



Hind Commerce Limited

Corporate Information

BOARD OF DIRECTORS

Mr. Umesh R Lahoti – Managing Director (DIN: 00361216)
Mr. Ujwal R. Lahoti – Non- Executive Director (DIN: 00360785)
Mr. Prakash R. Bang – Independent Director (DIN: 0008887)
Mr. Sanjay R Soni – Independent Director (DIN: 02613471)
Ms. Meghna V Panchal – Women Independent Director (DIN: 07082835)

COMPANY SECRETARY

Ms. Pragati Sawant

CHIEF FINANCIAL OFFICER

Mr. Rajesh Bangera

STATUTORY AUDITORS

S.S. Rathi & Co.,
502. Shree Shivdutta Apartment,
Near Lalit Restaurant, Station Road,
Goregaon (W). Mumbai-400062.

BANKERS

Punjab National Bank
ICICI Bank
IDBI Bank
Citibank N.A.
Oriental Bank of Commerce
HDFC Bank
Shinhan bank
UCO Bank
Tamilnadu Merchant Bank

REGISTERED OFFICE

307, Arun Chambers, Tardeo Road,
Mumbai – 400 034.
Tel. No. +91-22-4050 0100 | Fax. No. +91-22-4050 0140
Email: investor@hindcommerce.com
Web: www.hindcommerce.com

REGISTRARS & SHARE TRANSFER AGENTS

LINK INTIME INDIA PRIVATE LIMITED

C 101, 247 Park
L B S Marg, Vikhroli West
Mumbai - 400 083
Tel No.: +91-22-49186000 | Fax No.:+91-22-49186060.
E-mail: rnt.helpdesk@linkintime.com | Web: www.linkintime.co.in
Corporate Identity Number (CIN): L51900MH1984PLC085440



Hind Commerce Limited

Directors' Report

TO THE MEMBERS OF HIND COMMERCE LIMITED

The Directors take pleasure in presenting the 37th Annual Report along with Audited Financial Statements of your Company for the Financial Year ended 31st March, 2022.

Financial Highlights

The financial performance of the Company, for the year ended 31st March, 2022 is summarized below:

Particulars	(In Thousand's)	
	Standalone For the Financial Year Ended	
	31 st March, 2022	31 st March, 2021
Revenue		
Revenue from Operations	6793.28	33481.85
Other Income	7130.84	1564.12
Total Revenue	13924.12	35045.98
Less: Total Expenditure	6198.36	32608.97
Profit before, Depreciation and Tax	7725.76	2437.01
Less: Depreciation		
Profit before Tax	7725.76	2437.01
Less: Tax Provision (Current, Deferred, FBT and Earlier Year adjustment)	919.45	883.60
Profit/(Loss) after Tax (PAT)	6806.31	1553.40
Earnings per share (Rs.) : Basic	2.27	0.52
Diluted	2.27	0.52

Results of Operations

During the year under review your Company has reported a total income of Rs. 13924.12 Thousand's as compared to Rs. 35045.98 Thousand's Lakhs for previous years as reported in the Standalone Financials.



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Dividend

Owing to inadequacy of profit, no Dividends are recommended for the year under review.

Transfer to Reserves

Since there is no dividend for the year under review, transfer of funds to the reserves is not required.

Nature of Business and Changes therein

The Company is engaged in the business of trading of Cotton textiles and to specialize in the export of quality Cotton Yarns and fabrics in both domestic and international trading.

During the year under review, there has been no change in the nature of business of the Company.

Management Discussion and Analysis Report

As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis of the financial condition and results of operations of the Company under review, is annexed and forms an integral part of the Directors' Report.

Material changes and commitments affecting financial position between the end of the financial year and date of report

There have been no material changes and commitments, if any, affecting the financial position of the Company between the end of the financial year to which the financial statements relate and the date of report.

Associate and Subsidiary Companies

As on 31st March, 2022, the Company has no Subsidiary Company or Associate Company.



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Deposit

During the year under review, your Company did not accept any deposits in terms of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014. Therefore the requirement for furnishing of details of deposits which are not in compliance with the Chapter V of the Companies Act, 2013 is not applicable.

Particulars of Contracts or Arrangements with Related Parties

Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 specifies the requirement for approval of the Board and/or the Members, as and when applicable in related party transactions in relation to contracts/arrangements.

During the year under review the Company has not entered into related party transactions as per the provisions of Section 188 of the Companies Act, 2013. Thus disclosure in Form AOC-2 is not required. Further there are no materially significant related party transactions during the year under review made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company.

The Company has formulated a related party transactions policy and the same is displayed on the website of the company viz. <http://hindcommerce.com/pdf/policy-on-related-party-transaction-and-materiality-of-related-party-transaction.pdf>

Particulars of Loans, Guarantees and 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.

Board of Directors and Key Managerial Personal

As per the requirements of Section 149, 152 of the Companies Act, 2013 (the Act) and such other applicable provisions of the Act and as per the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, which defines the composition of the Board, the Board of Directors of the Company have been constituted in compliance with the said Sections.



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Further at the time of appointment of an Independent Director, the Company issues a formal letter of appointment detailing their role and function in the Company, the format of the letter of appointment whereof is available on the website of the Company at:

<http://hindcommerce.com/pdf/Letter%20of%20Appointment%20to%20Independent%20Directors.pdf>

As on the date of this report, the Company's Board consists of the following Directors:

1. Mr. Prakash R. Bang – Independent Director
2. Mr. Sanjay R. Soni – Independent Director
3. Ms. Meghna V. Panchal – Independent Director
4. Mr. Umesh R. Lahoti – Managing Director
5. Mr. Ujwal R. Lahoti – Non-Executive Director

Appointment and Resignation of Key Managerial Personnel

None of the Director or Key Managerial Personnel were appointed or resigned during the year under review.

By rotation and Re-appointments

Section 152 of the Act provides that unless the Articles of Association provide for retirement of all directors at every Annual General Meeting ("AGM"), not less than two-third of the total number of directors of a public company (excluding the independent Directors) shall be persons whose period of office is liable to determination by retirement of directors by rotation, of which one-third are liable to retire by rotation. Accordingly, Mr. Ujwal Lahoti (DIN: 00360785), Non-Executive Director of the Company, retires by rotation at the ensuing AGM and, being eligible, offers herself for re-appointment. A Profile of Mr. Ujwal Lahoti (DIN: 00360785), as required by Regulation 36(3) of the LODR is given in the Notice convening the forthcoming AGM.

Declaration by Independent Directors

Mr. Prakash R. Bang, Mr. Sanjay R. Soni and Ms. Meghna V. Panchal are the Independent Directors on the Board of the Company. The Company has received the declaration from all the Independent Directors confirming that they meet the



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criteria as set out in the provisions of Section 149(6) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Committees of Board

The Board has 3 Committees: Audit Committee, Stakeholder's Relationship Committee and Nomination and Remuneration Committee. A detailed note on the Compositions, functions of the Board and Committee are as provided below:

1. Audit Committee

The Audit Committee comprises of the following members:

Name of the Director	Designation in the Committee
Mr. Prakash R. Bang (Independent Director)	Chairman
Mr. Ujwal R. Lahoti (Non - Executive Director)	Member
Mr. Sanjay R. Soni (Independent Director)	Member

The Chairman of the Committee is Mr. Prakash R. Bang and Mr. Ujwal R. Lahoti and Mr. Sanjay R. Soni are the members. The Committee held 5 (Five) meetings during the year. All the members of the Committee are Non-executive Directors. All the members are financially literate and have accounting / related financial management expertise.

The Role, function, responsibility and constitution of the Audit Committee is in accordance to the provisions of Section 177 of the Companies Act, 2013 and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Audit Committee functions according to its Charter that defines its composition, authority, responsibilities and reporting functions. The terms of reference of the Audit Committee, inter alia, includes the following function:



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- Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommending to the Board of Directors, the appointment, re-appointment, terms of appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing with the management the annual financial statements before submission to the Board of Directors for approval, with particular reference to:
- Matters required to be included in the director's responsibility statement to be included in the Board of Directors' report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
- Changes, if any, in accounting policies and practices and reasons for the same;
- Major accounting entries involving estimates based on the exercise of judgment by management;
- Significant adjustments made in the financial statements arising out of audit findings;
- Compliance with listing and other legal requirements relating to financial statements;
- Disclosure of any related party transactions;
- Qualifications in the draft audit report;
- Reviewing with the management the quarterly financial statements before submission to the Board of Directors for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the



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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.

- Reviewing with the management the performance of statutory and internal auditors and the adequacy of internal control systems
- 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;
- Discussion with internal auditors any significant findings and follow up there on;
- 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 of Directors;
- Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as have post-audit discussion to ascertain any area of concern
- To look into the reasons for substantial defaults in payments to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the whistle blowing mechanism;
- Approval of appointment of the chief financial officer (i.e. the whole time finance director or any other person heading the finance function or discharging that function) after assessing, amongst others, the qualifications, experience and background of the candidate;



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- Review & monitor the auditor's independence and performance and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans & investments;
- Valuation of undertakings or assets of the company;
- Evaluation of internal financial controls and risk management systems;
- Examination of the financial statement and the auditor's report thereon;
- Monitoring the end use of funds raised through public offers and related matters;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- To investigate any activity within its terms of reference;
- To have full access to information contained in the records of the Company;
- To seek information from any employee;
- To obtain outside legal or other professional advice; and
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

2. Stakeholder's Relationship Committee

Name of the Director	Designation in the Committee
Ms. Meghna V Panchal (Independent Director)	Chairperson
Mr. Umesh R. Lahoti (Managing Director)	Member



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Mr. Ujwal R. Lahoti (Non-Executive Director)	Member
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In order to comply with the provisions of Section 178 of the Companies Act, 2013, the nomenclature of Shareholders'/Investors' Grievance Committee was changed to Stakeholders Relationship Committee with revised role which also includes to consider and resolve the grievances of all stakeholders of the Company.

The terms of reference of Stakeholders Grievances Committee inter alia includes the following:

- Redressal of Shareholders', debenture holders' and other security holders' investors complaints including complaints related to transfer of shares;
- Allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;
- Issue of duplicate certificates and new certificates on split/consolidation/renewal;
- Non-receipt of declared dividends, balance sheets of the Company; and
- Carrying out any other function as prescribed under in the Listing Regulations.

3. Nomination and Remuneration Committee

Name of the Director	Designation in the Committee
Mr. Prakash R. Bang (Independent Director)	Chairman
Mr. Sanjay R. Soni (Independent Director)	Member
Ms. Meghna V Panchal (Independent Director)	Member

In Compliance with Section 178 of the Companies Act, 2013 and as specified in the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Board constituted the Nomination and Remuneration Committee comprising of Three (3)



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Non-Executive Independent Directors of the Company with the following role and function:

- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.
- To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies.
- To formulate criteria for evaluation and carry out evaluation of the performance of Directors, as well as Key Managerial, Independent Directors and Senior Management Personnel.
- To provide them reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- To ensure no violation, by an employee of any applicable laws in India or overseas, including:
 - i. The Securities and Exchange Board of India (Insider Trading) Regulations, 1992; or
 - ii. The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 1995.
- To formulate detailed terms and conditions of employee stock option schemes including details pertaining to quantum of options to be granted, conditions for lapsing of vested options, exercise period, adjustments for corporate actions and procedure for cashless exercise and perform such other functions as are required to be performed by the Remuneration Committee under the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, as amended ("ESOP Guidelines"), in



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particular, those stated in Clause 5 of the ESOP Guidelines; as and when required.

- To devise a policy on Board diversity.
- To Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- To develop a succession plan for the Board and to regularly review the plan

In compliance with the provisions of Section 178 of the Companies Act, 2013, the Board of Directors in consultation with the Nomination and Remuneration Committee has formulated the Nomination and Remuneration Policy. The Policy has been divided into three parts: Part – A covers the matters to be dealt with and recommended by the Committee to the Board, Part – B covers the appointment and nomination and Part – C covers remuneration and perquisites etc.

Briefly the formulated policy comprises of the following:

- i. Appointment criteria and qualification - setting up of criteria and positive attributes and independence for identification and selection of directors, KMP and Senior Management positions
- ii. Recommendation to the Board on appointment and removal of Directors, KMP and Senior Management Personnel
- iii. Specifying the term and tenure of the Director
- iv. Procedure and criteria for evaluation of Performance of every Director
- v. Removal and Retirement of Directors
- vi. Remuneration Structure of Whole-time Director, KMP and Senior Management Personnel
- vii. Remuneration structure of Non- Executive / Independent Director

The Nomination and Remuneration Policy has been posted on the website of the Company <http://hindcommerce.com/pdf/nomination-and-remuneration-policy.pdf>

Companies Policy on Director's Appointment and Remuneration



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The Remuneration policy of the Company comprises inter alia the aims and objectives, principles of remuneration, guidelines for remuneration to Executive and Non-Executive Directors and Key Managerial Personnel and criteria for identification of the Board Members and appointment of Senior Management.

The Criteria set out identification of the Board members are given hereunder:

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
2. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
3. The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

The Nomination and Remuneration Policy has been posted on the website of the Company <http://hindcommerce.com/pdf/nomination-and-remuneration-policy.pdf>

Annual Evaluation of the Board

As per the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Board conducted the Annual Evaluation of the Board, on its own performance and of the Directors, individually as well as the evaluation of the working of the Committees of the Board.

A structured questionnaire was prepared after taking into consideration various aspects of Board's functioning, composition of Board and Committees, culture, execution and performance of specific duties, obligations and governance.

The Board of Directors expressed their satisfaction.



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Number of Meetings of the Board of Directors and other Committees:

Meeting of Board of Directors:

The Board of Directors (hereinafter referred to as “the Board”) met for Five (5) number of times during the Financial Year 2021-22 under review. The gap between two meetings held during the year 2021-22 does not exceeds 120 days:

The Board of Directors (hereinafter referred to as “the Board”) met for Four (4) number of times during the Year under review:

Sr. No.	Date of Meetings	Venue and time of the meeting	Directors present	Directors to whom Leave of absence was granted
1.	10/06/2021	Venue: Registered office - 307, Arun Chambers, Tardeo Road, Mumbai - 400034 Time: 01.15.p.m.	1. Mr. Ujwal R Lahoti 2. Mr. Umesh R Lahoti 3. Mr. Sanjay R Soni 4. Mr. Prakash R Bang 5. Ms. Meghna V Panchal	
2.	30/06/2021	Venue: Registered office - 307, Arun Chambers, Tardeo Road, Mumbai - 400034 Time: 7.00.p.m.	1. Mr. Ujwal R Lahoti 2. Mr. Umesh R Lahoti 3. Mr. Sanjay R Soni 4. Mr. Prakash R Bang 5. Ms. Meghna V Panchal	-
3.	13/08/2021	Venue: Registered office - 307, Arun Chambers, Tardeo Road, Mumbai - 400034 Time: 05.45.p.m.	1. Mr. Ujwal R Lahoti 2. Mr. Umesh R Lahoti 3. Mr. Sanjay R Soni 4. Mr. Prakash R Bang 5. Ms. Meghna V Panchal	-
4.	12/11/2021	Venue: Registered office - 307, Arun Chambers, Tardeo Road, Mumbai - 400034	1. Mr. Ujwal R Lahoti 2. Mr. Umesh R Lahoti 3. Mr. Sanjay R Soni 4. Mr. Prakash R Bang 5. Ms. Meghna V Panchal	-



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		Time: 06.45.p.m.		
5.	09/02/2022	Venue: Registered office - 307, Arun Chambers, Tardeo Road, Mumbai – 400034 Time: 05.30.p.m.	1. Mr. Ujwal R Lahoti 2. Mr. Umesh R Lahoti 3. Mr. Sanjay R Soni 4. Mr. Prakash R Bang 5. Ms. Meghna V Panchal	-

1. Meeting of Audit Committee.

Audit Committee Meetings were convened and held on, 10/06/2021, 30/06/2021, 13/08/2021, 12/11/2021, and 09/02/2022.

2. Meeting of Stakeholders Committee.

Stakeholder Relationship Committee Meetings were convened and held on 30/06/2021, 13/08/2021, 12/11/2021, and 09/02/2022.

3. Meeting of Nomination & Remuneration Committee.

Nomination & Remuneration Committee Meetings was held on 30/06/2021.

Certificate from PCS under Schedule V (C) (10) (i) of SEBI (LODR) Regulation, 2015:

The Certificate from the practicing Company secretary as per Schedule V (C) (10) (i) of SEBI (LODR) certifying that 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 is forming part of the Annual Report as **Annexure-3**

Vigil Mechanism/Whistle Blower

As per the provisions of Section 177(9) and 177(10) of the Companies Act, 2013 and as per the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has a Whistle Blower Policy to report genuine concerns or grievances and to deal with the instances of fraud and mismanagement. The Whistle Blower Policy has been posted on the website of the Company.

<http://hindcommerce.com/pdf/whistle-blower-policy-vigil-mechanism.pdf>



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Directors' Responsibility Statement

Pursuant to sub-section (5) of Section 134 of the Companies Act, 2013 and to the best of their knowledge and belief and according to the information and explanations obtained /received from the operating management, your Directors make the following statement and confirm that-

(a) In the preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the Company for that period;

(c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(d) The directors had prepared the annual accounts on a going concern basis;

(e) The directors had laid down Internal Financial Controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

(f) 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.

Auditors and Auditors' Report

In accordance with Section 139(1) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, S.S. Rathi and Co., Chartered Accountants, Mumbai (Registration No.108726W) Statutory Auditors of the Company hold office upto the conclusion of the 37th Annual General Meeting of the Company.

The Board at their meeting held on August 12, 2022 has recommended the appointment of M/S. SIGMAC & CO., Chartered Accountants, Mumbai (Registration



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No. 116351W), as a statutory Auditor of the Company. The Company has received the confirmation letter from the Auditors to the effect that their appointment, if made, within the prescribed limits of the Companies Act, 2013 and that they are not disqualified for appointment within the meaning of the said Act. As required under SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the auditors has also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI).

The Reports of the Statutory Auditors, S.S. Rathi and Co., Chartered Accountants on the standalone financial statements of the Company for the year 2022 form part of this Annual Report. The statutory auditors have submitted a unmodified opinion on the audit of financial statements for the year 2022 and there is no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

Secretarial Auditor

Your Company has appointed Kothari H. & Associates, a firm of Practicing Company Secretaries as a Secretarial Auditor of the Company, according to the provision of Section 204 of the Companies, Act 2013 for conducting secretarial audit of Company for the Financial Year 2021-22.

The report in respect of the Secretarial Audit carried out by Kothari H. & associates Company Secretaries in Form MR-3 for the Financial Year 2021-22 forms part to this report as **Annexure 1**. The said report does not contain any adverse observation or qualification requiring explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

Equity Shares with Differential Rights.

The Company has not issued any equity shares with differential rights/ sweat equity shares/ employee stock options or not made any provision of its own shares by employees or by trustees for the benefit of employees during the financial year 2021-2022.

The Company has not made any purchase or provision of its own shares by employees or by trustees for the benefit of employees during the financial year 2021-2022.



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Listing

During the year under review, the Company's Equity Shares were listed at BSE Limited and the Company has paid Listing Fees to the above Stock Exchanges for the year 2021-22.

Particulars of Employees:

The table containing the names and other particulars of employees in accordance with the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is appended as **Annexure- 2** to the Board's report.

During the financial year 2021-22, there were no employee in the Company whose particulars are required to be given in terms of Section 197 (12) of the Act, read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Significant and Material Orders

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.

Internal Financial Control

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.

Risk Management

Risk management is the identification, assessment, and prioritization of risks followed by coordinated and economical application of resources to minimize, monitor, and control the probability and/or impact of unfortunate events or to maximize the realization of opportunities. Risk management's objective is to assure uncertainty does not deflect the endeavor from the business goals.



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The Company has laid down procedures to inform the members of the Board about the risk assessment and minimization procedures. A risk management committee consisting of senior executives of the Company periodically reviews these procedures to ensure that executives' management controls risk through means of a properly defined framework. A senior independent director is associated with the committee. The Company has framed the risk assessment and minimization procedure which is periodically reviewed by the Board. The risk management policy is displayed on the website of the Company viz. <http://www.hindcommerce.com/pdf/risk-management-policy.pdf>

Annual Return

The Annual Return in Form MGT-7 for the financial year ended, 31st March, 2022, is available on the website of the Company at hindcommerce.com

Energy Conservation Measures, Technology Absorption and R & D Efforts and Foreign Exchange Earnings and Outgo

Your Company is not engaged in any manufacturing activity and thus its operations are not energy intensive. However adequate measures are always taken to ensure optimum utilization and maximum possible saving of energy. The Company has installed energy conservative equipment's like LED (Light Emitting Diode) lights instead of CFL (Compact Fluorescent Lamp).

The Company has maintained a technology friendly environment for its employees to work in. Your Company uses latest technology and equipment's. However since the Company is not engaged in any manufacturing, the information in connection with technology absorption is NIL.

During the period under review the Company has earned Foreign Exchange of **Rs. 0.00 Lakhs** and did not incur the Foreign Exchange outgo.

Secretarial Standards

The Company complies with all the Secretarial Standards.

Report on Corporate Governance

As per the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Corporate Governance requirements are not applicable to the Company whose paid up capital does not exceed Rs. Ten Crores and net worth



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does not exceed Rs. Twenty-Five Crore as on the date of last day of previous financial year. Since the Company does not exceed the above stated limit, Report on Corporate Governance is not applicable to the Company. The same shall be applicable if the Company exceeds the aforementioned limits at any time during the year.

In view of the above, Company has not provided report on corporate governance and auditor's certificate thereon for the year ended March 31, 2022. However, whenever the provision will become applicable to the company at a later date, the company shall comply with the requirements of the same within six months from the date on which the provisions became applicable to the company.

Prevention of Sexual Harassment of Women at Workplace:

The Company has in place the "Policy on Prevention of Sexual Harassment at the Workplace" in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year under review, no complaints were received by the Committee for Redressal.

Acknowledgement

Your Directors wish to express their grateful appreciation for co-operation and support received from customers, financial institutions, Banks, regulatory authorities, customers, vendors and members and the society at large.

Deep sense of appreciation is also recorded for the dedicated efforts and contribution of the employees at all levels, as without their focus, commitment and hard work, the Company's consistent growth would not have been possible, despite the challenging environment.

For and on behalf of the Board

**Sd/-
Umesh Lahoti
Managing Director
(DIN: 00361216)**

**Sd/-
Ujwal Lahoti
Director
(DIN: 00360785)**

Place: Mumbai

Date: 12th August, 2022



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ANNEXURES TO BOARD'S REPORT

Annexure- 1

**FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2022**

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

To,
The Members,
HIND COMMERCE LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by HIND COMMERCE LIMITED (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information 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 March 31, 2022 ('Audit period') complied with the statutory provisions listed here under 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:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by HIND COMMERCE LIMITED for the financial year ended on March 31, 2022 according to the provisions of:
 - i. The Companies Act, 2013 (the Act) and the rules made there under as amended from time to time;
 - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
 - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;



Hind Commerce Limited

- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the company during the Audit Period)**
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the SEBI (Share Based Employee Benefits) Regulations 2014: **(Not applicable to the company during the Audit Period)**
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the company during the Audit Period)**
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the company during the Audit Period)**
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the company during the Audit Period)** and



Hind Commerce Limited

- i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amended from time to time;

2. We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other Acts, Laws and Regulations as applicable specifically to the company.

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.

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

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 year under review were carried out in compliance with the provisions of the Act.

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

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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 compliance reports by the respective Department Heads / Company Secretary / CFO / KMP taken on record by the Board of Directors of the Company, in our opinion there are adequate systems and processes in the Company commensurate with the size and the operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.



Hind Commerce Limited

We further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, and Labour Law Compliances have been subject to review by statutory financial audit and other designated professionals.

We further report that during the audit period the Company has not passed any resolution for:

- i. Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
- ii. Redemption / buy-back of securities.
- iii. Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013.
- iv. Merger / amalgamation / reconstruction, etc,
- v. Foreign technical collaborations.

For **KOTHARI H. & ASSOCIATES**
Company Secretaries

Sd/-

Hitesh Kothari

Membership No.6038

Certificate of Practice No. 5502

UDIN : F006038D000769790

Place: Mumbai

Date: 09/08/2022

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



Hind Commerce Limited

Annexure- A

To,
The Members
HIND COMMERCE LIMITED

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. 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 **KOTHARI H. & ASSOCIATES**
Company Secretaries

Sd/-
Hitesh Kothari
Membership No.6038
Certificate of Practice No. 5502

Place: Mumbai
Date: 09/08/2022



Hind Commerce Limited

Annexure -2

REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2021-2022, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2021-2022 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for financial year 2020-2021 (Rs. in Thousand)	% increase in Remuneration in the Financial year 2020-2021	Ratio of Remuneration of each Director/to median remuneration of employees	Comparison of the Remuneration of KMP/Director against the performance of the Company
1.	Mr. Rajesh Bangera – Chief Financial Officer	406.00	NIL	Refer Note 2	The Company has earned a net profit of Rs. 6806.31 Thousand's Lakhs as compared to net profit of Rs.1553.40 Thousand's Lakhs incurred in the previous year
2.	Ms. Pragati Sawant – Company Secretary	144.00	NIL	Refer Note 2	

Note:

1. No Director received any remuneration or sitting fees for the financial year 2021-2022.
2. During the year under review, Mr. Rajesh Bangera, Ms. Pragati Sawant and Mr. Amol Ghadi has been the only three salaried personnel of the Company, hence the concept of Median Remuneration and analysis of average increase in remuneration to performance does not apply.
3. The performance of the Company has been consistent over the years and the increase in remuneration of Mr. Rajesh Bangera as presented in the above table has been based on his performance and other growth inflation factors.
4. It is hereby affirmed that the remuneration paid during the year under review is as per the Remuneration policy of the Company.

Place: Mumbai

Date: 12th August, 2022

For and on behalf of the Board

Sd/-
Umesh Lahoti
Managing Director
(DIN: 00361216)

Sd/-
Ujwal Lahoti
Director
(DIN: 00360785)



Hind Commerce Limited

Annexure-3

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 of
Hind Commerce Limited**
307 Arun Chambers,
Tardeo Road,
Mumbai - 400034

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Hind Commerce Limited having L17120MH2005PLC156451 and having registered office at 307 Arun Chambers, Tardeo Road, Mumbai - 400034, produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as state below for the Financial Year ending on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. Ujwal R. Lahoti	00360785	22/10/2014
2	Mr. Umesh R. Lahoti	00361216	22/10/2014
3.	Mr. Prakash R. Bang	00088837	22/10/2014
4.	Mr. Sanjay Soni	00564107	22/10/2014
5.	Ms. Meghna V. Panchal	07082835	29/12/2015



Hind Commerce Limited

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

For **Kothari H. & Associates**
Company Secretaries

Hitesh Kothari
(Partner)
Membership No.: 6038
CP No.: 5502
UDIN: F006038D000769768

Place: Mumbai
Date: 09/08/2022



Hind Commerce Limited

**DECLARATION BY THE MANAGING DIRECTOR
UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS)
REGULATIONS, 2015**

To
The Members of
HIND COMMERCE LIMITED

I, Umesh Lahoti, Managing Director of Hind Commerce Limited hereby declare that all the members of the Board of Directors and the senior management personnel have affirmed compliance with the Company's Code of Business Conduct and Ethics for the Financial Year ended 31st March, 2022.

For Hind Commerce Limited

**Sd/-
Umesh R. Lahoti
Managing Director
DIN:00361216**

**Place: Mumbai
Date: 12th August, 2022**



Hind Commerce Limited

Management Discussion & Analysis

Industry Structure and Development

The Textile Industry in India is second largest employer after agriculture providing jobs to the various class of peoples and is one of the significant contributors to the Indian economy. During the year 2021-22, the Cotton Textile Industry in India has experienced an improvement on account of overall demands from Overseas markets. Upward price trend in Raw Material and Textile products, has helped achieving better realizations for export. Overall Exports of Cotton Textiles increased from India.

However, demand dropped down in world market particularly from last month of the last quarter of the financial year 2021-22. Main reasons are too much volatility in Raw Material (raw cotton) prices, lesser demand of final products due to inflation all around, war in the West, Covid showing back strongly in China. Overall Exports of Cotton Textile products affected badly, reflecting much lower volumes and profits for the exporters.

Revival is only expected once Raw Material prices comes back to reasonable level, enable whole Textile value chain to move on smoothly.

Hind Commerce Limited is mainly engaged in the export trading of cotton yarn in all coarser and fine counts, where the Company has strong presence and leadership. The Company enjoys the excellent relationship with its overseas customers, which has been built over the years by strictly adhering to delivery schedules maintaining consistent quality and providing prompt after sales service.

Opportunities and Threats

The future of Indian Cotton Textile Industry is highly depending on availability of raw material at a competitive price. With the introduction of Hybrids and BT Cotton, the cotton production in India is increasing every year. The government is making efforts to supply proper quality seeds at a reasonable price to the growers and it is expected that the supply of quality cotton will be comfortable.

In the past, the Textile Industry did not develop in an organized manner and the policy favored fragmentation resulting in organized players suffering heavily



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because of the distorted fiscal structure. Fortunately, in the last few years, the Government has now provided level playing field to all the sectors of textile industry and therefore, large investments are coming in the textile industry. Government had given good incentives under Technology Upgradation Fund Scheme and also benefits to the processing sector, which will give boost to the textile industry.

Outlook

The long term objective of the Company is to remain strong player in the cotton textiles export market. Goal is to add more Textile related value added products for Exports. To keep high quality Customer Service and development of new markets, focus is to use new Technology. Your Company is also continuously improving its operational efficiency, and cost control which will result in improvement of the bottom line in future.

As our Country is largest Cotton growing in the World, your Company is geared you to get advantages from offering various high quality Textile products for Exports and is hopeful to secure better market share in the Global markets.

A stable outlook on cotton and synthetic textiles would result from favorable policy environment, improvements in demand-supply position, continued stability in input costs and consequent improvement in margins/ liquidity. However, the good monsoon and pick up in Indian economy due to various measures taken by the Government would unleash demand in the long run and offset any slowdown in exports. Further, the hope of revival of Chinese economy will also bring the positive growth for this sector.

By enmeshing the rich experience gained by the Company in the Exports of Cotton Textile sector, the company has plans to increase its efforts of marketing and to open up Overseas Offices in order to better serve its customers.

Risks and Concern

- Our business shall dependent on the availability/supply and cost of raw materials which we source from domestic suppliers. Any significant increase in the prices of these raw materials or decrease in the availability of the raw materials, could adversely affect our results of operations.
- Our business is subject to regulation by several authorities, which could have an adverse effect on our business and our results of operations.
- We are heavily dependent on our Promoters and the loss of their guidance and services may adversely affect our business or results of operations.



Hind Commerce Limited

- Change in Government of India's Economic Liberalization policies may hinder prices of our equity shares
- Change in Tax laws in India (i.e. central tax, service tax and income tax) may increase tax liabilities of the company inversely affecting PAT
- Slowdown in the Indian economy may inverse effect in our profit
- Any Natural calamities, terrorist attack on India may hinder our profit
- Change in economic regulations and laws may also effect the company adversely

Internal Control Systems and their adequacy

The Company has a proper adequate internal control system to ensure that all the assets are safe guarded and protected against the loss from unauthorized used or disposition and that transactions are authorized, recorded and reported correctly.

The internal control is supplemented by an extensive internal audit, periodical review by the management and documented policies, guidelines and procedures. The internal control is designed to ensure that the financial and other records are reliable for preparing financial statements and other data and for maintaining accountability of assets.

Financial and Operational Performance

During the year under review your Company has reported a total income of Rs. 13924.12 Thousand's when compared to previous years proceeds of Rs. 35045.98 Thousand's.

Liquidity and Capital Resources

Particulars	2021-2022 (Rs. in Thousand')	2020-2021 (Rs. in Thousand')
Cash and Cash Equivalents –		
Beginning of the year	0.08	0.08
End of the year	0.08	0.08
Net Cash provided (used) by -		
Operating activities	8396.31	48100.52
Investment activities	-4370.77	-51364.19
Financial activities		-



Hind Commerce Limited

The net cash outflow in the operating activities during the year under review has been Rs.8396.31 Thousand's Lakhs as compared to cash outflow of Rs. 48100.52 Thousand in previous year. Further, there is cash inflow in investment activity of Rs.-4370.77 Thousand's Lakhs as compared to inflow of Rs. -51364.19 Thousand's in previous year. The Cash flow from financial activities is Nil for the year under review.

Material Developments in Human Resources

The Company continues to lay emphasis on developing and facilitating optimum human performance. Performance management was the key word for the Company this year. Recruitment process has been strengthened to ensure higher competence levels.

There were 3 (three) permanent employees on the rolls of the Company as on March 31, 2022.

For and on behalf of the Board

Sd/-	Sd/-
Umesh Lahoti	Ujwal Lahoti
Managing Director	Director
(DIN: 00361216)	(DIN: 00360785)

Place: Mumbai

Date: 12th August, 2022



Hind Commerce Limited

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF HIND COMMERCE LIMITED

Opinion

We have audited the accompanying financial statements of Hind Commerce Limited (“the Company”), which comprise the Balance Sheet as at 31st March, 2022, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended and notes to financial statements and a summary of the 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 31st March, 2022, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis of Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made 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 obtained by us is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period.



Hind Commerce Limited

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.

Key audit matters	How our audit addressed the key audit matter
<p>Accounting for investments</p> <p>The Company has investments aggregating Rs. 12.53 crores in equity shares, debentures and units of mutual funds as at 31 March, 2021. These investments are measured either at amortised cost, Fair Value through Profit and Loss ('FVTPL') or Fair Value through Other Comprehensive Income ('FVTOCI') based on fulfilment of required criteria which involve management judgment.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none">• Read the minutes of the meetings authorising the investment.• Performed test of controls on the operating effectiveness of internal controls on investments.• Obtained management representations on the judgments exercised for classification of investments, including indicative yields and maturity periods considered for amortised cost workings.• Tested the disclosures made by the Company.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises Board's Report, Report on Corporate governance and Business Responsibility report 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.



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Management's Responsibilities 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 including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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.

Those Board of Directors are also 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 scepticism throughout the audit. We also:



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- 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 with reference to financial statements in place and the operating effectiveness of such control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the 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.

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



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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 the Companies (Auditor's Report) Order, 2016 (the 'Order') issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid 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 the written representations received from the directors as on 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of section 164 (2) of the Act.



Hind Commerce Limited

- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these financial statements and the operating effectiveness of such controls, refer to our separate Report in Annexure-B.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Section 197(16) of the Act, the same is not applicable as during the year the Company has neither paid nor provided for any remuneration to its directors.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
 - i. The Company does not have any pending litigation which would impact its financial position in its financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education & Protection Fund and, therefore, the question of delay in transferring such sums does not arise.

For S. S. Rathi & Co
Chartered Accountants
Firm Regn. No.: 108726W

Sd/-

D. P. Rathi
Partner
M.No. 042068

Place : Mumbai
Dated: 30.05.2022
UDIN: 22042068AJWSKL3171



Hind Commerce Limited

**ANNEXURE “A” TO INDEPENDENT AUDITORS' REPORT
(Referred to in paragraph 1 under Report on Other Legal and Regulatory
Requirements section of our Report of even date)**

1. The Company does not have any fixed assets and hence reporting under clause 3(i)(a), (i)(b) & (i)(c) of the said order are not applicable to the Company.
2. (a) As explained to us, the inventory has been physically verified by the management at reasonable intervals. In our opinion, the frequency of verification is reasonable.

(b) In our opinion and according to the information and explanations given to us, the procedures of verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company & the nature of its business.

(c) The Company is maintaining proper records of inventory. No discrepancies have been noticed on reconciliation of physical inventories with the book records.
3. As informed to us, the Company has not granted any loans, secured or unsecured, to companies, firms, and limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore, the provisions of Clause 3(iii)(a),(iii)(b) and (iii)(c) of the said Order are not applicable to the Company.
4. In our opinion and according to the information and explanations given to us, the Company has not granted any loans or provided any guarantees or security to the parties covered under Section 185. Further, the Company has complied with the provisions of section 186 of the Companies Act, 2013 in respect of the loans and investments made. The Company has not provided any guarantees or security.
5. The Company has not accepted any deposits from the public within the meaning of Sections 73 to 76 of the Act and the Rules framed thereunder to the extent notified.
6. Reporting under clause 3(vi) of the Order is not applicable as the Company's business activities are not covered by the Companies (Cost Records and Audit) Rules, 2014.



Hind Commerce Limited

7. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues applicable to it with the appropriate authorities though there has been minor delay in some cases.

No undisputed amounts payable in respect of statutory dues applicable to the Company were in arrears as at 31st March, 2021 for period of more than six months from the date they became payable.

(b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of Income Tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Goods and Service Tax & Value Added Tax that have not been deposited with the appropriate authorities on account of any dispute.

8. The Company has not taken any loans or borrowings from any financial institution or bank or Government nor has it issued any debentures as at the balance sheet date. Accordingly, the provisions of clause 3(viii) of the Order are not applicable to the Company.
9. The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly, the provisions of clause 3(ix) of the Order are not applicable to the Company.
10. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
11. The Company has neither paid nor provided for any managerial remuneration. Accordingly, the provisions of clause 3(xi) of the Order are not applicable to the Company.
12. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions of clause 3(xii) of the Order are not applicable to the Company.



Hind Commerce Limited

13. The Company has not entered into any transactions, of the nature specified under section 188 of the Act, with the related parties during the year. The provisions of section 177 are not applicable. Accordingly, the provisions of clause 3(xiii) of the Order are not applicable to the Company.
14. According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions of clause 3(xiv) of the Order are not applicable to the Company.
15. According to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of clause 3(xv) of the Order are not applicable to the Company.
16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of clause 3(xvi) of the Order are not applicable to the Company.

For S. S. Rathi & Co

**Chartered Accountants
Firm Regn. No.: 108726W**

Sd/-

D. P. Rathi

Partner

M.No. 042068

Place : Mumbai

Dated : 30.05.2022

UDIN: 22042068AJWSKL3171



Hind Commerce Limited

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

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 Hind Commerce Limited. (“The Company”) as of 31st March, 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for the Internal Financial Controls

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

Auditor’s Responsibility

Our responsibility is to express an opinion on Company’s internal financial controls over financial reporting with reference to these financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (‘the Guidance Note’) and the Standards on Auditing, prescribed under Section 143(10) of the Act 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 Guidance note require that we comply with ethical requirements and plan and perform audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these financial statements was established and maintained and if such controls operated effectively in all material



Hind Commerce Limited

respects.

An audit involves performing procedure to obtain audit evidence about the adequacy of the internal financial controls over financial reporting with reference to these financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting with reference to these financial statements included obtaining an understanding of internal financial controls over financial reporting with reference to these financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal controls based on the assessed risk. The procedures selected depend on the auditor's judgement, 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 over financial reporting with reference to these financial statements.

Meaning of Internal Financial Controls over financial reporting with reference to financial statements

A company's internal financial control over financial reporting with reference to financial statements is a process designed to provide a reasonable assurance regarding the reliability of financial reporting and preparation of financial statements for external purpose in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to financial statements 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 the transactions are recorded as necessary to permit preparation of financial statements in accordance with the generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over financial reporting with reference to financial statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to financial statements, including the possibility of



Hind Commerce Limited

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 control over financial reporting with reference to financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to financial statements 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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, maintained adequate internal financial controls over financial reporting with reference to these financial statements and such internal financial controls over financial reporting with reference to these financial statements were operating effectively as at 31st March, 2021, based on the criteria for internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For S. S. Rathi & Co
Chartered Accountants
Firm Regn. No.: 108726W

Sd/-

D. P. Rathi
Partner
M.No. 042068

Place : Mumbai
Dated : 30.05.2022
UDIN: 22042068AJWSKL3171



Hind Commerce Limited

Balance Sheet as at 31st MARCH, 2022

	Note	As At 31st Mar 2022 Amt (Rs. In 000's)	As at 31st Mar 2021 Amt (Rs. In 000's)
ASSETS			
Non-current Assets			
Financial Assets			
Investments	2	149,492.03	125,311.63
Non-current Tax Assets (Net)	3	0.61	0.61
Other Non-current Assets	4	628.86	1,182.37
		150,121.50	126,494.61
Current Assets			
Inventories	5	-	4,220.33
Financial Assets			
Trade Receivables	6	-	-
Cash and Cash Equivalents	7	1,457.08	1,076.78
Loans	8	1,003.37	1,034.69
Other Financial Assets	9	350.00	350.00
Other Current Assets	10	20.00	10.00
		2,830.44	6,691.80
TOTAL ASSETS		152,951.94	133,186.40
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	11	30,000.00	30,000.00
Other Equity	12	116,287.77	97,117.40
		146,287.77	127,117.40
Non-current Liabilities			
Deferred Tax Liabilities (net)	13	6,424.86	5,357.96
		6,424.86	5,357.96
Current Liabilities			
Financial Liabilities			
Trade Payables	14		
- Due to Micro Enterprises & Small Enterprises		-	-
- Due to Others		-	-
Other Current Liabilities	15	203.20	311.60
Current Tax Liabilities (Net)	16	36.11	399.45
		239.31	711.04
TOTAL EQUITY AND LIABILITIES		152,951.94	133,186.40

Basis of preparation, measurement and significant accounting policies

1

The accompanying notes are an integral part of these financial statements

As per our report of even date

For S. S. Rathi & Co
Chartered Accountants
(FRN.108726W)

D. P. Rathi
Partner
M. No. 042068
Udin : 22042068AJWSKL3171
Place : Mumbai
Dated : 30-05-2022

For and on behalf of Board of Directors

Sd/-
Ujwal Lahoti
Director
DIN:00360785

Sd/-
Rajesh Venket Bangera
Chief Financial Officer

Sd/-
Umesh Lahoti
Director
DIN:00361216

Sd/-
Pragati P. Sawant
Company Secretary



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST March 2022

PARTICULARS	Note	Year ended 31st March, 2022 Amt (Rs. In 000's)	Year ended 31st March, 2021 Amt (Rs. In 000's)
Revenue			
Revenue from Operations	17	6,793.28	33,481.85
Other Income	18	7,130.84	1,564.12
Total Income		13,924.12	35,045.98
EXPENSES			
Cost of Materials Consumed	19	4,791.25	20,626.92
Purchases of Traded Goods	20	-	9,066.17
Employee Benefits Expense	21	756.94	627.05
Finance Costs	22	30.59	46.76
Other Expenses	23	619.59	2,242.07
TOTAL EXPENSES		6,198.36	32,608.97
Profit before tax		7,725.76	2,437.01
Tax Expenses	13		
Current tax		356.54	931.38
Tax adjustment of previous year		-	(10.39)
Deferred tax		562.91	(37.38)
Total of Tax Expense		919.45	883.60
Profit For The Year (A)		6,806.31	1,553.40
OTHER COMPREHENSIVE INCOME			
Items that will not be reclassified subsequently to profit or loss			
Net fair value gain/(loss) on investments in equity instruments through OCI		12,868.05	15,274.00
Gain on sale of Equity Shares		-	832.18
Income tax benefit/(expense) on net fair value gain/(loss) on investments in equity instruments through OCI		(504.00)	(2015.31)
Income tax benefit/(expense) on gain on sale of equity shares		-	(112.08)
OTHER COMPREHENSIVE INCOME FOR THE YEAR (B)		12,364.06	13,978.79
TOTAL COMPREHENSIVE INCOME FOR THE YEAR (A+B)		19,170.37	15,532.19

Earnings per equity share of face value of Rs.10/-each

28

2.27

0.52

Basic and Diluted (Rs.)

The accompanying notes are an integral part of these financial statements

As per our report of even date

For S. S. Rathi & Co

Chartered Accountants

(FRN.108726W)

D. P. Rathi

Partner

M. No. 042068

Udin : 22042068AJWSKL3171

Place : Mumbai

Dated : 30-05-2022

For and on behalf of Board of Directors

Sd/-

Ujwal Lahoti

Director

DIN:00360785

Sd/-

Rajesh Venket Bangera

Chief Financial Officer

Sd/-

Umesh Lahoti

Director

DIN:00361216

Sd/-

Pragati P. Sawant

Company Secretary



Hind Commerce Limited

Statement of Cash Flows for the year ended 31st March, 2022

PARTICULARS	Year ended 31st March, 2022 Amt (Rs. In 000's)	Year ended 31st March, 2021 Amt (Rs. In 000's)
A CASH FLOW FROM OPERATING ACTIVITIES:		
Profit before exceptional items and tax	7,725.76	2,437.01
Adjustments for:		
Provision for Doubtful Advances	-	1,000.00
Interest income	(696.94)	(60.18)
Dividend income	(352.39)	(75.41)
Fair value (gain)/loss on investments	(2221.69)	(865.48)
Net (gain)/loss on sale of investments	(233.80)	(584.61)
Capital Gain (Short Term)	(218.94)	-
Share of Profit from Partnership Firm	(3624.73)	(18.64)
Interest on deferment of income tax	29.81	46.74
Expenses incidental to Investments	0.35	2.45
Cash (used in)/generated from operations before working capital changes	407.42	1,881.88
Adjustments for:		
Decrease/(Increase) in Inventories	4,220.33	7,434.67
(Increase)/Decrease in Other Non-current Assets	553.51	743.08
(Increase)/Decrease in Trade Receivables	-	45,354.33
(Increase)/Decrease in Other Current Assets	(10.00)	(8.00)
Increase/(Decrease) in Other Current Financial Liabilities	-	(205.45)
Increase/(Decrease) in Trade Payables	-	(6,095.70)
Increase/(Decrease) in Other Current Liabilities	(108.40)	(51.61)
Cash (used in)/generated from operations	5,062.87	49,053.19
Taxes paid (net of refunds)	(749.69)	(952.68)
Cash flow before exceptional items	4,313.18	48,100.52
Net cash (used in) / generated from operating activities - [A]	4,313.18	48,100.52
B CASH FLOW FROM INVESTING ACTIVITIES:		
Expenses incidental to Investments	(0.35)	(2.45)
Loans advanced received back	31.32	80.69
Purchase of Non-current investments	(8856.86)	(91199.83)
Sale proceeds of Non-current investments	-	39,472.90
Capital Gain (Short Term)	218.94	-
Interest received	696.94	60.18
(Investment)/Withdrawal (in)/of capital (of)/from P'ship Firm	3,624.73	148.91
Dividend received from others	352.39	75.41
Net cash (used in) / generated from investing activities - [B]	(3932.89)	(51364.19)
Net increase/(decrease) in cash and cash equivalents - [A+B]	380.30	(3263.67)
Add: Cash and cash equivalents at the beginning of the year (refer Note 7)	1,076.77	4,340.44
Cash and cash equivalents at the end of the year (refer Note 7)	1,457.08	1,076.77

Note: The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Statement of Cash Flows'.

The accompanying notes are an integral part of these financial statements

For S. S. Rathi & Co
Chartered Accountants
(FRN.108726W)

D. P. Rathi
Partner
M. No. 042068
Udin : 22042068AJWSKL3171
Place : Mumbai
Dated : 30-05-2022

For and on behalf of Board of Directors

Sd/-
Ujwal Lahoti
Director
DIN:00360785

Sd/-
Umesh Lahoti
Director
DIN:00361216

Sd/-
Rajesh Venket Bangera
Chief Financial Officer

Sd/-
Pragati P. Sawant
Company Secretary



Hind Commerce Limited

Statement of Changes in Equity for the year ended 31st March, 2022

A. EQUITY SHARE CAPITAL

	As at 31st March, 2022 Amt (Rs. In 000's)	As at 31st March, 2021 Amt (Rs. In 000's)
Balance at the beginning of the reporting year	30,000	30,000
Changes in Equity Share capital during the year	-	-
Balance at the end of the reporting year	30,000	30,000

B. OTHER EQUITY

Particulars	Reserves and Surplus		Items of Other Comprehensive Income (OCI)	Total (Rs. In 000's)
	Securities Premium (Rs. In 000's)	Retained Earnings (Rs. In 000's)	Equity instruments through OCI (Rs. In 000's)	
Balance as at 1st April, 2020	1.00	85,956.17	(4371.96)	81,585.21
Profit for the year		1,553.40		1,553.40
Other comprehensive income for the year (net of tax)			13,978.79	13,978.79
Total comprehensive income for the year				15,532.19
Balance as at 31st March, 2021	1.00	87,509.57	9,606.83	97,117.40
Balance as at 1st April, 2021	1.00	87,509.57	9,606.83	97,117.40
Profit for the year		6,806.31		6,806.31
Other comprehensive income for the year (net of tax)			12,364.06	12,364.06
Accumulated retained earnings of Investee company			3,615.44	3,615.44
Total comprehensive income for the year				22,785.81
Balance as at 31st March, 2022	1.00	94,315.88	21,970.89	119,903.21

As per our report of even date

For S. S. Rathi & Co
Chartered Accountants
(FRN.108726W)

D. P. Rathi
Partner
M. No. 042068
Place : Mumbai
Dated : 30-05-2022

For and on behalf of Board of Directors

Sd/-
Ujwal Lahoti
Director
DIN:00360785

Sd/-
Rajesh Venket Bangera
Chief Financial Officer

Sd/-
Umesh Lahoti
Director
DIN:00361216

Sd/-
Pragati P. Sawant
Company Secretary



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 St March 2022

Note 1

I COMPANY INFORMATION

Hind Commerce Limited was incorporated as a Public Limited Company with the Registrar of Companies, Punjab & Chandigarh vide Certificate of Incorporation dated October 19, 1984. Subsequently, the Company by special resolution and confirmed by an order of Company Law Board, New Delhi dated November 10, 1994 shifted the registered office from the State of Punjab to the State of Maharashtra.

At present, the Company is engaged in the business of dealing in cotton yarn and fabrics both in the domestic and international markets. The Company's head office is situated at Tardeo, Mumbai.

II BASIS OF PREPARATION, MEASUREMENT AND SIGNIFICANT ACCOUNTING POLICIES

(A) Basis of preparation of Financial Statements

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by the Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

These financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented in these financial statements.

(B) KEY ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the financial statements requires the Management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates. The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

All the assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle of twelve months and other criteria set out in Schedule III to the Companies Act, 2013.

(C) Current / Non-current Classification

Any asset or liability is classified as current if it satisfies any of the following conditions:

- i. The asset/liability is expected to be realized/settled in the Company's normal operating cycle;
- ii. The asset is intended for sale or consumption;
- iii. The asset/liability is held primarily for the purpose of trading;
- iv. The asset/liability is expected to be realized/settled within twelve months after the reporting period;
- v. The asset is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date;
- vi. In the case of a liability, the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

All other assets and liabilities are classified as non-current.

(D) SIGNIFICANT ACCOUNTING POLICIES

i Inventories:

Inventories is valued at lower of cost and net realizable value. Cost include purchase price as well as incidental expenses. Cost formula used is either 'Specific Identification' or 'FIFO'. The net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

ii Cash and Cash Equivalents:

Cash and cash equivalents for the purpose of Cash Flow Statement comprise cash and cheques in hand, bank balances and short-term (three months or less from the date of acquisition), highly liquid investments that are readily convertible into cash and which are subject to an insignificant risk of changes in value.

iii Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of



another entity.

Financial Assets

Initial recognition and measurement:

The Company recognizes a financial asset in its Balance Sheet when it becomes party to the contractual provisions of the instrument. All financial assets are recognized initially at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets, which are not at fair value through profit or loss, are added to the fair value measured on initial recognition of financial asset. Where the fair value of a financial asset at initial recognition is different from its transaction price, the difference between the fair value and the transaction price is recognized as a gain or loss in the Statement of Profit and Loss at initial recognition if the fair value is determined through a quoted market price in an active market for an identical asset (i.e. level 1 input) or through a valuation technique that uses data from observable markets (i.e. level 2 input). In case the fair value is not determined using a level 1 or level 2 input as mentioned above, the difference between the fair value and transaction price is deferred appropriately and recognized as a gain or loss in the Statement of Profit and Loss only to the extent that such gain or loss arises due to a change in factor that market participants take into account when pricing the financial asset.

However, trade receivables that do not contain a significant financing component are measured at the transaction price.

Subsequent measurement:

Financial assets are subsequently measured at amortised cost, fair value through other comprehensive income (FVTOCI) or fair value through profit or loss (FVTPL) on the basis of both:

- The entity's business model for managing the financial assets, and
- The contractual cash flow characteristics of the financial assets.

(a) Measured at amortised cost: Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortised cost using the effective interest rate ('EIR') method less impairment, if any. The amortisation of EIR and loss arising from impairment, if any, is recognised in the Statement of Profit and Loss. This category applies to cash and bank balances, trade receivables, loans and other financial assets of the Company. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument. (b) Measured at fair value through other comprehensive income: Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any, are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss. Further, the Company, through an irrevocable election at initial recognition, has measured investments in equity instruments other than investment in subsidiary at FVTOCI. The Company has made such election on an instrument by instrument basis. These equity instruments are neither held for trading nor are contingent consideration recognized under a business combination. Pursuant to such irrevocable election, subsequent changes in the fair value of such equity instruments are recognized in OCI. However, the Company recognizes dividend income from such instruments in the Statement of Profit and Loss. On derecognition of such financial assets, cumulative gain or loss previously recognized in OCI is not reclassified from the equity to Statement of Profit and Loss. However, the Company may transfer such cumulative gain or loss into retained earnings within equity. (c) Measured at fair value through profit or loss: A financial asset is measured at FVTPL unless it is measured at amortized cost or at FVTOCI. This is a residual category applied to all other investments of the Company excluding investments in subsidiary. Such financial assets are subsequently measured at fair value at each reporting date. Fair value changes are recognized in the Statement of Profit and Loss.

Derecognition The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset. Impairment of Financial Assets Expected credit losses are recognized for all financial assets subsequent to initial recognition. For financial assets other than trade receivables, as per Ind AS 109, the Company recognizes 12-month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. The Company's trade receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall. The impairment losses and reversals are recognized in Statement of Profit and Loss.



Financial Liabilities:

Initial recognition and measurement

Financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the fair value. Transaction costs that are directly attributable to the financial liabilities (other than financial liability at fair value through profit or loss) are deducted from the fair value measured on initial recognition of financial liability.

Subsequent measurement

Financial liabilities are subsequently measured at amortized cost using the EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognized in the Statement of Profit and Loss.

Derecognition

A financial liability is derecognized when the obligation specified in the contract is discharged, cancelled or expires.

iv FAIR VALUE MEASUREMENT:

The Company measures financial instruments at fair value in accordance with the accounting policies mentioned above. Fair value is the price that would be received on sell of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- in the principal market for the asset or liability, or
- in the absence of a principal market, in the most advantageous market for the asset or liability.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy that categorizes into three levels, described as follows, the inputs to valuation techniques used to measure value. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 inputs) and the lowest priority to unobservable inputs (Level 3 inputs).

Level 1: Quoted (unadjusted) prices in active markets for identical assets or liabilities

Level 2 — inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3 — inputs that are unobservable for the asset or liability

For assets and liabilities that are recognized in the financial statements at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization at the end of each reporting period and discloses the same.

v Provisions, Contingent Liabilities and Contingent Assets:

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date.

If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

Contingent assets are neither recognized nor disclosed except when realization of income is virtually certain, related asset is disclosed.

vi Revenue Recognition:

The Company recognizes revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Company and specific criteria have been met for each of the Company's activities as described below:

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract. Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales such as sales tax, value added tax, etc. Export benefits available under the Export Import policy of the Government of India are accounted for in the year of export, to the extent measurable. Dividend income on investments is recognized when the right to receive dividend is established. Interest income is recognized on a time proportionate basis taking into account the amounts invested and the rate of interest. For all financial instruments measured at amortized cost, interest income is recorded using the Effective interest rate method to the net carrying amount of the financial assets.



vii Expenditure:

Expenses are accounted on accrual basis.

viii Employee Benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and they are recognized in the period in which the employee renders the related service. The Company recognizes the undiscounted amount of short-term employee benefits expected to be paid in exchange for services rendered as a liability.

ix Income Taxes:

Tax expense is the aggregate amount included in the determination of profit or loss for the period in respect of current tax and deferred tax.

Current tax:

Current tax is the amount of income taxes payable in respect of taxable profit for a period. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible under the Income Tax Act, 1961.

Current tax is measured using tax rates that have been enacted by the end of reporting period for the amounts expected to be recovered from or paid to the taxation authorities.

Deferred tax:

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit under Income tax Act, 1961.

Deferred tax liabilities are generally recognized for all taxable temporary differences. However, in case of temporary differences that arise from initial recognition of assets or liabilities in a transaction that affect neither the taxable profit nor the accounting profit, deferred tax liabilities are not recognized.

Deferred tax assets are generally recognized for all deductible temporary differences to the extent it is probable that taxable profits will be available against which those deductible temporary difference can be utilized. In case of temporary differences that arise from initial recognition of assets or liabilities in a transaction that affect neither the taxable profit nor the accounting profit, deferred tax assets are not recognized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the benefits of part or all of such deferred tax assets to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

Presentation of current and deferred tax:

Current and deferred tax are recognized as income or an expense in the Statement of Profit and Loss, except when they relate to items that are recognized in Other Comprehensive Income, in which case, the current and deferred tax income/expense are recognized in Other Comprehensive Income.

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. In case of deferred tax assets and deferred tax liabilities, the same are offset if the Company has a legally enforceable right to set off corresponding current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority on the Company.

x Foreign Currencies:

a) Initial Recognition

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss of the year.

b) Measurement of Foreign Currency Items at the Balance Sheet Date

Foreign currency monetary items of the Company are translated at the closing exchange rates. Non-monetary items that are measured at historical cost in a foreign currency, are translated using the exchange rate at the date of the transaction. Non-monetary items that are measured at fair value in a foreign currency, are translated using the exchange rates at the date when the fair value is measured.

Exchange differences arising out of these translations are recognized in the Statement of Profit and Loss.



xi Earnings Per Share:

Basic EPS is arrived at based on net profit after tax available to equity shareholders to the weighted average number of equity shares outstanding during the year.

The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity shares unless impact is anti-dilutive.

xii Cash flows Statement

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

xiii Recent Pronouncements

On March 24, 2021, the Ministry of Corporate Affairs (“MCA”) through a notification, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from April 1, 2021. Key amendments relating to Division II which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules, 2015 are:

Balance Sheet:

- Lease liabilities should be separately disclosed under the head ‘financial liabilities’, duly distinguished as current or non-current.
- Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period.
- Specified format for disclosure of shareholding of promoters.
- Specified format for ageing schedule of trade receivables, trade payables, capital work-in-progress and intangible asset under development.
- If a company has not used funds for the specific purpose for which it was borrowed from banks and financial institutions, then disclosure of details of where it has been used.
- Specific disclosure under ‘additional regulatory requirement’ such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of company, loans and advances to promoters, directors, key managerial personnel (KMP) and related parties, details of benami property held etc.

Statement of profit and loss:

- Additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and crypto or virtual currency specified under the head ‘additional information’ in the notes forming part of the financial statements.

The amendments are extensive and the Company will evaluate the same to give effect to them as required by law.



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST March 2022

(2) Non-current Investments	Face Value	31.3.2022		31.03.2021	
		No. of Units (in 000's)	Amount (Rs. In 000's)	No. of Units (in 000's)	Amount (Rs. In 000's)
Non-trade Investments					
I Investments measured at fair value through other comprehensive income					
a) Investment in Equity Instruments					
A. Quoted					
Lahoti Overseas Ltd.	2	707.50	20,588.25	707.50	9,657.38
Damodar Industries Ltd.	10	0.25	15.01	0.25	5.89
Indus Finance Limited	10	1.00	12.23	1.27	1.27
Emami Ltd.	1	7.20	3,224.16	7.20	3,511.08
Emami Realty Ltd.	10	0.40	23.96	0.40	15.98
K.P.R.Mill Ltd.	5	2.00	1,246.20	0.40	425.94
Adani Ports and Special Eco. Zone Ltd	2	0.37	286.42	0.37	260.02
Nagreeka Exports Ltd	5	0.10	3.78	0.10	1.51
Reliance Industries Ltd.	10	1.48	3,898.25	1.48	2,964.74
Prime Urban Development India Ltd.	5	0.10	1.09	0.10	0.81
* Bhalchandaram Clothing Ltd.	10	92.50	925.00	92.50	925.00
			30,224.34		17,769.60
B. Unquoted					
Investments in other companies					
Asthvinayak Textile Trading Pvt Ltd.	10	32.50	1,939.28	32.50	1,910.87
Janaksuta Textile & Yarn Pvt Ltd.	10	32.50	2,311.40	32.50	2,482.56
Mast Mast Textile Trading Pvt Ltd.	10	32.50	3,869.13	32.50	3,783.99
Pawansoot Textiles Pvt Ltd.	10	22.50	3,753.90	22.50	3,692.82
Step by Step Exports Pvt Ltd.	10	92.50	9,903.05	92.50	9,655.73
Sanghi Spinners India Ltd.	10	25.00	-	25.00	-
Jamvant Textiles Pvt Ltd.	10	34.00	4,095.30	34.00	4,023.85
Mansadevi Text & Yarn Supplier Pvt Ltd.	10	17.00	918.34	17.00	914.21
Shakambri Fabrics Pvt Ltd.	10	23.50	3,712.53	23.50	3,638.24
Crystal Tradecom Limited	10	50.00	434.50	50.00	421.84
			30,937.42		30,524.11

Note: In absence of audited figures of investee companies, book value at the end of 31st March, 2021 is considered as the fair value for 31st March, 2022.

II Investments measured at fair value through profit and loss					
A. Quoted					
Investment in Debentures					
Secured Redeemable Non-convertible Principal Protected Market Linked Debentures (NCDs) of Reliance Capital Ltd (RCL MLD Series B/410 – Type IV)		26.00	795.83	26.00	795.83
			795.83		795.83
Investment in Bonds					
7.74% SBI SR I 7.74 BD Perpetual FV Rs. 10Lacs		9.00	9,585.49		-
			9,585.49		-
Investment in units of Mutual Funds					
Kotak Saving Fund-Growth-Regular Plan		2,124.97	74,140.11	1,960.33	66,123.15
Kotak Liquid Regular Plan Growth			-	1.93	8,004.81
Nippon India Liquid Fund - Growth Plan			-	0.38	1,910.02
			74,140.11		76,037.98
III Investments measured at Cost					
A. Unquoted					
Investments in Limited Liability Partnership #					
Kirti Stock Brokers LLP			3,806.73	3.00	182.00
			3,806.73		182.00



Hind Commerce Limited

Debentures of Rs. 30/- each of Rajashree Poly	0.07	2.10	0.07	2.10
		2.10		2.10
Total Non-current Investments		149,492.03		125,311.63
Aggregate value of quoted investments		105,160.29		94,603.41
Market value of quoted investments		105,160.29		94,603.41
Aggregate value of unquoted investments		34,746.25		30,708.21
* Quotation not available and hence market value taken at cost.				
# Investment in Limited Liability Partnership				
Name of LLP: Kirti Stock Brokers LLP				
Name of the Partner		As At		As At
		31.03.2022		31.03.2021
		Share in		Share in
		Partnership		Partnership
		(in %)		(in %)
Umesh Lahoti		27.77%		27.77%
Ujwal Lahoti		27.77%		27.77%
Jayashree Lahoti		12.33%		12.33%
Manjushri Lahoti		12.33%		12.33%
Saurabh Lahoti		9.00%		9.00%
Aaditya Lahoti		9.00%		9.00%
Hind Commerce Limited		1.80%		1.80%
TOTAL		100%		100%
The Accounts of the LLP are made up to 31st March, 2022.				

Note 3

NON-CURRENT TAX ASSETS (NET)

Advance payment of income tax (net)

	As at 31-03-22 Amt (Rs. In 000's)	As at 31-03-21 Amt (Rs. In 000's)
	0.61	0.61
	0.61	0.61

Note 4

OTHER NON-CURRENT ASSETS

Deposit with Sales Tax Authorities

Other Deposit

Balance with Govt. Authorities

	25.00	25.00
	1.21	1.21
	602.65	1,156.16
	628.86	1,182.37

Note 5

INVENTORIES

Raw Materials

- Unprocessed cotton yarns

	-	4,220.33
	-	4,220.33

Note 6

TRADE RECEIVABLES

(Unsecured, considered good)

Outstanding for a period less than six months

from the date they are due for payment

	-	-
	-	-

Refer Note 25 for information about credit risk and market risk of trade receivables.

Note 7

CASH AND CASH EQUIVALENTS

Cash on hand

Balance with Banks

-in Current Accounts

- in Deposits with original maturity of less than three months

	8.71	8.71
	1,448.37	1,068.07
	-	-
	1,457.08	1,076.78

Note 8

CURRENT LOANS

Loans and advances to employees

Other loans & advances

	-	31.33
	2,503.36	2,503.36



Hind Commerce Limited

Less: Provision for bad and doubtful loans	(1500.00)	(1500.00)
	1,003.36	1,034.69

Break-up

Loans considered good - Unsecured	-	31.33
Loans which have significant increase in credit risk	2,503.36	2,503.36
Less: Provision for bad and doubtful loans	(1500.00)	(1500.00)
	1,003.36	1,034.69

Note 9

OTHER FINANCIAL ASSETS

Sundry Deposits	350.00	350.00
	350.00	350.00

Deposit being interest free security deposit, for Office Premises, to a company in which some of the Directors are interested.

Note 10

OTHER CURRENT ASSETS

Other advances	-	10.00
Advance payment against Salary	20.00	-
	20.00	10.00

Note 11

EQUITY SHARE CAPITAL

Authorised

1,10,00,000 (P.Y. 1,10,00,000) Equity Shares of Rs. 10/- each 110,000 110,000

Issued, subscribed and paid-up capital

3000,000 (P.Y. 3000,000) Equity Shares of Rs. 10/- each, fully paid-up 30,000 30,000

30,000 30,000

- The number of shares and amount outstanding at the beginning and at the end of the reporting year is same.
- The Company has only one class of equity shares having a par value of Rs.10/- per share. Each holder of equity share is entitled to same rights based on the number of shares held.
- Shares in the Company held by Promoters and Shareholders each holding more than 5% of the Share Capital (other than promoters)

Details of Shares held by promoters at the end of the year (In 000's)

Name of Promoters	As on 31.03.2022		As on 31.03.2021	
	No. of Shares Held	Percentage of holding	No. of Shares Held	Percentage of holding
Ujwal R Lahoti	425.10	14.17%	425.10	14.17%
Umesh R Lahoti	250.00	8.33%	250.00	8.33%
Jayashree U Lahoti	100.00	3.33%	100.00	3.33%
Manjushri Umesh Lahoti	100.00	3.33%	100.00	3.33%
R K Lahoti HUF	42.50	1.42%	42.50	1.42%

Details of Shareholders each holding more than 5% of the Share Capital (In 000's)

Name of Shareholders	As on 31.03.2022		As on 31.03.2021	
	No. of Shares Held	Percentage of holding	No. of Shares Held	Percentage of holding
Krishna Kripa Holding Pvt Ltd	512.50	17.08%	512.50	17.08%
Rashyap Impex Pvt Ltd	500.00	16.67%	500.00	16.67%
Ascent Leasing and Finance Company Limited	443.50	14.78%	443.50	14.78%
Ujwal R Lahoti	425.10	14.17%	425.10	14.17%
Umesh R Lahoti	250.00	8.33%	250.00	8.33%

Note 12

OTHER EQUITY

Refer Statement of Changes in Equity for detailed movement in Other Equity balance.

A. Summary of Other Equity balance

Securities Premium Account	1.00	1.00
Retained Earnings	94,315.88	87,509.57
Items of Other Comprehensive Income		



Hind Commerce Limited

- Fair value of Equity Instruments through OCI
(Includes accumulated retained earnings of Rs. 3,615.441 (in Lacs) of investee company, converted into LLP)

21,970.89 9,606.83

116,287.77 97,117.40

B. Nature and purpose of reserves

- (a) **Securities Premium Account:** Securities premium account is used to record the premium on issue of shares. This account is utilised in accordance with the provisions of the Act.
- (b) **Retained Earnings:** Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

Note 13

INCOME TAXES

A. The major components of income tax expense for the year are as under

I. Income Tax Expenses recognised in the Statement of Profit and Loss

Current tax

In respect of Current year	356.54	931.38
In respect of Earlier year	-	(10.39)

Deferred tax

In respect of current year	562.91	(37.38)
----------------------------	--------	---------

Income Tax Expenses recognised in the Statement of Profit and Loss	919.45	883.60
---	---------------	---------------

II. Tax on Other Comprehensive Income

Deferred tax

On net fair value gain/(loss) on investments in equity instruments through OCI	(504.00)	(2015.31)
Income tax benefit/(expense) on gain on sale of equity shares	-	(112.08)
	(504.00)	(2127.39)

B. RECONCILIATION OF EFFECTIVE TAX RATE

The reconciliation between the statutory income tax rate applicable to the Company and the effective income tax rate of the Company is as follows :

Statutory income tax rate	25.17%	25.17%
Profit before tax	7,725.76	2,437.01
Income tax as per above rate	1,944.42	613.35

Adjustments:

Expenses not deductible for tax purposes	7.50	264.06
Tax effect due to exempt income	(1087.59)	(4.69)
Tax Rate difference paid on book profits, Capital Gain	51.36	276.49
Tax effect due to set-off of capital loss	-	-
Effect of Investment measured at FVTPL	3.75	(255.21)

Income tax as per statement of profit and loss	919.45	894.00
---	---------------	---------------

Adjustments in respect of current income tax of previous year	-	(10.39)
---	---	---------

Income tax as per statement of profit and loss	919.45	883.60
---	---------------	---------------

The major components of deferred tax (liabilities)/assets arising on account of timing differences are as follows:

As at 31st March, 2022

Particulars	Balance Sheet 01.04.2021 Amt(Rs.)	Profit and Loss Amt(Rs.)	OCI Amt(Rs.)	Balance Sheet 31.03.2022 Amt(Rs.)
Difference in carrying value and tax base of investments measured at FVTPL	(2.91)	(562.91)		(565.82)
Difference in carrying value and tax base of investments measured at Fair Value in OCI	(5355.04)	-	(504.00)	(5859.04)
Deferred Tax (Charge)/Credit		(562.91)	(504.00)	
Deferred Tax (Liabilities)/Assets	(5357.96)			(6424.86)



Hind Commerce Limited

The major components of deferred tax (liabilities)/assets arising on account of timing differences are as follows:

As at 31st March, 2021

Particulars	Balance Sheet 01.04.2020 Amt(Rs.)	Profit and Loss Amt(Rs.)	OCI Amt(Rs.)	Balance Sheet 31.03.2021 Amt(Rs.)
Difference in carrying value and tax base of investments measured at FVTPL	(40.30)	37.38	-	(2.91)
Difference in carrying value and tax base of investments measured at Fair Value in OCI	(3227.65)	-	(2127.39)	(5355.04)
Deferred Tax (Charge)/Credit		37.38	(2127.39)	
Deferred Tax (Liabilities)/Assets	(3267.95)			(5357.96)

(c) **Equity Instruments through Other Comprehensive Income:** This represents the cumulative gains and losses arising on the revaluation of equity instruments measured at fair value through other comprehensive income, under an irrevocable option.

Note 14

TRADE PAYABLES

Due to Micro Enterprises & Small Enterprises -
Due to Others -

Note 15

OTHER CURRENT LIABILITIES

Salaries, wages, bonus payable	58.69	41.20
Other Payables	138.51	261.76
Advance received from Customer	-	2.97
Statutory dues	6.00	5.68
	<u>203.20</u>	<u>311.60</u>

Note 16

CURRENT TAX LAIBILITIES (NET)

Provision for Income Tax (net)	36.11	399.45
	<u>36.11</u>	<u>399.45</u>

Note 17

REVENUE FROM OPERATIONS

Sales of Products

Export Sales		
-Cotton Yarn	-	-
-Cotton Fabrics (traded goods)	-	9,467.66
Local Sales		
-Cotton Yarn	6,793.28	23,788.92
Other Operating Revenue	-	-
Duty Drawback	-	225.27
	<u>6,793.28</u>	<u>33,481.85</u>

Revenue based on Geography

Domestic	6,793.28	23,788.92
Export	-	9,692.93
	<u>6,793.28</u>	<u>33,481.85</u>

Note 18

OTHER INCOME

Interest on FD	-	50.87
Interest on Loan	0.34	9.31
Interest on SBI Bond	696.60	-
Dividend income	352.39	75.41
Investments measured at fair value through profit or loss	2,221.69	865.48
Profit on sale of Investments measured at fair value through profit or loss	14.86	439.23
Profit on sale of Investments	218.94	145.38
Sundry Balances W/back	1.28	-
Share of Profit from Partnership Firm	3,624.73	18.64
Gain/(Loss) on Foreign Exchange Fluctuation	-	-96.06
Miscellaneous Income	-	55.87



Hind Commerce Limited

	7,130.84	1,564.12
Note 19		
COST OF MATERIALS CONSUMED		
Opening Stock	4,220.33	11,655.00
Purchases (Cotton Yarn)	503.95	11,200.08
Add: Customs Duty on Import	-	286.05
Other Expenses related to Shipment Charges, Detention Charges,etc	-	280.13
Job Work Charges for Yarn Processing	66.96	1,425.99
	4,791.25	24,847.25
Less: Closing Stock		
- Inventory of Cotton Yarn	-	4,220.33
	4,791.25	20,626.92
Note 20		
PURCHASES OF STOCK-IN-TRADE		
Local Purchase		
-Cotton Fabrics	-	9,066.17
	-	9,066.17
Note 21		
EMPLOYEE BENEFITS EXPENSE		
Salary, bonus etc.	756.94	627.05
	756.94	627.05
Note 22		
FINANCE COSTS		
Interest on deferment of income tax	29.81	46.74
Interest on GST and TDS	0.78	0.02
	30.59	46.76
Note 23		
OTHER EXPENSES		
Advertisement Exps	59.66	58.98
Bank Charges	30.96	33.80
Demat & Transaction Charges	-	0.50
Clearing and Forwarding Charges	-	8.10
Discount Given	-	112.11
Ocean Freight	-	162.25
Road Transport	5.50	346.00
Shipment Charges	-	19.00
Commission	31.73	-
Filing , Listing and Annual Custodial Fees	329.84	329.44
GST Expenses	41.25	13.32
Conveyance Expenses	3.90	0.65
Membership and Subscription Fees	6.00	11.00
Printing and Stationery	1.39	-
Auditors' Remuneration		
- For Audit	50.00	50.00
- For Limited Review	10.00	2.50
Legal & Professional Fees	49.00	90.24
Profession Tax	-	2.00
Securities Transaction Tax	0.35	1.95
Office & General Exp.	-	0.24
Provision for Doubtful Advances	-	1,000.00
	619.59	2,242.07



Note 24

FINANCIAL INSTRUMENTS

ACCOUNTING CLASSIFICATIONS AND FAIR VALUES

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

The categories used are as follows:

- Level 1: Quoted prices for identical instruments in an active market;
- Level 2: Directly or indirectly observable market inputs, other than Level 1 inputs; and
- Level 3: Inputs which are not based on observable market data.

The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

	Note	As at 31st March, 2022 Amt (Rs.)	As at 31st March, 2021 Amt (Rs.)	Level
FINANCIAL ASSETS				
Financial assets measured at fair value				
Investments measured at				
i. Fair value through other comprehensive income	2	61,161.76	48,293.71	Quoted Equity Investment-Level 1; Unquoted Equity investment- Level-3 Level-1
ii. Fair value through profit and loss	2	84,521.44	76,833.81	
Financial assets measured at amortised cost				
Investments		3,808.83	184.10	
Trade receivables	5	-	-	
Cash and cash equivalents	7	1,457.08	1,076.78	
Loans	8	1,003.37	1,034.69	
Security deposits	9	350.00	350.00	
		152,302.47	127,773.09	
FINANCIAL LIABILITIES				
Financial liabilities measured at carrying amount				
Trade Payables	14	-	-	
		-	-	

The Company has disclosed financial instruments such as cash and cash equivalents, trade receivables at carrying value because their carrying amounts are a reasonable approximation of the fair values due to their short-term nature.

Note 25 FINANCIAL RISK MANAGEMENT

The Company's activities expose it to market risk, liquidity risk and credit risk. The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. This note explains the sources of risk which the Company is exposed to and how the Company manages the risk and the related impact in the financial statements.

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments, including investments and deposits, foreign currency receivables, payables and borrowings.

The Company's overall risk management focuses on the unpredictability of financial market and seeks to minimize potential adverse effects on the financial performance of the Company.

Foreign Exchange Risk:

Foreign exchange risk is the risk of impact related to fair value or future cash flows of an exposure in foreign currency, which fluctuate due to changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates to export of Cotton.

The Company regularly evaluates exchange rate exposure arising from foreign currency transactions. The Company follows the established risk management policies and standard operating procedures.

**Interest Rate Risk:**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in prevailing market interest rates. The Company's exposure to the risk due to changes in interest rates is Nil.

Equity Price Risk:

The Company is exposed to equity price risks arising from equity investments. Equity investments are held for strategic rather than trading purposes. The Company does not actively trade in these investments.

Credit Risk:

Credit risk refers to risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk arises primarily from financial assets such as trade receivables, investment in mutual funds, derivative financial instruments, other balances with banks, loans and other receivables.

The Company has adopted a policy of only dealing with counterparties that have sufficiently high credit rating. The Company's exposure and credit ratings of its counterparties are continuously monitored and the aggregate value of transactions is reasonably

spread amongst the counterparties.

Credit risk arising from investment in mutual funds, derivative financial instruments and other balances with banks is limited and there is no collateral held against these because the counterparties are banks and recognised financial institutions with high credit ratings assigned by the international credit rating agencies.

Trade Receivables & Loans

The Company has credit evaluation policy for each customer and, based on the evaluation, credit limit of each customer is defined. Wherever the Company assesses the credit risk as high, the exposure is backed by either bank, guarantee/letter of credit or security deposits. There are no Trade Receivables passed due date and impaired as at 31 March 2021. Financial assets related to loans where there is significant credit risk the provision has been made using the provision matrix. Loans passed due date and impaired are Rs. 25,03,356/- and provision on same is Rs. 15,00,000/-.

The provision rates are based on days past due; and the calculation reflects the probability weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

Liquidity Risk:

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at reasonable price. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. The Company's finance team is responsible for managing liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's liquidity position through rolling forecasts on the basis of expected cash flows.

Regulatory Risk:

The Company is exposed to risk attached to various statutes, laws and regulations including the Competition Act. The Company is mitigating these risks through regular review of legal compliances carried out through internal scrutiny as well as external compliance audits.

Capital Risk Management:

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management policy is to ensure that all times, it remains going concern and safeguard interest of its shareholders and stakeholders.

Commodity Price Risks:

The Company is exposed to the risk of price fluctuations of goods. The Company proactively manages these risks through forward booking, inventory management and proactive vendor development practices. The Company's reputation for quality, product differentiation and service, with a robust marketing network mitigates the impact of price risk on finished goods.

Note- 26 Segment Reporting

The Company is dealing in textiles and all the activities of the Company revolve around this activity. As such there are no reportable segment as defined by Ind AS 108 on Operating Segment issued by the Institute of Chartered Accountants of India.

Note-27 Related Party Disclosures**i. List of Related Parties with whom transaction have taken place & Relationship.**

Name of the Related Party	Relationship
a. Ujwal Lahoti	Key Manegerial Person (Director)
b. Umesh Lahoti	Key Manegerial Person (Director)
c. Sanjay Soni	Key Manegerial Person (Director)
d. Rajesh Bangera	Key Manegerial Person (CFO)
e. Pragati Sawant	Key Manegerial Person (CS)



Hind Commerce Limited

f. P.S. Ware Information Pvt. Ltd. Enterprise over which Key Management Personnel are able to exercise significant influence

ii. Transaction with Related Parties during the year :-

a. Key Manegerial Person

Interest received	-	9.31
Loan advanced received back	31.33	80.69
Loan Taken	-	-
Loan Repaid	-	-
Salary, Bonus, etc	406.80	627.05

iii. Balance outstanding at the year end is as under :

a. Key Manegerial Person

Short-term Loan	-	31.33
Salary & Bonus Payable	30.17	41.20

b. Enterprises over which Key Management personnel are able to exercise significant influence :

Deposits Given	350.00	350.00
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Note-28 Earnings Per Share (EPS)

Weighted Average Number of Equity Shares outstanding		
i) during the year	3,000.00	3,000.00
ii) Net Profit after tax available for Equity Shareholders (Rs.)	6,806.31	1,553.40
iii) Basic and Diluted Earnings Per Share (Rs.)	2.27	0.52
iv) Nominal Value Per Share (Rs.)	10/-	10/-

The Company does not have any outstanding dilutive potential equity shares.

Note-29 Earnings in Foreign Currency

FOB Value of Exports	-	9,467.66
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NOTE-30 Financial Ratio

Sr. No.	Ratios	Numerator	Denominator	31.03.2022	31.03.2021	% Change	Reason for Variance
1	Current Ratio	Current Assets	Current Liabilities	11.83	9.41	25.68	In C.Y Current Liabilities is less as compared to P.Y.
2	Debt-Equity Ratio	Total Debt	Shareholder's Equity	NA	NA	NA	-
3	Debt Service Coverage Ratio	Earning for Debt Service= Net Profit after Tax + Non cash operating expenses(Depreciation)	Debt Service= Interest & Lease Payments +Principal Repayments	NA	NA	NA	-
4	Return on Equity Ratio (in %)	Net Profit after Tax - Preference Dividend	Average Shareholder's Equity	4.98	1.30	2.83	-
5	Inventory turnover ratio	Cost of Goods Sold	Average Inventory	NA	NA	NA	-
6	Trade Receivables turnover ratio	Net Credit Sales= Gross Credit Sales-Sales Return	Average Trade Receivables	NA	NA	NA	-



Hind Commerce Limited

7	Trade payables turnover ratio	Net Credit Purchases= Gross Credit Purchases- Purchase Return	Average Trade Payables	NA	NA	NA	-
8	Net capital turnover ratio	Net Sales= Total sales - sales return	Working Capital = Current assets - Current liabilities	2.62	5.60	(53.17)	-
9	Net profit ratio (in %)	Net Profit	Net Sales = Total sales - sales return	100.19	4.64	20.60	-
10	Return on Capital employed (in %)	Earnings before interest and taxes	Capital Employed = tangible net worth + total debt + deferred tax liability	5.28	1.92	1.75	-
11	Return on investment (in %)	Interest(Finance Income)	Investment	14.55	19.45	(25.18)	-

Note-31 Previous year figures

Previous Year's figures have been regrouped/reclassified, wherever necessary, to correspond with the current year's classification/disclosures.

As per our report of even date

For S. S. Rathi & Co

Chartered Accountants

(FRN.108726W)

D. P. Rathi

Partner

M. No. 042068

Udin : 22042068AJWSKL3171

Place : Mumbai

Dated: 30/05/2022

For and on behalf of Board of Directors

Sd/-

Ujwal Lahoti

Director

DIN:00360785

Sd/-

Umesh Lahoti

Director

DIN:00361216

Sd/-

Rajesh Venket Bangera

Chief Financial Officer

Sd/-

Pragati P. Sawant

Company Secretary