividend warrants/ demand drafts/ cheques will be sent to their registered addresses once the postal facility is available. To avoid delay in receiving the dividend, shareholders are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Share Transfer Agent (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date.

**26.** Members may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit the following documents in accordance with the provisions of the IT Act.

**For Resident Shareholders:**

The Govt, of India vide Finance Act 2021, has introduced new Section 206AB/CCA related to TDS deduction as follows :

**- Section 206AB/206CCA**

The Finance Act, 2021 has introduced a special provision of TDS in the Income Tax Act, 1961 requiring deduction of TDS at higher rated in certain circumstances

- **Date of applicability**
  1st July, 2021
- **Summary of provision**

| Topic | Summary | |
|---|---|---|
| | | **206AB (TDS)/206CCA (TCS)** |
| | **1** | **In cases where any amount is paid, payable or credited/ charged to the specified person, the payer/seller is responsible to deduct/charge TDS/TCS at the rate, which is higher of the following:** |
| | **a)** | Twice the rate as specified under the relevant provisions |
| | | OR |
| | **b)** | At the rate of 5% |
| | | OR |
| | **c)** | If the specified person does not furnish PAN, then TDS @20% |
| | | |
| | **2** | A "***Specified Person***" means: |
| | **a)** | A person who has not filed the ITR for both last two previous years immediately prior to the current financial year. |
| | | AND |
| | **b)** | The aggregate of TDS and TCS in his case is Rs. 50,000 or more in **each** of these two PYs |
| | | |
| | | Note: |
| | **3** | Section 206AB is not applicable for Salary |

However, TDS shall not be deducted in cases where a Member provides Form 15G (applicable to any person other than a Company or a Firm) / Form 15H (applicable to an individual above the age of 60 years), provided that the eligibility conditions are being met. In order to provide exemption from withholding of tax, the following organizations must provide a self-declaration as listed below:

a) Insurance companies: A declaration that they are beneficial owners of shares held;

b) Mutual Funds: A declaration that they are governed by the provisions of section 10(23D) of the Act along with copy of registration documents (self-attested);

c) Alternative Investment Fund (AIF) established in India: A declaration that its income is exempt under section 10(23FBA) of the Act and they are established as Category I or Category II AIF under the SEBI regulations. Copy of registration documents (self-attested) should be provided.

Form 15G and 15H can be downloaded from the following link http://purvashare.com/submission-of-form-15g-15h-10f/ . Members are requested to click on General Tab, wherein all the forms are available in under the head “Form 15G/15H/10F”.

**For Non-Resident Shareholders**

Taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following:

a) Self-attested copy of PAN card, if any, allotted by the Indian Income Tax authorities;

b) Self-attested copy of Tax Residency Certificate ("TRC") obtained from the tax authorities of the country of which the Member is resident (valid for financial year 2020-21);

c) Self-declaration in Form 10F, if all the details required in this form are not mentioned in the TRC;

d) Self-declaration by the Non-resident Member of having no permanent establishment in India in accordance with the applicable Tax Treaty;

e) Self-declaration of beneficial ownership by the Non-Resident Member;

f) Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member.

The documents referred to in point nos. (c) to (e) can be downloaded from the following link http://purvashare.com/submission-of-form-15g-15h-10f/. Members are requested to click on General Tab, wherein all the forms are available in under the head "Form 15G/15H/10F".

Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non- Resident Members.

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess).

**27.** Accordingly, in order to enable us to determine the appropriate TDS / withholding tax rate applicable, we request you to provide the above details and documents as mentioned above not later than 5.00 pm IST, Tuesday, August 17, 2021.

**28.** Kindly note that the aforesaid documents, duly completed and signed are required to be uploaded on the following link – http://purvashare.com/submission-of-form-15g-15h-10f/ - On this page the user shall be prompted to select / share the following information to register their request.

1. Select the company (Dropdown)
2. Folio / DP-Client ID
3. PAN

4. Financial year (Dropdown)
5. Form selection
6. Document attachment – 1 (PAN)
7. Document attachment – 2 (Forms)
8. Document attachment – 3 (Any other supporting document)

Please note that the upload of documents (duly completed and signed) on the website of Purva Sharegistry (India) Pvt. Ltd. should be done on or before 5.00 pm IST, Tuesday, August 17, 2021, for the dividend in order to enable the Company to determine and deduct appropriate TDS / Withholding Tax. Incomplete and/or unsigned forms and declarations will not be considered by the Company. Any communication on the tax determination/ deduction received post 5.00 pm IST on Tuesday, August 17, 2021 and thereafter shall not be considered.

**29.** Shareholders may note that in case the tax on said final dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents, option is available to shareholder to file the return of income as per Income Tax Act, 1961 and claim an appropriate refund, if eligible.

**30.** All communications/ queries in this respect should be addressed to our RTA, Purva Sharegistry (India) Pvt. Ltd. to its email address support@purvashare.com.

**31.** The Company is obliged to print such bank's details on the dividend warrants/ demand drafts as furnished by the DPs and the Company cannot entertain any request for deletion/ change of bank details already printed on the dividend warrant(s) / demand draft(s) based on the information received from the concerned DPs, without confirmation from them. In this regard, Members are advised to contact their DPs and furnish them the particulars of any change desired if not already provided.

**32.** Member(s) must quote their Folio Number/ DP ID & Client ID and contact details such as email address, contact no. etc. in all correspondences with the Company/ RTA.

**33.** Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on www.iepf.gov.in. The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:**

Members are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) through e-voting.

**The way to vote electronically on CDSL e-Voting system consists of "Two Steps" which are mentioned below: 8 ANNUAL REPORT 2020-21**

In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and as per listing agreement (including any statutory modification or re- enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the below provisions, through the e- voting services provided by CDSL.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.sanmitinfraltd.com.The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.evotingindia.comrespectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021

**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

(i) The voting period begins on Friday, August 20th, 2021 at 9:00 a.m.(IST) and end on Monday, August 23 , 2021 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday, August 17, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but

also enhancing ease and convenience of participating in e-voting process.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in Demat mode with CDSL | 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.<br>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.<br>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration<br>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |

| | |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL | 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br><br>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br><br>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

| Login type | Helpdesk details |
|---|---|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.comor contact at 022- 23058738 and 22-23058542-43. |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

(v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

| | For Shareholders holding shares in Demat Form other than individual and Physical Form |
|---|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)<br>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.<br>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v). |

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant **"SANMIT INFRA LIMITED"** on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) Facility for Non – Individual Shareholders and Custodians –Remote Voting

a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
c. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
d. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

f. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; Sanmitinfra@gmail.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / I Pads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 5 days prior to meeting i.e. Monday, July 26, 2021 mentioning their name, demat account number/folio number, email id, mobile number at Sanmitinfra@gmail.com .The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at Sanmitinfra@gmail.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP) .

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

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

For any other queries relating to the shares of the Company, you may contact the Registrar and Share Transfer Agent at the following address:

Purva Sharegistry (India) Pvt. Ltd.
Unit no. 9, Shiv Shakti Ind. Estt.,
J .R. Boricha marg, Lower Parel (E),
Mumbai 400 011
Email : support@purvashare.com

**By Order of Board For Sanmit Infra Limited**

**Sanjay Makhija**

**Sd/-**

**(Managing Director)**

**DIN: 00586770**

**Place: Mumbai**
**Date : 27/07/2021**

**REGISTERED OFFICE:**
601, MAKHIJA ROYALE, 6TH FLOOR
S.V. ROAD, KHAR (W),
Mumbai-400052.

Email: Sanmitinfra@gmail.com
Website: www.sanmitinfraltd.com

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, AS AMENDED ('ACT') THE FOLLOWING STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO ITEM NOS. 3 TO 4 MENTIONED IN THE ACCOMPANYING NOTICE.**

**Item No. 3 & 4**:

The present Authorized share capital of the Company is Rs. 110,000,000/- (Rupees Eleven Crore only) divided into 11,000,000 ( One Crore Ten Lakh ) Equity shares of Rs. 10/- (Rupees Ten only) each.
The company has proposed issue of 60,00,000 equity shares (including conversion of 48,28,250 warrants into equity shares) at the Annual General Meeting held on 28-09-2020. This increase will facilitate the Board to issue shares on accounts of conversion of warrants.

The Board hereby recommended for the approval of the members increase of Authorised Capital from Rs. 11,00,00,000 to Rs. 16,00,00,000 and consider this new loan proceeds for utilization of subscription of 75% of the balance payment of the warrant subscription money .

A. The Board authorized the compliance officer to consider the same as an item for the consideration of the members at their forth coming AGM which is now scheduled to be held on 24/08/2021.

The Company intends to issue shares and the same requires enhancement of the Authorized Share Capital of the Company.

Accordingly, the Board proposes to increase the Authorized Share Capital of the Company from Rs. 11,00,00,000 (Rs. Eleven Crores Only) divided into 1,10,00,000 (One Crore Ten Lakhs Only ) equity shares of Rs. 10 each/- (Rs. Ten Only) each to Rs. 16,00,00,000 (Rs. Sixteen Crores Only) divided into 1,60,00,000 (One Crore Sixty Lakh Only) equity shares of Rs. 10 each/-.This will also require amendments to Clause V (a) of the Memorandum of Association of the Company.

The proposed Resolution at point No. 3 and 4 is recommended for approval of Members in the interest of the Company as a Special Resolution.

There is no concern or interest, financial or otherwise of any Director, Key Managerial Personnel of the Company or their relatives in respect of the proposed Resolution except to the extent of their shareholding in the Company and it does not relate to or affect any other Company.

**Item No: 5**

A. Before the increase of the Authorised capital the Board at their meeting held on 30-06-2021 inadvertently allotted 48,28,250 convertible warrants into equity shares to the promoter Group.
B. The Convertible warrants allotted to the promoter group as per regulation 162 & 170 of SEBI ICDR Regulation 2018 can be converted into equity shares within 18-months from the date of its allotment i.e. on or before 06/07/2022.
C. The Board at their meeting on 30/06/2021 after considering the fact that the promoter members being given the balance 75% of the convertible warrants, considered the allotment of shares and the fact of the authorized capital was not considered for this issues and not enough to absorb the allotment of any fresh shares. Hence after due deliberation the promoter group requested the company to convert the subscription money as Loan to the company and cancel the irregular allotment as considered at the Board meeting on for want of adequate authorized capital.
D. The Board at its meeting has considered the same and based on the letter of the promoter group dated 23/07/2021 declared the earlier allotment of shares on account of conversion of 48,28,250 warrants allotted to

the promoter group on 27/07/2021 as irregular and purely at the option of the allottees cancelled the same as void.

E. The money of Rs. 4,52,64,843* as received by the company from the promoter group considered as loan to the company without interest and the same shall be utilized at the next Board meeting before the allotment of shares subject to the company increasing its authorized capital. Any application to the SE in this regard shall be considered as withdrawn.

F. The Loan and advances of the Promoter Group as on 30/06/2021:

| Sl. No. | Name | Amount of Loan advanced to the company as on 30.06.2021 | Maximum amount to be utilized for subscription of 4828250 (75% of 4828250 @12.50 per warrant)- convertible warrants into equity shares |
|---|---|---|---|
| 1 | Haresh Makhija | 11316084 | 11316084 |
| 2 | Kamal Makhija | 11316112 | 11316112 |
| 3 | Sanjay Makhija | 11316581 | 11316581 |
| 4 | Dinesh Makhija | 11316066 | 11316066 |
| | | Total | 4,52,64,843 |

***Board has received Rs. 1.75 extra on 25% of total subscription money at the time of allotment dated 06/01/2021 of 4828250 convertible warrants to the above mentioned promoters and shall be adjusted in the remaining 75% subscription money to be received at the time of conversion of warrants into equity shares.**

G. **P**ursuant to 62 and other applicable provisions of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules , 2014 and the Memorandum & Articles of Association of the Company and any other applicable laws / rules / regulation, the company shall not be required to open a separate Bank Account and comply the applicable provisions of section 39 & 42 of the Companies Act, 2013 and rules framed thereunder in connection with the conversion of the above loan of the promoter groups, in one or multiple tranches, towards the subscription of 48,28,250 convertible warrants into equity shares allotted on 30/06/2021 to them .

H. Pursuant to Section 42 & 62 and other applicable provisions of the Companies Act, 2013, as amended (the "Companies Act 2013") and the Rules made there under to the extent notified and the Memorandum & Articles of Association of the Company, consent of the Company the loan and advances from the promoter group deemed to be considered as the utilization of the loans aggregating of Rs. 45264843 as on 30.06.2021 by the above promoters to the company on various occasions as the utilization of funds in accordance with the object for the issue of share capital of the company as on 28/09/2020 including issue of 48,28,250 convertible warrants into equity shares allotted on 06/01/2021 to them .

I. The Auditor of the company confirmed vide their letter dated 30/06/2021 confirming the receipt of the above subscription money which later converted into Loan / advances from the promoter group. This letter is available for inspection at the registered office of the company between 11 a.m to 1 p.m from Monday to Friday till the date of Annual general meeting.

**By Order of Board For Sanmit Infra Limited**

**Sd/-**
**Sanjay Makhija**
**(Managing Director)**
**DIN: 00586770**

**Place: Mumbai**
**Date : 27/07/2021**

**REGISTERED OFFICE:**
601, MAKHIJA ROYALE, 6TH FLOOR
S.V. ROAD, KHAR (W),
Mumbai-400052.
Email: Sanmitinfra@gmail.com
Website: www.sanmitinfraltd.com

## DIRECTOR'S REPORT

**Dear Members,**

Your Directors are pleased to present the 21st Annual Report of the Company together with the Audited Financial Statements for the year ended 31st March, 2021.

**SUMMARY OF FINANCIAL RESULTS OF THE COMPANY:**

(Amount in Rupees)

| **Particulars** | **Year Ended 31.03.2021** | **Year Ended 31.03.2020** |
|---|---|---|
| Total Income | 863,013,024 | 508,259,225 |
| Total Expenditure | 841,514,191 | 494,832,178 |
| Profit/loss before tax | 21,498,833 | 13,427,047 |
| Current Tax | 3,76,000 | 2,230,000 |
| Deferred Tax | (311,289) | 218,034 |
| Profit/(loss) for the year from continuing operations | 18,060,805 | 10,979,013 |

**OPERATIONS PERFORMANCE:**

Income of the company from operations is of Rs. **855,617,116/-,** Profit before tax is **Rs 21,498,833/**- as compared to **Rs. 13,427,047/-** in previous year.

**TRANSFER TO RESERVES:**

No amount has been proposed to be transferred to Reserves.

**DIVIDEND:**

Your Company at their Board meeting held on 30-06-2021 have also recommended, a final dividend of Rs. 0.35/- per equity share of face value of Rs. 10/- each for the financial year ended March 31, 2021, which is payable on obtaining the Shareholders' approval at the 21st Annual General Meeting (AGM).

In view of the changes made under the Income-Tax Act, 1961, by the Finance Act, 2020, dividends paid or distributed by the Company shall be taxable in the hands of the Shareholders. Your Company shall, accordingly, make the payment of the Final Dividend after deduction of tax at source. For more clarity on deduction of tax, please refer para on 'TDS on Dividend' as mentioned in the notes to the Notice of the AGM.

**INCREASE IN ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL**

**During the year under review, the Company has issued equity shares on a preferential; basis to promoter and non-promoter group in accordance with the SEBI ICDR Regulation , 2018.**

1. 'In-principle' approval under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure

Requirements), Regulations, 2015 vide letter **DCS/PREF/JR/PRE/924/2020-21.**

**i.** ''in-principle' approval for the issue of 11,71,750 equity shares of Rs. 10/- each to be issued at a price not less than Rs. 12.50/- to Non-Promoters and 48,28,250 warrants convertible into 48,28,250 equity shares of Rs. 10/- each to be issued at a price not less than Rs. 12.50/- to Promoters on a preferential basis".

**2. Listing of 9,72,500 equity shares of Rs. 10/- each issued at premium of Rs. 2.50/- bearing distinctive numbers from 10000001 to 10972500 issued to Non-Promoters on a preferential basis vide letter DCS/PREF/SD/FIP/1093/2020-21.**

**3. Trading of 9,72,500 equity shares of Rs. 10/- each issued at a premium of Rs. 2.50/- bearing distinctive numbers from 10000001 to 10972500 issued to Non-Promoters on a preferential basis vide letter DCS/PREF/TP/PB/12002/2021-22.**

**DEPOSITS:**

The Company has not accepted/renewed any deposit within the meaning of Section 73 of the companies Act, 2013 and rules made there under from public or from the shareholders during the period under review.

**MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:**

Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 (3) read with Schedule Part V of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 with Stock Exchange in India, is presented in a separate **Annexure -I** forming part of the Annual Report.

**CHANGE OF REGISTERED OFFICE:**

There is no shifting of registered office during the financial year.

**COVID-19**

The country witnessed lockdown being implemented in India in the second fortnight of March 2020. There were also restrictions of varying extent across larger part of the world, due to the COVID-19 pandemic. This impacted the business operations of the Company significantly. Since May 2020, the Company started resuming operations after taking requisite permissions from Government authorities. By staying true to its purpose and its values, the top-most priority for the Company was to ensure the safety of its employees. The Company has taken several measures to ensure their well-being including leveraging the power of technology to enable them to work from home. Standing by its core commitment, the Company is navigating through these unprecedented times by building stronger and deeper relationships with consumers and its partners.

**CHANGE IN THE NATURE OF BUSINESS, IF ANY:**

There was no change in the nature of business of the Company during the year. The company is mainly into the following businesses:

1. Bio-medical and other wiust management
2. Infra and Real Estate Development
3. Trading in Petroleum Products

**MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

During the year under review, there were no material changes and commitments affecting the financial position of the Company.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

The Companies Act, 2013, provides for the appointment of independent directors. Sub-section (10) of Section 149 of the Companies Act, 2013 read with applicable rules, provides that independent directors shall hold office for a term up to five consecutive years on the board of a company; and shall be eligible for re-appointment on passing a special resolution by the shareholders of the Company.

Further, according to Sub-section (11) of Section 149, no independent director shall be eligible for appointment for more than two consecutive terms of five years. Sub-section (13) states that the provisions of retirement by rotation as defined in Sub-sections (6) and (7) of Section 152 of the Act shall not apply to such independent directors.

**NUMBER OF MEETINGS OF THE BOARD:**

The Board met Five (5) times during the financial year, the details of which are given in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

**INDEPENDENT DIRECTORS DECLARATION:**

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 and Regulation 25 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

The Independent Directors under section 149(6) of the Companies Act, 2013 declared that:

1. They are not promoters of the Company or its holding, subsidiary or associate company;
2. They are not related to promoters or directors in the company, its holding, subsidiary or associate company.
3. The independent Directors have /had no pecuniary relationship with company, its holding, subsidiary or

associate company , or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;

4. None of the relatives of the Independent Director has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
5. Independent Director, neither himself nor any of his relatives--

(i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;

(ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of--

(A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or

(B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten percent or more of the gross turnover of such firm;

(iii) Holds together with his relatives two percent. or more of the total voting power of the company; or

(iv) is a Chief Executive or Director, by whatever name called, of any nonprofit organization that receives twenty-five percent. or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two percent or more of the total voting power of the company;

6. Independent Director possesses such qualifications as may be directed by the Board.
7. The Company & the Independent Directors shall abide by the provisions specified in Schedule IV of the Companies Act, 2013.

**BOARD EVALUATION:**

SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 mandates that the Board shall monitor and review the Board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. The Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors should be done by the entire Board of Directors, excluding the director being evaluated.

The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The Board approved the evaluation results as collated by the Nomination and Remuneration Committee.

**PERFORMANCE OF THE BOARD AND COMMITTEES:**

During the year under review, the performance of the Board & Committees and Individual Director(s) based on the below parameters was satisfactory:

(i) All Directors had attended the Board meetings;

(ii) The remunerations paid to Executive Directors are strictly as per the Company and industry policy.

(iii) The Independent Directors only received sitting fees.

(iv) The Independent Directors contributed significantly in the Board and committee deliberation and business and operations of the Company and subsidiaries based on their experience and knowledge and Independent views.

(v) The Credit Policy, Loan Policy and compliances were reviewed periodically;

(vi) Risk Management Policy was implemented at all critical levels and monitored by the Internal Audit team who places report with the Board and Audit committee.

**POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION:**

The current policy is to have an appropriate mix of executive and independent directors to maintain the independence of the Board and separate its functions of governance and management. As on 31st March, 2021, the Board consists of 6 members. Out of which one is the Managing Director, two executive Director three non - executive Independent Director. The Women Director is also one of the Independent director and two whole time director

.

The policy of the Company on directors appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Sub section (3) of Section 178 of the Companies Act, 2013, adopted by the Board and are stated in this Board report. We affirm that the remuneration paid to the directors is as per the terms laid out in the nomination and remuneration policy of the Company.

**COMMITTEES OF THE BOARD:**

Currently, the Board has Four Committees: 1) Audit Committee, 2) Nomination and Remuneration Committee, 3) Stakeholders Relationship Committee, 4) Shares Transfer Committee.

A detailed note on the Board and its Committees is provided under the Corporate Governance Report that forms part of this Annual Report.

**NOMINATION AND REMUNERATION COMMITTEE AND STAKEHOLDERS RELATIONSHIP COMMITTEE:**

Pursuant to the Section 178 of the Companies Act, 2013, the Company has set up a Nomination and Remuneration and Stakeholders Relationship Committee. A detailed note on the composition of the Committees is provided in the corporate governance report section of this Annual Report.

**The Key Features of the Policy of the said committee are as follows:**

For Appointment of Independent Director (ID):

a. Any person who is between the age of 25 years and below 75 years eligible to become Independent Director(ID);
b. He has to fulfill the requirements as per section 149 of the Companies Act, 2013 read with Clause 49 of the Listing Agreement;
c. Adhere to the code of conduct as per Schedule IV to the Companies Act, 2013;
d. Strictly adhere to the Insider Trading Regulation of the SEBI and Insider Trading policy of the Company;
e. Independent Director should have adequate knowledge and reasonably able to contribute to the growth of the Company and stakeholders;
f. Independent Director should be able to devote time for the Board and other meetings of the company;
g. Entitled for sitting fees and reasonable conveyance to attend the meetings; and
h. Able to review the policy, participate in the meeting with all the stakeholders of the company at the Annual General Meeting.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to the Section 134(3)(c) and Section 134 (5) of the Companies Act, 2013, the Board of Directors of the Company hereby confirm:

(i) That in the preparation of the accounts for the financial year ended 31stMarch, 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures;
(ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for the year under review;
(iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
(iv) That the Directors have prepared the accounts for the financial year ended 31st March 2021 on a 'going concern' basis.
(v) The internal financial controls are laid and have been followed by the company and that such controls are adequate and are operating effectively. Such controls means controls and policies and procedures adopted and adhered by the company for orderly and efficient conduct of the business for safeguarding assets, prevention and detection of frauds and errors and maintenance of accounting records and timely preparation of financial statements and review its efficiency.
(vi) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**RISK MANAGEMENT POLICY:**

Sanmit Infra Limited is exposed to risks such as liquidity risk, Interest rate risk, Credit risk and Operational risk that are inherent in the construction cum infrastructure businesses and has extended the

scope in the petroleum business.

The infrastructure and realty segment presently witnessing down trend. The Company decides to follow the infrastructure and government sponsored projects in future as well as petroleum business.

**INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company.

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

**STATUTORY AUDITORS:**

Under section 139 of the Companies Act, 2013 and the Rules made thereunder, it is mandatory to rotate the Statutory Auditors on Completion of the maximum term permitted under the provisions of the Companies Act, 2013. In line with the same, M/s PAMS & Associates, Chartered Accountants, (Firm registration number - 316079E), was appointed as the statutory auditors of the Company to hold office for a period of five consecutive years from the conclusion of 18th Annual General Meeting of the Company held on 29th September, 2018, till the conclusion of 23rd Annual General Meeting to be held in year 2023.

The requirement for the annual ratification of auditors' appointment at the AGM has been omitted pursuant to Companies (Amendment) Act, 2017 notified on May 07, 2018.

**AUDITORS REPORT:**

The Auditors have not made any qualification to the financial statement. Their reports on relevant notes on accounts are self-explanatory and do not call for any comments under section 134 of the companies Act, 2013.

**SECRETARIAL AUDITORS AND THEIR REPORT:**

M/s. Ramesh Chandra Mishra & Associates, Company Secretary in Practice was appointed to conduct the secretarial audit of the Company for the financial year 2020-21, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The Secretarial Audit Report for F.Y. 2020-21 is **Annexure-II** to this Board's Report.

M/s. Ramesh Chandra Mishra & Associates, Company Secretary in Practice is also appointed for the financial year 2021-22.

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE COURTS/REGULATORS:**

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

**RELATED PARTY TRANSACTIONS/CONTRACTS:**

The Company has implemented a Related Party Transactions policy for the purposes of identification and monitoring of such transactions. The policy on related party transactions is uploaded on the Company's website.

All related party transactions are placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee is obtained on an annual basis which is reviewed and updated on quarterly basis.

Pursuant to the Section 134(3) (h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014, there were no contract where in the related parties are interested.

In accordance with the provisions of the Companies Act, 2013, the details of related party transactions are available in the Notes to the Standalone financial statements section of the Annual Report.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

Loans, Guarantees and Investments covered under section 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in this Annual Report.

**HUMAN RESOURCES MANAGEMENT:**

We take this opportunity to thank employees at all levels for their dedicated service and contribution made towards the growth of the company. The relationship with the workers of the Company's manufacturing units and other staff has continued to be cordial.

To ensure good human resources management at the company, we focus on all aspects of the employee lifecycle. During their tenure at the Company, employees are motivated through various skill-development, engagement and volunteering programs.

In terms of Section 197(12) of the Companies Act, 2013, read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, no employee(s) drawing remuneration in excess of limits set out in said rules forms part of the annual report.

Considering the first proviso to Section 136(1) of the Companies Act, 2013, the Annual Report is being sent to the members of the Company and others entitled thereto. The said information is available for inspection at the registered office of the Company during business hours from 11 a.m. to 2 p.m. on working days of the Company up to the date of the ensuing Annual General Meeting. Any shareholder interested in obtaining a copy thereof, may write to the Company Secretary in this regard.

**COST AUDIT:**

As per the Cost Audit Orders, Cost Audit is not applicable to the Company's products/business of the Company for FY 2020-21.

**CORPORATE SOCIAL RESPONSIBILITY:**

As per Section 135 of the Companies Act, 2013 all companies having net worth of '500 crore or more' or turnover of Rs. 1000 crore or more or a net profit of Rs. 5 crore or more during any financial year are required to constitute a appropriate corporate social responsibility CSR Committee of the Board of Directors comprising there or more directors, at least one of whom an independent director and such company shall spend at least 2 % of the average net profits of the Compnay's three immediately preceding financial year.

The Company presently does not with any of the criteria stated herein above

**EXTRACT OF ANNUAL RETURNS:**

Pursuant to the Section 134(3)(a) of the Companies Act, 2013, the details forming part of the extract of the Annual Return is Form MGT-9 is **Annexure-III**.

**CORPORATE GOVERNANCE:**

A Report on Corporate Governance along with a Certificate from M/s. Ramesh Chandra Mishra & Associates Company Secretary in Practice, regarding compliance with the conditions of Corporate Governance as stipulated under regulation 27 of the Listing Agreement with Stock Exchange read with the relevant provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 forms part of this Report and **Annexure-IV** to this Board's Report.

**PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTIONAND FOR- EIGN EXCHANGE EARNINGS AND OUTGO:**

The details of conservation of Energy, Technology Absorption are not applicable in the case of the company. However the company took adequate steps to conserve the Energy and used the latest technology.

**FOREIGN EXCHANGE (inflow/outflow):**

During the year under review there were no foreign Exchange Earnings. The Foreign Exchange out go is Nil.

**INSURANCE OF ASSETS:**

All the fixed assets, finished goods, semi-finished goods, raw material, packing material and goods of the company lying at different locations have been insured against fire and allied risks.

**BANK AND FINANCIAL INSTITUTIONS:**

Directors are thankful to their bankers for their continued support to the company.

**ACKNOWLEDGMENTS:**

Your Directors convey their sincere thanks to the Government, Banks, Shareholders and customers for their continued support extended to the company at all times.

The Directors further express their deep appreciation to all employees for commendable teamwork, high degree of professionalism and enthusiastic effort displayed by them during the year.

**By Order of Board For Sanmit Infra Limited**

**Sd/-**

**Sanjay Makhija**

**(Managing Director)**

**DIN: 00586770**

**Place: Mumbai**

**Date : 27/07/2021**

**ANNEXURE – I**

**MANAGEMENT DISCUSSION AND ANALYSIS**

Presently, the company is mainly into reality development. Due to slowdown in the market condition and price rise it was very difficult for the company to go in a big way in the new business arena.

There are several factors which may affect our results of operations, financial condition and cash flows. These factors may include:

- Economic conditions, business cycles
- Ability to control cost and attain high productivity
- Pricing Pressure due to competition / competitive bidding.
- Ability to hire, train and retain people
- Our relationship with clients - companies, banks, institutions, individuals, etc.
- Capital expansion and capital expenditure

We have briefly elaborated the above factors below:

**Economic Conditions, Business Cycles:**

The business of any company apart from internal factors will also depend on the macro economic conditions. The demand conditions in the market in the areas in which we operate are affected by various factors outside our control, including prevailing local economic, income and demographic conditions, interest rates available to purchasers requiring financing, the availability of comparable properties completed or under development, changes in governmental policies. As a consequence, our results of operations are significantly affected by factors influencing the Indian economy in general. Any slowdown or perceived slowdown in the Indian economy, government spending in specific sectors of the Indian economy, could adversely impact our business and financial performance. For example, our manage- ment believes that other infrastructure projects contribute substantial part of our client list and any events affecting these sectors will have direct impact on demand for our products. If growth is sustained in these sectors, our management believes that such growth may bring in additional demand for our business module.

The Company considering the slow down in the reality sector and considering the experiences of the promoters started trading business of Petroleum product. The turn over is mainly from the trading activities of the petroleum products. The company also started venturing into the waste management activities of medical bi-products.

**Ability To Control Cost And Attain High Productivity:**

The prices of our services are determined principally by market forces of supply and demand. The market conditions and demand for our services at time of signing the contract will determine the price of our services. Diesel and man power (Skilled and unskilled) form major portion of our cost our ability to executing the contracts at timely basis, maintaining the cost competitiveness will determine the profitabil-

ity of our Company.

**Pricing Pressure Due To Competition/Competitive Bidding**

The prices of our services, real estate are determined principally by market forces of supply and demand. We feel that over a period of time there might be increase in competition and it might affect the profitability of our Company. Our Company has been concentrating on receiving the orders from the Government Registered Companies. These Companies generally follow the system of tenders, wherein the contracts will be granted to lowest bidder. This may affect the profit margins of our Company in percentage terms.

**Capital Expansion And Capital Expenditures**

Capital Expansion involves huge capital expenditure and determines future earnings of our company. The timing of our expansion program, projects we have taken up, general economic conditions-all these factors will determine future growth of our Company.

**Our Relationship With Clients-Companies, Banks, Financial Institutions, Individuals Etc.**

The operations and revenues of our company for any period will depend on orders in hand. Our ability to get new and also repeated orders will determine the growth of our company. As in any business our ability to maintain good relations with market intermediaries like banks and financial institutions will determine our growth.

**Ability to hire, train and retain people**

Human Resources is important asset of any business. Skilled and technical staff is required by us for our project. We take up various projects based on availability of right mix of man power. Thus our growth is likely to be affected by our ability to attract and retain skill and technical manpower. Our Ability to hire, train and retain people will determine the ability of our company to achieve desired objectives.

These factors and a number of future developments may have impact on our results of operations, financial condition and cash flow in future periods.

**Industry Structure and Development:**

The Indian economy has been growing at a blistering pace in the last few years. The Real Estate Industry is ranked as one of the fastest growing sectors. This sector has been growing at an exponential rate -a growth made possible due to favorable demographics, vibrant services sectors, rising purchasing power, changes in shopping habits, growing number of retail malls, availability of finance and reforms initiated by the Government viz., relaxation of FDI norms and tax concessional facilities. This has stimulated the demand for houses, modern offices, warehouses, hotels and shopping centres.

**Risk, Internal Control System and Adequacy:**

The Company has adequate internal control procedure commensurate with its size and nature of the business. The internal control system is supplemented by extensive internal audits, regular reviews by management and well-documented policies and guidelines to ensure reliability of financial and all other records to prepare financial statements. The Company continuously upgrades these systems in line with best accounting practices.

**Outlook, Opportunities and Threats:**

The Indian economy is getting bigger and better. Going with the estimates that Asia's third largest economy will become the world's third largest by 2050; a need for more robust and vast infrastructure is inevitable. Indian real estate sector faces several threats, risks and concerns. The rising interest rates and scanty land availability in India, and the subsequent global turmoil are creating pressure on the Indian real estate sector.

**By Order of Board For Sanmit Infra Limited**
**Sd/-**
**Sanjay Makhija**
**(Managing Director)**
**DIN: 00586770**

**Place: Mumbai**
**Date : 27-07-2021**

**Annexure – II**

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2021**

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

**The Members,**
**Samit Infra Limited**
**601, Makhija Royale, 6th Floor,**
**S.V. Road Khar (w), Mumbai-400052.**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Sanmit Infra Limited (hereinafter called the Company).

Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2021 (hereinafter called the 'Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2021 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder and certain provisions of Companies Act, 1956 and rules made thereunder;

2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment **(Not applicable to the Company during the Audit Period).**

The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992

('SEBI Act'):

5. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
6. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
7. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
8. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2006 regarding the Companies Act and dealing with client;
9. The Securities and Exchange Board of India( Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines,2014;

We report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, the Company has complied with the following laws applicable specifically to the Company:

10. Factories Act, 1948;
11. Industries (Development and Regulation) Act, 1951;
12. Labour Laws and other identical laws related to the labour and employees appointed by the Company either on its payroll or on contractual basis;
13. Competition Act, 2002.
14. Consumer Protection Act, 1986.
15. Environmental Protection Act, 1986.
16. The Hazardous Waste (Management & Handling and Transboundary Movement) Rules, 2008.
17. Gas Cylinders Rules, 2004.
18. Standards of Weights & Measures (Enforcement) Act, 1985.
19. Foreign Trade (Development & Regulation) Act, 1992.
20. The Legal Metrology Act, 2009.
21. Information Technology Act, 2000 and the rules made thereunder;
22. The Payment of Gratuity Act, 1972.

**We have also examined compliance with the applicable clauses of the followings:**

23. Secretarial Standard issued by The Institute of Company Secretaries of India.
24. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Listing Agreements/Regulations entered into by the Company with the Bombay Stock Exchange Limited.

**We further report that, there were no actions / events in pursuance of**

1. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable to the Company during the Audit Period);
2. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009(Not Applicable to the Company during the Audit Period); and
3. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, (Not Applicable to the

Company during the Audit Period).

We report that, during the year under review, the Company has complied with the Provisions of the Acts, rules, regulations, guidelines and Standards, etc. as mentioned above.

**We further report that**, based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, and also on the review of quarterly compliance reports by respective department heads taken on record by the Board of Directors of the Company, in our opinion, adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance with applicable general laws like Labour Laws.

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

**We further report that**, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

We further report that, Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance to all Directors, 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. As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

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

**We further report that**, during the Audit Period, the following events occurred which had a bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations and guidelines:

**During the year under review, the Company has issued equity shares on a preferential; basis to promoter and non-promoter group in accordance with the SEBI ICDR Regulation , 2018.**

**1.** 'In-principle' approval under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 vide letter **DCS/PREF/JR/PRE/924/2020-21.**

**ii.** ''in-principle' approval for the issue of 11,71,750 equity shares of Rs. 10/- each to be issued at a price not less than Rs. 12.50/- to Non-Promoters and 48,28,250 warrants convertible into 48,28,250 equity shares of Rs. 10/- each to be issued at a price not less than Rs. 12.50/- to Promoters on a preferential basis".

**2. Listing of 9,72,500 equity shares of Rs. 10/- each issued at premium of Rs. 2.50/- bearing distinctive numbers from 10000001 to 10972500 issued to Non-Promoters on a preferential basis vide letter DCS/PREF/SD/FIP/1093/2020-21.**

**3. Trading of 9,72,500 equity shares of Rs. 10/- each issued at a premium of Rs. 2.50/- bearing distinctive numbers from 10000001 to 10972500 issued to Non-Promoters on a preferential basis vide letter DCS/PREF/TP/PB/12002/2021-22.**

**For Ramesh Chandra Mishra & Associates**

**Sd/-**

**Date: 30-06-2021**
**Place: Mumbai**

**Ramesh Chandra Mishra**
**Company Secretary in Practice**
**FCS: 5477**
**PCS: 3987**
**UDIN NO - F005477C000557591**

**ANNEXURE TO THE SECRETARIAL AUDIT REPORT**

To,

**The Members, Samit Infra Limited**
**601, Makhija Royale, 6th Floor,**
**S.V. Road Khar (w), Mumbai-400052.**

Our report of even date is to 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. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For Ramesh Chandra Mishra & Associates**

**Sd/-**
**Ramesh Chandra Mishra**
**Company Secretary in Practice**
**FCS: 5477**
**PCS: 3987**
**UDIN NO - F005477C000557591**

**Date: 30-06-2021**
**Place: Mumbai**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

[PURSUANT TO REGULATION 34(3) AND SCHEDULE V PARA C CLAUSE (10)(i) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015]

To,

**The Members, Samit Infra Limited**
**601, Makhija Royale, 6th Floor,**
**S.V. Road Khar (w), Mumbai-400052.**

We certify that pursuant to disclosure made by all Directors of M/s. Samit Infra Limited as required under section 164(2) and Rule 14(1) of Companies (Appointment and Qualification of Directors) Rule, 2014 and Schedule V of SEBI (LODR) (Amendment) Regulations, 2018 and verification of data available on MCA portal, none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

**For Ramesh Chandra Mishra & Associates**

**Sd/-**
**Ramesh Chandra Mishra**
**Company Secretary in Practice**
**FCS: 5477**
**PCS: 3987**
**UDIN NO - F005477C000557591**

**Date: 30-06-2021**
**Place: Mumbai**

**ANNEXURE - III**

**FORM NO. MGT 9**

**EXTRACT OF ANNUAL RETURN**
**as on financial year ended on 31.03.2021**
**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.**

**I REGISTRATION & OTHER DETAILS:**

| | | |
|---|---|---|
| | **CIN** | L70109MH2000PLC288648 |
| | **Registration Number** | 288648 |
| | **Name of the Company** | Sanmit Infra limited |
| | **Category/Sub-category of the Company** | Public Company/Limited by shares |
| | **Address of the Registered office & contact details** | 601, Makhija Royale, 6th Floor S.V. Road,Khar (w), Mumbai-400052. |
| | **Whether listed company** | YES |
| | **Name, Address & contact details of the Registrar & Transfer Agent, if any.** | PurvaSharegistry (I) Pvt.Ltd. 9, Shiv Shakti Industrial Estate, Sitaram Mill Compound, J.R.Boricha Marg, Lower Parel, Mumbai-400011 |

**II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated

| Sr. No. | Name & Description of main products/services | NIC Code of the Product /service | % to total turnover of the company |
|---|---|---|---|
| 1 | PETROLEUM | 46610 | 99.54% |
| 2 | TRADING OF WASTE MATERIAL MACHINARY | 46103 | 0.46% |

**III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES**

| Sr. No. | Name & Address of the Company | CIN/GLN | HOLDING/ SUBSIDIARY / ASSOCIATE | % OF SHARES HELD | APPLICABLE SECTION |
|---|---|---|---|---|---|
| NA | | | | | |

| A. Category Wise Shareholding | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Category Of Shareholders | No Of Shares held at the beginning of year 31/03/2020 | | | | No Of Shares held at the end of year 31/03/2021 | | | | % Change |
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| **A. Promoters** | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| (a) Individuals/ HUF | 6599948 | 0 | 6599948 | 66.00 | 6599948 | 0 | 6599948 | 66.00 | 0.00 |
| (b) Central Govt | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (c) State Govt(s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (d) Bodies Corp. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (e) Banks / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (f) Any Other.... | | | | | | | | | |
| * DIRECTORS | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| * DIRECTORS RELATIVES | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| * PERSON ACTING IN CONCERN | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub Total (A)(1): | 6599948 | 0 | 6599948 | 66.00 | 6599948 | 0 | 6599948 | 66.00 | 0.00 |
| (2) Foreign | | | | | | | | | |
| (a) NRI Individuals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (b) Other Individuals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (c) Bodies Corp. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (d) Banks / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (e) Any Other.... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub Total (A)(2): | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total shareholding of Promoter (A) = (A)(1)+(A)(2) | 6599948 | 0 | 6599948 | 66.00 | 6599948 | 0 | 6599948 | 66.00 | 0.00 |
| **B. Public Shareholding** | | | | | | | | | |
| **(1) Institutions** | | | | | | | | | |
| (a) Mutual Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (b) Banks FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (c) Central Govt | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (d) State Govet(s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (e) Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (f) Insurance Companies | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (g) FIIs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (h) Foreign Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (i) Others (specify) | | | | | | | | | |
| * U.T.I. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| * FINANCIAL INSTITUTIONS | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| * I.D.B.I. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| * I.C.I.C.I. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| * GOVERMENT | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| COMPANIES | | | | | | | | | |
| * STATE FINANCIAL CORPORATION | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| * QUALIFIED FOREIGN INVESTOR | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| * ANY OTHER | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| * OTC DEALERS (BODIES CORPORATE) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| * PRIVATE SECTOR BANKS | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub-total (B)(1): | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (2) Non-Institutions | | | | | | | | | |
| (a) Bodies Corp. | | | | | | | | | |
| (i) Indian | 288828 | 0 | 288828 | 2.89 | 281796 | 0 | 281796 | 2.82 | -0.07 |
| (ii) Overseas | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (b) Individuals | | | | | | | | | |
| (i) Individual shareholders holding nominal share capital upto Rs. 1 lakh | 253109 | 1314 | 254423 | 2.54 | 345665 | 1314 | 346979 | 3.47 | 0.93 |
| (ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 2310204 | 0 | 2310204 | 23.10 | 2200228 | 0 | 2200228 | 22.00 | -1.10 |
| (c) Others (specify) | | | | | | | | | |
| * UNCLAIMED OR SUSPENSE OR ESCROW ACCOUNT | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| * IEPF | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| * LLP | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| * FOREIGN NATIONALS | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| * QUALIFIED FOREIGN INVESTOR | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| * ALTERNATE INVESTMENT FUND | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| * N.R.I. | 501728 | 0 | 501728 | 5.02 | 500689 | 0 | 500689 | 5.01 | -0.01 |
| * FOREIGN CORPORATE BODIES | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| * TRUST | 60 | 0 | 60 | 0.00 | 60 | 0 | 60 | 0.00 | 0.00 |
| * HINDU UNDIVIDED FAMILY | 44455 | 0 | 44455 | 0.44 | 67211 | 0 | 67211 | 0.67 | 0.23 |
| * EMPLOYEE | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| * CLEARING MEMBERS | 354 | 0 | 354 | 0.00 | 3089 | 0 | 3089 | 0.03 | 0.03 |
| * DEPOSITORY RECEIPTS | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| * OTHER DIRECTORS & | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| RELATIVES | | | | | | | | | |
| * MARKET MAKERS | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub-total (B)(2): | 3398738 | 1314 | 3400052 | 34.00 | 3398738 | 1314 | 3400052 | 34.00 | 0.00 |
| Total Public Shareholding (B) = (B)(1)+(B)(2) | 3398738 | 1314 | 3400052 | 34.00 | 3398738 | 1314 | 3400052 | 34.00 | 0.00 |
| C. TOTSHR held by Custodian for GDRs & ADRs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| GrandTotal(A + B + C) | 9998686 | 1314 | 10000000 | 100 | 9998686 | 1314 | 10000000 | 100 | 0 |

**B. Shareholding of Promoters**

| SL No. | ShareHolder's Name | ShareHolding at the beginning of the year | | | ShareHolding at the end of the year | | | |
|---|---|---|---|---|---|---|---|---|
| | | 31/03/2020 | | | 31/03/2021 | | | |
| | | No of Shares | % of Total Shares of the Company | % of Shares Pledged / Encumbered to total shares | No. of Shares | % of Total Shares of the company | % of Shares Pledged / Encumbered to total shares | % change in share holding during the year |
| 1 | DINESH KANAYALAL MAKHIJA | 1627281 | 16.27 | 0.00 | 1627281 | 16.27 | 0.00 | 0.00 |
| 2 | HARESH K. MAKHIJA | 1627279 | 16.27 | 0.00 | 1627279 | 16.27 | 0.00 | 0.00 |
| 3 | KAMAL K. MAKHIJA | 1627275 | 16.27 | 0.00 | 1627275 | 16.27 | 0.00 | 0.00 |
| 4 | SANJAY K. MAKHIJA | 1627225 | 16.27 | 0.00 | 1627225 | 16.27 | 0.00 | 0.00 |
| 5 | KANAYALAL C. MAKHIJA | 88024 | 0.88 | 0.00 | 88024 | 0.88 | 0.00 | 0.00 |
| 6 | RHEA K. MAKHIJA | 2864 | 0.03 | 0.00 | 2864 | 0.03 | 0.00 | 0.00 |

**C. Change in Promoter's Shareholding:**

| SL No. | ShareHolder's Name | ShareHolding at the beginning of the year | | Cumulative ShareHolding at the end of the year | | |
|---|---|---|---|---|---|---|
| | | 31/03/2020 | | 31/03/2021 | | |
| | | No of Shares | % of Total Shares of the Company | No. of Shares | % change in share holding during the year | Type |
| 1 | DINESH KANAYALAL MAKHIJA | 1627281 | 16.27 | | | |
| | 31-03-2021 | | | 1627281 | 16.27 | |
| 2 | HARESH K. MAKHIJA | 1627279 | 16.27 | | | |
| | 31-03-2021 | | | 1627279 | 16.27 | |
| 3 | KAMAL K. MAKHIJA | 1627275 | 16.27 | | | |

| | | | | | | |
|---|---|---|---|---|---|---|
| | 31-03-2021 | | | 1627275 | 16.27 | |
| 4 | SANJAY K. MAKHIJA | 1627225 | 16.27 | | | |
| | 31-03-2021 | | | 1627225 | 16.27 | |
| 5 | KANAYALAL C. MAKHIJA | 88024 | 0.88 | | | |
| | 31-03-2021 | | | 88024 | 0.88 | |
| 6 | RHEA K. MAKHIJA | 2864 | 0.03 | | | |
| | 31-03-2021 | | | 2864 | 0.03 | |

**D. Sharedholding Pattern of top ten Shareholders:**

| SL No. | ShareHolder's Name | ShareHolding at the beginning of the year | | Cumulative ShareHolding at the end of the year | | |
|---|---|---|---|---|---|---|
| | | 31/03/2020 | | 31/03/2021 | | |
| | | No of Shares | % of Total Shares of the Company | No. of Shares | % change in share holding during the year | Type |
| 1 | NARENDRA PARMANAND MAJETHIA | 500000 | 5.00 | | | |
| | 31-03-2021 | | | 500000 | 5.00 | |
| 2 | HANSABEN PARMANAND THAKKAR | 384507 | 3.85 | | | |
| | 31-03-2021 | | | 384507 | 3.85 | |
| 3 | VISHNU JAMNADAS RUPANI | 250000 | 2.50 | | | |
| | 31-03-2021 | | | 250000 | 2.50 | |
| 4 | POONAM VISHNU RUPANI | 250000 | 2.50 | | | |
| | 31-03-2021 | | | 250000 | 2.50 | |
| 5 | MILIND G BHINDE | 200000 | 2.00 | | | |
| | 30-06-2020 | -200000 | -2.00 | 0 | 0.00 | Sell |
| | 31-03-2021 | | | 0 | 0.00 | |
| 6 | SPECIE FINANCE PRIVATE LIMITED | 107652 | 1.08 | | | |
| | 07-08-2020 | -107652 | -1.08 | 0 | 0.00 | Sell |
| | 31-03-2021 | | | 0 | 0.00 | |
| 7 | HARSH LALIT MEHTA | 100000 | 1.00 | | | |
| | 14-08-2020 | -4046 | -0.04 | 95954 | 0.96 | Sell |
| | 21-08-2020 | -16918 | -0.17 | 79036 | 0.79 | Sell |
| | 28-08-2020 | -1955 | -0.02 | 77081 | 0.77 | Sell |
| | 04-09-2020 | -1 | -0.00 | 77080 | 0.77 | Sell |
| | 30-10-2020 | -5774 | -0.06 | 71306 | 0.71 | Sell |
| | 06-11-2020 | -5047 | -0.05 | 66259 | 0.66 | Sell |
| | 13-11-2020 | -5988 | -0.06 | 60271 | 0.60 | Sell |
| | 20-11-2020 | -6 | -0.00 | 60265 | 0.60 | Sell |
| | 27-11-2020 | -19344 | -0.19 | 40921 | 0.41 | Sell |
| | 04-12-2020 | -11252 | -0.11 | 29669 | 0.30 | Sell |
| | 11-12-2020 | -16079 | -0.16 | 13590 | 0.14 | Sell |
| | 18-12-2020 | -990 | -0.01 | 12600 | 0.13 | Sell |
| | 25-12-2020 | -8600 | -0.09 | 4000 | 0.04 | Sell |

| | | | | | | |
|---|---|---|---|---|---|---|
| | 31-12-2020 | -3000 | -0.03 | 1000 | 0.01 | Sell |
| | 15-01-2021 | -1000 | -0.01 | 0 | 0.00 | Sell |
| | 31-03-2021 | | | 0 | 0.00 | |
| 8 | HEMAN HARISH ADANI | 100000 | 1.00 | | | |
| | 31-03-2021 | | | 100000 | 1.00 | |
| 9 | VIJAY NANDIRAM MULCHANDANI | 100000 | 1.00 | | | |
| | 31-03-2021 | | | 100000 | 1.00 | |
| 10 | Sneha Rajesh Pariani | 100000 | 1.00 | | | |
| | 31-03-2021 | | | 100000 | 1.00 | |
| 11 | ROHIT SHARMA | 0 | 0.00 | | | |
| | 30-06-2020 | 100000 | 1.00 | 100000 | 1.00 | Buy |
| | 06-11-2020 | 453 | 0.00 | 100453 | 1.00 | Buy |
| | 04-12-2020 | 6889 | 0.07 | 107342 | 1.07 | Buy |
| | 11-12-2020 | 2500 | 0.02 | 109842 | 1.10 | Buy |
| | 18-12-2020 | 1500 | 0.02 | 111342 | 1.11 | Buy |
| | 05-02-2021 | 3000 | 0.03 | 114342 | 1.14 | Buy |
| | 19-02-2021 | 2000 | 0.02 | 116342 | 1.16 | Buy |
| | 26-02-2021 | 2000 | 0.02 | 118342 | 1.18 | Buy |
| | 05-03-2021 | 1000 | 0.01 | 119342 | 1.19 | Buy |
| | 31-03-2021 | | | 119342 | 1.19 | |
| 12 | GAGANBASE VINCOM PVT. LTD. | 0 | 0.00 | | | |
| | 07-08-2020 | 107652 | 1.08 | 107652 | 1.08 | Buy |
| | 05-02-2021 | -1500 | -0.02 | 106152 | 1.06 | Sell |
| | 31-03-2021 | | | 106152 | 1.06 | |
| 13 | RAJESH ATALRAM RUPANI | 0 | 0.00 | | | |
| | 30-06-2020 | 100000 | 1.00 | 100000 | 1.00 | Buy |
| | 31-03-2021 | | | 100000 | 1.00 | |

**E. Sharedholding of Directors and Key Managerial Personnel:**

| SL No. | ShareHolder's Name | ShareHolding at the beginning of the year | | Cumulative ShareHolding at the end of the year | | |
|---|---|---|---|---|---|---|
| | | 31/03/2020 | | 31/03/2021 | | |
| | | No of Shares | % of Total Shares of the Company | No. of Shares | % change in share holding during the year | Type |
| 1 | DINESH KANAYALAL MAKHIJA (Chief Financial Officer) | 1627281 | 16.27 | | | |
| | 31-03-2021 | | | 1627281 | 16.27 | |
| 2 | HARESH K. MAKHIJA (Whole Time Director) | 1627279 | 16.27 | | | |
| | 31-03-2021 | | | 1627279 | 16.27 | |
| 3 | KAMAL K. MAKHIJA (Whole Time Director) | 1627275 | 16.27 | | | |
| | 31-03-2021 | | | 1627275 | 16.27 | |
| 4 | SANJAY K. MAKHIJA (Managing | 1627225 | 16.27 | | | |

| | | | | | | |
|---|---|---|---|---|---|---|
| | Director) | | | | | |
| | 31-03-2021 | | | 1627225 | 16.27 | |
| 5 | JYOTI ASAWA (Company Secretary) | 0 | 0.00 | | | |
| | 31-03-2021 | | | 0 | 0.00 | |
| 6 | MOHAN RATHOD (Independent Director) | 0 | 0.00 | | | |
| | 31-03-2021 | | | 0 | 0.00 | |
| 7 | MEENA BHATE (Independent Director) | 0 | 0.00 | | | |
| | 31-03-2021 | | | 0 | 0.00 | |
| 8 | SANJAY NASTA (Independent Director) | 0 | 0.00 | | | |
| | 31-03-2021 | | | 0 | 0.00 | |

## V INDEBTEDNESS

**Indebtedness of the Company including interest outstanding/accrued but not due for payment**

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|---|---|---|---|---|
| **Indebtness at the beginning of the financial year** | | | | |
| i) Principal Amount | | **5,759,972** | | **5,759,972** |
| ii) Interest due but not paid | | | | |
| iii) Interest accrued but not due | | | | |
| **Total (i+ii+iii)** | | **5,759,972** | | **5,759,972** |
| **Change in Indebtedness during the financial year** | | | | |
| Additions | | | | |
| Reduction | | | | |
| **Net Change** | | **3,23,73,171** | | **3,23,73,171** |
| **Indebtedness at the end of the financial year** | | **38,133,143** | | **38,133,143** |
| i) Principal Amount | | | | |
| ii) Interest due but not paid | | | | |
| iii) Interest accrued but not due | | | | |
| **Total (i+ii+iii)** | | **38,133,143** | | **38,133,143** |

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole time director and/or Manager:

**(amt in lakhs)**

| | Particulars of Remuneration | Name of the MD | WTD | WTD | WTD | Total Amount |
|---|---|---|---|---|---|---|
| | **Gross salary** | **Sanjay Makhija** | Kamal Makhija | Haresh Makhija | Dinesh Makhija | |

| | | | | | | |
|---|---|---|---|---|---|---|
| | (a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961. | 600000 | **600000** | **600000** | 600000 | 24,00,000 |
| | (b) Value of perquisites u/s 17(2) of the Income tax Act, 1961 | | | | | |
| | (c ) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961 | | | | | |
| | Stock option | | | | | |
| | Sweat Equity | | | | | |
| | Commission | | | | | |
| | as % of profit | | | | | |
| | others (specify) | | | | | |
| | Others, please specify | | | | | |
| | **Total (A)** | | | | | |
| | **Ceiling as per the Act** | 600000 | **600000** | **600000** | 600000 | 24,00,000 |

**B. Remuneration to other directors:**

**(amt in lakhs)**

| | **Particulars of Remuneration** | **Name of the Directors** | | | **TOTAL AMOUNT** |
|---|---|---|---|---|---|
| | **Independent Directors** | **Sanjay Nasta** | **Meena Bhate** | **Mohan Rathod** | |
| | (a) Fee for attending board committee meetings | Nil | Nil | Nil | Nil |
| | (b) Commission | | | | |
| | (c ) Others, please specify | | | | |
| | Total (1) | | | | |
| | Other Non Executive Directors | | | | |
| | (a) Fee for attending “board committee meetings" | | | | |
| | (b) Commission | | | | |
| | (c ) Others, please specify. | | | | |
| | **Total (2)** | | | | |
| | **Total (B)=(1+2)** | **NIL** | **NIL** | **NIL** | **NIL** |
| | **Total Managerial Remuneration** | | | | |
| | **Overall Ceiling as per the Act.** | | | | |

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

(amt in lakhs)

| | **Particulars of Remuneration** | **Key Managerial Personnel** | |
|---|---|---|---|
| | **Gross Salary** | **CFO* ( Dinesh** | **Total** |

| | | | |
|---|---|---|---|
| | | **Makhija)** | |
| | (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961. | **600000** | **600000** |
| | (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961 | | |
| | (c ) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961 | | |
| | Stock Option | | |
| | Sweat Equity | | |
| | Commission | | |
| | as % of profit | | |
| | others, specify | | |
| | Others, please specify | | |
| | **Total** | **600000** | **600000** |

- Dinesh Makhija is a WTD AND CFO of the company and had received Rs. 600,000 in totality.

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

| **Type** | **Section of the Companies Act** | **Brief Description** | **Details of Penalty / Punishment/ Compounding fees imposed** | **Authority [RD / NCLT/ Court]** | **Appeall made if any (give details)** |
|---|---|---|---|---|---|
| A. COMPANY- NIL | | | | | |
| Penalty | | | | | |
| Punishment | | | | | |
| Compounding | | | | | |
| B. DIRECTORS – NIL | | | | | |
| Penalty | | | | | |
| Punishment | | | | | |
| Compounding | | | | | |
| C. OTHER OFFICERS IN DEFAULT – NIL | | | | | |
| Penalty | | | | | |
| Punishment | | | | | |
| Compounding | | | | | |

**ANNEXURE - IV**

## CORPORATE GOVERNANCE REPORT

### COMPANY'S PHILOSOPHY OF CORPORATE GOVERNANCE:

Sanmit Infra's management constantly strives towards improving, systems and process that promote the values of transparency, professionalism, accountability and compliance. The Company remains firmly committed to this central theme and endeavors to improve these values on an ongoing basis. We have an obligation towards our stakeholders including shareholders, employees, customers, suppliers and communities to be honest, fair and forthright in our business activities.

Good corporate governance is the basis for decision-making and control processes and comprises responsible, value-based management and monitoring focused on long-term success, goal-orientation and respect for the interests of our stakeholders.

Recent amendments of Companies Act, 2013 are effective from October 1, 2014. The amended rules require Companies to get shareholders' approval for related party transactions, establish whistleblower mechanisms, elaborate disclosures on pay packages and have at least one Woman Director on their boards. The Securities and Exchange Board of India (SEBI) has notified SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on 2nd September, 2015, replacing the earlier Listing Agreement (w.e.f. 1st December, 2015). The amended norm is aligned with the provisions of the Companies Act, 2013 and is aimed to encourage Companies to 'adopt best practices on corporate governance.

### BOARD OF DIRECTORS:

At present the Board of the Company is adequately equipped and well represented by Women Directors and Independent Directors of high repute. The Chairman of the Board and Audit Committee is headed by Independent Director(s). As per the Listing Regulations, it is mandatory for the company with a non-executive director as a chairperson to have at least one-third of the independent directors. The following composition of board of directors of the company as follows:

### COMPOSITION OF BOARD:

| SR.NO. | NAME OF DIRECTOR | CATEGORY | DESIGNATION |
|---|---|---|---|
| 1 | Mr. Sanjay K. Makhja | Promoter, Executive, Managing Director | Managing Director |
| 2 | Mr. Kamal K. Makhija | Promoter-executive Director | Whole-time Director |
| 3 | Mr. Sanjay Nasta | Non Executive, Independent Director | Independent Director |
| 4 | Mrs. Meena Bhate | Non Executive, Independent Director | Independent Director |
| 5 | Mr. Mohan Rathod | Non Executive, Independent Director | Independent Director |
| 6 | Mr. Haresh K. Makhija | Promoter, Executive Director | Whole-time Director |
| 7 | Mr. Dinesh K. Makhija | Chief Financial Officer(CFO) | Whole-time Director & CFO |
| 8 | Mrs. Jyoti Asawa | Company Secretary | Company |

| | | | |
|---|---|---|---|
| | | | Secretary |

**MEETINGS AND ATTENDANCE DURING THE YEAR 2020-2021:**
**Annual General Meeting was held on 28th September, 2020**

**Board Meetings were conducted 5(Five) times during the year as follows:**

| Sr. No | Date | Board Strength | No. Of. Directors Present |
|---|---|---|---|
| 1 | 30th June 2020 | 6 | 6 |
| 2 | 14th September 2020 | 6 | 6 |
| 3 | 13th Nov. 2020 | 6 | 6 |
| 4 | 06th January 2021 | 6 | 6 |
| 5 | 13th February 2021 | 6 | 6 |

**The record of Attendance at Board Meetings and Membership of Board of Directors during the year:**

| Sr. No | Name of Directors | No of Board Meetings attended during the Year | Attendance at the AGM |
|---|---|---|---|
| 1 | Mr. Sanjay K. Makhja | 5 | P |
| 2 | Mr. Kaml K. Makhija | 5 | P |
| 3 | Mr. Sanjay Nasta | 5 | P |
| 4 | Mrs. Meena Bhate | 5 | P |
| 5 | Mr. Mohan Rathod | 5 | P |
| 6 | Mr. Haresh K. Makhija | 5 | P |

**NOTES:**

1. The Board evaluated each of Independent Directors participation in the Board and their vast experience, expertise and contribution to the Board and Company. Each and every related party transactions very well scrutinized and checks were made so that the Company is a beneficiary.
2. The Independent Directors held a meeting on 13th February, 2021, without the attendance of Non-Independent Directors and members of Management. All Independent Directors were present at the meeting and they have reviewed the performance of non-independent directors and the Board, performance of the Chairman and information flow structure of the Company.
3. During the period the Company received notices/declarations from the Independent Directors as per Schedule IV and section 149 (6) of the Companies Act, 2013.

4. Mrs. Meena Bhate is a Independent women director to the Board.
5. The Chairman also set up a Whistleblower mechanism in line with the policy of the company and as per SEBI notification CIR/CFD/POLICY CELL/2/2014 read with section 177 of Companies Act, 2013.

**AUDIT COMMITTEE:**

**Brief description and terms of reference:**

To oversee the Company's Financial Report process, internal control systems, reviewing the accounting policies and practices, and financial statements audited by the statutory auditors. The audit committee is duly constituted in accordance with Clause 49 of the Listing Agreement read with Regulation 18 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and of Section 177 of the Companies Act, 2013.

**Composition of Audit Committee during the year:**

| Sr. No. | Name of Members | Category | Designation |
|---|---|---|---|
| 1. | Mr. Sanjay Nasta | Independent Director | Chairman |
| 2. | Mrs. Meena Bhate | Independent Director | Member |
| 3. | Mr. Sanjay Makhija | Managing Director | Member |
| 4. | Mohan M. Rathod | Independent Director | Member |

**Company has conducted 4 (Four) Audit Committee Meeting during the year.**

| April - June | July - September | October - December | January - March |
|---|---|---|---|
| 30th June 2020 | 14th September 2020 | 13th Nov. 2020 | 13th February 2021 |

**Meetings and Attendance of the Audit Committee during the year:**

| | Name of Member | No. of Meeting Held During the Year | No. of Meeting Attended |
|---|---|---|---|
| 1 | Mr. Sanjay Nasta | 4 | 4 |
| 2 | Mrs. Meena Bhate | 4 | 4 |
| 3 | Mr. Sanjay K. Makhija | 4 | 4 |
| 4. | Mohan M. Rathod | 4 | 4 |

The Audit Committee meetings are also attended by CFO & Statutory Auditors as invitees.

**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:**

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. Recommendation for 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 auditor's report thereon before submission to the board for approval, with particular reference to:
   a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
   b. Changes, if any, in accounting policies and practices and reasons for the same;
   c. Major accounting entries involving estimates based on the 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; and
   g. Modified opinion(s) 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, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Reviewing and monitoring the auditor's 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 the 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 (i.e., the whole-time Finance Director or any other person heading the

finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

**NOMINATION AND REMUNERATION COMMITTEE:**

**Brief description and terms of reference:**

The objective of Nomination and Remuneration Committee is to assess the remuneration payable to our Managing Director; sitting fee payable to our Non-Executive Directors; remuneration policy covering policies on remuneration payable to our senior executives. The Nomination and Remuneration Committee is duly constituted and the matters specified in accordance with under Clause 49 of the Listing Agreement read with Regulation 19 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and of Section 178 of the Companies Act, 2013.

**Composition of Nomination and Remuneration Committee during the year:**

| Sr. No. | Name of Members | Category | Designation |
|---|---|---|---|
| 1 | Mrs. Meena Bhate | Independent Director | Chairman |
| 2 | Mr. Sanjay Nasta | Independent Director | Member |
| 3 | Mr. Mohan Rathod | Independent Director | Member |

**ROLE OF THE COMMITTEE:**

The role of Nomination and Remuneration Committee is as follows:

- determining/recommending the criteria for appointment of Executive, Non-Executive and Independent Directors to the Board;
- determining/recommending the criteria for qualifications, positive attributes and independence of Directors;
- identifying candidates who are qualified to become Directors and who may be appointed in Senior Management and recommending to the Board their appointment and removal;
- reviewing and determining all elements of remuneration package of all the Executive Directors, i.e. salary, benefits, bonus, stock options, pension, etc.;
- reviewing and determining fixed component and performance linked incentives for Directors along with the performance criteria;
- determining policy on service contracts, notice period, severance fees for Directors and Senior Management;
- evaluating performance of each Director and performance of the Board as a whole;

**REMUNERATION OF DIRECTORS:**

The remuneration policy is in consonance with the existing industry practice and also with the provisions of the Companies Act, 2013. The Board of Directors has adopted a Remuneration Policy for Directors, Key Managerial Personnel and other employees. The Company's remuneration policy is driven by the success and performance of the individual employee and the performance of the Company.

**STAKEHOLDER RELATIONSHIP COMMITTEE:**

Brief description and Terms of Reference:

To specifically look into redressal of complaints like transfer of shares, non- receipt of dividend, non-receipt of annual report etc. received from shareholders/ investors and improve efficiency. The Committee

performs such other functions as may be necessary or appropriate for the performance of its duties. The Stakeholder Relationship Committee is duly constituted and the matters specified in accordance with Clause 49 of the Listing Agreement read with SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and of Section 178 of the Companies Act, 2013.

**Composition of Stakeholder Relationship Committee during the year:**

| Sr. No. | Name of Members | Category | Designation |
|---|---|---|---|
| 1 | Mr. Sanjay Nasta | Independent Director | Chairman |
| 2 | Mr. Sanjay Makhija | Managing Director | Member |
| 3 | Mr. Haresh Makhija | Whole-time Director | Member |
| 4 | Mr. Mohan M Rathod | Independent Director | Member |

**CORPORATE SOCIAL RESPONSIBILITY COMMITTEE: NA**

**Brief description and Terms of Reference:**

Every company having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during any financial year shall constitute a Corporate Social Responsibility Committee of the Board consisting of three or more directors, out of which at least one director shall be an independent director.

However the company has formed a CSR committee.

**Composition of CSR Committee:**

| Sr. No. | Name of Members | Category | Designation |
|---|---|---|---|
| 1 | Mr. Sanjay Nasta | Independent Director | Chairman |
| 2 | Mr. Sanjay Makhija | Managing Director | Member |
| 3 | Mrs. Meena Bhate | Independent Director | Member |

**MANAGEMENT REVIEW AND RESPONSIBILITY:**

**FORMAL EVALUATION OF OFFICERS:**

The Remuneration Committee of the Board approves the compensation and benefits for all executive Board members. Another committee, headed by the MD, reviews, evaluates and decides the annual compensation of our officers from the level of executive upwards.

**DISCLOSURES:**

1. **RELATED PARTY DISCLOSURES:**

   The Company has not entered into any materially significant related party transactions with its Promoters, Directors, or Management. None of the transaction with any of the related parties was in conflict with the interest of the Company.

2. **COMPLIANCE BY THE COMPANY:**

   The Company has complied with the requirement of regulatory authorities on matters related to capital market and no penalties/ stricture have been imposed against the Company during the last three years.

3. **ACCOUNTING TREATMENT:**

   The account treatments are in accordance with the applicable accounting standard. The company has not altered or adapted any new standard.

4. **RISK MANAGEMENT FRAMEWORK:**

The Company has a well-defined risk management framework in place. The Company has established procedures to periodically place before the Board, the risk assessment and minimization procedures being followed by the Company and steps taken by it to mitigate these risks.

5. **VIGIL MECHANISM / WHISTLE BLOWER:**

The Company has implemented a vigil mechanism named Whistle Blower Policy to deal with instance of fraud and mismanagement. The Company is committed to the high standards of Corporate Governance and stakeholder responsibility. All personnel have affirmed that they have not been denied access to the Chairman of the audit committee.

6. **NON- MANDATORY REQUIRMENTS:**

Shareholder's Rights: The half yearly financial results are published in leading newspapers and also displayed on the Company's website www.sanmitinfraltd.com.

7. **PREVENTION OF INSIDER TRADING:**

The Company has adopted an Insider Trading Policy to regulate, monitor and report trading by insiders under the SEBI (Prevention of Insider Trading) Regulation, 2015 and the same is available on the Company's website www.sanmitinfraltd.com. This policy also includes practices and procedures for fair disclosures of unpublished price-sensitive information, initial and continual disclosures.

8. **CODE OF CONDUCT:**

In accordance with Regulation 26 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, the Company has framed and adopted a Code of Conduct for Board of Director and Senior Management.

All members of the Board of Directors and Senior Management personnel have affirmed compliance to the Code as on 31st March, 2021. A declaration to this effect signed by the Managing Director is annexed to this Report.

9. **MD AND CFO CERTIFICATION:**

As required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the CEO and CFO certification is provided in this Annual Report.

**ANNUAL GENERAL MEETINGS:**

Details of Annual General Meetings:

| **Particulars** | **F.Y.2020-2021** | **F.Y.2019-2020** | **F.Y.2018-2019** |
|---|---|---|---|
| **Date** | 24/08/2021 | 28/09/2020 | 27/09/2019 |
| **Time** | 02.00 P.M. | 02.00 P.M. | 12.30 P.M. |
| **Venue** | 601, Makhija Royale, 6th Floor S.V. Road Khar (w), Mumbai-400052. | 601, Makhija Royale, 6th Floor S.V. Road Khar (w), Mumbai-400052. | 601, Makhija Royale, 6th Floor S.V. Road Khar (w), Mumbai-400052. |

| | | | |
|---|---|---|---|
| **Regd. Office** | 601, Makhija Royale, 6th Floor S.V. Road Khar (w), Mumbai-400052. | 601, Makhija Royale, 6th Floor S.V. Road Khar (w), Mumbai-400052. | 601, Makhija Royale, 6th Floor S.V. Road Khar (w), Mumbai-400052. |

**MEANS OF COMMUNICATION:**

| | |
|---|---|
| Half Yearly Financial Report | The Financial results of the Company are published in leading newspapers. |
| Quarterly Financial Results | The quarterly financial results of the Company are published in accordance with the requirement of the Listing Agreement of the Stock Exchanges where the shares of the company are listed. |
| Website | www.sanmitinfraltd.com |
| Administrative/Corporate Office | 601, Makhija Royale, 6 th Floor, S.V. Road,Khar (w), Mumbai-400052. |
| Whether Management Discussions and Analysis report is a part of Annual Report or not | Yes |

**GENERAL SHAREHOLDERS INFORMATION:**

1. **21th Annual General Meeting:**

   **Date : 24th August, 2021**
   **Time : 02:00 P.M.**
   **Venue : 601, Makhija Royale, 6th Floor, S.V. Road ,Khar (w) Mumbai- 400052**

2. **Date of Book Closure: 18th August**,2021 (Wednesday) to 24th August, 2020 (Tuesday) (both days inclusive)

3. **Tentative Calendar for financial year 2021- 2022:**
   The tentative dates of meeting of Board of Directors for consideration of quarterly financial results for the financial year ending 31st March, 2022 are as follows:

| | |
|---|---|
| Financial Reporting for the Quarter Ended 30th June 2021 | By Mid of August 2021 |
| Financial Reporting for the Quarter and Half yearly Ended 30th September 2021 | By Mid of November 2021 |
| Financial Reporting for the Quarter Ended 31st December 2021 | By Mid of February 2022 |
| Financial Reporting for the Quarter Ended 31st March 2022 | By Mid of May, 2022 |

4. **Registered Office:**
   601, 6th Floor, Makhija Royale, S.V.Road , Khar (W), Mumbai-400052.

5. **Listing of Shares on Stock Exchanges:**
   The Company shares are listed on BSE Limited (BSE). The requisite listing fees have been paid in full to the Stock Exchanges.

**6. A) Stock Codes BSE : 532435**
**ISIN : INE799C01015**
**B) Corporate Identity Number: L70109MH2000PLC288648**

**7. Market Price Data: BSE**

**A) The Monthly high/low quotation of equity shares traded on the BSE Limited, Mumbai are as follows:**

| Month | Open | High | Low | Close | No. of Shares | No. of Trades | Total Turnover |
|---|---|---|---|---|---|---|---|
| Apr 20 | 58.20 | 82.50 | 58.20 | 80.50 | 12,262 | 380 | 7,88,845 |
| May 20 | 80.50 | 85.75 | 76.25 | 85.00 | 8,241 | 908 | 6,72,740 |
| Jun 20 | 85.00 | 113.50 | 84.70 | 106.50 | 81,373 | 1,307 | 80,60,576 |
| Jul 20 | 106.00 | 162.50 | 103.00 | 152.00 | 1,30,368 | 2,289 | 1,74,23,185 |
| Aug 20 | 152.00 | 159.00 | 136.75 | 142.90 | 48,670 | 2,063 | 72,53,072 |
| Sep 20 | 136.00 | 163.00 | 135.85 | 151.50 | 15,566 | 264 | 22,68,715 |
| Oct 20 | 151.45 | 151.45 | 72.90 | 74.50 | 13,215 | 326 | 11,48,666 |
| Nov 20 | 73.25 | 76.05 | 71.50 | 73.50 | 1,14,665 | 789 | 84,18,508 |
| Dec 20 | 73.85 | 96.90 | 69.50 | 93.40 | 2,16,526 | 1,265 | 1,73,48,434 |
| Jan 21 | 97.95 | 113.20 | 92.25 | 104.00 | 1,17,561 | 913 | 1,17,56,053 |
| Feb 21 | 104.00 | 108.95 | 78.00 | 95.80 | 66,787 | 616 | 58,82,358 |
| Mar 21 | 98.00 | 119.75 | 94.75 | 98.00 | 1,87,273 | 1,354 | 2,05,59,280 |

(Source -www.bseindia.com)

**8. Registrar and Transfer Agent: SHARE TRANSFER SYSTEM**

M/s. Purva Sharegistry (India) Private Limited continues to be the Registrar and Transfer Agent of the Company. All the work related to share Registry in terms of both Physical and Electronic segment has been allotted to M/s. Purva Sharegistry (India) Private Limited, in view of the directive issued by SEBI in this regard i.e. for handling both Physical as well as Electronic transfer at a single point.

Shareholders are therefore requested to send shares for Physical transfer to M/s. Purva Share regis- try (India) Private Limited instead of sending to the Company. As the Company's shares are compul- sorily to be traded in the dematerialized form. Members holding shares in Physical Form are re- quested to send the share certificate to their Depository Participants to enable Registrar and Transfer Agent to take steps for dematerialization at the following:

The address of Registrar and Transfer agents is:
**M/s. Purva Sharegistry (India) Private Limited Unit No. 9,**
**Ground Floor, Shiv Shakti Ind. Estt, J. R. Boricha Marg, Lower Parel East, Mumbai,**

**Maharashtra 400011**

Phone No.022- 2301-6761
Email: - busicomp@gmail.com

**9. Outstanding ADRs / GDRs:**

The company has not issued any ADRs / GDRs

**10. Address for Correspondence:**

604,Makhija Royale, 6th Floor,
S.V. Road, Khar (w), Mumbai-400052.

T **CERTIFICATE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE**
o
,

**The Members,**
**Samit Infra Limited**
**601, Makhija Royale, 6th Floor,**
**S.V. Road Khar (w), Mumbai-400052.**

We have examined the compliance of conditions of corporate governance by Sanmit Infra Limited ('the Company') for the year ended March 31, 2021 as stipulated in regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with Stock Exchanges in India. As per Regulation 15 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the above referred Regulations are not applicable to the Company till 15th November 2018.

With reference to compliance of the regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") from 3rd Quarter , we say the company has duly complied the same.
The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has internally and for better management has complied the conditions of Corporate Governance in line with applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The company has not filed any corporate Governance report with SE till the 2nd quarter ended 30th September 2018.

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

**For Ramesh Chandra Mishra & Associates**

**Sd/-**
**Ramesh Chandra Mishra**
**Company Secretary in Practice**
**FCS: 5477**
**PCS: 3987**

**Date: 30-06-2021**
**Place: Mumbai**

**DECLARATION UNDER REGULATION 26 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

To,

**The Members of Sanmit Infra Limited**

As provided under Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the Board of Directors and Senior Management Personnel of the Company have affirmed compliance with Code of Conduct for the year ended March 31, 2021

**For Ramesh Chandra Mishra & Associates**

**Sd/-**

**Date:30-06-2021**
**Place: Mumbai**

**Ramesh Chandra Mishra**
**Company Secretary in Practice**
**FCS: 5477**
**PCS: 3987**

## MANAGING DIRECTOR & CHIEF FINANCIAL OFFICER CERTIFICATION

To

**The Board of Directors**

**Sanmit Infra Limited**

**601, Makhija Royale, 6th Floor S.V. Road,**

**Khar (w), Mumbai-400052.**

We, Mr. Sanjay K. Makhija, Managing Director and Mr. Dinesh K. Makhija, Chief Financial Officer, do hereby certify as follows:

A. We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:

1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. To the best of our knowledge and belief, there are no transactions entered into by the company during the year which are fraudulent, illegal or volatile of the company's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated to the Auditors and the Audit Committee:

1. Significant changes in internal control over financial reporting during the year;
2. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
3. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

| | | |
|---|---|---|
| | **For Sanmit Infra Limited**<br>**Sd/-**<br>**Sanjay K. Makhija (Managing Director)** | **For Sanmit Infra Limited**<br>**Sd/-**<br>**Dinesh K. Makhija (WTD & Chief Financial Officer)** |
| **Place: Mumbai** | | |
| **Date:30-06-2020** | **(DIN: 00586770)** | |

## Independent Auditor's Report

**To the Members of**
**SANMIT INFRA LIMITED**

### Report on the Financial Statements

### OPINION

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

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. 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 (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provision of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of utmost significance in our audit of the Ind AS financial statements for the financial year ended March 31, 2021. These matters were addressed in the context of our audit of the 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 the matters described below to be the key audit matters to be communicated in our report.

| Sr. No | Key Audit Matters | Auditor's Response |
|---|---|---|
| 1 | Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 115 | We assessed the Company's process to identify the impact of adoption of the revenue accounting standard.<br>Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:<br>(i) Verification of purchase order w.r.t. quantity, rate etc on test check basis.<br>(ii) Delivery of the material, Collection w.r.t the bill etc on test check basis. |
| 2 | Valuation of the Inventory in view of adoption of Ind AS 2 " Inventories" | We assessed the Company's process to identify the impact of adoption of the inventory accounting standard.<br>Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:<br>(i)Verifying the records available with the company for movement of stocks.<br>(ii) Obtaining valuation certificate from the company.<br>(iii)Regarding the valuation of closing stock we have relied on the valuation of the Management and the physical verification report of the management since we have not physically verified the same due to Covid 19. |

**Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon. Our 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 financial statements, our responsibility is to read the other information and, in

doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our 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. We have nothing to report in this regard.

**Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors is responsible for overseeing the Company's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the 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 financial statements.

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

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

misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system 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 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 have considered 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 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.

**Report on Other Legal and Regulatory Requirements**

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

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.

   b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c. The Balance Sheet, the Statement of Profit and Loss including the statement of Other Comprehensive income, the Cash Flow Statement and statement of changes in Equity dealt with by this Report are in agreement with the books of account.

   d. In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules,2015, as amended.

   e. On the basis of written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors of the company, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.

   f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" to this report.

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

      i. The Company has no pending litigations and consequently has no impact on its financial position in its financial statements as per the certificate submitted by the company.

      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

      iii. There has no amounts which were required to be transferred to the Investor

Education and Protection Fund by the Company.

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

Place: Bhubaneswar
Date: 30/06/2021

For PAMS & ASSOCIATES
Chartered Accountant
F.R.No 316079E
Sd/-
Manoranjan Mishra
Partner
M.No 063698
UDIN: 21063698AAAAGH3542

**"Annexure A" to the Independent Auditor's Report of even date on the consolidated Financial Statements of SANMIT INFRA LIMITED**

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

**We have audited the internal financial controls over financial reporting of SANMIT INFRA 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**

The Board of Directors of the company is responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing 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. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their

operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

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

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on "the internal control over financial reporting criteria established by the Company considering the

essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

Place: Bhubaneswar
Date: 30/06/2021

For PAMS & ASSOCIATES
Chartered Accountant
F.R.No 316079E
Sd/-
Manoranjan Mishra
Partner
M.No 063698
UDIN: 21063698AAAAGH3542

**Annexure B**

(Referred to in paragraph 2 of Report on Other Legal and Regulatory Requirements of our report of even date).
We report that

i. In respect of Company's Fixed Asset :
a) The Company has maintained proper records showing full particulars including quantitative details and location of its fixed assets.

b) The company has a regular program of physical verification of its fixed assets by which fixed assets are verified in a phased manner. In accordance with this program certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regards to the size of company and the nature of its assets.

ii. As explained to us, the inventories were physically verified during the year by the management. In our opinion and according to the information and explanations given to us, the inventories have been verified by the management at reasonable intervals in relation to size of the company and we have relied on the physical verification report as well as the valuation of inventory due to this Covid 19.

iii. According to information and explanations given to us, the Company has not granted any loan, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. So, the clause (iii)(a), (b), (c) of the Order is not applicable.

iv. As per information and explanations given to us, there are no loans, investments, guarantees and securities to which provisions of Section 185 or 186 of the Act are applicable and hence commenting on compliance of above provisions doesn't arise.

v. As explained to us the company has not accepted any deposit from the public, consequently the provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under, are not applicable and hence not commented upon.

vi. As explained to us the Central Government has not specified maintenance of cost records under subsection (1) of Section 148 of the Act.

vii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income tax, GST, cess and any other statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, GST, cess and other statutory dues were in arrears as at 31st March 2021 for a period of more than six months from the date they became payable.

viii. According to the information and explanations given to us, the company has not defaulted in repayment of dues to any financial institution or bank or debenture holders.

ix. As per information and explanations given to us, the company has not raised any money by way of initial public offer, further public offer (including debt instruments) and term loans during the year.

x. During the course of our examination of books of account carried out in accordance with the generally accepted auditing practices in India and in our opinion and as per information and explanations given to us no fraud by the company or on the company by its officers or employees has been noticed or reported during the year;

xi. As per examination of books of accounts and as per information and explanations given to us, managerial remuneration has been paid or provided in accordance with the requisite approval mandated by the provisions of Section 197 read with Schedule-V to the Act.

xii. As the company is not a Nidhi company, reporting under clause (xii) of the Order is not applicable;

xiii. Based on our examination of books of accounts and as per information and explanations given to us, all transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable and the details have been disclosed in the Financial Statements as required by the applicable accounting standards;

xiv. The Company has made private placement of 972500 Nos. of fully paid equity shares @ Rs.10.00 each at a premium of Rs. 2.50 per share (allotment on 06-01-2021). And 4828250 nos. of share warrants are issued @ Rs. 10 each at a premium of Rs. 2.50 per warrant to be converted into equity share. (Date of

allotment- 06-01-2021). 25% of warrant money amounting to Rs.150,88,283 has been received by the company.

xv. The company does not have any non cash transactions with directors or persons connected with directors as per information available with us.

xvi. As per 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.

Place: Bhubaneswar
Date: 30/06/2021

For PAMS & ASSOCIATES
Chartered Accountant
F.R.No 316079E
Sd/-
Manoranjan Mishra
Partner
M.No 063698
UDIN: 21063698AAAAGH3542

**Balance sheet as at 31st March, 2021**

| Particulars | Note No | 31st March 2021 | 31st March 2020 |
|---|---|---|---|
| | | () | () |
| **Assets** | | | |
| **Non-current assets** | | | |
| Property, plant and equipment | | | |
| Tangible assets | 2 | 271,76,399 | 115,44,597 |
| Intangible assets | 3 | 1,17,214 | - |
| Income tax | 4 | 1,10,948 | - |
| **Current assets** | | | |
| Inventories | 5 | 383,01,884 | 97,11,108 |
| Financial assets | | | |
| Trade receivables | 6 | 2136,98,621 | 982,53,790 |
| Cash and cash equivalents | 7 | 42,62,149 | 7,59,382 |
| Short term loans and advances | 8 | 240,92,441 | 317,90,000 |
| Other current assets | 9 | 4,96,078 | 46,989 |
| | **Total** | **3082,55,733** | **1521,05,867** |
| **Equity and liabilities** | | | |
| **Equity** | | | |
| Equity share capital | 10 | 1097,25,000 | 1000,00,000 |
| Share Warrants | 11 | 150,88,283 | - |
| Other equity | 12 | 411,51,623 | 231,59,567 |
| **Non-current liabilities** | | | |
| Financial liabilities | | | |
| Long term borrowings | 13 | 381,33,143 | 57,59,972 |
| Deferred tax liability (net) | 27.04 | - | 2,00,341 |
| **Current liabilities** | | | |
| Financial liabilities | | | |
| Trade payables | 14 | 953,57,779 | 169,15,546 |
| Other financial liabilities | 15 | 6,31,871 | 4,14,112 |
| Provisions | 16 | 9,40,157 | 12,56,757 |
| Other current liabilities | 17 | 72,27,878 | 43,99,571 |
| | **Total** | **3082,55,733** | **1521,05,867** |
| **Additional information to the financial statements** | 1 - 25 | | |

As per our report of even date

**For PAMS & Associates**
**Chartered Accountants**
ICAI's Firm registration number: 316079E

**Sd/-**
CA Manoranjan Mishra
**Partner**
Membership number: 063698
UDIN : 21063698AAAAGH3542
Place : Bhubaneswar
Date : 30/06/2021

**For and behalf of the Board**
**Sanmit Infra Limited**
CIN : L70109MH2000PLC288648

**Sd/-**
Sanjay Makhija
**ManagingDirector**
DIN : 00586770

**Sd/-**
Haresh Makhija
**WTD**
DIN : 00586720

**Sd/-**
Dinesh Makhija
**WTD & CFO**

**Sd/-**
Jyoti Asawa
**Company Secretary**

**Statement of profit and loss for the year ended 31st March, 2021**

| Particulars | Note No | 31st March 2021 | 31st March 2020 |
|---|---|---|---|
| | | (`) | (`) |
| **Income** | | | |
| Revenue from operations | 18 | 8556,17,119 | 5080,42,464 |
| Other income | 19 | 73,95,905 | 2,16,760 |
| **Total revenue** | **(I)** | **8630,13,024** | **5082,59,225** |
| **Expenditure** | | | |
| Purchases and direct expense | 20 | 8089,45,804 | 4739,48,685 |
| Changes in inventories | 21 | (117,71,076) | 36,33,347 |
| Employee benefit expense | 22 | 99,95,402 | 60,49,501 |
| Finance charges | 23 | 20,66,646 | 1,63,084 |
| Depreciation and amortisation expense | 2 | 70,02,325 | 17,45,507 |
| Other expense | 24 | 252,75,090 | 92,92,054 |
| **Total expenditure** | **(II)** | **8415,14,191** | **4948,32,178** |
| **Profit/(Loss) before tax** | **(I - II)** | **214,98,833** | **134,27,047** |
| **Tax expense** | | | |
| Current tax | | 37,60,000 | 22,30,000 |
| Deferred tax | 27.04 | (3,11,289) | 2,18,034 |
| Current tax expense relating to prior years | | (10,683) | - |
| | | **34,38,028** | **24,48,034** |
| **Profit/(Loss) for the year from continuing operations** | | **180,60,805** | **109,79,013** |
| **Other comprehensive income** | | | |
| A) | (i) Items that will not be reclassified to profit and loss | - | - |
| | (ii)Income tax relating to items that will not be reclassified to profit and loss | - | - |
| B) | (i) Items that will be reclassified to profit and loss | - | - |
| | (ii)Income tax relating to items that will be reclassified to profit and loss | - | - |
| **Other comprehensive income for the year, net of tax** | | **-** | **-** |
| **Total comprehensive income/(loss) for the year** | | **180,60,805** | **109,79,013** |
| **Earnings per share** | | | |
| **Basic and diluted** | | | |
| Computed on the basis of total profit from continuing operations | | 27.03 1.77 | 1.10 |
| **Additional information to the financial statements** | | 1 - 25 | |

As per our report of even date

**For PAMS & Associates**
**Chartered Accountants**
ICAI's Firm registration number: 316079E
Sd/-
CA Manoranjan Mishra
**Partner**
Membership number: 063698
UDIN: 21063698AAAAGH3542

**For and on behalf of the Board of Directors of**
**Sanmit Infra Limited**
CIN : L70109MH2000PLC288648

| Sd/- | Sd/- |
|---|---|
| Sanjay Makhija | Haresh Makhija |
| **ManagingDirector** | **WTD** |
| DIN : 00586770 | DIN : 00586720 |

Place : Bhubaneswar
Date : 30/06/2021

Dinesh Makhija — **WTD & CFO**
Jyoti Asawa — **Company Secretary**

**Cash flow statement for the year ended 31st March, 2021**

| | | 31st March 2021 (`) | 31st March 2020 (`) |
|---|---|---|---|
| **Cash flows from operating activities** | | | |
| Net profit before tax | | 214,98,833 | 134,27,047 |
| Adjustments for | | | |
| Add : Non Cash item/items required to be disclosed separately | | | |
| Fixed asset written off | | - | - |
| Depreciation and amortisation | | 70,02,325 | 17,45,506 |
| Operating profit before working capital changes | | 285,01,158 | 151,72,553 |
| Changes in working capital: | | | |
| Inventories and work in progress | | (285,90,776) | 30,03,711 |
| Trade receivables | | (1154,44,831) | 84,44,900 |
| Short-term loans and advances | | 75,86,612 | (85,49,575) |
| Other current assets | | (4,49,089) | 8,72,351 |
| Adjustments for increase / (decrease) in operating liabilities: | | | |
| Trade payables | | 784,42,233 | 129,92,052 |
| Deferred tax liability | | (2,00,341) | 2,00,341 |
| Provisions | | (3,16,601) | 12,48,639 |
| Other financial liabilities | | 2,17,759 | 4,14,112 |
| Other current liabilities | | 28,28,307 | 27,84,817 |
| Profit generated from operations | | (274,25,569) | 365,83,901 |
| Tax paid (net of refunds) | | (34,38,028) | (24,48,034) |
| **Net cash generated from operating activities** | (i) | **(308,63,597)** | **341,35,867** |
| **Cash flows from investing activities** | | | |
| Capital expenditure on fixed assets, including capital advances | | (227,51,339) | (132,27,430) |
| Sale of asset under work in progress | | - | - |
| **Net cash generated from investing activities** | (ii) | **(227,51,339)** | **(132,27,430)** |
| **Cash flows from financing activities** | | | |
| Proceeds from fresh issue of capital | | 121,56,251 | |

| | | | |
|---|---|---|---|
| | | | - |
| Proceeds from fresh issue of share warrants | | 150,88,283 | |
| Dividend paid | | (25,00,000) | |
| Proceeds/Repayments from other long-term borrowings | | 323,73,171 | (229,95,699) |
| **Net cash generated from financial activities** | (iii) | **571,17,705** | **(229,95,699)** |
| Net change in cash and cash equivalents | (i+ii+iii) | 35,02,767 | (20,87,262) |
| Cash and cash equivalents at the beginning of the year | | 7,59,382 | 28,46,644 |
| **Cash and cash equivalents at the end of the year** | | **42,62,148** | **7,59,381** |
| **Notes forming part of the financial statement** | 1 - 25 | | |

**For PAMS & Associates**
**Chartered Accountants**
ICAI's Firm registration number: 316079E

**Sd/-**
CA Manoranjan Mishra
**Partner**
Membership number: 063698
UDIN : 21063698AAAAGH3542
Place : Bhubaneswar
Date : 30/06/2021

**For and behalf of the Board**
**Sanmit Infra Limited**
CIN : L70109MH2000PLC288648

**Sd/-**
Sanjay Makhija
**ManagigDirector**
DIN : 00586770

**Sd/-**
Haresh Makhija
**WTD**
DIN : 00586720

**Sd/-**
Dinesh Makhija
**WTD & CFO**

**Sd/-**
Jyoti Asawa
**Company Secretary**

**Statement of changes in equity for the year ended 31st March 2021**

| Particulars | Equity share capital | Share Warrants | Reserves and surplus | | |
|---|---|---|---|---|---|
| | | | Retained earnings | Securities premium | Total |
| **Balance as at 01.4.2019** | **1000,00,000** | **-** | **121,80,554** | **-** | 121,80,554 |
| Add : Shares issued during the year (Refer note - 9) | - | - | - | - | - |
| Add : Profit for the year | - | - | 109,79,013 | - | 109,79,013 |
| Add : Other comprehensive income for the year | - | - | - | - | - |
| **Balance as at 31.3.2020** | **1000,00,000** | **-** | **231,59,567** | **-** | **231,59,567** |
| **Balance as at 01.4.2020** | **1000,00,000** | **-** | **231,59,567** | **-** | 231,59,567 |
| Add : Shares issued during the year | 97,25,000 | - | - | - | - |
| Add : Warrants issued during the year | - | 150,88,283 | - | - | - |
| Add : Securities premium on shares issued | - | - | - | 24,31,251 | 24,31,251 |
| Add : Profit for the year | - | - | 180,60,805 | - | 180,60,805 |
| Add : Other comprehensive income for the year | - | - | - | - | - |
| Less : Dividend paid | - | - | (25,00,000) | | (25,00,000) |
| **Balance as at 31.3.2021** | **1097,25,000** | **150,88,283** | **387,20,372** | **24,31,251** | **411,51,623** |

Notes forming part of the financial statements

**Note - 2 Property, plant and equipment**

| Particulars | Tangibles | | | | Total |
|---|---|---|---|---|---|
| | Furniture and Fixtures | Office equipment | Computers and devices | Motor car | |
| **Balance as on 1st April 2020** | 1,85,492 | 1,27,247 | 89,279 | 129,06,098 | 133,08,116 |
| Additions | - | 86,533 | 1,03,366 | 224,36,442 | 226,26,341 |
| Disposals | - | - | - | - | - |
| **Balance as on 31st March 2021** | **1,85,492** | **2,13,780** | **1,92,645** | **353,42,540** | **359,34,457** |
| **Accumulated depreciation as on 1st April 2020** | 38,414 | 17,630 | 54,802 | 16,52,673 | 17,63,519 |
| Depreciation charge for the year | 38,164 | 73,152 | 65,023 | 68,18,200 | 69,94,539 |
| Adjustments/reversal on disposal of asset | - | - | - | - | - |
| **Accumulated depreciation as on 31st March 2021** | **76,578** | **90,782** | **1,19,825** | **84,70,873** | **87,58,058** |
| **Net Carrying amount as at 31st March 2021** | **1,08,914** | **1,22,998** | **72,820** | **268,71,666** | **271,76,399** |
| **Balance as on 1st April 2019** | - | 7,000 | 73,686 | - | 80,686 |
| Additions | 1,85,492 | 1,20,247 | 15,593 | 129,06,098 | 132,27,430 |
| Disposals | - | - | - | - | - |
| **Balance as on 31st March 2020** | **1,85,492** | **1,27,247** | **89,279** | **129,06,098** | **133,08,116** |
| **Accumulated depreciation as on 1st April 2019** | - | 1,720 | 16,292 | - | 18,012 |
| Depreciation charge for the year | 38,414 | 15,910 | 38,510 | 16,52,673 | 17,45,507 |
| Adjustments/reversal on disposal of asset | - | - | - | - | - |
| **Accumulated depreciation as on 31st March 2020** | 38,414 | **17,630** | **54,802** | **16,52,673** | **17,63,519** |
| **Net Carrying amount as at 31st March 2020** | **1,47,078** | **1,09,617** | **34,477** | **112,53,425** | **115,44,597** |

Notes forming part of the financial statements

**Note - 3 Intangible assets**

| Particulars | Softwares | Total |
|---|---|---|
| **Balance as on 1st April 2020** | - | - |
| Additions | 1,25,000 | 1,25,000 |
| Disposals | - | - |
| **Balance as on 31st March 2021** | **1,25,000** | **1,25,000** |
| **Accumulated depreciation as on 1st April 2020** | - | - |
| Ammortisation for the year | 7,786 | 7,786 |
| Adjustments/reversal on disposal of asset | - | - |
| **Accumulated depreciation as on 31st March 2021** | **7,786** | **7,786** |
| **Net Carrying amount as at 31st March 2021** | **1,17,214** | **1,17,214** |
| **Balance as on 1st April 2019** | - | - |
| Additions | - | - |
| Disposals | - | - |
| **Balance as on 31st March 2020** | **-** | **-** |
| **Accumulated depreciation as on 1st April 2019** | - | - |
| Ammortisation for the year | - | - |
| Adjustments/reversal on disposal of asset | - | - |
| **Accumulated depreciation as on 31st March 2020** | **-** | **-** |
| **Net Carrying amount as at 31st March 2020** | **-** | **-** |

**Notes forming part of the financial statements**

| | 31st March 2021 | 31st March 2020 |
|---|---|---|
| | (`) | (`) |
| **Note - 4 Income tax** | | |
| Income tax paid (net) | - | - |
| Deferred tax (Refer note 27.04) | 1,10,948 | - |
| | **1,10,948** | **-** |
| **Note - 5 Inventories** | | |
| Finished goods | 131,05,981 | 13,34,905 |
| Work in progress | 251,95,903 | 83,76,203 |
| | **383,01,884** | **97,11,108** |
| **Note - 6 Trade receivables** | | |
| - Outstanding for a period exceeding six months | 239,45,986 | 52,81,314 |
| - Other debts | 1897,52,635 | 929,72,476 |
| | **2136,98,621** | **982,53,790** |
| **Note - 7 Cash and cash equivalents** | | |
| Cash in hand | 5,43,138 | 42,223 |
| Balance with schedule banks | | |
| - In current account | 9,93,658 | 5,30,886 |
| | 15,36,797 | 5,73,109 |
| **Other bank balances** | | |
| Deposits with original maturity of more than 3 months and remaining maturity of less than 12 months | 27,25,352 | 1,86,273 |
| | **42,62,149** | **7,59,382** |
| **Note - 8 Short term loans and advances** | | |
| Security deposits | 27,58,336 | 8,02,250 |
| Other loans and advances | | |
| - To related parties (Refer note 26) | - | 128,72,317 |
| - To others | 213,34,105 | 181,15,434 |

| | | |
|---|---|---|
| | **240,92,441** | **317,90,000** |
| **Note - 9 Other current assets** | | |
| GST - Input tax credit Receivable | 2,11,563 | 40,361 |
| Other current asset | 2,84,515 | 6,629 |
| | **4,96,078** | **46,989** |
| **Note - 11 Share warrants** | | |
| 48,28,250 Share warrants of Rs 12.5/- each , Rs. 3.125/- paid up | 150,88,283 | - |
| | **150,88,283** | **-** |
| **Note - 12 Other equity** | | |
| **Securities premium** | | |
| Balance as per last financial statement | - | - |
| Add: Premium on shares issued during the year | 24,31,251 | - |
| | **24,31,251** | **-** |
| **Retained earnings** | | |
| Balance as per last financial statement | 231,59,567 | 121,80,554 |
| Add: Profit/(loss) for the period/year | 180,60,805 | 109,79,013 |
| Net surplus/(deficit) in statement of profit and loss | 412,20,372 | 231,59,567 |
| Less: Appropriations | | |
| Dividend on equity shares | (25,00,000) | - |
| | **387,20,372** | **231,59,567** |
| | **411,51,623** | **231,59,567** |
| **Note - 13 Long term borrowings** | | |
| **Secured Loans** | | |
| From banks and financial institutions | 231,13,845 | 41,90,169 |
| **Unsecured loans repayable on demand** | | |
| From related parties (Refer note - 26) | 150,19,298 | 15,69,803 |
| | **381,33,143** | **57,59,972** |
| **Note - 14 Trade payables** | | |
| Sundry creditors | | |
| - Related parties (Refer note 26) | 72,48,873 | 16,38,432 |
| - Others | 881,08,906 | 152,77,114 |

| | | |
|---|---|---|
| | **953,57,779** | **169,15,546** |

**Note - 15 Other financial liability**

Employee related payable

| | | |
|---|---|---|
| - Related parties (Refer note 26) | 2,80,837 | 2,22,612 |
| - Others | 3,51,034 | 1,91,500 |
| | **6,31,871** | **4,14,112** |

**Note - 16 Provisions**

| | | |
|---|---|---|
| Provision for income tax (net) | 9,40,157 | 12,56,757 |
| | **9,40,157** | **12,56,757** |

**Note - 17 Other current liabilities**

| | | |
|---|---|---|
| Statutory remittances | 20,98,289 | 27,63,645 |
| Advance from customers | 50,92,841 | 16,35,926 |
| Unpaid dividend | 36,748 | - |
| | **72,27,878** | **43,99,571** |

**Note - 18 Revenue from operations**

| | | |
|---|---|---|
| Sale of products | 8556,17,119 | 5080,42,464 |
| | **8556,17,119** | **5080,42,464** |

**Note - 19 Other income**

| | | |
|---|---|---|
| Discount received | 73,53,791 | 9,492 |
| Interest income | 42,114 | 9,804 |
| Gain on foreign exchange | - | 1,97,463 |
| | **73,95,905** | **2,16,760** |

**Note - 20 Purchases and direct expense**

| | | |
|---|---|---|
| Purchase of products | 7886,37,317 | 4593,18,970 |
| Direct expenses | 203,08,487 | 146,29,715 |
| | **8089,45,804** | **4739,48,685** |

**Note - 21 Changes in inventories**

**Finished goods**

| | | |
|---|---|---|
| Opening stock | 13,34,905 | 49,68,252 |
| Less: Closing stock | (131,05,981) | (13,34,905) |
| | **(117,71,076)** | **36,33,347** |

**Work in Progress**

| | | |
|---|---|---|
| Opening Work in progress | 83,76,203 | 77,46,567 |
| Add : Expenses incurred during the year | 168,19,700 | 6,29,636 |
| Less: Closing work in progress | (251,95,903) | (83,76,203) |
| | - | - |
| | **(117,71,076)** | **36,33,347** |

**Note - 22 Employee benefit expense**

| | | |
|---|---|---|
| Director's remuneration | 24,00,000 | 20,16,000 |
| Salaries and bonus | 74,87,634 | 40,27,348 |
| Staff welfare | 1,07,768 | 6,153 |
| | **99,95,402** | **60,49,501** |

**Note - 23 Finance charges**

| | | |
|---|---|---|
| Finance charges | 20,66,646 | 1,63,084 |
| | **20,66,646** | **1,63,084** |

**Note - 24 Other expense**

| | | |
|---|---|---|
| Advertisement expense | 65,168 | 89,197 |
| Bank charges | 3,031 | 22,134 |
| Commission | 21,18,651 | 28,63,068 |
| Loss on foreign exchange | 4,676 | - |
| Travelling and conveyance | 6,85,415 | 11,32,545 |
| Insurance charges | 8,02,200 | - |
| Printing and stationary | 3,90,314 | 1,24,502 |
| Business promotion expenses | - | 1,60,442 |
| Rent paid | 4,43,390 | 2,73,079 |
| Payment to auditor (refer note below) | 1,25,000 | 75,000 |
| Donation | 3,00,000 | - |
| Stock exchange and connectivity charges | 6,17,228 | 3,37,500 |
| Registrar and share transfer agent charges | 1,19,863 | 79,590 |
| Repairs and maintenance charges | 61,11,503 | 10,50,756 |
| Lab and testing charges | 105,95,790 | - |
| Professional fees | 23,05,589 | 23,12,068 |
| Miscellaneous expense | 5,87,272 | 7,72,172 |

| | | |
|---|---|---|
| | **252,75,090** | **92,92,054** |

**Note:**

**Payment to auditor**

| | | |
|---|---|---|
| - Towards statutory audit (including limited review) | 1,00,000 | 50,000 |
| - Towards certification | 25,000 | 25,000 |
| | **1,25,000** | **75,000** |

**Note - 10 Equity Share capital**

| Particulars | 31st March 2021 (`) | 31st March 2020 (`) |
|---|---|---|
| **(a) Authorised** | | |
| 1,10,00,000 equity shares of ` 10/- each with voting rights | 1100,00,000 | 1100,00,000 |
| | **1100,00,000** | **1100,00,000** |
| **(b) Issued , subscribed and paid up** | | |
| 1,09,72,500 equity shares (P.Y. 1,00,00,000) of ` 10/- each fully paid up with voting rights (Out of which 9,72,500 shares were issued during the previous year on preferrential allotment) | 1097,25,000 | 1000,00,000 |
| | **1097,25,000** | **1000,00,000** |

**Notes:**

**(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:**

Issued, subscribed and paid up

| Particulars | Opening balance | Fresh issue | Bonus | ESOP | Conversion | Buy Back/Reduction | Forfeiture | Closing balance |
|---|---|---|---|---|---|---|---|---|
| Equity shares with voting rights | | | | | | | | |
| Year ended 31 March, 2021 | | | | | | | | |
| - Number of shares | 100,00,000 | 9,72,500 | - | | - | - | - | 109,72,500 |
| - Amount (`) | 1000,00,000 | 97,25,000 | - | - | - | - | - | 1097,25,000 |
| Year ended 31 March, 2020 | | | | | | | | |
| - Number of shares | 100,00,000 | - | - | - | - | - | - | 100,00,000 |
| - Amount (`) | 1000,00,000 | - | - | - | - | - | - | 1000,00,000 |

**(ii)** The company has only one class of shares having par value of ` 10/- per share. Each holder of share is entitled to one vote per shar**e.**

**(iii) Details of shares held by each shareholder holding more than 5% shares:**

| Class of shares/Name of shareholder | 31 March, 2021 | | 31 March, 2020 | |
|---|---|---|---|---|
| | Number of shares held | % holding in that class of shares | Number of shares held | % holding in that class of shares |
| Equity shares with voting rights | | | | |
| Haresh Makhija | 16,27,279 | 14.83% | 16,27,279 | 16.27% |
| Dinesh Kanayalal Makhija | 16,27,281 | 14.83% | 16,27,281 | 16.27% |
| Kamal Makhija | 16,27,275 | 14.83% | 16,27,275 | 16.27% |
| Sanjay Makhija | 16,27,225 | 14.83% | | 16.27% |

| | | | | | |
|---|---|---|---|---|---|
| | | | 16,27,275 | | |
| Narendra Majethia | 5,00,000 | 4.56% | | | 5.00% |
| | | | 5,00,000 | | |

**Notes forming part of the financial statements**

**Note 25 Disclosures under Accounting Standards**

**Segment reporting**

| | 2021 | | | 2020 | | |
|---|---|---|---|---|---|---|
| | External | Inter segment | Total | External | Inter segment | Total |
| **Segment revenue** | | | | | | |
| Realty and Infrastructure | - | - | - | - | - | - |
| Petroleum | 8024,48,074 | - | 8024,48,074 | 4947,37,613 | - | 4947,37,613 |
| Trading | 605,22,836 | - | 605,22,836 | 135,11,808 | - | |
| **Revenue from sale of products** | **8629,70,909** | **-** | **8629,70,909** | **5082,49,420** | **-** | **4947,37,613** |
| **Segment results** | | | | | | |
| Realty and Infrastructure | - | - | - | - | - | - |
| Petroleum | 331,04,686 | - | 331,04,686 | 212,30,350 | - | 212,30,350 |
| Trading | 73,87,303 | - | 73,87,303 | 47,51,373 | - | 47,51,373 |
| **Segment total** | **404,91,989** | **-** | **404,91,989** | **259,81,723** | **-** | **259,81,723** |
| Unallocated corporate expenses net of unallocated income | 189,93,156 | | 189,93,156 | 125,54,676 | - | 125,54,676 |
| **Profit before taxation** | **214,98,833** | **-** | **214,98,833** | **134,27,047** | **-** | **134,27,047** |
| Tax expense | 34,38,028 | - | 34,38,028 | 24,48,034 | - | 24,48,034 |
| **Profit for the year** | **180,60,804** | **-** | **180,60,805** | **109,79,013** | **-** | **109,79,013** |

**Other information**

| | Segment assets | Segment liabilities | Segment assets | Segment liabilities |
|---|---|---|---|---|
| Realty and Infrastructure | 271,95,903 | 39,81,248 | 103,76,203 | 2,14,550 |
| Petroleum | 1974,72,973 | 825,57,708 | 1150,73,520 | 188,57,761 |
| Trading | 752,57,159 | 336,88,943 | 215,25,194 | - |
| **Segment total** | **2999,26,035** | **1202,27,899** | **1469,74,917** | **190,72,311** |
| Unallocated Corporate Assets/ Liabilities | 83,29,698 | 220,62,928 | 51,30,949 | 98,73,989 |
| **Total** | **3082,55,733** | **1422,90,828** | **1521,05,867** | **289,46,300** |

**Notes:**

The Company's operations are principally based in India only. Hence secondary segment reporting for geographic segment is not applicable

The Company is currently focused on three business groups: Infrastructure/Realty, Petroleum and Biomedical waste recycling. However there is no revenue generated from the infrastructure/ realty segment during the year.

The Company's organisational structure and governance processes are designed to support effective management of multiple businesses while retaining focus on each one of them.

**Notes forming part of the financial statements**

**Note 26 Disclosures under Accounting Standards**

**Related party transactions**

| **Description of relationship** | **Names of related parties** |
|---|---|
| Key Managerial Personnel (KMP) | Mr. Sanjay Makhija<br>Mr. Dinesh Makhija (CFO)<br>Mr. Haresh Makhija<br>Mr. Kamal Makhija |
| Relatives of KMP | Mr. Shlok Makhija<br>(Son of the director Mr. Sanjay Makhija)<br>Mr. Chirag Makhija<br>(Son of the director Mr. Haresh Makhija)<br>Mr. Parthiv Makhija<br>(Son of the director Mr. Sanjay Makhija)<br>Mrs. Rachana Makhija<br>(Wife of director Mr. Haresh Makhija) |
| Entities in which KMP/Relatives of KMP exercise significant influence | Haresh Agencies (Firm)<br>(Partnership firm where directors Mr. Sanjay Makhija, Mr. Haresh Makhija and CFO Mr. Dinesh Makhija are partners)<br>Sanjeev Station Services<br>(Partnership firm where director Mr. Haresh Makhija is partner) |

Note: Related parties have been identified by the management.

**Details of related party transactions during the period ended 31 March, 2021 and balances outstanding as at 31 March, 2021:**

| **Particulars** | **KMP** | | **Relatives of KMP** | | **Entities in which KMP / relatives of KMP have significant influence** | | **Total** | |
|---|---|---|---|---|---|---|---|---|
| | **March-21** | **March-20** | **March-21** | **March-20** | **March-21** | **March-20** | **March-21** | **March-20** |
| **Transactions during the period** | | | | | | | | |
| **Loans taken** | | | | | | | | |
| Sanjay Makhija | 3587,09,666 | 860,04,885 | - | - | - | | **3587,09,666** | **860,04,885** |
| Haresh Makhija | 161,27,753 | 170,01,073 | - | - | - | | **161,27,753** | **170,01,073** |
| Dinesh Makhija | 127,61,625 | 265,83,468 | - | - | - | | **127,61,62** | **265,83,468** |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| | | | | | | **5** | |
| Kamal Makhija | 120,70,976 | 360,85,855 | - | - | - | | **360,85,855** |
| | | | - | - | | **120,70,976** | |
| Haresh Agencies (Firm) | - | - | - | | | | **11,08,469** |
| | | | - | - | 11,08,469 | **-** | |
| | - | | | | | | **-** |
| | | | - | - | | | |
| **Loans repaid** | | | | | | | |
| Sanjay Makhija | 3535,95,481 | 998,34,362 | - | - | - | | **998,34,362** |
| | | | - | - | | **3535,95,481** | |
| Haresh Makhija | 112,58,375 | 250,65,975 | - | | - | | **250,65,975** |
| | | | - | - | | **112,58,375** | |
| Dinesh Makhija | 92,33,125 | 283,92,250 | - | | - | | **283,92,250** |
| | | | - | - | | **92,33,125** | |
| Kamal Makhija | 119,49,592 | 368,52,685 | - | | - | | **368,52,685** |
| | | | - | - | | **119,49,592** | |
| Haresh Agencies (Firm) | - | - | - | | | | **11,08,469** |
| | | | - | - | 11,08,469 | **-** | |
| **Issue of share warrants** | | | | | | | |
| Sanjay Makhija | | - | - | | - | | **-** |
| | 37,72,194 | | - | - | | **37,72,194** | |
| Kamal Makhija | | - | - | | - | | **-** |
| | 37,72,038 | | - | - | | **37,72,038** | |
| Dinesh Makhija | | - | - | | - | | **-** |
| | 37,72,022 | | - | - | | **37,72,022** | |
| Haresh Makhija | | - | - | | - | | **-** |
| | 37,72,029 | | - | - | | **37,72,029** | |
| **Sale of products** | | | | | | | |
| Haresh Agencies (Firm) | | | | | | | |
| | | | | 207,31,321 | | | |
| **Purchase of fixed asset (Tanker)** | | | | | | | |
| Haresh Agencies (Firm) | | - | - | | | | **73,50,000** |
| | - | | - | 27,75,000 | 73,50,000 | **27,75,000** | |
| **Purchase of products** | | | | | | | |
| Haresh Agencies (Firm) | | - | - | | | | ########## |
| | - | | - | 2619,74,231 | 2556,47,227 | **2619,74,231** | |
| **Discount received** | | | | | | | |
| Haresh Agencies (Firm) | | - | - | | - | | **-** |
| | - | | - | 18,86,669 | | **18,86,669** | |
| **Transportation charges paid** | | | | | | | |
| Sanjay Makhija | | 4,22,378 | - | | - | | **4,22,378** |
| | 6,06,636 | | - | - | | **6,06,636** | |
| Haresh Makhija | | 9,70,711 | - | | - | | **9,70,711** |
| | 5,32,741 | | - | - | | **5,32,741** | |
| Dinesh Makhija | | 9,53,595 | - | | - | | **9,53,595** |
| | 2,92,562 | | - | - | | **2,92,562** | |
| Haresh Agencies (Firm) | | - | - | | | | **63,64,876** |
| | - | | - | 48,82,288 | 63,64,876 | **48,82,288** | |
| **Diesel and lube oil charges** | | | | | | | |
| Sanjeev Service Station | | - | - | | | | **17,09,873** |
| | - | | - | 64,53,292 | 17,09,873 | **64,53,292** | |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| **Calibration charges** | | | | | | | |
| Sanjeev Service Station | | - | | - | | - | **-** |
| | - | | - | | 11,568 | **11,568** | |
| **Repairs and Maintenance** | | | | | | | |
| Sanjeev Service Station | | - | | - | | | **16,727** |
| | - | | - | | - | 16,727 | **-** |
| **Rent paid** | | | | | | | |
| Haresh Makhija | | 30,000 | | - | | - | **30,000** |
| | 30,000 | | - | | - | **30,000** | |
| Dinesh Makhija | | 30,000 | | - | | - | **30,000** |
| | 30,000 | | - | | - | **30,000** | |
| Haresh Agencies (Firm) | | - | | - | | | **45,339** |
| | - | | - | | 1,01,695 | 45,339 | **1,01,695** |
| Sanjay Makhija | | 30,000 | | - | | - | **30,000** |
| | 30,000 | | - | | - | **30,000** | |
| Kamal Makhija | | 83,333 | | | | - | **83,333** |
| | 1,50,000 | | | | - | **1,50,000** | |
| Sanjeev Service Station | | - | | - | | | **54,407** |
| | - | | - | | 1,01,695 | 54,407 | **1,01,695** |
| **Remuneration / Salary** | | | | | | | |
| Sanjay Makhija | | 6,72,000 | | - | | - | **6,72,000** |
| | 6,00,000 | | - | | - | **6,00,000** | |
| Kamal Makhija | | 6,72,000 | | - | | - | **6,72,000** |
| | 6,00,000 | | - | | - | **6,00,000** | |
| Dinesh Makhija | | 6,72,000 | | - | | - | **6,72,000** |
| | 6,00,000 | | - | | - | **6,00,000** | |
| Haresh Makhija | | 6,72,000 | | - | | - | **6,72,000** |
| | 6,00,000 | | - | | - | **6,00,000** | |
| Shlok Makhija | | - | | | | - | **2,68,800** |
| | - | | 2,40,000 | 2,68,800 | - | **2,40,000** | |
| Parthiv Makhija | | - | | | | - | **20,000** |
| | - | | 2,08,333 | 20,000 | - | **2,08,333** | |
| | - | | - | | - | | |
| **Commission** | | | | | | | |
| Shlok Makhija | | - | | | | - | **4,20,000** |
| | | | 4,85,500 | 4,20,000 | - | **4,85,500** | |
| **Balances outstanding at the end of the period** | | | | | | | |
| **Loan taken outstanding** | | | | | | | |
| Sanjay Makhija | | 6,17,080 | | - | | - | **6,17,080** |
| | 57,31,265 | | - | | - | **57,31,265** | |
| Haresh Makhija | | 7,62,424 | | - | | - | **7,62,424** |
| | 56,31,802 | | - | | - | **56,31,802** | |
| Dinesh Makhija | | 14,548 | | - | | - | **14,548** |
| | 35,43,048 | | - | | - | **35,43,048** | |
| Kamal Makhija | | 1,75,751 | | - | | - | **1,75,751** |
| | 2,97,135 | | - | | - | **2,97,135** | |
| | - | | - | | - | | |
| **Trade creditors** | | | | | | | |
| | - | | | | | | |
| Haresh Makhija | | 2,96,353 | | - | | - | **2,96,353** |
| | 4,52,894 | | - | | - | **4,52,894** | |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Sanjay Makhija | | 3,40,631 | | - | | - | | **3,40,631** |
| | 2,94,822 | | - | | - | | **2,94,822** | |
| Dinesh Makhija | | 1,13,793 | | - | | - | | **1,13,793** |
| | 2,79,955 | | - | | - | | **2,79,955** | |
| Kamal Makhija | | 1,21,611 | | - | | - | | **1,21,611** |
| | 1,96,078 | | - | | - | | **1,96,078** | |
| Sanjeev Service station | | - | | - | | | | **5,13,018** |
| | 16,66,321 | | - | | - | 5,13,018 | **16,66,321** | |
| Shlok Makhija | | - | | | | - | | **19,800** |
| | - | | 20,100 | 19,800 | - | | **20,100** | |
| Parthiv Makhija | | - | | - | | - | | **19,700** |
| | - | | 76,425 | | - | | **76,425** | |
| Haresh Agencies (firm) | | - | | - | | | | **124,36,179** |
| | - | | - | | 45,43,116 | 124,36,179 | **45,43,116** | |

**Note - 27 Additional information to the financial statements**

| Note | Particulars | 31st March, 2021 | 31st March, 2020 |
|---|---|---|---|
| | | (`) | (`) |
| 27.01 | **Contingent liabilities and commitments (to the extent not provided for)** | | |
| (i) | Contingent liabilities | | |
| | (a) Claims against the Company not acknowledged as debt | Nil | Nil |
| | (b) Guarantees | Nil | Nil |

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

Micro, Small and Medium Enterprises in terms of section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 have been determined to the extent such parties have been identified on the basis of information available with the Company and relied upon by the auditors. Since the relevant information is not readily available, no disclosures have been made in the accounts. However, in the opinion of the management, the impact of interest, if any, that may be payable in accordance with the provision of this Act is not expected to be material.

**27.03 Earnings per share (EPS)**

The following reflects the profit and share data used in the basic and diluted EPS computations:

| | | 31st March, 2021 | 31st March, 2019 |
|---|---|---|---|
| | | (`) | (`) |
| **Total (continuing) operations for the period/year** | | | |
| Profit/(loss) after tax | | 180,60,805 | 109,79,013 |
| **Net profit/(loss) for calculation of basic/diluted EPS** | **(A)** | **180,60,805** | **109,79,013** |
| Weighted average number of equity shares in calculating basic EPS | **(B)** | 102,23,808 | 100,00,000 |
| **Earnings per share (EPS) (basic/diluted)** | **(A/B)** | **1.77** | **1.10** |

| 27.04 Deferred tax asset/liability (net) | | 31st March, 2021 | 31st March, 2019 |
|---|---|---|---|
| | | (`) | (`) |
| **Deferred tax assets** | | | |
| On difference between book balance and tax balance of fixed assets | | 1,10,948 | |
| Gross deferred tax assets | **(A)** | **1,10,948** | **-** |
| **Deferred tax liabilities** | | | |
| On difference between book balance and tax balance of fixed assets | | - | 2,00,341 |
| Gross deferred tax liabilities | **(B)** | **-** | **2,00,341** |
| **Deferred tax asset/(liability) (net)** | **(A-B)** | **1,10,948** | **(2,00,341)** |

| | Particulars | 31st March, 2021 | 31st March, 2019 |
|---|---|---|---|
| | | (`) | (`) |
| **27.05** | Value of imports calculated on CIF basis | 2,92,448 | 119,98,265 |
| **27.06** | Expenditure in foreign currency | Nil | Nil |
| **27.07** | Earnings in foreign exchange | Nil | Nil |

**27.08** The balances appearing under long term borrowings, trade payables, loans and advances, and banks are subject to confirmation and reconciliation and consequential adjustment, if any, will be accounted for in the year of confirmation and/or reconciliation.

**27.09** The company has entered into an Memorandum of Understanding dated 16th November, 2016 with M/s Sanjay Builders (a partnership firm in which directors of the company are interested as partners) wherein the company is awarded the contract of construction of the property at 48, Mia Mohamad Chotani Road, Mahim (West), Mumbai - 400 016. Expenses incurred during the year on account of the said construction has been carried forward as work in progress in the financial statement.

**27.10** In assessing the recoverability of receivables including unbilled receivables, contract assets and contract costs, the Company has considered internal and external information up to the date of approval of these standalone financial statements including credit reports and economic forecasts. Based on the current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets.
The Company on the basis of its assessment believes that the probability of the occurrence of forecasted transactions is not impacted by COVID-19. The Company has also considered the effect of changes, if any, both in counterparty credit risk and own credit risk.
The impact of COVID-19 remains uncertain and may be different from what the company has estimated as of the date of approval of these standalone financial statements and the Company will continue to closely monitor any material changes to future economic conditions.

**27.11** In the opinion of the Board, assets other than fixed assets do have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.

**27.12** Since the Company recognises gratuity and leave salary expense on payment basis no liability for the same has been ascertained and provided in the accounts. Hence, the company has not complied with the provisions of Ind AS–19 "Employee Benefits".

**27.13** Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current period's classification/disclosure.