

**ARMAN HOLDINGS LIMITED**

**38<sup>th</sup> Annual Report**

**2019-20**

**ARMAN HOLDINGS LIMITED**

Corporate Identity Number (CIN): L65993GJ1982PLC082961

<b>BOARD OF DIRECTORS</b>	:	<b>Mr. Deepak K Babel</b> <b>Mrs. Priyadarshani Babel</b>  <b>Mr. PradeepKumar Jain</b>  <b>Mr. Suresh M Suthar</b>	<b>Managing Director</b> <b>Non-Executive Director &amp; Non-Independent Director</b> <b>Non-Executive Director &amp; Independent Director</b> <b>Non-Executive Director &amp; Independent Director</b>
<b>COMPANY SECRETARY AND COMPLIANCE OFFICER</b>	:	<b>Ms. Heena Banga</b> (wef 14/01/2020)	
<b>CHIEF FINANCE OFFICER</b>	:	<b>Mr. Ayush Jain</b>	
<b>REGISTERED OFFICE</b>	:	<b>419, Rajhans Heights, Mini Bazar, Varachha Road, Surat- 395006, Gujarat, India.</b> Email: armanholdingsltd@gmail.com Website : www.armanholdings.in	
<b>STATUTORY AUDITORS</b>	:	<b>M/s. Anmol Rana &amp; Associates</b> <b>Chartered Accountants</b>	
<b>BANKERS</b>	:	<b>IDBI Bank Limited</b>	
<b>REGISTRAR &amp; TRANSFER AGENT</b>	:	<b>Adroit Corporate Service Private Limited.</b> 19, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai – 400 059, Maharashtra, India Phone: 022 – 4227 0400 Fax: 022 – 28503748 Email: support@adroitcorporate.com Website: www.adroitcorporates.com	

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**ARMAN HOLDINGS LIMITED**

419, Rajhans Heights, Mini Bazar, Varachha Road, Surat– 395006, Gujarat, India.  
 Email: armanholdingsltd@gmail.com, Website : www.armanholdings.in  
 Corporate Identity Number (CIN) : L65993GJ1982PLC082961

**NOTICE OF 38<sup>th</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 38<sup>th</sup> Annual General Meeting of members of Arman Holdings Limited will be held on Wednesday, September 16, 2020 at 10:00 A.M (Indian Standard Time (“IST”)) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended as on 31<sup>st</sup> March, 2020 and Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mrs. Priyadarshani Babel (DIN 06941999), who retires by rotation and, being eligible, offers herself for reappointment.
3. To ratify the appointment of M/s. Anmol Rana & Associates, Chartered Accountant, as Statutory Auditors of the Company and in this regards to consider and, if thought fit to pass with or without modification the following resolution as an Ordinary Resolution.

“**RESOLVED** that pursuant to the provisions of Section 139 and section 142 and all other applicable provisions of the Companies Act, 2013 and Rules framed there under, as amended from time to time, and pursuant to recommendation of Audit Committee of Directors and of Board of Directors and pursuant to resolution passed by the members at the 37<sup>th</sup> Annual General Meeting held on September 25, 2019, the appointment of M/s. Anmol Rana & Associates, Chartered Accountants (Firm Registration No. 015666C), as Auditors of the company to hold office till the conclusion of the 42nd Annual General Meeting (AGM) of the Company to be held in calendar year 2024, be and hereby ratified and the Board of Directors be and hereby authorised to fix the remuneration payable to them for the financial year ended as on 31st March, 2021 as may be determined by the Audit Committee in consultation with the Auditors.”

**SPECIAL BUSINESS**

4. **To ratify the appointment of Mr. Deepak Kumar Babel (DIN: 05200110) as a Managing Director :**

To consider and if thought fit, to pass the following resolution as an Special Resolution:

“**RESOLVED THAT** pursuant to Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to approval of the Central Government, if any and such other consents and permission as may be required, the approval of members of the Company is hereby accorded for appointment of Mr. Deepak Kumar Babel (DIN: 05200110) as Managing Director of the Company for a period of 5 (five) years wef 30/05/2020 till 29/05/2025 at a consolidated remuneration not exceeding Rs.20,000/- (Rupees Twenty Thousand Only) per month inclusive of any remuneration directly or otherwise or by way of salary and perquisites, performance based rewards/ incentives, on the terms and conditions as set out in the appointment letter, with liberty to the Board/ Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed be and between the Board/ Nomination and Remuneration Committee and Mr. Deepak Kumar Babel.”

“**RESOLVED FURTHER THAT** in event of no profits or inadequacy of profits, in any financial year, during the currency of term of Mr. Deepak Kumar Babel, the Company shall pay Mr. Deepak Kumar Babel, the existing remuneration as minimum remuneration by way of salary, perquisites and / or allowance, performance based rewards/ incentives exceeding the limit laid down in Schedule V to the Companies Act, 2013, as applicable to the Company or such other limits, as may be prescribed by the Central Government from time to time as to minimum remuneration and in compliance with provisions stipulated therein subject to the prior approval of the Central Government if any and to the extent necessary.”

5. **To ratify the appointment Mr. Pradeep Kumar Jain (DIN: 07284354) as an Independent and Non-Executive Director :**

To consider and if thought fit, to pass the following resolution as an Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of members of the Company is hereby accorded for appointment of Mr. Pradeep Kumar Jain (DIN: 07284354) as Independent and Non-Executive Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed, as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from November 5, 2020 to November 4, 2025 and whose office shall not be liable to retire by rotation.”

By Order of the Board  
For Arman Holdings Limited  
Sd/-  
**Heena Banga**  
Company Secretary

**Place: Surat**  
**Date: August 12, 2020**  
**Registered Office:**  
419, Rajhans Heights,  
Mini Bazar, Varachha Road,  
Surat- 395006, Gujarat, India  
Email : [armanholdingsltd@gmail.com](mailto:armanholdingsltd@gmail.com)

#### **NOTES:**

1. The statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special businesses set out in the Notice is annexed herewith. The Board of Directors have considered and decided to include the Item Nos. 4, 5 & 6 given above as Special Businesses in the forthcoming Annual General Meeting (“AGM”), as they are unavoidable in nature.
2. In view of the continuing restrictions on the movement of people at several places in the country, due to outbreak of COVID-19, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 and other applicable circulars issued by the MCA & Securities and Exchange Board of India (SEBI), has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2020. In accordance with, the said circulars of MCA, SEBI and applicable provisions of the Companies Act, 2013 (“Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 38<sup>th</sup> AGM of the Company shall be conducted through VC/ OAVM. The Central Depository Services (India) Limited (‘CDSL’) will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained at Note No. 6 below.
3. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
4. Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at [investors@armanholdings.in](mailto:investors@armanholdings.in).

#### **5. ELECTRONIC DISPATCH OF ANNUAL REPORT**

- In accordance with, the General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 issued by MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor’s report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

#### **6. PROCEDURE FOR JOINING AGM THROUGH VC/ OAVM:**

- Shareholders will be provided with a facility to attend the AGM through VC/O AVM through the CDSL e-Voting system. Shareholders may access at [www.evotingindia.com](http://www.evotingindia.com) under shareholders/ members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/ members login where the EVSN of Company will be displayed.
- Shareholders are encouraged to join the Meeting through Laptops / iPads/ Tabs for better experience. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
- Maximum numbers of members that can participate through VC/ OAVM facility provided by CDSL is 1000 members on first cum first serve basis

**7. PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATION WITH RESPECT TO ANNUAL REPORT:**

- Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, Demat Account number / folio number, mobile number along with their queries to [investors@armanholdings.in](mailto:investors@armanholdings.in) latest by 5 p.m. on Monday, September 14, 2020. Questions / queries received by the Company till this time shall only be considered and responded during the AGM.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

**8. Voting through electronic means:**

The Company is pleased to offer E-Voting facility under Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for its Members to enable them to cast their votes electronically with the help of Central Depository Services (India) Limited (CDSL).

The procedure and instructions for the same are as follows:

- (i) The remote e-voting period begins on Sunday, September 13, 2020 (9.00A.M.) and ends on Tuesday, September 15, 2020 (5.00 P.M.). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, September 11, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of AGM and holds shares as of the cut-off date i.e. Friday, September 11, 2020, may obtain the login ID and password by sending a request at [investors@armanholdings.in](mailto:investors@armanholdings.in) and or at [evoting@cdslindia.com](mailto:evoting@cdslindia.com)
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (iii) Click on “Shareholders” tab and select the Company’s name from the drop down menu and click on “SUBMIT”.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are holding shares in physical form or first time user in case holding shares in demat form, follow the steps given below:

<b>For Members holding shares in Physical Form and Demat Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the <b>sequence number*</b> in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's</li> </ul>

	before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.  <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provide that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

EVSN (E-voting Sequence Number)	USER ID (16 Digit Demat Account/ Folio No. of members holding shares in physical mode)	PASSWORD (as per point (vi) to (ix) of e-voting instructions)
XXXXXXXXXX		

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name (**Arman Holdings Limited**) on which you choose to vote.
- (xii) On the voting page, you will see “**RESOLUTION DESCRIPTION**” and against the same the option “**YES/NO**” for voting. Select the option **YES** or **NO** as desired. The option Yes implies that you assent to the Resolution and option No implies that you dissent to Resolution.
- (xiii) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “**SUBMIT**”. A confirmation box will be displayed. If you wish to confirm your vote, click on “**OK**”, else to change your vote, click on “**CANCEL**” and accordingly modify your vote.
- (xv) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Note for Non –Individuals shareholders and Custodians**

Non –Individuals shareholders (i.e. other than Individuals, HUF, NRI etc) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account (s) for which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Shareholders can also cast their vote using CDSL'S mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store.
- I Phone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**In case of Members receiving the physical copy:**

- Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- The voting period begins on Sunday, September 13, 2020 (9.00A.M.) and ends on Tuesday, September 15, 2020 (5.00 P.M.).

During this period, shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on Friday, September 11, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at ‘[www.evotingindia.co.in](http://www.evotingindia.co.in)’ under help Section or write an email to ‘[helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)’.

- In the event member casts his votes through both the processes i.e. E-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
- The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Friday, September 11, 2020.

**The instructions for Members for e-voting on the day of the AGM are as under:**

- a) The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b) Only those Members, who will be present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-voting shall be eligible to vote through e-voting system during the AGM.
- c) Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- d) All grievances connected with the facility for voting by electronic means may be addressed to Mr Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

9. Mr. Saurabh Jain (M.No. 405013) of M/s Saurabh R Jain & Co, Practicing Chartered Accountants (FRN :0146358W) as Scrutinizer has been appointed as the Scrutiniser to scrutinise the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter. The results of entire e-voting along with Scrutinizer’s report shall be placed on the Company’s website [www.armanholdings.in](http://www.armanholdings.in) within 2 days of passing resolutions at the AGM of the Company and communicated to BSE Limited, where the shares of the Company are listed.

**10. PROCEDURE FOR INSPECTION OF DOCUMENTS:**

The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act and any other documents referred to in the accompanying Notice and Explanatory Statements, shall be made available for inspection through electronic mode, basis the request being sent on investors@armanholdings.in.

11. The Register of Members and Share Transfer Books shall remain closed from 12/09/2020 to 16/09/2020 (Both days inclusive).
12. Members are requested to kindly notify immediately change, if any, in their address to the Company.
13. To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.
14. Members may also note that the Annual Report for FY 2019-20 will also be available on the Company's website www.armanholdings.in
15. Members who wish to obtain information concerning the accounts of the Company and other matters may send their queries at least 10 days before the date of Meeting, to the Company Secretary, at the registered office of the Company.
16. Pursuant to Section 72 of the Companies Act, 2013, Shareholders holding Equity shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Share Transfer Agents. In respect of shares held in Demat / Electronic form, the nomination form may be filed with the respective Depository Participant.

By Order of the Board  
For **Arman Holdings Limited**

Sd/-  
Heena Banga  
**Company Secretary**

Place: Surat  
Date: August 12, 2020  
**Registered Office:**  
419, Rajhans Heights,  
Mini Bazar, Varachha Road,  
Surat- 395006, Gujarat, India  
Email : armanholdingsltd@gmail.com



**EXPLANATORY STATEMENT EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ANNEXURE TO THE NOTICE****Item No 4 : The appointment of Mr. Deepak Kumar Babel (DIN: 05200110) as a Managing Director**

The Board of Directors at its meeting held on May 29, 2020 appointed Mr. Deepak Kumar Babel (DIN: 05200110) as Managing Director of the Company for a period of 5 (five) years wef 30/05/2020 till 29/05/2025 subject to approval shareholders at general meeting of the company at a consolidated remuneration not exceeding Rs.20,000/- (Rupees Twenty Thousand Only) per month inclusive of any remuneration directly or otherwise or by way of salary and perquisites, performance based rewards/ incentives, on the terms and conditions as set out in the appointment letter, with liberty to the Board/ Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed be and between the Board/ Nomination and Remuneration Committee and Mr. Deepak Kumar Babel.

The principal terms and conditions of appointment of Mr. Deepak Kumar Babel (DIN: 05200110) as the Managing Director is as follows:

SN	Particulars of Remuneration	Total Amount (Rs.)
	<b>Gross Salary</b>	
1	(a) Salary (per annum) (Rs.20,000 per month)	2,40,000
	(b) Value of perquisites	0
	(c) Profits in lieu of salary	0
2	Stock Option	0
3	Sweat Equity	0
4	Commission - as % of profit - others, specify...	0
5	Others, please specify	0
	<b>Total</b>	<b>2,40,000</b>

The Board of Directors recommends the above resolutions for your approval by way of special resolution.

**Item No 5 : To appoint Mr. Pradeep Kumar Jain (DIN: 07284354) as an Independent and Non-Executive Director**

The Company received a notice from a Member under Section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of Mr. Pradeep Kumar Jain (DIN: 07284354) for the office of Independent Director of the Company.

Mr. Pradeep Kumar Jain (DIN: 07284354) was appointed as Independent and Non-Executive Director of the Company on 5/11/2015 for a period of 5 years ending on 4/11/2020. Mr. Pradeep Kumar Jain who is eligible for reappointment, offers himself for appointment of office for second term of five consecutive years with effect from November 5, 2020 to November 4, 2025 and whose office shall not be liable to retire by rotation. The Company has also received:-

- the consent in writing to act as Director and
- intimation that he is not disqualified under section 164(2) of the Companies Act, 2013.
- a declaration to the effect that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).

A copy of the draft letter for the appointment of Mr. Pradeep Kumar Jain (DIN: 07284354) as Independent Director setting out the terms & conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day and the same has also been put up on the Company website www.armanholdings.in

The Board of Directors recommends the above resolutions for your approval by way of special resolution as it is for second term.

**Details as stipulated under regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking appointment/re-appointment is furnished below:**

Particulars	Mr. Deepak Kumar Babel	Mrs. Priyadarshani Babel	Mr. Pradeep Kumar Jain
Category	Managing Director	Non-Executive Director	Non-Executive Director & Independent Director
DIN	05200110	06941999	07284354
Date of Birth	20/3/1986	14-05-1988	02-7-1982
Age (years)	35	32	38
Qualifications	B.Com	Masters of Arts	High School

Particulars	Mr. Deepak Kumar Babel	Mrs. Priyadarshani Babel	Mr. Pradeep Kumar Jain
Nature of Expertise	Business Development, Accounts and Finance	Marketing and admin activities	Accounts, Audit and Business Development
First Appointment on Board	25-04-2013	12-08-2014	05-11-2015
Terms and Condition of Appointment/re-appointment	Appointed as Managing Director through Board Resolution dated 29/5/2020 for a period of 5 years	Re-appointed as Non-Executive Director through Board Resolution dated 12/8/2020 and is liable to retire	Appointment as Non-executive and Independent Director wef 05/11/2020 for period of 5 years
Last drawn remuneration	Rs. 15000 per month	Sitting fee of Rs. 4000 per Board / Committee meeting	Sitting fee of Rs. 4000 per Board/ Committee meeting
Nos of Shares Held in Company	24300	4850	Nil
Relationship with Directors/KMPs	Husband of Mrs. Priyadarshani Babel	Wife of Mr. Deepak Kumar Babel	No relation
Nos of Board Meeting Attended During Year	6	6	6
Other Directorships	Manasvini Trading Private Ltd	Nil	Nil
Membership of Committees	1	2	3
Brief Resume	Mr. Deepak Kumar Babel, aged 35 years is the Chairman and Managing Director of our Company. He holds degree in Bachelor of Commerce and has over 14 years of experience in Business Development and Finance. He looks after day to day affairs of the Company	Mr. Priyadarshani Babel, aged 32 years is the Non-Executive Director of our Company. She holds degree in Master of Arts and has over 10 years of experience in Marketing and admin activities	Mr. Pradeep Kumar Jain, aged 38 years is the Non-Executive and Independent Director of our Company. He has over 18 years of experience in Accounts, Audit and Business Development.

Except Mr. Deepak Kumar Babel who is husband of Mrs. Priyadarshani Babel. None of the directors or key managerial personnel of the company or their relatives are in any way, concerned or interested financially or otherwise in the resolution.

By Order of the Board  
For **Arman Holdings Limited**

Sd/-  
Heena Banga  
Company Secretary

Place: Surat  
Date: August 12, 2020  
**Registered Office:**  
419, Rajhans Heights,  
Mini Bazar, Varachha Road,  
Surat- 395006, Gujarat, India  
Email : armanholdingsltd@gmail.com

**DIRECTOR'S REPORT**

Dear Shareholders,

Your Directors have pleasure in presenting 38th Annual Report together with the Audited Statement of Accounts for the year ended 31<sup>st</sup> March, 2020. The Financial highlights for the year under review are given below:

**BRIEF FINANCIAL RESULTS**

Particulars	(Amount in Rs. in Lakhs)	
	31 <sup>st</sup> March, 2020	31 <sup>st</sup> March, 2019
Total Revenue	409.89	378.78
<b>Profit before Tax after extraordinary item</b>	<b>3.44</b>	<b>3.70</b>
Less – Tax	0.85	0.99
<b>Profit for the year</b>	<b>2.59</b>	<b>2.71</b>

**PERFORMANCE**

The Total Income for the financial year under review increased to Rs.409.89 Lakhs against Rs. 378.78 Lakhs during previous year whereas the Profit after Tax generated by the company during the year under review is Rs. 2.59 Lakhs as compared to profit of Rs. 2.71 Lakhs during the previous year. However, the company is working hard to increase the profitability in the forthcoming years.

**DIVIDEND**

Due of lower profit and requirement of funds for the existing business activities, your Directors do not propose any dividend for the financial year 2019 – 2020 (Previous year – Nil Dividend).

**CHANGE IN THE NATURE OF BUSINESS**

There is no change in the nature of business of the Company during the year under review.

**OUTLOOK**

The Company expects to perform reasonably well subject to prevailing market conditions and fluctuations in exchange rate.

**FORMAL ANNUAL PERFORMANCE EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and regulation 17 (10) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance and evaluation of Independent Directors, Board, Committees and other individual Directors, process of evaluation was followed as per the Policy laid down in this regard. The manner in which the evaluation has been carried out has been explained in the Report on Corporate Governance.

**CoVID -19 ISSUE**

In the last month of FY 2020, the COVID-19 pandemic developed rapidly into a global crisis, forcing governments to enforce lock-downs of all economic activity. For the Company, the focus immediately shifted to ensuring the health and well-being of all employees, and on minimizing disruption to products and services for all our customers.

CoVID-19 has put the whole world on standstill. The businesses of the majority of the companies are affected negatively all over the world and so also huge adverse impact on the business either organised or unorganised in India and slowing down the economy. There are major impacts on the Trading and Import business also. During the lockdown period as desired by the authorities, our office was closed. No commercial activities happened during this period. On the announcement made by the Honourable Prime Minister of India, office of the Company was closed. However unlocking has started to happen in some states including Gujarat and we expect that economic and business situation should move slowly and pick up some pace during festival seasons and last quarter of FY 2020-21.

**CORPORATE SOCIAL RESPONSIBILITY**

The Company has not adopted any Corporate Social Responsibility Initiatives as the said provisions are not applicable.

**COMPANY SECRETARY**

Ms. Heena Banga, Member of Institute of Company Secretaries of India, is Company Secretary cum Compliance Officer of the Company pursuant to Section 203 and other applicable provisions of the Companies Act, 2013. She was appointed wef January 14, 2020.

**CHIEF FINANCE OFFICER**

Mr. Ayush Jain is the Chief Finance Officer of the Company pursuant to Section 203 and other applicable provisions of the Companies Act, 2013.

**INTERNAL AUDITOR**

The Board had appointed M/s MOK & Associates, Chartered Accountants as Internal Auditors of the Company for Financial Year 2019-20 under provisions of Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014 as recommended by Audit Committee.

However, Mr. Anurag R Gupta erstwhile Partner of M/s MOK & Associates, Chartered Accountants vide its letter dated 31-3-2020, informed about merger of M/s MOK & Associates, Chartered Accountants with M/s. JHS Consultancy LLP and their inability to conduct internal audit of Company for FY 2019-20 due to merger of M/s MOK & Associates, Chartered Accountants with M/s. JHS Consultancy LLP wef. 1/12/2019. Therefore, Mr. Anurag R Gupta requested that since he has been signatory of last 3 internal audit report of the Company and he will also provide the internal audit report for FY 2019-20.

Therefore, Mr. Anurag R.Gupta, Proprietor of M/s Anurag R.Gupta & Associates, Chartered Accountants, Company has provided internal audit report for the Financial Year 2019-20.

#### **EXTRACT OF ANNUAL RETURN:**

Extract of Annual Return for the Financial Year ended on 31st March, 2020 as required by Section 92(3) of the Companies Act, 2013, is annexed as **Annexure 1**.

#### **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

During the year, none of the Executive Director, Non- Executive Director and Independent Director were appointed or re-appointed except for the ones who were liable to retire.

During the year, the Non- executive Director and Independent Director of the company did not had any material pecuniary relationship or transaction with Company except in ordinary course of business which includes payment of sitting fee.

The Notice convening the Annual General Meeting includes the proposals for ratification and appointment of the Directors. Brief resumes of the Directors proposed to be appointed have been provided as an Annexure to the Notice convening the Annual General Meeting.

The certificate on Non- Disqualification of Directors dated May 25, 2019 as issued by M/s. Veenit Pal & Associates, Practicing Company Secretaries, is annexed as **Annexure 7**

#### **DECLARATION BY INDEPENDENT DIRECTOR(S)**

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of Independence as prescribed under the Companies Act, 2013 and Regulation 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Independent Directors have also confirmed that they have complied with the Company's Code of Conduct & Ethics.

#### **NO. OF BOARD MEETINGS:**

The Board of Directors of our Company are as follows:

Mr. Deepak Kumar Babel: Managing Director,  
Mrs. Priyadarshani Babel: Non-Executive Director & Non- Independent Director  
Mr. Pradeep Kumar Jain: Non-Executive Director & Independent Director  
Mr. Suresh M Suthar: Non-Executive Director & Independent Director

During the FY 2019-20, the Board of Directors met 6 times. The details of Board Meetings are provided in the Corporate Governance Report section of this Annual Report.

#### **COMMITTEES OF THE BOARD:**

The following Committees constituted by the Board function according to their respective roles and defined scope:

- a. Audit Committee
- b. Nomination and Remuneration Committee
- c. Stakeholders Relationship Committee

Details of composition, terms of reference and meetings held during the year of the above Committees are given in the Corporate Governance Report section of this Annual Report. All recommendations made by the Audit Committee have been accepted by the Board.

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

Particulars of Loans, Guarantees or Investments under Section 186 of the Companies Act, 2013 are given in the Notes forming part of the Financial Statements for the year ended 31st March, 2020.

#### **RELATED PARTY TRANSACTIONS:**

During the Financial Year 2019-20, there were no related party transactions entered by our company except as disclosed in the financial statements which were in ordinary course of business.

Particulars of arrangements with related parties as referred to in Section 188(1) of the Companies Act, 2013 for the Financial Year 2019-20 are given in prescribed Form AOC - 2, which is annexed as **Annexure 2**.

The policy on Related Party Transactions as recommended by Audit Committee and as approved by the Board is uploaded on the Company's Website [www.armanholdings.in](http://www.armanholdings.in)

#### **AUDITORS' REPORT:**

There are no qualifications, reservations, adverse remarks or disclaimer made in the Auditors' Report on the Financial Statements of the Company for the Financial Year ended 31st March, 2020.

M/s. Anmol Rana & Associates, Chartered Accountants (Firm Registration No. 015666C), were appointed for 5 years as the statutory auditor of the Company in 37<sup>th</sup> Annual general meeting till the conclusion of 42<sup>nd</sup> Annual General Meeting of the Company.

#### **SUBSIDIARIES AND JOINT VENTURES:**

The Company has no Subsidiaries and Joint Venture Companies.

**VIGIL MECHANISM/WHISTLE BLOWER POLICY:**

The Company has established a Vigil Mechanism for Directors & employees. The details of the policy are posted on the Company's Website [www.armanholdings.in](http://www.armanholdings.in).

**SECRETARIAL AUDIT REPORT:**

Pursuant to Section 204 of the Companies Act, 2013, the Secretarial Audit Report for the year ended 31st March, 2020 given by M/s. Veenit Pal & Associates, Practicing Company Secretaries, is annexed as **Annexure 3**

**RISK MANAGEMENT**

The Board of Directors have framed and regularly implement and monitor risk management plan of Company. Major risk identified by the business and function are systematically addressed through mitigating actions on a continuing basis.

**DEPOSITS:**

During the financial year 2019-20, the Company has not accepted any public deposit.

**INTERNAL FINANCIAL CONTROLS:**

Adequate internal controls, system and checks are in place commensurate with the size of the Company and nature of its business.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

As required under the provisions of Section 134 of the Companies Act, 2013, your Directors state that:

- in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanations relating to material departures, if any;
- the Directors have 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 as at 31st March, 2020 and of the profits of the Company for the year ended on that date;
- the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Directors have prepared the annual accounts on a going concern basis;
- The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively and
- The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

**CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS:**

Reports on Corporate Governance and Management Discussion and Analysis in accordance with regulation 34 along with Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with a certificate from the Auditors of the Company are given separately in this Annual Report.

**DISCLOSURE UNDER COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:**

The information pursuant to Section 197 of the Companies Act, 2013 read with Rules 5(1), 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Directors, Key Managerial Personnel and employees of the Company are annexed to this Report as **Annexure 4**.

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

The particulars under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, to the extent applicable to the Company, is given in the prescribed format as **Annexure 5**.

**REMUNERATION POLICY:**

The Remuneration Policy of the Company is available on the Company's website [www.armanholdings.in](http://www.armanholdings.in) and is annexed as **Annexure 6**. There has been no major change in the policy since the last financial year. The remuneration paid to the Directors is as per the terms laid out in the remuneration policy of the Company.

**GENERAL:**

- a) **Bonus issue, Stock options, Sweat Equity Shares, Equity with Differential Rights:** None issued during the Financial Year 2019-20.
- b) **Employees Stock Option Scheme:** The Company is not having Employees Stock Option Scheme.
- c) **Significant and Material Orders passed by the Regulators:** None of the significant material orders were passed during the Financial Year 2019-20.
- d) **Sexual Harassment Laws:** No complaints under the Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013 were received during the Financial Year 2019-20;

**Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future:**

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

**LISTING AND TRADING OF SHARES:**

The Equity Shares of our Company are currently listed on BSE Limited and The Delhi Stock Exchange Limited and there is no trading in Equity Shares our Company on The Delhi Stock Exchange Limited as it de-recognised by SEBI. Further trading in Equity Share our Company is under GSM-0 category at BSE Limited. The Listing Fee for the year has been already paid to Stock Exchange in terms of regulation 14 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**PREVENTION OF INSIDER TRADING:**

The Company has Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires preclearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All Board of Directors and the designated employees have confirmed compliance with the Code.

Further, the Board of Directors at its meeting held on March 29, 2019, approved the amendment in Code of Conduct for Prevention of Insider Trading and Fair Disclosure of Un-Published Price Sensitive Information as per SEBI (Prohibition of Insider Trading Amendment) Regulations, 2018 and subsequent amendment to SEBI (Prohibition of Insider Trading) Regulations, 2018, notified on January 21, 2019, Which inter-alia, defines policy to determine "Legitimate Purposes". The modified Code is applicable wef April 1, 2019. The Code is also available on the website of the Company at [www.armanholdings.in](http://www.armanholdings.in).

**POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS:**

The Policy for Determining Materiality of Information / Events for reporting to the Stock Exchange is framed pursuant to SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 which enables the investors to make well-informed investment decisions and take a view on the Materiality of an event that qualifies for disclosure. The details of the policy are posted on the Company's Website [www.armanholdings.in](http://www.armanholdings.in).

**POLICY FOR PRESERVATION & ARCHIVAL OF DOCUMENTS:**

The Policy for Preservation & Archival of documents is framed pursuant to Regulation 9 & 30(8) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, investors and concerned authority accessed preservation of documents and records of the Company through company's website, which is required to be maintained under the Companies Act, 2013 and Listing Regulation. Any disclosure of events or information which has been submitted by the Company to the Stock Exchanges will be available on the website of the Company for a period of 5 years from the date of its disclosure and shall thereafter be archived from the website of the Company for a period of 3 years. This policy basically deals with the retention and archival of corporate records. The details of the policy are posted on the Company's Website [www.armanholdings.in](http://www.armanholdings.in)

**ACKNOWLEDGEMENT:**

The Directors wish to place on record their appreciation of the contributions made by the employees at all levels, whose continued commitment and dedication helped the company achieve better results. The Directors also wish to thank customers, bankers, Central and State Governments for their continued support. Finally your directors would like to express their sincere & whole-hearted gratitude to all of you for your faith in us and your Co-operation & never failing support.

**CAUTIONARY STATEMENT**

Statements in the Director's Report and the Management Discussion & Analysis describing the Company's objectives, expectations or forecasts may be forward-looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include global and domestic demand and supply conditions affecting selling prices of finished goods, input availability and prices, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

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

By Order of the Board  
For **Arman Holdings Limited**

Date: May 29, 2020  
Place: Mumbai

Sd/-  
Deepak Kumar Babel  
Managing Director  
DIN: 05200110

**ANNEXURE-1****Form No. MGT-9  
EXTRACT OF ANNUAL RETURN**

as on the financial year ended on 31st March, 2020

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

**I. REGISTRATION AND OTHER DETAILS:**

i)	CIN:	L65993GJ1982PLC082961
ii)	Registration Date [DDMMYY]	25 <sup>th</sup> October 1982
iii)	Name of the Company	Arman Holdings Limited
iv)	Category/ Sub-category of the Company	Public Company
v)	Address of the Registered office and contact details	419, Rajhans Heights, Mini Bazar, Varachha Road, Surat – 395006, Gujarat, India. Tel : +91-9586006569 Email : armanholdingsltd@gmail.com
vi)	Whether listed company	Yes
vii)	Name and Address of Registrar & Transfer Agents ( RTA )	Adroit Corporate Services Pvt. Ltd. 19, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Andheri (E), Mumbai – 400059, Maharashtra, India Tel : +91-22-42270400 Fax : +91-22-28503748 Email : support@adroitcorporate.com Website : www.adroitcorporates.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY** (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S.No.	Name and Description of main products / services	NIC Code of the Product/Service	% to total turnover of the company
1	Textiles	99612310	0%
2	Gold & Precious Stone	99611926	87.04%
3	Games and Toys	99611530	12.96%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES [No. of Companies for which information is being filled]**

S. No	Name And Address of the Company	CIN/GLN	Holding/ Subsidiary / Associate	Percentage of Shares Held
NIL				

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	0	0	0	0.00	0	0	0	0.00	0.00
b) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	1000000	0	1000000	19.19	1000000	0	1000000	19.19	0.00
e) Banks /FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other									
f-1) DIRECTORS	16950	0	16950	0.33	29150	0	29150	0.56	0.23
f-2) DIRECTORS RELATIVES	281900	0	281900	5.40	269700	0	269700	5.17	(0.23)
<b>Total Shareholding of promoter (A)</b>	<b>1298850</b>	<b>0</b>	<b>1298850</b>	<b>24.93</b>	<b>1298850</b>	<b>0</b>	<b>1298850</b>	<b>24.93</b>	<b>0.00</b>
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									

a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (B) (1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>(2) Non – Institutions</b>									
a) Bodies Corp.									
i) Indian	1607210	20	1607230	30.85	1603142	20	1603162	30.77	(0.08)
ii) Overseas	0	0	0	0	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.2 lakh	175381	127141	302522	5.81	179449	127141	306590	5.88	0.07
ii) Individual shareholders holding nominal share capital in excess of Rs.2 lakh	2001898	0.00	2001898	38.42	2001898	0.00	2001898	38.42	0.00
c) Others (Specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(2)</b>	<b>3784489</b>	<b>127161</b>	<b>3911650</b>	<b>75.07</b>	<b>3784489</b>	<b>127161</b>	<b>3911650</b>	<b>75.07</b>	<b>0.00</b>
<b>Total Public Shareholding(B)=(B)(1)+(B)(2)</b>	<b>3784489</b>	<b>127161</b>	<b>3911650</b>	<b>75.07</b>	<b>3784489</b>	<b>127161</b>	<b>3911650</b>	<b>75.07</b>	<b>0.00</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs.</b>									
Promoter and Promoter Group	0	0	0	0	0	0	0	0	0
Public -	0	0	0	0	0	0	0	0	0
<b>Sub-total (C)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A+B+C)</b>	<b>5083339</b>	<b>127161</b>	<b>5210500</b>	<b>100</b>	<b>5083339</b>	<b>127161</b>	<b>5210500</b>	<b>100.00</b>	<b>0</b>

## B) Shareholding of Promoter and Promoter Group

Sl No.	Shareholder's Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% Change during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Deepak Kumar Babel	12100	0.23	0.00	24,300	0.47	0.00	<b>0.24</b>
2	Prem Singh Babel	12200	0.24	0.00	0.00	0.00	0.00	<b>(0.24)</b>
3	Sangeeta S Jain	252200	4.84	0.00	252200	4.84	0.00	<b>0.00</b>
4	Rajesh Tater	7000	0.13	0.00	7000	0.13	0.00	<b>0.00</b>
5	Amit Kumar Kanther Jain	10500	0.20	0.00	10500	0.20	0.00	<b>0.00</b>
6	Manasvini Trading Private Limited	1000000	19.19	0.00	1000000	19.19	0.00	<b>0.00</b>
7	Priyadarshani Deepak Babel	4850	0.09	0.00	4850	0.09	0.00	<b>0.00</b>
	<b>TOTAL</b>	<b>1298850</b>	<b>24.93</b>	<b>0.00</b>	<b>1298850</b>	<b>24.93</b>	<b>0.00</b>	<b>0.00</b>



## C) Change in Promoters' Shareholding (please specify, if there is no change)

1. Manasvini Trading (P) Ltd. – No Change
2. Amit Kumar Kanther Jain – No Change
3. Deepak Kumar Babel – During the FY2019-20, 12,200 Equity Shares were inherited from Late Mr. Preamsingh Babel due to his death
4. Rajesh Tater – No Change
5. Sangeeta Jain – No Change
6. Preamsingh Babel – During the FY2019-20, 12,200 Equity Shares were transmitted to Mr .Deepak Kumar Babel due to death of Late Mr. Preamsingh Babel
7. Priyadarshani Deepak Babel- No Change

## D. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl No.	For Each of the Top 10 Shareholders	Name of Shareholder's	Date	No. of Shares held at the beginning /end of the year		Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1	<b>At the beginning of the year</b>	Opportune Exim Private Limited	1/4/2019	450000	8.64	450000	8.64
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL		
	<b>At the End of the year</b>		31/03/2020	0	0.00	450000	8.64
2	<b>At the beginning of the year</b>	Kalpesh Damji Gada	1/4/2019	106400	2.04	106400	2.04
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL		
	<b>At the End of the year</b>		31/03/2020	0	0.00	106400	2.04
3	<b>At the beginning of the year</b>	Kirti Damji Gada	1/4/2019	105700	2.03	105700	2.03
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL		
	<b>At the End of the year</b>		31/03/2020	0	0.00	105700	2.03
4	<b>At the beginning of the year</b>	Varigate Advisory Services Private Limit	1/4/2019	250000	4.80	250000	4.80
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL		
	<b>At the End of the year</b>		31/03/2020	0	0.00	250000	4.80
5	<b>At the beginning of the year</b>	Kane Rush Securities Private Limited	1/4/2019	440000	8.44	440000	8.44
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL		
	<b>At the End of the year</b>		31/03/2020	0	0.00	440000	8.44
6	<b>At the beginning of the year</b>	Sanjay Otawat	1/4/2019	252500	4.85	252500	4.85
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL		
	<b>At the End of the year</b>		31/03/2020	0	0.00	252500	4.85
7	<b>At the beginning of the year</b>	Sushila Lalchand Mehta	1/4/2019	236200	4.53	236200	4.53
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL		
	<b>At the End of the year</b>		31/03/2020	0	0.00	236200	4.53
8	<b>At the beginning of the year</b>	Salasar Advertising Private Limited	1/4/2019	460000	8.83	460000	8.83
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL		
	<b>At the End of the year</b>		31/03/2020	0	0.00	460000	8.83
9	<b>At the beginning of the year</b>	Lalchand Mulchand Mehta	1/4/2019	237580	4.56	237580	4.56
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL		
	<b>At the End of the year</b>		31/03/2020	0	0.00	237580	4.56
10	<b>At the beginning of the year</b>	Ravi Lalchand Mehta	1/4/2019	116945	2.24	116945	2.24

	Date wise Increase / Decrease in Shareholding during the year			NIL	NIL		
	<b>At the End of the year</b>		31/03/2020	0	0.00	116945	2.24

## E) Shareholding of Directors and Key Managerial Personnel:

1. Mr Deepak Kumar Babel

S.No	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	12100	0.23	-	-
2	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	12200 (30/03-2020)	0.24	24.300	0.47
3	At the end of the year	24.300	0.47	24.300	0.47

2. Mrs Priyadarshani Deepak Babel

S.No	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	4850	0.09	-	-
2	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change During Year			
3	At the end of the year	4850	0.09	4850	0.09

3. Mr Suresh M Suthar – Nil shareholding for the Financial Year 2019-20  
4. Mr Pradeepkumar Jain - Nil shareholding for the Financial Year 2019-20  
5. Mr Ayush Jain - Nil shareholding for the Financial Year 2019-20  
6. Mr Heena Banga – Nil shareholding for the Financial Year 2019-20

V. **INDEBTEDNESS** –The Company was not having any secured/ unsecured borrowings and deposits during the financial year 2019-20.

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

## A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER:↓

Mr Deepak Kumar Babel, Managing Director		
SN	Particulars of Remuneration	Total Amount (Rs.)
	<b>Gross Salary</b>	
1	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,80,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0
2	Stock Option	0
3	Sweat Equity	0
4	Commission - as % of profit - others, specify...	0
5	Others, please specify	0
	<b>Total</b>	<b>1,80,000</b>
	<b>Maximum Remuneration</b>	As per Schedule V of Companies Act, 2013

**B. REMUNERATION TO OTHER DIRECTORS**

S.No	Particulars	Name of Directors			Total (Rs)
		Mr. Pradeepkumar Jain-Independent Director	Mr. Suresh Suthar--Independent Director	Mrs. Priyadarshani Babel -Non Executive Director	
	<b>Independent Directors</b>				
1	Fee for attending board committee meetings	80,000	80,000	0	1,60,000
	Commission	0	0	0	0
	Others, please specify	0	0	0	0
	Total (1)	80,000	80,000	0	1,60,000
	<b>Other Non-Executive Directors</b>				
2	Fee for attending board committee meetings	0	0	60,000	60,000
	Commission	0	0	0	0
	Others, please specify	0	0	0	0
	Total (2)	0	0	60,000	60,000
	Total=(1+2)	80,000	80,000	60,000	2,20,000
	Overall Ceiling as per the Companies Act, 2013	Rs.1 Lakh Per board meeting or committee meeting			

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

S.No.	Particulars of Remuneration	Mr. Vishal Wason-Company Secretary (1-4-2019 to 14-1-2020)	Mrs.Heena Banga - Company Secretary (14-1-2020 to 31-3-2020)	Mr. Ayush Jain- Chief Financial Officer	Total (Rs.)
1	Gross salary	1,22,450	33,130	2,40,000	395,580
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0	0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission (- as % of profit)	0	0	0	0
	others, specify...	0	0	0	0
5	Others, please specify	0	0	0	0
	<b>Total</b>	<b>1,22,450</b>	<b>33,130</b>	<b>2,40,000</b>	<b>395,580</b>

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

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>B. DIRECTORS</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

ANNEXURE-2**FORM AOC – 2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/ arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Act including certain arm's length transaction under third proviso thereto.

**1. Details of material contracts or arrangements or transactions not at arm's length basis: NIL**

**2. Details of material contracts or arrangements or transactions at arm's length basis: NIL**

**a. Name(s) of the related party and nature of relationship: NIL**

**b. Nature of contracts/arrangements/transactions: NIL**

**c. Duration of the contracts/arrangements/transactions: NIL**

**d. Salient terms of the contracts or arrangements or transactions including the value, if any: NIL**

**e. Date (s) of approval by the Board, if any: Not Applicable**

**f. Amount paid as advances, if any: NIL**

Date: May 29, 2020  
Place: Mumbai

By Order of the Board  
For **Arman Holdings Limited**

Sd/-  
Deepak Kumar Babel  
Managing Director  
DIN: 05200110

FORM MR-3

## SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2020  
 [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,  
**Arman Holdings Limited,**  
 CIN: L65993GJ1982PLC082961  
 419, Rajhans Heights Mini Bazar,  
 Varachha Road, Surat,  
 Gujarat-395 006

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Arman Holdings Limited (hereinafter called "The Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my 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, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2020 ("Audit Period") generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
- (v) The following Regulations (as amended from time to time) and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(Not applicable to the Company during the Audit Period);**
  - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulation, 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 (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client **(Not applicable to the Company during the Audit Period)**
  - 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**
  - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- (vi) Other Laws applicable specifically to the Company:

No other specific laws, rules and regulations are applicable to the Company as declared by the Company.

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

- a) Secretarial Standards issued by The Institute of Company Secretaries of India under the provisions of Companies Act, 2013;

- b) The Listing Agreements entered into by the Company with BSE Limited pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Based on our verification of the Company's books, papers, minute books, form and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and its authorised representatives during the conduct of Secretarial Audit we hereby report that in our opinion during the period under review the Company has complied with the provisions of the Act, Rules, Regulation, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

**I further report that:**

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and a Women Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
2. 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.
3. All the decisions at the Board meeting and Committee Meetings are carried out unanimously as recorded in the minutes of the meeting of the Board of Directors or Committee of the Board, as the case may be.

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

**I further report that** during the audit period, the company has no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

**For Veenit Pal & Associates  
Company Secretaries**

Sd/-

**Veenit Pal  
(Proprietor)**

**ACS : 25565**

**CP : 13149**

**Place : Mumbai**

**Date : May 25, 2020**

**UDIN : A025565B000279027**

This Report is to be read with my letter of even date which is annexed as Appendix-1 and forms and integral part of this report

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**Appendix -1**  
**(Forming Part of Secretarial Audit Report)**

To,  
The Members,  
**Arman Holdings Limited,**  
CIN: L65993GJ1982PLC082961  
419, Rajhans Heights Mini Bazar,  
Varachha Road, Surat,  
Gujarat-395 006

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
  2. I 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. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
  3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
  4. Wherever required, I have obtained the Management representation about the Compliance of laws, rules, regulations, norms and standards and happening of events etc.
  5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, norms and standards is the responsibility of the management. My examination was limited to the verification of procedure 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 Veenit Pal & Associates**  
**Company Secretaries**

Sd/-  
**Veenit Pal**  
**(Proprietor)**  
ACS : 25565  
CP : 13149  
Place : Mumbai  
Date : May 25, 2020  
UDIN : A025565B000279027

**DISCLOSURE U/S 197(12) AND RULE 5 (1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

1. **Ratio of remuneration of each director to the median remuneration of the employees of the company for the financial year ended 31st March, 2020:**

S.No.	Name of the Director	Total Remuneration (Rs )	Ratio
1	Mr. Deepak K Babel- Managing Director (Remuneration +Sitting fees)	180000	1.41
2	Mrs. Priyadarshani Babel – Non Executive Director	60000	0.47
3	Mr. Suresh M Suthar-Independent Director-Sitting fee	80000	0.63
4	Mr Pradeepkumar Jain - Independent Director-Sitting fee	80000	0.63

2. **The Percentage increase in remuneration of each Director and Key Managerial Personnel in the financial year:**

S.No.	Name of the Director/ Key Managerial Personnel	Total Remuneration (Rs )		Increase/(Decrease)%
		FY 2019-20	FY 2018-19	
1	Mr.Deeepak K Babel-MD	180000	180000	0.00
2	Mr. Vishal Wason & Ms. Heena Banga- Company Secretary	155580	168000	-7.39
3	Mr.Ayush Jain- CFO	240000	240000	0.00

3. **Percentage increase in the median remuneration of employees in the financial year:**

Particulars	Median Remuneration (Rs )		Increase/(Decrease)%
	FY 2019-20	FY 2018-19	
Median remuneration of all employees (per annum)	127290	168000	-24.23

4. **The number of permanent employees on the rolls of the company as on 31st March, 2020 was 6.**

5. **Explanation on the relationship between average increase in remuneration and company performance:**

The decrease in the average remuneration of all employees in the Financial Year 2019-20 as compared to Financial Year 2018-19 was 16.71%.

The key indices of the Company's performance are:

Particulars	Amount (Rs in lakhs)		Increase/(Decrease)%
	FY 2019-20	FY 2018-19	
Total Revenue	409.89	378.78	8.21
Profit before Tax after extraordinary item	3.44	3.7	7.03
Less – Tax	0.85	0.99	(14.14)
Profit for the year	2.59	2.71	(4.43)

6. **Comparison of remuneration of Key Managerial Personnel against the performance of the Company:**

The remuneration of Key Managerial Personnel decreased 2.11% whereas the Profit Before Tax decreased by 4.43% in the Financial Year 2019-20 as compared to Financial Year 2018-19.

7. **Details of share price and market capitalisation as at the closing date of the current financial year and the previous financial year:**

Particulars	Closing Market Price on BSE (Rs)	Market Capitalization (Rs in lakhs)	Price Earnings Ratio (X)
As on March 31, 2020	56.05	2920.48	1127.6
As on March 31, 2019#	65.60	3418.08	1261.287

# Market price as on March 31, 2019 was not available, hence market price as on March 19, 2019 was taken being last day in the month when trading happened



8. **Comparison of average percentage increase in the salary of employees other than the Key Managerial Personnel (KMP) and the percentage increase in the KMP remuneration:**

Particulars	Remuneration (Rs)		Increase/(Decrease)%
	FY 2019-20	FY 2018-19	
Average salary of all employees (other than KMP)	70,000	99,000	-29.29
Average KMP remuneration	191860	196000	-2.11

9. **Key parameters for the variable component of remuneration paid to the Directors:** There are no variable component of remuneration paid to the Director
10. **The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid directors during the year:** Not Applicable
11. **Affirmation:**

It is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and Senior Management is as per the remuneration policy of the Company.

**II. DISCLOSURE UNDER RULE 5(2) & 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

12. List of employees employed throughout the Financial Year 2019-20 and were paid remuneration not less than Rs.60 lakhs per annum: NIL
13. List of employees employed for part of the year and were paid remuneration during the Financial Year 2019-20 at a rate which in aggregate was not less than Rs. 5 lakhs per month: NIL

There were no employee who was employed for part of the year who was in receipt of remuneration at a rate which in the aggregate was not less than Rs 5 lakhs per month.

ANNEXURE-5**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

During the Financial Year 2019-20, the Company did not have manufacturing activity. The Company's current business activity is Trading. Hence, information as applicable to trading activity is only given.

**A. Conservation of Energy - Not Applicable**

Total energy consumption and energy consumption per unit of production – Not Applicable

**Form A****Disclosure of particulars with respect of Conservation of Energy****(a) Power and Fuel Consumption - Not Applicable****(b) Consumption per unit of Production - Not Applicable****B. Technology Absorption - Not Applicable****C. Foreign Exchange Earnings & Outgo:**

Total Foreign Exchange used and earned:

Particulars	(Rs In Lakhs)	
	FY 2019-20	FY 2018-19
<b>A. Foreign Exchange used:</b>		
- Expenditure	NIL	NIL
- Imports (CIF basis)	48.22	45.44
<b>B. Earnings on account of Export of Goods (FOB basis):</b>		
- In Foreign Exchange	NIL	NIL
- Deemed Export	NIL	NIL

**REMUNERATION POLICY**

1. The Company while deciding the remuneration package of the Directors and senior management members takes into consideration the nature of responsibility of the position, employment scenario and remuneration package of the managerial talent of other comparable companies.
2. The fixed component of the remuneration package includes perquisites and allowances.

**3. Remuneration Policy for Managing Director/Executive Director(s) (if any):**

- a) The remuneration paid to the Managing Director/Executive Director(s) of the Company is approved by the Board of Directors on the recommendations of the Nomination & Remuneration Committee.
- b) Remuneration of the Managing Director consists of commission based on the net profits of the Company for each financial year. The commission amount is linked to the net profit of the Company for each financial year computed as per the Companies Act, 2013.
- c) Remuneration of Executive Directors: None at present. However, if appointed in future, the remuneration shall consist of a fixed component and/or commission based on the net profits of the Company for each financial year computed as per the Companies Act, 2013.

**4. Remuneration Policy for Non-Executive Directors:**

Non-Executive Directors on the Company's Board of Directors add substantial value to the Company through their contribution to the Management of the Company. In addition they also play an appropriate control role. For best utilization of the expertise of the Non-Executive Directors, the Company has constituted certain Committees of the Board.

The following remuneration is payable to Non-Executive Directors:

S. No.	Particulars	Remuneration
1	Commission	Based on the Company's performance and at a rate not exceeding 1% p.a. of the net profits of the Company which shall be distributed uniformly among all the Non-Executive Directors of the Company.
2	Sitting Fees for attending Board Meetings and Committee Meetings	As approved by the Board of Directors from time to time within the overall limits as prescribed by the Companies Act, 2013

**5. Remuneration Policy for Senior Managers:**

- a) Annual increase in the fixed remuneration is based on defined criteria and subject to review by the HR Department & Managing Director and subject to the approval by the Nomination & Remuneration Committee, wherever required.
- b) One of the components of the remuneration package may be variable pay linked to defined performance parameters.
- c) Variable pay, if any, may be based on internally developed detailed performance related matrix which is verified by the Accounts and HR Departments.

**ANNEXURE-7****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) Regulation, 2015)

To,  
The Members,  
**ARMAN HOLDINGS LIMITED,**  
419, Rajhans Heights Mini Bazar,  
Varachha Road, Surat,  
Gujarat-395 006  
**CIN:- L65993GJ1982PLC082961**

I have examined the relevant registers, records, forms, return and disclosures received from the Directors of ARMAN HOLDINGS LIMITED having CIN L65993GJ1982PLC082961 and having registered office at 419, Rajhans Heights Mini Bazar, Varachha Road, Surat, Gujarat-395006 (hereinafter referred to as 'the company'), produced before me by the company for the purpose of issuing this certificate, in accordance with Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

In my opinion and to the best of my information and according to the verifications (including Director Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanation furnished to me by the Company and its officer, I hereby certify that none of the Directors on the Board of Directors of the Company as stated below for the financial year ending on 31<sup>st</sup> March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of the Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such Statutory Authority.

Sr. No.	Name of Director	DIN	Designation	Date of appointment in Company	Date of Re-appointment
1	Deepak Kumar Babel	05200110	Managing Director	25.04.2013	w.e.f 30.5.2017 for 3 years
2	Suresh Mohanlal Suthar	06862070	Non-Executive and Independent Director	08.04.2014	w.e.f 05.04.2019 for 3 years
3	Priyadarshani Deepak Babel	06941999	Non-Executive and Non-Independent Director	12.08.2014	w.e.f 10.08.2019
4	Pradeep Kumar Jain	07284354	Non-Executive and Independent Director	05.11.2015	-

Ensuring the eligibility for the appointment/continuity of every director on the board is the responsibility of the management of the Company. Our responsibility is 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 Veenit Pal & Associates**  
**Company Secretaries**

**Veenit Pal**  
**(Proprietor)**  
**M. No. 25565**  
**COP No. 13149**  
Place:- Mumbai  
Date:- 25.05.2020

UDIN : A025565B000279060

**REPORT ON CORPORATE GOVERNANCE**

The detailed report on Corporate Governance for the financial year ended March 31, 2020, as per the Regulation 34(3) read along with Schedule V of SEBI (LODR) Regulations 2015, is set out below:

**Company's Philosophy on code of Governance:**

Corporate Governance contains a set of principles, process and systems to be followed by Directors, Management and all employees of the Company for increasing the shareholders value, keeping in view interest of other stakeholders. While adhering to the above, the committed to integrity, accountability, transparency and compliance with laws in all dealing with the government, customers, employees other stake holders. Your Company has adopted various codes and policies to carry out duties and functions in a most ethical and compliant manner and some of them are:

- i. Code of Conduct for the Board and Senior Managerial Personnel
- ii. Whistle Blower Policy
- iii. Board Evaluation Policy
- iv. Prohibition of Insider Trading Code
- v. Policy on Related Party Transactions
- vi. Remuneration Policy

Your Company confirms the compliance of Corporate Governance as contained in Regulation 34(3) read along with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, details of which are given below.

**Board of Directors:**

The Board of Directors comprises of four Directors. Out of these one is an Executive Director, one is Non-executive Director and two are Non-Executive Independent Directors. Non-Executive Directors constituted more than 50% of the total number of Directors. The Non-Executive and Independent Directors with their diverse knowledge experience and expertise bring in their independent judgment in the deliberation and decisions of the Board. All the Directors have been made necessary disclosure regarding committees positions held by them in other Companies. The Board considers the recommendations of the Nomination & Remuneration Committee and takes appropriate decisions in regard to continuance of and induction of new skill-sets at the Board level to ensure the availability of these experienced professionals to guide the Company in an ever-evolving business environment.

The Board of Directors met 6 times during the year 2019-20 :

05/04/2019	29/05/2019	10/08/2019
14/11/2019	13/01/2020	12/02/2020

The composition of the Board of Directors, their attendance at Board meeting, last Annual General Meeting, number of other Directorship, committee membership and Chairmanship are as under:

Name of Director	Category	No. of Board Meeting Attended	Attendance at Last AGM	No. of Other Directorship	No. of Other committee membership
Mr. Deepak Kumar Babel	Managing Director	6	Yes	1	Nil
Mrs Priyadarshani Babel	Non-Executive Director	6	Yes	Nil	Nil
Mr. Pradeepkumar Jain	Independent Director	6	Yes	Nil	Nil
Mr. Suresh M Suthar	Independent Director	6	Yes	Nil	Nil

The Company has received declarations of independence as prescribed in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, from Independent Directors. All requisite declarations have been placed before the Board.

The familiarization programme for Independent Directors in terms of provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is placed on the website of Company ([www.armanholdings.in](http://www.armanholdings.in)).

None of the Directors are related to any other Director except Mrs. Priyadarshani Babel and Mr Deepak Kumar Babel who are wife and husband.

**Independent Directors' Meeting:**

In accordance with the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and Regulation 25 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a meeting of Independent Directors was held on February 8, 2020 without the attendance of Non-Independent Directors and members of the Management.

**Code of Conduct:**

The Board has laid down a Code of Conduct for its members and senior management personnel of the Company. The Code of Conduct is available on the website of the Company [www.armanholdings.in](http://www.armanholdings.in). All the Board members and senior management personnel have affirmed compliance with the Code of Conduct. The Managing Director has affirmed to the Board that this Code of Conduct has been compiled by the Board members and senior management personnel.

**Code of Conduct for Prevention of Insider Trading:**

The Company has Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires preclearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All Board of Directors and the designated employees have confirmed compliance with the Code.

Further, the Board of Directors at its meeting held on March 29, 2019, approved the amendment in Code of Conduct for Prevention of Insider Trading and Fair Disclosure of Un-Published Price Sensitive Information as per SEBI (Prohibition of Insider Trading Amendment) Regulations, 2018 and subsequent amendment to SEBI (Prohibition of Insider Trading) Regulations, 2018, notified on January 21, 2019, Which inter-alia, defines policy to determine "Legitimate Purposes". The modified Code is applicable wef April 1, 2019. The Code is also available on the website of the Company at www.armanholdings.in.

**Audit Committee:** The Composition and terms of reference of Audit Committee is in compliance Regulation 18 and Part C of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the section 177 of the Companies Act, 2013. During financial year 2019-20, the Audit Committee met on 5 times.

**Dates on which Meetings of Audit Committee was held during Financial Year 2019-20**

05/04/2019	29/05/2019	10/08/2019
14/11/2019	12/02/2020	

The details of composition of members and attendance at the Audit Committee are as follows:

Names	Designation	Directorship	Meeting Held	Meeting Attended
Mr. Pradeepkumar Jain	Chairman	Non-Executive Independent Director	5	5
Mr. Suresh Mohanlal Suthar	Member	Non-Executive Independent Director	5	5
Mr. Deepak Kumar Babel	Member	Executive Director	5	5

All the members of the Audit Committee are financially literate and possess necessary expertise in finance, accounting. The Company Secretary is the Secretary of the Committee. Chief Financial Officer and Statutory Auditors are also invited to attend the Meetings.

**Stakeholders / Investors Grievances Committee:** The Company has formed Stakeholders / Investors Grievances Committee which has the power to look into redressal of shareholders/investors complaints such as non-receipt of shares sent for transfer, non-receipt of dividends/Annual Reports etc. During financial year 2019-20, the Stakeholders / Investors Grievances Committee met on 4 times. Presently, Ms Heena Banga, Company Secretary of the company acts as the Compliance officer of the company.

**Dates on which Meetings of Stakeholders / Investors Grievances Committee was held during Financial Year 2019-20**

04/04/2019	08/07/2019
10/10/2019	08/01/2020

The details of composition of members and attendance at the Stakeholders / Investors Grievances Committee are as follows:

Names	Designation	Directorship	Meeting Held	Meeting Attended
Mr. Pradeepkumar Jain	Chairman	Non-Executive Independent Director	4	4
Mr. Suresh Mohanlal Suthar	Member	Non-Executive Independent Director	4	4
Mrs Priyadarshani Babel	Member	Non-Executive Director	4	4

The Committee approves and monitors transfers, transmission, sub-division, consolidation of shares issued by the Company. The Committee oversees performance of the Registrar and Transfer Agent of the Company and recommends measures for overall improvement in the quality of investor services. The Committee also monitors redresses / replies to investor's complaints queries and requests relating to transfers of shares, non-receipt of Annual Reports, etc. The Committee has sorted out all complaints / queries received from Stakeholders / Investors during the year ended 31/03/2020.

SEBI by its circular has mandated all the Listed Companies to get their SCORES Registration done. Accordingly, the Company has obtained the same. However, no complaints have been received during the year.

**Nomination and Remuneration Committee:**

The Composition and terms of reference of Nomination and Remuneration Committee is in compliance Regulation 19 and Part D of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the section 178 of the Companies Act, 2013. The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management and their remuneration and for performance evaluation of Independent Directors. During financial year 2019-20, the Nomination and Remuneration Committee met on 5 times.

**Dates on which Meetings of Nomination and Remuneration Committee was held during Financial Year 2019-20**

04/04/2019	10/08/2019	13/01/2020
31/01/2020	08/02/2020	

The details of composition of members and attendance at the **Nomination and Remuneration Committee** are as follows:

Names	Designation	Directorship	Meeting Held	Meeting Attended
Mr. Pradeepkumar Jain	Chairman	Non-Executive Independent Director	5	4
Mr. Suresh Mohanlal Suthar	Member	Non-Executive Independent Director	5	4
Mr. Priyadarshani Babel	Member	Non-Executive Director	5	5

**Remuneration of Directors:**

The Non-Executive Director/ Independent Directors are paid only sitting fees for attending Board / Committee meetings. There is no pecuniary relationship or transaction of the Company with its Non-Executive Directors / Independent Directors.

Particulars	Mr. Pradeep kumar Jain -Independent Director	Mr. Suresh Suthar— Independent Director	Mrs. Priyadarshani Babel -Non Executive Director
Fee for attending board committee meetings	Rs.80,000	Rs.80,000	Rs.60,000
Commission	0	0	0
Others, please specify	0	0	0
<b>Total</b>	<b>Rs.80,000</b>	<b>Rs.80,000</b>	<b>Rs.60,000</b>

During the year, Company has paid remuneration to its Executive Director. The detail of remuneration of Mr. Deepak Kumar Babel (Managing Director) is as under:

Name of Director	Salary cum Allowances	Stock Option	Other Benefits	Service Contract Tenure
Mr. Deepak Kumar Babel	Rs.15,000/- per month	Nil	Nil	3 Years from 30/05/2018 till 29/05/2020(#)

#: Mr. Deepak Kumar Babel has been appointed as MD vide Board resolution dated 29/05/2020, subject to approval of members

#### Meeting of Independent Directors:

During the year under review, the Independent Directors met once on February 8, 2020, inter alia, to:

- Evaluate the performance of non-independent directors and the Board as a whole; and
- Evaluate the quality, quantity and timelines of flow of information between the executive management and the Board.

The suggestions made at the Meetings of the Independent Directors were communicated to the Managing Director for taking appropriate steps. All Directors were present at the Meeting.

**Holding of Non –Executive Director:** Mrs Priyadarshani D. Babel (Non –Executive Director) holds 4850 shares of Company.

**General Body Meeting:** The details, locations of last three Annual General Meetings are given below:

Year	Address	Date	Day	Time
2018-19 AGM	419, Rajhans Heights, Mini Bazar, Varachha Road, Surat– 395006, Gujarat, India	25/09/2019	Wednesday	10:00 A.M.
2017-18 AGM	419, Rajhans Heights, Mini Bazar, Varachha Road, Surat– 395006, Gujarat, India	5/09/2018	Wednesday	10:00 A.M.
2016-17 AGM	419, Rajhans Heights, Mini Bazar, Varachha Road, Surat– 395006, Gujarat, India	27/09/2017	Wednesday	10:00 A.M.

No Postal Ballot was conducted during the FY 2019-20

In compliance with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108, 110 and other applicable provisions of the Companies Act, 2013 read with the related Rules the Company provides electronic voting facility to all its members, to enable them to cast their votes electronically.

In view of the continuing restrictions on the movement of people at several places in the country, due to outbreak of COVID-19, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 and other applicable circulars issued by the MCA & Securities and Exchange Board of India (SEBI), has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2020. In accordance with, the said circulars of MCA, SEBI and applicable provisions of the Companies Act, 2013 (“Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 38th AGM of the Company shall be conducted through VC/ OAVM. The Central Depository Services (India) Limited (“CDSL”) will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained at Notice of AGM.

No Special Resolution was put through postal ballot last year nor is it proposed to put any Special Resolution to vote through postal ballot.

#### Disclosures:

- There were no materially significant related party transactions, which had potential conflict with the interest of the Company at large. The details of related party transactions are set out in the Notes to Financial Statements forming part of this Annual Report.
- The Company has complied with all requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as other applicable regulations and guidelines of SEBI. Consequently, no penalties were imposed or strictures passed against the Company by SEBI, Stock Exchanges or any other statutory authority on any matter related to capital markets during the last 3 years. However an order dated April 25, 2018 was passed by Registrar of Companies, Ahmedabad, imposing a fine of Rs.18,700 each on our Company and Mr. Deepak Kumar Babel, in relation to compounding of offence under section 138 of Companies Act, 2013 read with rule 13 of Companies (Accounts) Rules, 2014, for delay in appointment of internal auditor for the FY 2014-15
- The Company has a Vigil Mechanism and Whistle Blower Policy for employees to report violations of applicable laws and regulations and Code of Conduct. During the year no employee has approached to the Audit Committee.
- The Company has complied with all applicable mandatory requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- During the year there was no audit qualification on the Company’s financial statements.
- Following policies are available on the Company’s Website [www.armanholdings.in](http://www.armanholdings.in):
  - Policy for determining Material Subsidiary
  - Policy on dealing with Related Party

**Means of Communication:**

The quarterly/half yearly/annual financial results of the Company are normally published in Lok Mitra (Gujarati) and The Free Press Journal (English). The financial results are also displayed on the Company's Website [www.armanholdings.in](http://www.armanholdings.in)

**Information for Shareholders:**

Detailed information in this regard is provided in the "General Information for Shareholders" section, appearing in this Annual Report.

**Information relating to Directors:**

Information relating to Directors seeking re-appointment as required under regulation 36 (3) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is given in the Notice of AGM.

**Declaration by the Managing Director under Schedule V(D):**

Declaration by the Managing Director of the Company under Schedule V(D) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given below:

"Pursuant to Schedule V(D) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby declare that all Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct for the year ended 31st March, 2020."

**For Arman Holdings Limited**

Sd/-  
Deepak Kumar Babel  
Managing Director  
DIN : 05200110

Place: Mumbai  
Date: May 29, 2020



**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

**To**  
**The Members of Arman Holdings Limited,**

I have examined the compliance of conditions of corporate governance by Arman Holdings Limited ("the Company"), for the year ended on 31st March, 2020 as stipulated in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

In our opinion and to the best of our information and according to the explanations given to us, and representations made by the management, we certify that the Company, to the extent applicable, has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

**For Anmol Rana & Associates**  
**Chartered Accountants**  
**Regn. No. 015666C**

**Sd/-**  
**(Anmol Rana)**  
**Partner**  
**M.No. 512080**  
**UDIN: 20512080AAAACM9588**

Place: Delhi  
Date: 29.05.2020

**COMPLIANCE CERTIFICATE BY CEO / MD AND CFO**

**[See Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

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

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

B. There are, to the best of our knowledge and belief, no transactions entered into by Arman Holdings Limited during the year which are fraudulent, illegal or in violation of the company's code of conduct.

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

D. We have indicated to the auditors and the Audit committee

- (1) significant changes in internal control over financial reporting during the year;
- (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- (3) There have been no instances of significant fraud of which we have become aware and the involvement therein if any of the management or an employee having a significant role in the company's internal control system over financial reporting.

**For Arman Holdings Limited**

Sd/-  
Deepak Kumar Babel  
Managing Director  
DIN : 05200110  
Place: Mumbai  
Date: May 29, 2020

**For Arman Holdings Limited**

Sd/-  
Ayush Jain  
CFO  
Place: Mumbai  
Date: May 29, 2020

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Pursuant to Regulation 34 (2)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion & Analysis Report for the year under review is given below :

**Indian Economy**

India has emerged as the fastest growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships.

India retained its position as the third largest start-up base in the world with over 8,900-9,300 start-ups as 1,300 new start-ups got incorporated in 2019 according to a report by NASSCOM. India also witnessed the addition of 7 unicorns in 2019 (till August 2019), taking the total tally to 24. India's labour force is expected to touch 160-170 million by 2020 based on the rate of population growth, increased labour force participation and higher education enrolment among other factors according to a study by ASSOCHAM and Thought Arbitrage Research Institute.

**Recent Developments**

With an improvement in the economic scenario, there have been investments across various sectors of the economy. The mergers and acquisition (M&A) activity in India stood at US\$ 28 billion in 2019, while private equity (PE) deals reached US\$ 48 billion. Some of the important recent developments in Indian economy are as follows:

- Merchandise export and import (in US\$ terms) declined by 4.8 per cent and 9.1 per cent, respectively, in 2019-20.
- Nikkei India Manufacturing Purchasing Managers' Index (PMI) stood at 30.8 in May 2020, showing contraction in the sector because of coronavirus-related restrictions.
- Gross tax revenue stood at Rs 15.04 lakh crore (US\$ 215.28 billion) in 2019-20 – income tax collection contributed Rs 4.80 lakh crore (US\$ 68.14 billion) to it.
- In 2019, companies in India raised around US\$ 2.5 billion through 17 initial public offers (IPO).
- India's Foreign Direct Investment (FDI) equity inflow reached US\$ 469.99 billion between April 2000 to March 2020, with maximum contribution from services, computer software and hardware, telecommunications, construction, trading, and automobiles.
- India's Index of Industrial Production (IIP) for 2019-20 stood at 129.2.
- The combined index of eight core industries stood at 137 in March 2020. Its cumulative growth was 0.6 per cent in 2019-20.
- Consumer Price Index (CPI) – Combined inflation was 5.9 per cent in March 2020 as compared to 6.6 per cent in February 2020. The annual consumer price inflation increased to 4.8 per cent in 2019-20 from 3.4 per cent in 2018-19.
- Around 12 million jobs in a year were created in India during 2015-19.
- India improved its ranking in World Bank's Doing Business Report by 14 spots over last year and was ranked 63 among 190 countries in the 2020 edition of the report.
- India is expected to have 100,000 start-ups by 2025, which will create employment for 3.25 million people and generate US\$ 500 billion in value as per Mr T V Mohan Das Pai, Chairman, Manipal Global Education.

**Government Initiatives**

- The first Union Budget of the third decade of 21st century was presented by Minister for Finance & Corporate Affairs, Ms Nirmala Sitharaman in the Parliament on February 1, 2020. The budget aimed at energising the Indian economy through a combination of short-term, medium-term, and long-term measures.
- Total expenditure for 2020-21 is budgeted at Rs 37.14 lakh crore (US\$ 531.53 billion), an increase of 13 per cent from 2019-20 (revised budget estimates).
- Numerous foreign companies are setting up their facilities in India on account of various Government initiatives like Make in India and Digital India. Mr Narendra Modi, Prime Minister of India, launched Make in India initiative with an aim to boost country's manufacturing sector and increase purchasing power of an average Indian consumer, which would further drive demand and spur development, thus benefiting investors. The Government of India, under its Make in India initiative, is trying to boost the contribution made by the manufacturing sector with an aim to take it to 25 per cent of the GDP from the current 17 per cent. Besides, the Government has also come up with Digital India initiative, which focuses on three core components: creation of digital infrastructure, delivering services digitally and to increase the digital literacy.

(Sources: <https://www.ibef.org/economy/indian-economy-overview>)

**Indian Bullion & Jewellery Industry****Introduction**

The gems and jewellery sector plays a significant role in the Indian economy, contributing around 7 per cent to country's GDP and 15 per cent to India's total merchandise export. It employs over 4.64 million people, which is expected to reach 8.23 million by 2022. One of the fastest growing sectors, it is extremely export oriented and labour intensive.

Based on its potential for growth and value addition, the Government declared gems and jewellery sector as a focus area for export promotion. The Government has undertaken various measures recently to promote investment and upgrade technology and skills to promote 'Brand India' in the international market.

India is deemed to be the hub of the global jewellery market because of its low costs and availability of high-skilled labour. India is the world's largest cutting and polishing centre for diamonds, with the cutting and polishing industry being well supported by Government policies. Moreover, India exports 75 per cent of the world's polished diamonds as per statistics from the Gem and Jewellery Export Promotion Council (GJEPC). India's Gems and Jewellery sector has been contributing in a big way to the country's foreign exchange earnings (FEEs). Government has viewed this sector as a thrust area for export promotion. The Indian Government presently allows 100 per cent Foreign Direct Investment (FDI) in the sector through the automatic route. The sector employs over 4.64 million employees, which is expected to touch 8.23 million by 2022.

**Market size**

India's gems and jewellery sector is one of the largest in the world, contributing 29 per cent to the global jewellery consumption. The sector is home to more than 300,000 gems and jewellery players. Its market size will grow by US\$ 103.06 billion during 2019-2023.

India's demand for gold reached 690.4 tonnes in 2019. India's gems and jewellery export stood at US\$ 29.01 billion in FY20P. During the same period, India exported US\$ 18.66 billion worth of cut and polished diamonds, thereby contributing 64 per cent of the total gems and jewellery export. India's import of gems and jewellery stood at US\$ 24.01 billion in FY20P.

India is one of the largest exporters of gems and jewellery and the industry is considered to play a vital role in the Indian economy as it contributes a major chunk to country's foreign reserves. The Goods and Services Tax (GST) will steer India's gold demand going forward.

**Investments/Developments**

The gems and jewellery sector is witnessing changes in consumer preferences due to adoption of western lifestyle. Consumers are demanding new designs and varieties in jewellery, and branded jewellers have managed to fulfil their changing demands better than the unorganised players. Moreover, increase in per capita income has led to an increase in sales of jewellery as jewellery is a status symbol in India.

The cumulative Foreign Direct Investment (FDI) inflow in diamond and gold ornaments in the period April 2000 – March 2020 was US\$ 1.17 billion according to Department for Promotion of Industry and Internal Trade (DPIIT).

Some of the key investments in this industry are listed below:

- In April 2020, majority of the players in the Indian market like Malabar Gold, Tanishq, and Joyalukkas offered jewellery online for Akshay Tritiya.
- Companies such as PC Jewellers, PNG Jewellers and Popley and Sons are planning to introduce a virtual-reality (VR) experience for their customers. The customer will have to wear a VR headset, through which they can select any jewellery, see it from different angles and zoom it to view intricate designs.

(Source: <https://www.ibef.org/industry/gems-jewellery-india.aspx>)

**Financial Performance**

The current year was a good year for your Company. The Company is trading in textile and related products and now also entered into the business of gold and precious stones. The Company has managed to maintain a growth trajectory in its financial performance in the current financial year. Further, the Management expects a good financial performance in the new business in the next financial years.

The Total Income for the financial year under review increased to Rs. 408.50 Lakhs against Rs. 378.78 Lakhs during previous year whereas the Profit after Tax generated by the company during the year under review is Rs. 2.59 Lakhs as compared to profit of Rs. 2.71 Lakhs during the previous year. However, the company is working hard to increase the profitability in the forthcoming years.

**Key Financial Ratio:**

The key financial ratios are as under:

Particulars	2019-20	2018-19
EBITDA Margin	0.87%	1.05%
PBT Margin	0.84%	0.98%
PAT Margin	0.63%	0.72%
RONW	0.41%	0.43%
D/E	Not Applicable since there is no debt	Not Applicable since there is no debt
Debtor Turnover Ratio	0.10	0.50

**Outlook**

In the coming years, growth in Gems and Jewellery sector would be largely contributed by the development of large retailers/brands. Established brands are guiding the organised market and are opening opportunities to grow. Increasing penetration of organised players provides variety in terms of products and designs. Online sales are expected to account for 1-2 per cent of the fine jewellery segment by 2021-22. Also, the relaxation of restrictions of gold import is likely to provide a fillip to the industry. The improvement in availability along with the reintroduction of low cost gold metal loans and likely stabilisation of gold prices at lower levels is expected to drive volume growth for jewellers over short to medium term. The demand for jewellery is expected to be significantly supported by the recent positive developments in the industry.

In the last five years, the measures taken to address the issue of gold imports have evolved around the import duty structure. Import duties have been reviewed multiple times to dissuade gold imports. This, however, has an adverse effect on the overall industry growth. It is estimated that the gold market has shrunk in size over the last five years. Both gold imports and exports have declined. Though time-series data on employment is not readily available, but it is possible to assume that this consistent rise in import duty has squeezed employment opportunities in this sector. It is therefore a challenge to design a gold policy which aims at increasing exports, boosting domestic supply, provide greater employment opportunities while simultaneously curbing gold imports. The vision for gold has been formulated to address this challenge.

**Opportunities and Threats**

We believe that the factors which contribute to our strengths are our ability to adapt to the ever changing environment, maintaining continuous growth, creating new market opportunities, efficient leadership qualities and maintaining good customer relationship. The company is doing business of trading and importing in toys, plastic and related products and trading of precious stones & metal which is as per the objects of the company. The management is hopeful of expanding its new business

The year ahead appears to be challenging due to increase in competition, increasing interest rates, inflation, fluctuating markets and foreign exchange as well due to occurrence of natural calamities. The Company has to overcome these issues by serving to demands made by the customers. Rising purchase prices and shrinkage of the margins, Availability of finance at reasonable interest costs, Stiff competition owing to surplus capacities, volatile foreign exchange rates, Slowdown in the demand, Covid, etc. are major threats.

There is a huge opportunity to move the gold business from unorganized to organized space in many countries including India and China. The organized segment has tremendous growth prospects. Growing consciousness of branded jewellery, increasing purchasing power in the Tier I & II locations, and increasing demand for diamond jewellery are major opportunities for the next 10 to 15 years. The major threat could be changes in government policy with regard to import and export of gold products.

**Impact of CoVID -19 on Business**

CoVID-19 has put the whole world on standstill. The businesses of the majority of the companies are affected negatively all over the world and so also huge adverse impact on the business either organised or unorganised in India and slowing down the economy. There are major impacts on the Trading and Import Business also.

During the lockdown period as desired by the authorities, our office is closed. No commercial activities happened during this period. Inflow of fund in the Company got stuck. There was no revenue during the Lockdown. We don't know when situation will normalise. On the announcement made by the Honourable Prime Minister of India, office of the Company was closed. The management decided to operate the work and necessary task from the home itself.

Since, we are mainly into import & trading and the same will be operational as per the guidelines issued by the authorities. We are fully geared up to start our operations as and when situation improves. We are also keeping watch on international markets and imports from China and other countries.

April –May 2020 being the lockdown months, the revenues and profitability of the company are likely to be adversely impacted. As unlocking process has started in some states, we do hope that the business situation should normalize during 3<sup>rd</sup> and 4<sup>th</sup> quarter. Since, our operations are under lockdown and we have limited access to clients and suppliers our revenues are affected which has contributed to losses/ low profitability of the company. Being a trading company, we had sold goods to various costumers. Non fulfillment of the obligations by any party will have the impact to some extent on the profitability of our company.

**Segment-wise Performance:**

The company has three reportable business segments i.e. Textile Products, Precious Metal and Plastic & related products.

(Amount Rs in Lakhs)

Particulars	As at 31/03/2020	As at 31/03/2019
<b>Segment Revenue</b>		
a) Textiles Products	0.00	18.01
b) Plastic Products	52.93	55.36
c) Precious Metal	355.57	303.31
<b>Total</b>	<b>408.50</b>	<b>376.68</b>

**Internal control systems and their adequacy**

Adequate internal controls, system and checks are in place commensurate with the size of the Company and nature of its business. The Company has a well-placed, proper and adequate internal financial control system which ensures that all assets are safeguarded and protected and that the transactions are authorized recorded and reported correctly.

**Material developments in Human Resources / Industrial Relations front, including number of people employed.**

The company's objective is to create an inspirational work climate where talented employees engaged in creating sustained value for the stakeholders. There is no material development in Human Resources / Industrial Relations front except those mentioned in the directors report. Total No. of employees appointed in the company are 5.

**Cautionary Statement**

Statements in the Management discussion and analysis, describing the Company's objectives, outlook, opportunities and expectations may constitute "Forward Looking Statements" within the meaning of applicable laws and regulations. The actual result may vary materially from those expressed or implied in the statement. Several factors make a significant difference to the company's operations including the government regulations, taxation and economic scenario affecting demand and supply condition and other such factors over which the Company does not have any direct control.

**Code of Conduct**

As prescribed under Regulation 34(3) of SEBI (LODR) Regulations 2015, a declaration signed by the Whole time Director and Chief Financial Officer affirming compliance with the Code of Conduct by the Directors and Senior Management Personnel of the Company for the financial year 2019-20 forms part of the Corporate Governance Report.

Place: Mumbai  
Date: May 29, 2020

**For Arman Holdings Limited**  
Deepak Kumar Babel

Sd/  
Managing Director  
DIN : 05200110

**INDEPENDENT AUDITOR'S REPORT**

To the Members of **Arman Holdings Limited**,

**Report on the Financial Statements**

We have audited the accompanying financial statements of **Arman Holdings Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2020, and the Statement of Profit and Loss (Including Other Comprehensive Income), Statement of Cash Flow and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("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 Indian Accounting Standards (IND AS) prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015 as amended and other accounting principles generally accepted in India.

This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 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.

**Auditor's Responsibility**

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

In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and the order issued under section 143(11) of the Act.

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

**Opinion**

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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020 and its profit, total comprehensive income, the changes in equity and its cash flow for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 appears from our examination of those books.
  - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.
  - e. On the basis of written representations received from the directors of the Company as on 31 March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2020, from being appointed as a director in terms of Section 164(2) of the Act.

- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”. Our report express an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
- g. In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014;
- (i) The Company does not have any pending litigations which would impact its financial position
  - (ii) The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise
  - (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 and Protection Fund. The question of delay in transferring such sums does not arise
2. As required by the Companies (Auditor’s Report) Order, 2016 (“the Order”) issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure ‘B’ a statement on the matters Specified in paragraphs 3 and 4 of the Order.

**For Anmol Rana & Associates**  
Chartered Accountants  
Regn. No. 015666C

Place: Delhi  
Date: 29.05.2020

Sd/-  
**(Anmol Rana)**  
Partner  
M.No.512080  
UDIN: 20512080AAAACL8260



**ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT**

Annexure referred to in Para 1(f) of our Report of even date on the Standalone financial statements for the year ended 31st March 2020 of **ARMAN HOLDINGS LIMITED**

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

We have audited the internal financial controls over financial reporting of Arman Holdings Ltd ("the Company") as of March 31, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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

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

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

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

**Meaning of company's internal financial control over financial reporting**

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

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

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

**Opinion**

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

**For Anmol Rana & Associates**  
Chartered Accountants  
Regn. No. 015666C

Place: Delhi  
Date: 29.05.2020

Sd/-  
**(Anmol Rana)**  
Partner  
M.No.512080  
UDIN: 20512080AAAACL8260

## ANNEXURE 'B' TO THE AUDITOR'S REPORT

**Annexure referred to in Para 2 of our Report of even date on the Standalone financial statements for the year ended 31st March 2020 of ARMAN HOLDINGS LIMITED.**

Report as per Sub-section 11 of Section 143 of the Companies Act, 2013 ("the Act").

Based on the audit procedures performed for the purpose of reporting a true and fair view of the financial statements of the Company and taking into consideration the information and explanations given to us and the books and other records examined by us in the normal course of our audit, in our opinion and to the best of our knowledge we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) As explained to us, fixed assets have been physically verified by the management at regular intervals; as informed to us no material discrepancies were noticed on such verification;
- (ii) As explained to us, inventory has been physically verified by the management at regular intervals; as informed to us no material discrepancies were noticed on such verification;
- (iii) The company has not granted any loans, secured or unsecured to/from companies, firms or other parties covered in the register maintained under section 189 of the Act.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013.
- (vi) As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act
- (vii) (a) According to the information and explanations given to us and based on the records of the company examined by us, the company is regular in depositing the undisputed statutory dues, including Provident Fund, Investors Education and Protection Fund, Employees' State Insurance, Income-tax, Goods and Services Tax Custom Duty, Excise Duty Cess and other material statutory dues, as applicable, with the appropriate authorities in India. The company did not have any undisputed amount payable in this respect at 31st, March 2020 for a period of more than six months from the date they become payable.
- (b) According to the information and explanations given to us and based on the records of the company examined by us, there are no dues of Income Tax, Goods and Services Tax Customs Duty and Excise Duty were in arrears as at 31<sup>st</sup> March, 2020 for a period of more than six months from the date they became payable.
- (viii) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**For Anmol Rana & Associates**  
Chartered Accountants  
Regn. No. 015666C

Place: Delhi  
Date: 29.05.2020

Sd/-  
**(Anmol Rana)**  
Partner  
M.No.512080  
UDIN: 20512080AAAACL8260

<b>Balance Sheet as at 31 March 2020</b>				
				(Amount in INR)
Particulars		Note No.	As at 31/03/2020	As at 31/03/2019
<b>I ASSETS</b>				
<b>1</b>	<b>Non - current assets</b>			
(a)	Property, plant and equipment	2	26,463	14,508
(b)	Financial assets			
	(i) Investments	3	2,17,21,522	2,17,21,522
	(ii) Other financial assets	4	40,000	40,000
(c)	Deferred tax assets	5	21,44,311	21,43,215
<b>2</b>	<b>Current assets</b>			
(a)	Inventories	6	3,51,47,410	2,12,02,842
(b)	Financial assets			
	(i) Trade receivables	7	39,53,607	1,89,73,662
	(ii) Cash and Bank Balances	8	1,55,309	16,22,967
	(iii) Loans		-	-
(c)	Other tax assets (Net)	9	85,373	1,01,521
(d)	Other current assets	10	2,37,868	6,30,887
	<b>TOTAL</b>		<b>6,35,11,863</b>	<b>6,64,51,124</b>
<b>II EQUITY AND LIABILITIES</b>				
<b>EQUITY</b>				
(a)	Equity share capital	11	5,21,05,000	5,21,05,000
(b)	Other equity	12	1,05,67,695	1,03,08,929
<b>LIABILITIES</b>				
<b>1</b>	<b>Non - current liabilities</b>			
(a)	Deferred tax liabilities	13	864	864
<b>2</b>	<b>Current liabilities</b>			
(a)	Financial liabilities			
	(i) Trade payables	14	7,57,934	39,30,641
(b)	Provisions	15	76,370	99,200
(c)	Current tax liabilities (Net)	16	4,000	6,490
	<b>TOTAL</b>		<b>6,35,11,863</b>	<b>6,64,51,124</b>
<b>Notes to the Financial Statements</b>				
SIGNIFICANT ACCOUNTING POLICIES & NOTES ON FINANCIAL STATEMENTS		1 to 27		
The Notes referred to above thereon form an integral part of Financial Statements.				
As per our report attached of even date				
For and on Behalf of <b>Anmol Rana &amp; Associates</b> Chartered Accountants Firm Regn. No. 015666C			For and on Behalf of <b>Arman Holdings Limited</b>	
(C.A. Anmol Rana) Partner M.No. 512080			P K Jain <b>Director</b> DIN: 07284354	D K Babel <b>Managing Director</b> DIN:05200110
Place: Delhi Date: 29/05/2020			Ayush Jain <b>CFO</b> PAN:AXBPI7621A Place: Mumbai Date: 29/05/2020	

<b>Statement of Profit &amp; Loss for the Year ended 31st March 2020</b>				
				(Amount in INR)
	Particulars	Note No.	Year Ended 31/03/2020	Year Ended 31/03/2019
<b>I</b>	Revenue from operations	17	4,08,49,864	3,76,67,734
<b>II</b>	Other income	18	1,38,578	2,10,268
<b>III</b>	<b>Total Revenue</b>		<b>4,09,88,442</b>	<b>3,78,78,001</b>
<b>IV</b>	<u>Expenses:</u>			
	Purchases of stock - in - trade	19	5,22,33,916	3,48,30,573
	Changes in inventories of stock - in - trade	20	(1,39,44,568)	4,85,931
	Employee benefit expenses	21	6,21,262	6,25,198
	Depreciation & amortization expense	22	10,079	24,868
	Other expenses	23	17,23,841	15,41,043
	<b>Total Expenses</b>		<b>4,06,44,530</b>	<b>3,75,07,614</b>
	Profit before exceptional and extraordinary items & tax		<b>3,43,912</b>	<b>3,70,388</b>
	Exceptional items		-	-
<b>V</b>	<b>Profit before tax</b>		<b>3,43,912</b>	<b>3,70,388</b>
<b>VI</b>	Less: Tax expense			
	(1) Current tax		76,370	99,200
	(2) Deferred tax		(1,096)	(2,180)
	(3) Short provision of earlier years		9,872	2,277
	(4) Prior year tax adjustments			
<b>VII</b>	<b>Profit / (Loss) for the period from continuing Operations</b>		<b>2,58,766</b>	<b>2,71,091</b>
<b>VIII</b>	Profit / (Loss) from discontinuing operations		-	-
<b>IX</b>	Tax expenses of discontinuing operation		-	-
<b>X</b>	Profit / (Loss) from discontinuing operations (after tax)		-	-
<b>XI</b>	<b>Profit for the year</b>		<b>2,58,766</b>	<b>2,71,091</b>
<b>XII</b>	Other Comprehensive Income			
	A.Items that will not be reclassified to profit or loss		-	-
	(i) Gain/ (Loss) on recognised on fair valuation of Investments			(16,69,200)
	(ii) Income tax relating to items that will not be reclassified to profit or loss			4,29,819
	<b>Total Other Comprehensive Income / (Loss)</b>		<b>-</b>	<b>(12,39,381)</b>
	<b>Total Comprehensive Income for the period (Comprising Profit/(Loss) and Other Comprehensive Income for the period)</b>		<b>2,58,766</b>	<b>(9,68,290)</b>
<b>XIII</b>	Basic & Diluted Earning Per Share	24	0.05	0.05
	Face Value Per Equity Share (Rs.)		10	10
	SIGNIFICANT ACCOUNTING POLICIES & NOTES ON FINANCIAL STATEMENTS	1 to 27		
	The notes referred to above thereon form an integral part of the Statement of Profit and Loss.			
	As per our report attached of even date			
	For and on Behalf of <b>Anmol Rana &amp; Associates</b> Chartered Accountants Firm Regn. No. 015666C		For and on Behalf of <b>Arman Holdings Limited</b>	
	<b>(C.A. Anmol Rana)</b> Partner M.No. 512080	D K Babel <b>Managing Director</b> DIN:05200110	P K Jain <b>Director</b> DIN: 07284354	Ayush Jain <b>CFO</b> PAN:AXBPJ7621A
	Place: Delhi Date: 29/05/2020	Place: Mumbai Date: 29/05/2020		

## Cash Flow Statement For The Year Ended 31st March, 2020

		(Amount in INR)	
Particulars	For the year ended 31 March, 2020	For the year ended 31 March, 2019	
<b>A. Cash flow from operating activities</b>			
<b>Net Profit / (Loss) before extraordinary items and tax</b>		3,43,912	<b>3,70,388</b>
<i>Adjustments for:</i>			
Depreciation & Amortisation	10,079	24,868	
Interest income	(1,38,578)	(2,10,268)	
	(1,28,499)	(1,85,400)	
<b>Operating profit / (loss) before working capital changes</b>		<b>2,15,413</b>	<b>1,84,988</b>
<b>Changes in working capital:</b>			
<i>Adjustments for (increase) / decrease in operating assets:</i>			
Trade Receivables	1,50,20,055	(13,97,168)	
Inventories	(1,39,44,568)	4,85,931	
Short-term loans and advances	16,148	1,61,001	
Other Current Assets	3,93,019	(5,11,218)	
<i>Adjustments for increase / (decrease) in operating liabilities:</i>			
Trade payables	(31,72,707)	(58,92,282)	
Other current liabilities & provisions	(25,320)	6,492	
	(17,13,373)	(71,47,244)	
<b>Cash generated from operations</b>		<b>(14,97,960)</b>	<b>(69,62,256)</b>
Net income tax (paid) / refunds		(86,242)	(1,01,477)
<b>Net cash flow from / (used in) operating activities (A)</b>		<b>(15,84,202)</b>	<b>(70,63,733)</b>
<b>B. Cash flow from investing activities</b>			
Purchase of Fixed Assets		(22,034)	-
Interest received on Loans & bank deposits		1,38,578	2,10,268
<b>Net cash flow from / (used in) investing activities (B)</b>		<b>1,16,544</b>	<b>2,10,268</b>
<b>C. Cash flow from financing activities</b>			
<b>Net cash flow from / (used in) financing activities (C)</b>		<b>-</b>	<b>-</b>
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>		<b>(14,67,658)</b>	<b>(68,53,465)</b>
Cash and cash equivalents at the beginning of the year		16,22,967	84,76,432
<b>Cash and cash equivalents at the end of the year</b>		<b>1,55,309</b>	<b>16,22,967</b>

The Notes referred to above thereon form a integral part of Financial Statements.

As per our report attached

**Anmol Rana & Associates**

Chartered Accountants  
Firm Regn. No. 015666C

For and on Behalf of  
**Arman Holdings Ltd.**

**(Anmol Rana)**

Partner  
M.No. 512080

D K Babel                      P K Jain  
**Managing Director      Director**  
DIN-05200110              DIN: 07284354

Ayush Jain  
**CFO**  
PAN:AXBJP7621A

Place: Delhi  
Date: 29/05/2020

Place: Mumbai  
Date: 29/05/2020

Statement of Changes in Equity for the year ended 31st March, 2020							(Amount in INR)	
Particulars	Equity Share Capital	Other Equity				Total Other Equity	Total Equity	
		Reserve & Surplus			Other Comprehensive Income Equity Instruments through OCI			
		Security Premium Reserves	Retained Earnings	General Reserves				
As at 01 April 2018	5,21,05,000	1,48,84,500	-36,07,281			1,12,77,219	6,33,82,219	
Profit for the year			2,71,091			2,71,091	2,71,091	
Other Comprehensive Income			-12,39,381			-12,39,381	-12,39,381	
Total Other Comprehensive Income			-9,68,290			-9,68,290	-9,68,290	
Transfer to General Reserve								
At 31 March, 2019	5,21,05,000	1,48,84,500	-45,75,571			1,03,08,929	6,24,13,929	
Profit for the year			2,58,766			2,58,766	2,58,766	
Other Comprehensive Income			0			0	0	
Total Other Comprehensive Income			2,58,766			2,58,766	2,58,766	
Transfer to General Reserve								
At 31 March, 2020	5,21,05,000	1,48,84,500	-43,16,805			1,05,67,695	6,26,72,695	
As per our report attached of even date								
For and on Behalf of			For and on Behalf of					
<b>Anmol Rana &amp; Associates</b>			<b>Arman Holdings Limited</b>					
Chartered Accountants								
Firm Regn. No. 015666C								
<b>(C.A. Anmol Rana)</b>			D K Babel		P K Jain	Ayush Jain		
Partner			<b>Managing Director</b>		<b>Director</b>	<b>CFO</b>		
M.No. 512080			DIN:05200110		DIN: 07284354	PAN:AXBPJ7621A		
Place: Delhi			Place: Mumbai					
Date: 29/05/2020			Date: 29/05/2020					



## CORPORATE INFORMATION

**Arman Holdings Limited** (“the Company”) was incorporated in India on 25 October 1982. The Company is involved in carrying and undertaking the business of trading, exporting, importing, wholesaling, exhibiting, buying and selling and otherwise dealing in Chemicals, textiles, paper, oil, cement, plastic, automobile, Jute, tea, sugar, gold, diamonds, precious stones, ferrous and non ferrous metals, electronic and electronic goods and handicrafts and all other sorts of merchandises and to carry on in any mode, and in particulars to buy, sell and deal in goods, stores, consumable articles, chattles and effect of all kinds both wholesale and retail and loans and investments of land, shares, debentures, etc.

The Registered Office of company is as follow: 419, Rajhans Heights, Mini Bazar, Varachha Road, Surat– 395006.

The accompanying financial statements are prepared to reflect the results of the activities undertaken by the Company during the year ended 31 March 2020.

### 1. SIGNIFICANT ACCOUNTING POLICIES

#### 1.1 Statement of Compliance

These financial statements of the Company have been prepared in accordance with Indian Accounting Standards as per the Companies (Indian Accounting Standards) Rules, 2015 (“Ind AS”) as amended and notified under section 133 of the Companies Act’2013 and other relevant provisions of the Act.

#### 1.2 Basis of Preparation and measurement

The financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

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

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant’s ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

Based on the nature of the activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

#### 1.3 Property Plant and Equipment (PPE)

PPE are initially recognised at cost. The initial cost of PPE comprises its purchase price, including non-refundable duties and taxes net of any trade discounts and rebates. The cost of PPE includes interest on borrowings (borrowing cost) directly attributable to acquisition, construction or production of qualifying assets subsequent to initial recognition, PPE are stated at cost less accumulated depreciation (other than freehold land, which are stated at cost) and impairment losses, if any.

Subsequent costs are included in the asset’s carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation is recognised so as to write off the cost of assets (other than freehold land and capital work in progress) less their residual values over the useful lives, using the written down value method (“WDV”).

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The residual values, useful life and depreciation method are reviewed at each financial year-end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between sales proceeds and the carrying amount of the asset and is recognised in profit or loss. Fully depreciated assets still in use are retained in financial statements.

#### 1.4 Non Derivative Financial Instruments

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

##### a. Financial Assets

###### (i) Initial recognition and measurement

The Company recognizes financial assets when it becomes a party to the contractual provisions of the instrument. All financial assets are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition of financial assets that are not at fair value through profit or loss are added to the fair value on initial recognition. Regular way trade of financial assets is accounted for at trade date.

###### (ii) Subsequent measurement

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

###### - Financial assets at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. After initial measurement, debt instruments at amortised cost are subsequently measured at amortised cost using the effective interest rate method, less impairment, if any.

###### - Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model.

###### - Financial assets at fair value through profit or loss

Financial assets which are not classified in any of the above categories are subsequently fair valued through profit or loss.

##### b. Financial Liabilities

###### (i) Initial recognition and measurement

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments. Financial liabilities are classified, at initial recognition, at fair value through profit and loss or as those measured at amortised cost.

###### (ii) Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

###### Financial liabilities at fair value through profit and loss

Financial liabilities at fair value through profit and loss include financial liabilities held for trading. The Company has not designated any financial liabilities upon initial recognition at fair value through profit and loss.

**Financial liabilities measured at amortised cost**

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate method except for those designated in an effective hedging relationship.

**c. Equity instruments**

An equity instrument is a contract that evidences residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments recognised by the Company are measured at the proceeds received net off direct issue cost.

**1.5 Fair Value Measurement**

The Company measures financial instruments, such as, quoted investments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- (i) Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- (ii) Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- (iii) Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements at fair value on recurring basis the company determines whenever transfers have occurred between levels in the hierarchy by reassessing categorization at the end of each reporting period and discloses the same.

**1.6 Cash and Cash Equivalents**

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

**1.7 Impairment**

**(a) Financial assets (other than at fair value)**

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

**(b) Non-Financial Assets**

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. As asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or class of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

**1.8 Inventories**

Inventories are valued at lower of cost (on weighted average basis) and net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to their present location and condition, including octroi and other levies, transit insurance and receiving charges. Finished goods include appropriate proportion of overheads and, where applicable, excise duty. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

## 1.9 Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other similar allowances.

### Sale of goods

Revenue from the sale of goods is recognised when the goods are delivered and titles have passed, at which time all the following conditions are satisfied:

- the Company has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Company; and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

### Bank Interest

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

### Interest on Loans

Revenue is recognised on a time proportion basis taking into account the amount outstanding and at the rate of Six percent per annum.

### Dividends

Revenue is recognised when the company's right to receive the payment is established, which is generally when shareholders approve the dividend.

## 1.10 Retirement and Other Employee Benefits

### Defined contribution plans

The Company is not liable to deposit any dues on account of Provident fund and other similar funds as the number of employees is less than 10. The Company's contribution to Provident Fund and other similar funds will be charged to the Statement of Profit & Loss as and when any of the laws becomes applicable.

The employees employed by the Company during the year under review or part of the year have not completed continuous service period of 5 years and there is not any un-availed/unutilized leave of any employees working with the company at the year end. As such they are not entitled for Gratuity, Leave encashment and Other Retirement benefits. Accordingly, no provision is required to be made in respect of the retirement benefits. Also, No such payment of any retirement benefits have been made during the year.

### Defined Benefit Plans

Since number of employee employed by the company for any part of the year or throughout the year were within the prescribed threshold limit of the relevant statute relating to Employees, hence, the provisions of Employee's provident Fund and Miscellaneous Provisions Act, 1952, Payment of Bonus Act, 1956, Employees' State Insurance Act, 1948, Payment of Gratuity Act, 1972 and all other allied Labour Acts or laws or any other rules and regulations relating to Employees are not applicable to the company.

## 1.11 Accounting of provisions and contingent liabilities and contingent assets

Provisions are recognized, when there is a present legal or constructive obligation as a result of past events, where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. Where the effect is material, the provision is discounted to net present value using an appropriate current market-based pre-tax discount rate and the unwinding of the discount is included in finance costs.

Contingent liabilities are recognised only when there is a possible obligation arising from past events, due to occurrence or non-occurrence of one or more uncertain future events, not wholly within the control of the Company, or where any present obligation cannot be measured in terms of future outflow of resources, or where a reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for.

Contingent assets are not disclosed in the financial statements unless an inflow of economic benefits is probable.

### 1.12 Income-tax

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred taxes are recognised in Statement of Profit and Loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

#### Current tax

Current tax is measured at the amount of tax expected to be payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Current tax assets and current tax liabilities are off set when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis. Income taxes consist of current taxes and changes in deferred tax liabilities and assets.

#### Deferred tax

Deferred income tax is recognised using the Balance Sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred tax assets are recognised only to the extent that it is probable that either future taxable profits or reversal of deferred tax liabilities will be available, against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of a deferred tax asset shall be reviewed at the end of each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets and liabilities are off set when there is a legally enforceable right to off set current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

### 1.13 Earnings per Share

Basic earnings per equity share are computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors

### 1.14 Cash flow statement

Cash flows are reported using the indirect method set out in Indian Accounting Standard-7 (IND AS-7) on Cash Flow Statements, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

Cash and cash equivalents presented in the Cash Flow Statement consist of cash on hand and balances in Current Accounts with Banks.

### 1.15 Segment Reporting

An Operating Segment is defined as a component of the entity that represents business activities from which it earns revenues and incurs expenses and for which discrete financial information is available. The operating segments are based on the Company's internal reporting structure and the manner in which operating results are reviewed by the Chief Operating Decision Maker (CODM).

### 1.16 Foreign Exchange Translation

(i) Functional and Presentation Currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the company operates (the functional currency). The financial statements are presented in Indian rupee (INR), which is Company's functional and presentation currency.

(ii) Transactions and Balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in profit & loss. All the foreign exchange gains and losses are presented in the statement of Profit and Loss on a net basis within other expenses or other income as applicable.

### 1.17 Other Notes to the Accounts:

- During the financial year 2019-20, there are not any transactions with any suppliers /parties who are covered under 'The Micro Small and Medium Enterprises Development Act, 2006.'
- There were no contracts or arrangements made with related parties during the year under review.
- The Key Managerial Personnel are the Whole Time Director, CFO and Company Secretary Cum Compliance Officer, whose names are mentioned in the Corporate Governance Report.
- All Amounts disclosed in the financial statements and notes have been rounded off to the nearest Rupees (upto two decimals), unless otherwise stated as per the requirement of Schedule III (Division II).

## Notes Forming Part of the Financial Statements

## NOTE NO 1

## PROPERTY, PLANT AND EQUIPMENT

(Amount In Rs.)

PARTICULARS	GROSS BLOCK				DEPRECIATION/AMORTISATION/IMPAIRMENT LOSSES					NET BLOCK		
	AS AT 01.04. 2019	ADDITION		DEDUCTION DURING THE YEAR	AS AT 31.03 .2020	UP TO 01.04. 2019	DEP. FOR THE YEAR	IMPAIRMENT LOSSES	DEDUCTION DURING THE YEAR	AS AT 31.03 .2020	AS AT 31.03. 2020	AS AT 31.03. 2019
		THROUGH PURCHASE	THROUGH BUSINESS COMBINATION									
<b>Property, Plant and Equipment</b>												
Computer	91,510	22,034	-	-	1,13,544	78,017	9,439	-	-	87,456	26,088	13,493
Printer	17,400		-	-	17,400	16,385	640	-	-	17,025	375	1,015
<b>Total Property, Plant and Equipment</b>	<b>1,08,910</b>	<b>22,034</b>	<b>-</b>	<b>-</b>	<b>1,30,944</b>	<b>94,402</b>	<b>10,079</b>	<b>-</b>	<b>-</b>	<b>1,04,481</b>	<b>26,463</b>	<b>14,508</b>

## NOTE NO 2

## PROPERTY, PLANT AND EQUIPMENT

Carrying Amount	Computer	Printer	Total
Balance at 1 April, 2018	36,625	2,751	39,376
Additions			
Disposals			
Depreciation Exp.	23,132	1,736	24,868
<b>Balance at 31st March, 2019</b>	<b>13,493</b>	<b>1,015</b>	<b>14,508</b>
Additions	22,034	-	22,034
Disposals	-	-	-
Depreciation Exp.	9,439	640	10,079
<b>Balance at 31st March, 2020</b>	<b>26,088</b>	<b>375</b>	<b>26,463</b>

Notes Forming Part of the Financial Statements			
3	<b>INVESTMENTS</b>	(Amount in INR)	(Amount in INR)
	<b>Particulars</b>	As at	As at
		March 31, 2020	March 31, 2019
	<b>Non Current:</b>		
	<b>Unquoted Equity Instruments</b>		
	<b>Investment carried at Fair Value through other Comprehensive Income (FVTOCI)</b>		
	(a) Graceunited Developers Pvt Ltd - 103094 Equity shares of Rs. 10/- each fully paid-up	55,58,720	55,58,720
	(b) Graceunited Realestate Pvt Ltd - 103814 Equity shares of Rs. 10/- each fully paid-up	161,62,802	161,62,802
	<b>Total Value of Unquoted Investments</b>	<b>217,21,522</b>	<b>217,21,522</b>
	<b>Footnote:-</b>		
	a. During the financial year 2019-20, there is no changes in the valuation of unquoted equity valuation. In financial year 2018-19, Valuation of investments in unquoted equity shares have been reduced by Rs. 16,69,200/- and provision for deferred tax of Rs. 4,29,819/- is provided.		
4	<b>OTHER FINANCIAL ASSETS</b>		
	<b>Particulars</b>	As at	As at
		March 31, 2020	March 31, 2019
	<b>Non Current:</b>		
	Security Deposits (Deposit for Office)	40,000	40,000
		<b>40,000</b>	<b>40,000</b>
5	<b>DEFERRED TAX ASSETS</b>		
	<b>Particulars</b>	As at	As at
		March 31, 2020	March 31, 2019
	In respect of current year	21,44,311	21,43,215
	Adjustment in respect of prior years	-	-
		<b>21,44,311</b>	<b>21,43,215</b>
6	<b>INVENTORIES</b>		
	<b>Particulars</b>	As at	As at
		March 31, 2020	March 31, 2019
	Stock - In - Trade	351,47,410	212,02,842
		<b>351,47,410</b>	<b>212,02,842</b>
	<b>Footnote:-</b>		
	a. The mode of valuation of Inventories has been stated in Point 1.8 of Significant Accounting Policies		
7	<b>TRADE RECEIVABLES</b>		
	<b>Particulars</b>	As at	As at
		March 31, 2020	March 31, 2019
	<b>Current:</b>		
	Unsecured, considered good	39,53,607	189,73,662
	Doubtful	-	-
	Allowance for Doubtful debts (Expected Credit loss allowance)	-	-
		<b>39,53,607</b>	<b>189,73,662</b>
	<b>Footnote:-</b>		
	a. The credit period range from 15 days to 180 days.		
	b. No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.		
	c. On the basis of past experience of trade receivables, there was no bad debt. All the existing customers has good market value, therefore management has decided not to maintain expected credit loss allowance.		



8 CASH & BANK BALANCES		
Particulars	As at	As at
	March 31, 2020	March 31, 2019
<b>CASH &amp; CASH EQUIVALENTS</b>		
(a) Balance With Banks	13,222	12,60,256
(b) Cash in Hand	1,42,087	3,62,711
	<b>1,55,309</b>	<b>16,22,967</b>
9 OTHER TAX ASSETS (NET)		
Particulars	As at	As at
	March 31, 2020	March 31, 2019
<b>Current:</b>		
Advance Tax Paid to Income Tax	70,000	87,000
Tax Deducted at Sources	15,373	14,521
	<b>85,373</b>	<b>1,01,521</b>
10 OTHER CURRENT ASSETS		
Particulars	As at	As at
	March 31, 2020	March 31, 2019
(a) Other Advances	15,000	15,000
(b) GST Input Tax Credit Available as well as Receivable	2,22,868	4,84,663
(c) Income Tax Refund Available as well as Receivable	-	1,31,224
	<b>2,37,868</b>	<b>6,30,887</b>
11 EQUITY SHARE CAPITAL		
Particulars	As at	As at
	March 31, 2020	March 31, 2019
5210500 Equity Shares, Rs. 10/- each fully paid (Previous year 5210500 Equity Shares, Rs. 10/- each fully paid )	521,05,000	521,05,000
	<b>521,05,000</b>	<b>521,05,000</b>
<b>Footnotes:-</b>		
<b>(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year:</b>		
<b>Fully paid Equity Shares</b>		
		<b>No. of Shares</b>
Balance at 01 April, 2018		52,10,500
Movements		-
Balance at 31 March, 2019		52,10,500
Movements		-
Balance at 31 March, 2020		52,10,500
<b>(ii) Terms/ rights attached to Equity Shares.</b>		
The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each shareholder is entitled to one vote per share. The company declares and pays dividend in Indian Rupees. In the event of liquidation of the company, the holders of the equity shares will be entitled to receive the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the numbers of equity shares held by the shareholders. The company has not declared any dividend for the year ended 31st March 2020.		
<b>(iii) The Company does not have any Holding Company.</b>		

(iv) Details of shareholders holding more than 5% of the aggregate shares in th Co. as on 31/03/2020		
Name	No. of Shares	
Manasvini Trading Private Limited	10,00,000	
Kane Rush Securities Private Limited	4,40,000	
Opportune Exim Private Limited	4,50,000	
Salasar Advertising Private Limited	4,60,000	
Details of shareholders holding more than 5% of the aggregate shares in the Co. as on 31/03/2019		
Name	No. of Shares	
Manasvini Trading Private Limited	10,00,000	
Kane Rush Securities Private Limited	4,40,000	
Opportune Exim Private Limited	4,50,000	
Salasar Advertising Private Limited	4,60,000	
(v) There are NIL (PY-NIL) shares reserved for issue under option and contracts / commitment for the sale of shares / disinvestments.		
(vi) There are NIL (PY-NIL) securities convertible into equity / preference shares.		
(vii) There are NIL (PY-NIL) calls unpaid including calls unpaid by Directors and Officers as on the Balance Sheet date.		
(viii) During the period of five years immediately preceeding the reporting date:		
a) No share were issued for consideration other than cash.		
b) No bonus shares were issued.		
c) No shares were bought back.		
<b>12 OTHER EQUITY</b>		
Particulars	As at	As at
	March 31, 2020	March 31, 2019
<b>Share Premium</b>	148,84,500	148,84,500
(Amount received on issue of shares in excess of the par value has been classified as security share premium)		
<b>Retained Earnings</b>		
Opening Balance	(45,75,571)	(36,07,281)
Add: Other Comprehensive Income net of Income Taxed	-	(12,39,381)
Add: Net Profit after tax transferred from statement of profit & loss	2,58,766	2,71,091
Amount available for appropriation	(43,16,805)	(45,75,571)
Less: Appropriation		
Proposed Dividend	-	-
Closing Balance	(43,16,805)	(45,75,571)
	<b>105,67,695</b>	<b>103,08,929</b>
<b>13 DEFERRED TAX LIABILITIES</b>		
Particulars	As at	As at
	March 31, 2020	March 31, 2019
In respect of current year	864	864
	<b>864</b>	<b>864</b>
<b>14 TRADE PAYABLES</b>		
Particulars	As at	As at
	March 31, 2020	March 31, 2019
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	3,18,638	37,74,884
Other Payables ( includes accrued expenses and amount due to employees)	4,39,296	1,55,757
	<b>7,57,934</b>	<b>39,30,641</b>
<b>Footnote:-</b>		
a. The average credit period on purchases of goods and services are within 120 days. The trade payables are non-interest bearing.		

15	<b>PROVISIONS</b>		
	<b>Particulars</b>	<b>As at</b>	<b>As at</b>
		<b>March 31, 2020</b>	<b>March 31, 2019</b>
	Provision for taxation ( net of tax payment )	76,370	99,200
		<b>76,370</b>	<b>99,200</b>
16	<b>CURRENT TAX LIABILITIES (NET)</b>		
	<b>Particulars</b>	<b>As at</b>	<b>As at</b>
		<b>March 31, 2020</b>	<b>March 31, 2019</b>
	Tax Deducted At Source	4,000	4,800
	GST Payable	-	1,690
		<b>4,000</b>	<b>6,490</b>

		<b>(Amount in INR)</b>	<b>(Amount in INR)</b>
17	<b>REVENUE FROM OPERATIONS</b>		
	<b>Particulars</b>	<b>As at 31/03/2020</b>	<b>As at 31/03/2019</b>
	Sales of Products	408,49,864	376,67,734
		<b>408,49,864</b>	<b>376,67,734</b>
18	<b>OTHER INCOME</b>		
	<b>Particulars</b>	<b>As at 31/03/2020</b>	<b>As at 31/03/2019</b>
	Interest on Loans	1,53,740	1,30,408
	Interest on Bank Fixed Deposit		14,801
	Interest on Income Tax Refund	9,186	-
	Discount Received	-	2,000
	Exchange Gain & Loss	(24,348)	63,059
		<b>1,38,578</b>	<b>2,10,268</b>
19	<b>PURCHASES OF STOCK IN TRADE</b>		
	<b>Particulars</b>	<b>As at 31/03/2020</b>	<b>As at 31/03/2019</b>
	<b>Traded Items</b>	522,33,916	348,30,573
		<b>522,33,916</b>	<b>348,30,573</b>
20	<b>CHANGES IN INVENTORIES OF STOCK IN TRADE</b>		
	<b>Particulars</b>	<b>As at 31/03/2020</b>	<b>As at 31/03/2019</b>
	<u>Stock In Trade</u>		
	Opening Stock of Traded Goods	212,02,842	216,88,773
	Closing Stock of Traded Goods	351,47,410	212,02,842
	<b>Change in Stock of Stock in Traded Goods</b>	<b>(139,44,568)</b>	<b>4,85,931</b>
21	<b>EMPLOYEE BENEFITS EXPENSES</b>		
	<b>Particulars</b>	<b>As at 31/03/2020</b>	<b>As at 31/03/2019</b>
	Salaries	6,05,580	6,06,000
	Staff Welfare	15,682	19,198
		<b>6,21,262</b>	<b>6,25,198</b>
22	<b>DEPRECIATION AND AMORTISATION EXPENSES</b>		
	<b>Particulars</b>	<b>As at 31/03/2020</b>	<b>As at 31/03/2019</b>
	Depreciation on Property Plant & Equipment (Refer Note No. 2)	10,079	24,868
		<b>10,079</b>	<b>24,868</b>

23 OTHER EXPENSES			
Particulars		As at 31/03/2020	As at 31/03/2019
Advertisement		71,205	70,225
Auditor's Remuneration *		73,000	65,000
Bank Charges		17,082	25,208
Sitting & Empanelment Fee		2,50,000	2,00,000
Computer Expenses		15,964	-
Conveyance		13,385	23,434
Demat & R & T Charges		21,000	24,000
Depository fees		55,000	40,000
Directors Remuneration as a Salary		1,80,000	1,80,000
Electricity		17,750	15,250
E-Voting Charges to Depository		2,500	2,500
Filing fee		5,750	51,450
General Expenses		30,619	20,761
GST Auditor Remuneration		30,000	-
Hel Majuri		13,985	7,870
Interest & Late Filing fees on GST		52	1,760
Interest on TDS		1,666	1,004
Import Expenses		2,26,114	1,68,088
Listing Fee		3,00,000	2,50,000
Office Expenses		15,833	28,149
Office Rent		1,59,600	1,47,600
Postage		16,447	33,705
Printing & Stationery		46,037	19,531
Processing Fee		702	675
Professional Charges		65,000	67,000
Round off		7	(37)
Software		-	18,000
Telephone Expenses		5,938	5,421
Transportation		43,096	34,695
Travelling & Conveyance (Director)		38,300	31,946
Website Developments Charges		7,809	7,809
		<b>17,23,841</b>	<b>15,41,043</b>
<b>* Auditors' Remuneration</b>			
		<b>As at 31/03/2020</b>	<b>As at 31/03/2019</b>
Statutory Audit Fee		25,000	25,000
Tax Audit Fess		15,000	15,000
Internal Auditor fee		13,000	12,000
Secretarial Auditor fee		20,000	13,000
		<b>73,000</b>	<b>65,000</b>
<b>24 EARNING PER SHARE</b>			
Particulars		As at 31/03/2020	As at 31/03/2019
(a) Profit attributable to Equity Shareholders (Rs.)		2,58,766	2,71,091
(b) No. of Equity Share outstanding during the year.		52,10,500	52,10,500
Weighted average number of equity shares used as denominator for calculating		52,10,500	52,10,500
(c) Face Value of each Equity Share (Rs.)		10	10
(d) Basic & Diluted earning per Share (Rs.)		0.05	0.05

25	<b>OTHER NOTES TO FINANCIAL ASSETS</b>		
i)	During the financial year 2019-20, there was no transactions with any suppliers/ parties who are covered		
ii)	The company is exposed to market risk and credit risk. The Company has a risk management policy and an appropriate risk governance framework		
	<b>a. Market Risk</b>		
	Market risk is the risk due to which the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices.		
	The company has made long term investments in unquoted equity shares. The Company has fairly valued the investments under level 3 Valuation		
	In the opinion of the Board, all the current assets, loans and advances have a value on realisation in the ordinary		
	<b>b. Credit Risk</b>		
	Credit risk is the risk that counter party will not meet its obligations under a financial instrument or customer		
	The company normally has receivables which have a credit period range from 15 to 180 days. On the basis of past experience of trade receivables,		
iii)	<b>RELATED PARTY DISCLOSURES</b>		
	Names of related parties and description of relationship		
	(a.) Key Management Personnel	Executive Director:	Deepak Kumar Babel
		Non Executive Directors:	Suresh Mohanlal Suthar
			Priyadarshani Deepak Babel
			Pradeepkumar Mithalal Jain
		CFO	Ayush Jain
		Company Secretary	Heena Banga
	(b.) Promoter, directors having control / significant influence over the company.		Deepak Kumar Babel
	(c.) Entities in which the promoter, directors have control/significant influence		Manasvini Trading (P) Limited
	<b>Following are the transactions with related parties</b>	Amount (In INR)	Amount (In INR)
	<b>Compensation with Key Management Personnel</b>	<b>As at 31/03/2020</b>	<b>As at 31/03/2019</b>
	Remuneration paid to Managing Director	1,80,000	1,80,000
	Sitting Fees paid to Directors	2,20,000	2,00,000
	Remuneration paid to CFO	2,40,000	2,40,000
	Remuneration paid to Company Secretary	1,55,580	1,68,000
	<b>FIRST TIME ADOPTION OF IND AS</b>		
	These are the Company's first financial statements prepared in accordance with Ind AS		
	The significant accounting policies set out in note 2 have been applied in preparing the financial statements for the year ended 31st March, 2019,		
	<b>Exemptions and exceptions availed</b>		
	Set out below are the applicable Ind AS 101 optional exemptions applied in the transition from previous GAAP to Ind AS		
	<b>Ind AS optional exemptions</b>		
	<b>-Deemed cost</b>		
	The Company has elected to measure all of its property, plant and equipment at their previous GAAP carrying value i.e deemed cost.		
	The Company has elected to measure all of its investments at their previous GAAP carrying value i.e deemed cost.		
	<b>An explanation of how the transition from Previous GAAP to Ind AS has affected the Company's financial position, financial performance and</b>		
	<b>Impact of Ind AS adoption on Company's financial position.</b>		
	The transition from previous GAAP to Ind AS has no material affect on financial position of company.		
	<b>Impact of Ind AS adoption on total comprehensive income .</b>		
	The transition from previous GAAP to Ind AS has not affected the total comprehensive income of the Company.		
	<b>Impact of Ind AS adoption on the statement of cash flow for the year ended 31st March, 2018.</b>		
	The transition from previous GAAP to Ind AS has not affected the cash flows of the Company.		

26	<b>SEGMENT REPORTING</b>		
	The company is involved in carrying and undertaking business of trading, exporting, importing, wholesaling, exhibiting, buying and selling of Textile Products, Precious Metal & Stones and Plastic & related products. The company identifies these business segments as the primary segment as per Ind AS 108 – Operating Segments, which is regularly reviewed by the Chief Operating Decision Maker for assessment of company's performance and resource allocation. Segment Revenue, Segment Results, Segment Assets and Segment Liabilities include the respective amounts identifiable to each of the segments. The company does not have any material operations outside India and hence disclosure of geographic segments is not applicable.		
			(Amount Rs in Lacs)
	<b>Particulars</b>	<b>As at 31/03/2020</b>	<b>As at 31/03/2019</b>
A	<b>Segment Revenue</b>		
	a) Textiles Products	0.00	18.01
	b) Plastic Products	52.93	55.36
	c) Precious Metal & Stones	355.57	303.31
	<b>Total</b>	<b>408.50</b>	<b>376.68</b>
B	<b>Segment Results Profit/ (Loss)</b> (Before tax and interest)		
	a) Textiles Products	0.00	0.48
	b) Plastic Products	4.07	7.75
	c) Precious Metal & Stones	18.71	13.03
	<b>Total</b>	<b>22.78</b>	<b>21.26</b>
	Less : Interest	0.00	0.00
	Other Un-allocable Expenses	19.34	17.56
	<b>Total Profit Before Tax</b>	<b>3.44</b>	<b>3.70</b>
C	<b>Segment Assets</b>		
	a) Textiles Products	42.52	82.36
	b) Plastic Products	13.71	0.00
	c) Precious Metal & Stones	334.78	319.41
	d) Unallocated Capital	244.11	262.74
	<b>Total</b>	<b>635.12</b>	<b>664.51</b>
D	<b>Segment Liabilities</b>		
	a) Textiles	0.00	37.75
	b) Plastic Products	3.05	0.00
	c) Precious Metal & Stones	0.00	0.00
	d) Unallocated Capital	5.34	2.62
	<b>Total</b>	<b>8.39</b>	<b>40.37</b>
27	The previous year's figures have been regrouped / rearranged wherever necessary to make it comparable with the current year. All amounts disclosed in the financial statements are in Indian Rupees until and unless stated.		
	The Notes referred to above thereon form an integral part of Financial Statements.		
	As per our report attached of even date		
	For and on Behalf of	For and on Behalf of	
	<b>Anmol Rana &amp; Associates</b>	<b>Arman Holdings Limited</b>	
	Chartered Accountants		
	Firm Regn. No. 015666C		
	<b>(C.A. Anmol Rana)</b>	D K Babel	P K Jain
	Partner	<b>Managing Director</b>	<b>Director</b>
	M.No. 512080	DIN:05200110	DIN: 07284354
			Ayush Jain
			<b>CFO</b>
			PAN:AXBPJ7621A
	Place: Delhi	Place: Mumbai	
	Date: 29/05/2020	Date: 29/05/2020	

**General Share Holder Information:**

1.		Company Secretary & Compliance Officer	Ms. Heena Banga 419, Rajhans Heights, Mini Bazar, Varachha Road, Surat– 395006,Gujarat, India.
2.		Annual General Meeting	
	a)	Date & Time	Wednesday, September 16, 2020 at 10.00 A.M.
	b)	Venue	The Company is conducting meeting through VC / OAVM pursuant to the MCA Circular dated May 5, 2020 and as such there is no requirement to have a venue for the AGM. For details please refer to the Notice of the AGM
	c)	Dividend	No dividend has been recommended by the Board of Directors for the F.Y 2019--20
	d)	Financial Calendar	1st April to 31st March
	e)	Quarterly Results	First Quarter – within 45 days from the end of first quarter Second Quarter – within 45 days from the end of second quarter Third Quarter – within 45 days from the end of third quarter Fourth Quarter – within 60 days from the end of financial year
	f)	Date of Book Closure	12/09/2020 to 16/09/2020 (Both Days Inclusive)
	g)	Listing on Stock Exchanges	BSE Limited
	h)	Stock Code	538556
	i)	Demat ISIN in NSDL & CDSL for equity shares	INE510P01018
	j)	Registrar and Share Transfer Agent (For Physical & Demat Segment)	Adroit Corporate Services Pvt. Ltd. 19, Jaferbhoy Industrial Estate, 1 <sup>st</sup> Floor, Makwana Road, Andheri (E) Mumbai – 400059, Maharashtra, India. Tel.: +91-22-4227 0400/+91-22-2589 6060/+91-22-2859 4060 Fax: +91-22-28503748 Email: support@adroitcorporate.com Website : www.adroitcorporates.com

**k. Market Price data high, low, during each month in last financial year: The Equity Shares of our Company are currently listed on BSE Limited.**

The market price as on 31st March, 2020 was Rs.56.05. Currently, Equity Shares of our Company are traded under GSM Stage-0 category on BSE Limited.

<b>High, Low and Number of Shares Traded per month on BSE</b>			
<b>Month</b>	<b>High (Rs)</b>	<b>Low (Rs.)</b>	<b>No. of Shares Traded</b>
Mar-19	65.60	64.50	1856
Apr-19	65.70	64.50	4519
May-19	64.75	62.00	3390
Jun-19	58.90	58.90	830
Aug-19	58.75	58.75	1700
Sep-19	61.65	59.00	1512
Oct-19	59.00	59.00	1
Dec-19	59.75	57.00	2002
Jan-20	59.00	59.00	501
Feb-20	59.00	57.00	6361
Mar-20	56.05	56.05	65

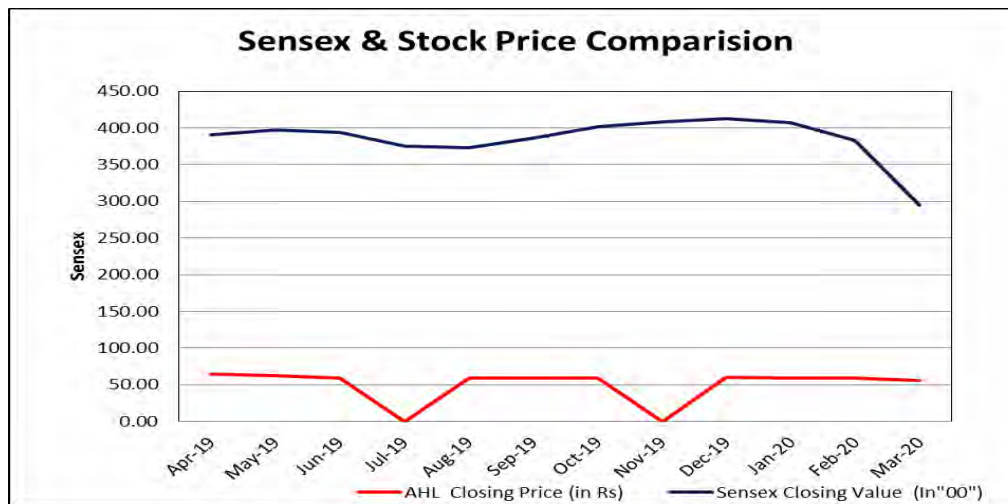
(Sources: BSE website)

### I. Performance in comparison to broad based BSE Sensex indices

Following is the performance of stock price of our Company on BSE Limited with respect BSE- Sensex from April 1, 2019 to March 31, 2020.

Month	AHL Closing Price (in Rs)	Sensex Closing Value (In"00")
April-2019	65.00	390.32
May-2019	62.00	397.14
June-2019	58.90	393.95
July-2019	NA	374.81
August-2019	58.75	373.33
September-2019	59.00	386.67
October-2019	59.00	401.29
November-2019	NA	407.94
December-2019	59.75	412.54
January-2020	59.00	407.23
February-2020	59.00	382.97
March-2020	56.05	294.68

(Sources: BSE website)



### Distribution of Shareholdings

#### Categories of Shareholders as on 31/03/2020

Category	No. of Shareholders	No. of Shares	% of Total Paid Up Capital
Promoters & Promoter Group	6	12,98,850	24.93
<b>Public Category</b>			
Individuals share capital upto Rs. 2 Lacs	659	3,06,590	5.88
Individuals share capital in excess of Rs. 2 Lacs	21	20,01,898	38.42
Others	11	16,03,162	30.77
<b>Total</b>	<b>691</b>	<b>52,10,500</b>	<b>100.00</b>



**Distribution of Shareholdings as on 31/03/2020**

No. of Equity Share held	No. of Shareholders	% of Shareholders	No. of Shares	% of Shares
Upto-100	558	79.15	8234	0.16
101-500	47	6.67	13040	0.25
501 – 1000	18	2.55	15136	0.29
1001 – 2000	7	0.99	10511	0.20
2001 – 3000	3	0.43	6525	0.13
3001 – 4000	3	0.43	11250	0.22
4001 – 5000	12	1.70	58295	1.12
5001 – 10,000	20	2.84	153561	2.95
10,001-20000	9	1.28	124500	2.39
20,001-50000	9	1.28	352173	6.76
50000 & Above	19	2.70	4457275	85.54
<b>Total</b>	<b>691</b>	<b>100.00</b>	<b>5210500</b>	<b>100.00</b>

**Share Transfer System:**

The shares of the Company, being in the compulsory demat list, are transferable through the depository system. Shares in physical & dematerialized form are processed through M/s. Adroit Corporate Services Private Limited, Mumbai. Shares lodged for transfer at the Registrar's address are normally processed and approved by Stakeholders Grievance Committee within stipulated period. All requests for dematerialization of shares are processed and the confirmation is given to the depositories within 15 days from the date of receipt thereof provided that all the documents are in order. Grievance received from members and other miscellaneous correspondence on change of address etc. is processed by the Registrar within 30 days.

**Shareholders of the Company holding Equity Shares in physical form should note that pursuant to provisions of the proviso to Regulation 40(1) of the SEBI (LODR) Regulation, 2015 read with press release no.12/2019 dated March 27, 2019 issued by SEBI, with effect from April 1, 2019, the request for transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository**

**Dematerialization of Shares:**

Approximately, 50,83,339 Equity Shares which is 97.56% of total equity share capital is held in dematerialization form with NSDL & CDSL as at 31<sup>st</sup> March 2020.

**Outstanding GDRs / ADRs / Warrants or any convertible instruments:**

As on March 31, 2020, the company did not have any outstanding GDRs / ADRs / Warrants or any convertible instruments.

**Manufacturing facilities:**

Since we are into Trading business we do not have any manufacturing facilities.

**Address for Correspondence/registering investor grievances:**

Enquiries, if any relating to shareholder accounting records, share transfers, transmission of shares, change of address / bank mandate details for physical shares, receipt of dividend warrants, loss of share certificates etc., and related grievances may be addressed to Adroit Corporate Services Pvt. Ltd. Unit: Arman Holdings Limited or to

Ms. Heena Banga  
Company Secretary  
Arman Holdings Limited  
419, Rajhans Heights,  
Mini Bazar, Varachha Road,  
Surat- 395006, Gujarat, India.

**Disclosure under regulation 36 (3) read with schedule VI Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

Details of shares lying in Unclaimed Suspense Account of the Company as on 31st March, 2020 are as under:

Particulars	No. of shareholders	No. of equity Shares
No. of shareholders & outstanding shares in Unclaimed Suspense Account at the beginning of the year	NIL	NIL
No. of requests received from shareholders for transfer of shares from Unclaimed Suspense Account during the year	NIL	NIL
No. of shareholders & shares transferred from Unclaimed Suspense Account to shareholders during the year	NIL	NIL
Suspense Account to shareholders during the year Account at the end of the year	NIL	NIL

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