

MASK INVESTMENTS LIMITED

CIN No. : L65993GJ1992PLC036653

Date: 07/09/2022

To,
The Manager
Listing & Compliance Department,
National Stock Exchange of India Limited,
Exchange Plaza, c-1 Block G
Bandra- Kurla Complex, Bandra (E)
Mumbai- 400050

Script Code: MASKINVEST

Subject: Annual Report for the Financial year 2021-22

Reference No.: Regulation 34(1) of the SEBI ((Listing Obligations and Disclosure Requirements) Regulations 2015.

Dear Sir/Madam,

Pursuant to Regulation 34(1) of the SEBI ((Listing Obligations and Disclosure Requirements) Regulations 2015, we are enclosing herewith Annual Report of the Company for the financial year 2021-22 and is also available on the website of the Company at www.maskinvestments.com.

Kindly take the same on record and acknowledge the receipt.

Thanking You.

FOR MASK INVESTMENTS LIMITED

Narayan Saboo
Narayan Saboo
Director
DIN: 00223324



Place: Surat

Encl; Annual Report for Financial year 2021-22

MASK INVESTMENTS LIMITED

ANNUAL REPORT 2021-2022

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CHAIRMAN'S MESSAGE:

Dear Stakeholders,

I hope that you, your families, and loved ones are safe and doing well. I write to you amidst uncertain times. The global spread of COVID-19 and India's lockdown have created an economic environment filled with uncertainty and risk. Our first priority has been to ensure that our workforce is safe.

I am pleased to share with you an update on your Company's performance for FY2022. The year saw a challenging business environment with lower GDP growth, compared to the previous years and witnessed a slowdown in consumption. The novel coronavirus has affected not just human health but severely impacted businesses and the society at large. Against this backdrop, your Company has delivered competitive, profitable and responsible growth.

The fiscal 2021-22 witnessed significant challenges as the global as well as the Indian economy continued to be affected by several macroeconomic factors. Amidst a challenging environment, your company continues to grow, backed by a robust business model and its strategic ability to navigate through troubled times. To retain our competitive advantage and consistently deliver value to all our stakeholders, we continue to focus on investments for research and development, technological enhancement and quality improvement to sustain profit margins and increase operational efficiency.

During the year, Your Company recorded total revenue of Rs. 21,98,284/- against Rs. 13,36,285/- in the previous year, representing a increase of 64.51% during the year and Profit before Tax Rs. 8,82,104/- as compared to Rs. 80,119/- during the year. Total Comprehensive Income during the year Rs. 53,69,46,743/- as compared to Rs. 13,18,38,191/- in the previous year.

I remain thankful to your Company's Board of Directors for their continued guidance. With our resilient operating model, experienced and strengthened leadership team, strong capital adequacy, comfortable liquidity position, and robust risk management processes, we are confident of pacing ahead to a better future. We remain well-equipped to leverage the growing opportunities in the Indian financial services sector and can stay ahead of the changing industry dynamics.

We believe in creating value by taking constant efforts towards building capabilities and developing our competitive edge over peers with the help of bringing in diversity and transparency in doing business and would continue to do so in order to become a stronger entity than we were yesterday.

Your company has never intended to grow at an unsustainable & erroneous rate, by opening stores after stores but rather grow at a convincing rate, therefore, your company strategically plans and making sure that it reaches a wider section of people, and create value for its esteemed shareholders.

Hereby, on behalf of the company, I would like to assure that your company does not foresee any impact in respect of its existing contracts and agreements and its long-term sustainability is expected to remain unharmed.

**With Warm Regards,
Mr. Narayan Sitaram Saboo
Sd/-
Chairman & Director
Mask Investments Limited**

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Narayan Sitaram Saboo
Mr. Sachinkumar Pramod Jain
Ms. Samiksha Rajesh Nandwani
Mrs. Ayushi Manish Saboo

Chairman & Director
Non-Executive & Independent Director
Non-Executive & Independent Women Director
Additional Director(w.e.f 04.08.2022)

COMPANY SECRETARY & COMPLIANCE OFFICER

CS Bijay Laxmi Vishal Singh
(from 27.05.2022 to 31.08.2022)

AUDIT COMMITTEE

Mr. Sachinkumar Jain	Chairman
Mrs. Samiksha Rajesh Nandwani	Member
Mr. Narayan Saboo	Member

STATUTORY AUDITOR

M/s. Rajendra Sharma & Associates
3032, Jash Yarn & Textile Market, Ring Road, Surat-395002
Ph. No. 0261-2312322

NOMINATION & REMUNERATION COMMITTEE

REGISTER & TRANSFER AGENT

Adroit Corporate Services Private Limited
17-20, Jafferbhoy, Industrial Estate,
1st Floor, Makwana Road, Marol Naka,
Andheri (East), Mumbai-400059
Email Id: info@adroitcorporate.com
Website: www.adroitcorporate.com
Tel: +91-022-42270400 / 28596060
Tele Fax: +91-022-28503748

Mr. Sachinkumar Jain	Chairman
Mrs. Samiksha Rajesh Nandwani	Member
Mr. Narayan Saboo	Member

REGISTERED OFFICE

A-601/ B, International Trade Centre,
Majura Gate, Ring Road, Surat-395002
Ph. No.: 0261-2463261 / 62 /63
Email: maskinvestmentltd@gmail.com
Website: www.maskinvestments.com
CIN: L65993GJ1992PLC036653

STAKEHOLDER'S SHAREHOLDERS & INVESTOR GRIEVANCES COMMITTEE

Mrs. Samiksha Rajesh Nandwani	Chairman
Mr. Sachinkumar Jain	Member
Mr. Narayan Saboo	Member

BANKER TO THE COMPANY

State Bank of India
The SVC Co-operative Bank Limited

NSE Code: MASKINVEST

BOOK CLOSURE:

Date: 24/09/2022 to 30/09/2022
(Both days inclusive)

30th ANNUAL GENERAL MEETING

Date: Friday, 30th September, 2022

Time: 01:00 P.M.

Venue: At the Registered Office of the Company
A-601/ B, International Trade Centre,
Majura Gate, Ring Road, Surat-395002.

MASK INVESTMENTS LIMITED

CIN: L65993GJ1992PLC036653

Regd. office: A-601/B, International Trade Centre, Majura Gate Ring Road, Surat 395002 Gujarat India

Phone: +91-261-2463261, 2463262, 2463263 Fax: +91-261-2463264

Email: contact@maskinvestments.com

Website: www.maskinvestments.com

NOTICE OF 30TH AGM

NOTICE is hereby given that the 30th Annual General Meeting of the Members of **MASK INVESTMENTS LIMITED (CIN No. L65993GJ1992PLC036653)** will be held on Friday, the 30th September, 2022 at registered office of the Company at A-601/B, International Trade Centre, Majura Gate, Ring Road, Surat-395002, Gujarat at 01.00 p.m. to transact the following Business:

ORDINARY BUSINESS

1. **To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and the Auditors thereon.**

“**RESOLVED THAT** Audited Standalone and Consolidated Financial Statements for the year ended 31st March, 2022 along with the Director’s Report, be and are hereby considered, Adopted and Approved”

2. **To appoint a Director in place of Mr. Narayan Saboo (DIN No. 00223324), who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible offers himself for reappointment.**

“**RESOLVED THAT** in accordance with the provision of Section 152 (6) and all other applicable provisions, if any, of the Companies Act, 2013, Mr. Narayan Saboo (DIN No. 00223324), who retires by rotation at this annual general meeting, be and is hereby reappointed as director of the Company, liable to retire by rotation.”

3. **To re-appoint M/s. Rajendra Sharma & Associates., Chartered Accountants as the Statutory Auditors of the company.**

“**RESOLVED THAT** pursuant to the provisions of the Section 139 and other applicable provisions, if any of the Companies Act, 2013, read with the Companies (Audit and Auditors) rules, 2014, including any statutory enactment or modification thereof for time being in force, M/s. Rajendra Sharma & Associates., Chartered Accountants, Surat (FRN: 108390W) be and are hereby re- appointed as a Statutory Auditors of the Company for term of 5 years and to hold office from conclusion of this 30th Annual General Meeting till conclusion of 35th Annual General Meeting of the company, at such remuneration reimbursement of out of pocket expenses, if any per financial year on the basis of the recommendation of the Audit committee and approved by the Board of Directors as may be amended from time to time.”

SPECIAL BUSINESS

4. **To Appoint Mrs. Ayushi Manish Saboo (CFO) (DIN: 02446095) as Managing Director of the company:**

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

“RESOLVED THAT pursuant to the provisions of sec 196, 197, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Ayushi Manish Saboo (DIN: 02446095) who was appointed

by the Board of Directors as an Additional Director and subsequently Managing Director of the Company w.e.f. 04/08/2022 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Managing Director of the Company to hold office for a term of 5 (five) consecutive years w.e.f. 04/08/2022 and not liable to retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Narayan Saboo (Director) or any other director of the Company be and are hereby severally authorized to file e-form no. DIR 12 and do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns along with filing of necessary e-form with the Registrar of Companies.

RESOLVED FURTHER THAT M/s. Dhiren R. Dave & Co, Company Secretary in whole time practice be and is hereby authorized to certify necessary e-forms under their digital signature.”

**By order of the Board
For Mask Investments Limited**

**Sd/-
Narayan Sitaram Saboo
(Director)**

Date: August 30th, 2022

Place: Surat

Regd. Office:

MASK INVESTMENTS LIMITED

A 601/B, International Trade Centre,

Majura Gate, Ring Road, Surat-395002, Gujarat

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED HERewith AND, IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF ANNUAL GENERAL MEETING. REVENUE STAMP SHOULD BE AFFIXED.**
2. **A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY IN NUMBER AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting. The shareholder needs to furnish the printed attendance slip along with a valid identity proof such as the PAN card, passport, AADHAAR card or driving license to enter the AGM hall. Members holding equity shares in electronic form and proxies thereof are requested to bring their DP Id and client id for identification.
4. Members/Proxies/Authorized Representatives are requested to bring to the AGM, the enclosed Attendance Slip sent along with the Annual Report duly completed and signed mentioning therein details of their DP ID and Client ID/Folio Number. Duplicate Attendance Slip and/or Copies of the Annual report shall not be issued/ available at the venue of the meeting.
5. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
6. The Register of Members and share Transfer Book shall remain closed from **SATURDAY, 24TH SEPTEMBER, 2022 TO FRIDAY, 30TH SEPTEMBER, 2022 (BOTH DAYS INCLUSIVE)** for purpose of 30th AGM of the company.
7. In accordance with the proviso to Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, transmission or transposition of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in various corporate actions.
8. The Company and the RTA has been mandated by SEBI to maintain copy of the Permanent Account Number (PAN) and the Bank Account details of all the Members. Members who has not yet submitted are, therefore, requested to submit their self-attested PAN and original cancelled cheque leaf/attested bank passbook showing name of the Account Holder and Aadhaar Card to the Company/RTA.
9. As per the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members are advised to make nomination in respect of their shareholding in the Company. Members holding shares in physical form should file their nomination with M/s Adroit Corporate Services Private Limited, Company's Registrar and Share Transfer Agents, whilst those Members holding shares in dematerialized mode should file their nomination with their Depository Participant(s).
10. Members holding shares in physical form are requested to promptly notify in writing any changes in their address/bank account details/e-mail address/mandates/nominations/power of attorney/contact numbers etc., to the Adroit Corporate Services Pvt. Ltd., 19/20 Jaferbhoy Ind. Estate, 1st floor, Makwana Road, Marol, Andheri (E), Mumbai – 400 059, Tel : +91- 22-28596060/ 28594060.
11. Members holding shares in electronic form are requested to intimate immediately any changes pertaining to their address/bank account details/ e-mail address/mandates, nominations/power of attorney/contact

numbers etc., if any, directly to their Depository Participant(s) with whom they maintain their demat accounts.

DISPATCH OF ANNUAL REPORT, PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF NOTICE AND ANNUAL REPORT:

12. In accordance with the provisions of the MCA and SEBI Circulars, the Notice along with the Annual Report is being sent through email only to Members whose email IDs are registered with Adroit Corporate Services Private Limited (RTA) and the Depository Participant/Depository. Printed copy of the annual report (including the Notice) is not being sent to the Members.
13. The Notice of the AGM and the Annual Report are available on the website of the Company viz. www.maskinvestments.com and also on the National Stock Exchange of India Limited viz. www.nseindia.com.
14. Members who have still not registered their email IDs are requested to do so at the earliest. Members holding shares in electronic mode can get their email IDs registered by contacting their respective Depository Participant. Members holding shares in physical mode are requested to register their email IDs with the Company or Adroit Corporate Services Private Limited (RTA), for receiving the Notice and Annual Report. We urge Members to support this Green Initiative effort of the Company and get their email IDs registered.
15. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with rules made there under, Soft copy of the Notice of AGM along with the copy of Annual Report has been sent to those shareholders who have registered their e-mail IDs with the company or whose e-mail IDs have been made available by the Depositories. The aforesaid documents can also be accessed on the Company's website: www.maskinvestments.com and National Stock Exchange of India Limited viz. www.nseindia.com.
16. To support the "Green Initiative", Shareholders who have not registered their e-mail addresses can also register the same along with the contact numbers with the company by sending details to cs_drashti@maskinvestments.com or with Adroit Corporate Services Pvt. Ltd. at info@adroitcorporate.com **for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
17. The Company and the RTA has been mandated by Securities and Exchange Board of India (SEBI) vide circular dated April 20, 2018 for submission of Permanent Account Number (PAN) by every participant in securities market to maintain copy of the Permanent Account Number (PAN) and the Bank Account details of all the Members. Members who has not yet submitted are, therefore, requested to submit their self-attested PAN and original cancelled cheque leaf/attested bank passbook showing name of the Account Holder and Aadhaar Card to the Company/RTA.
18. As per the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members are advised to make nomination in respect of their shareholding in the Company. Members holding shares in physical form should file their nomination with Adroit Corporate Services Private Limited, Company's Registrar and Share Transfer Agents, whilst those Members holding shares in dematerialized mode should file their nomination with their Depository Participant(s).
19. Members holding shares in physical form are requested to promptly notify in writing any changes in their address/bank account details/e-mail address/mandates/nominations/power of attorney/contact numbers etc., to the Adroit Corporate Services Pvt. Ltd., 19/20 Jaferbhoy Ind. Estate, 1st floor, Makwana Road, Marol, Andheri (E), Mumbai – 400 059, Tel : +91- 22-28596060/ 28594060, E-mail: info@adroitcorporate.com.
20. Members holding shares in electronic form are requested to intimate immediately any changes pertaining to their address/bank account details/ e-mail address/mandates, nominations/power of attorney/contact numbers etc., if any, directly to their Depository Participant(s) with whom they maintain their demat accounts.
21. Members Seeking any information relating to the Accounts may write to the company at least 7 days before the date of the Meeting, so as to enable the Company to keep the information ready, at following address: Accounts Department, Mask Investments Limited, A-601/B, International Trade Centre, Majura Gate, Ring Road, Surat 395002 Ph: +91-261-2463261/62/63 Fax: +91-261-2463264 or contact@maskinvestments.com

22. A route map showing directions to the venue of the 30th AGM is given at the end of this Notice as per the requirement of the Secretarial Standard-2 on “General Meetings”.

E-VOTING FACILITY:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the General Meeting by electronic means and the business may be transacted through e-voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the General Meeting (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

1. The facility for voting through ballot paper shall be made available at the General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their rights at the meeting through ballot paper.
2. The members who have cast their vote by remote e-voting prior to the General Meeting may also attend the General Meeting but shall not be entitled to cast their vote again.

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

The remote e-voting period begins on Tuesday, 27th September, 2022 at 9:00 A.M. and ends on Thursday, 29th September, 2022 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 23rd September, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 23rd September, 2022.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:

	<p>https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

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

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on

E-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 121725 then user ID is 121725001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting.
3. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
4. Upon confirmation, the message "Vote cast successfully" will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to drd@drdcs.net with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Senior Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email IDs: evoting@nsdl.co.in or AmitV@nsdl.co.in or at telephone nos. +91-22-24994600/24994360

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs_drashti@maskinvestments.com/investor_relations@maskinvestments.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs_drashti@maskinvestments.com/investor_relations@maskinvestments.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. 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.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

SCRUTINIZER FOR E-VOTING AND DECLARATION OF RESULTS:

1. **Dhiren R. Dave & Co., Company Secretaries**, FCS 4889, CP No. 2496, has been appointed as Scrutinizer to scrutinize the e-voting process as well as e-voting during the AGM, in a fair and transparent manner.
2. The Chairman shall, at the General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the General Meeting but have not cast their votes by availing the remote e-voting facility.
3. The Scrutinizer will, after the conclusion of the e-voting at the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer’s Report and submit the same to the Chairman of the Company or any other person of the Company authorised by the Chairman, who shall countersign the same.
4. The Results shall be declared not later than forty-eight hours from conclusion of the Meeting. The Results declared along with the consolidated Scrutinizer’s Report shall be hosted on the website of the Company at www.maskinvestments.com and on the website of NSE immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchanges at which the shares of the Company are listed

**ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT**
(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO. 4: APPOINTMENT OF MRS. AYUSHI SABOO (CFO) (DIN-02446095) MANAGING DIRECTOR OF THE COMPANY.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013, signifying one of the member's intention to propose Mrs. Ayushi Manish Saboo as a candidate for the office of a Managing Director of the Company for a period of 5 (five) consecutive years w.e.f. 04/08/2022 as mentioned in the resolution and shall not retire by rotation.

Mrs. Ayushi Manish Saboo is not disqualified from being appointed as Managing Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director.

Mrs. Ayushi Manish Saboo possesses appropriate skills, experience and knowledge.

In the opinion of the Board, Mrs. Ayushi Manish Saboo fulfills the conditions for her appointment as a Managing Director as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and shall not be liable to retire by rotation. A copy of draft letter of Appointment along with other relevant documents are available for physical inspection by members at the Registered Office of the Company during the business hours on all working days, between 10.00 a.m. to 5.00 p.m. till the date of 30th Annual General Meeting of the Company.

Accordingly, the Board recommends the Resolution set out at Item No. 4 of this Notice for your approval.

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 sec 196, 197, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Ayushi Manish Saboo (DIN: 02446095) who was appointed by the Board of Directors as an Additional Director and subsequently Managing Director of the Company w.e.f. 04/08/2022 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Managing Director of the Company to hold office for a term of 5 (five) consecutive years w.e.f. 04/08/2022 and not liable to retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Narayan Saboo (Director) or any other director of the Company be and are hereby severally authorized to file e-form no. DIR 12 and do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns along with filing of necessary e-form with the Registrar of Companies.

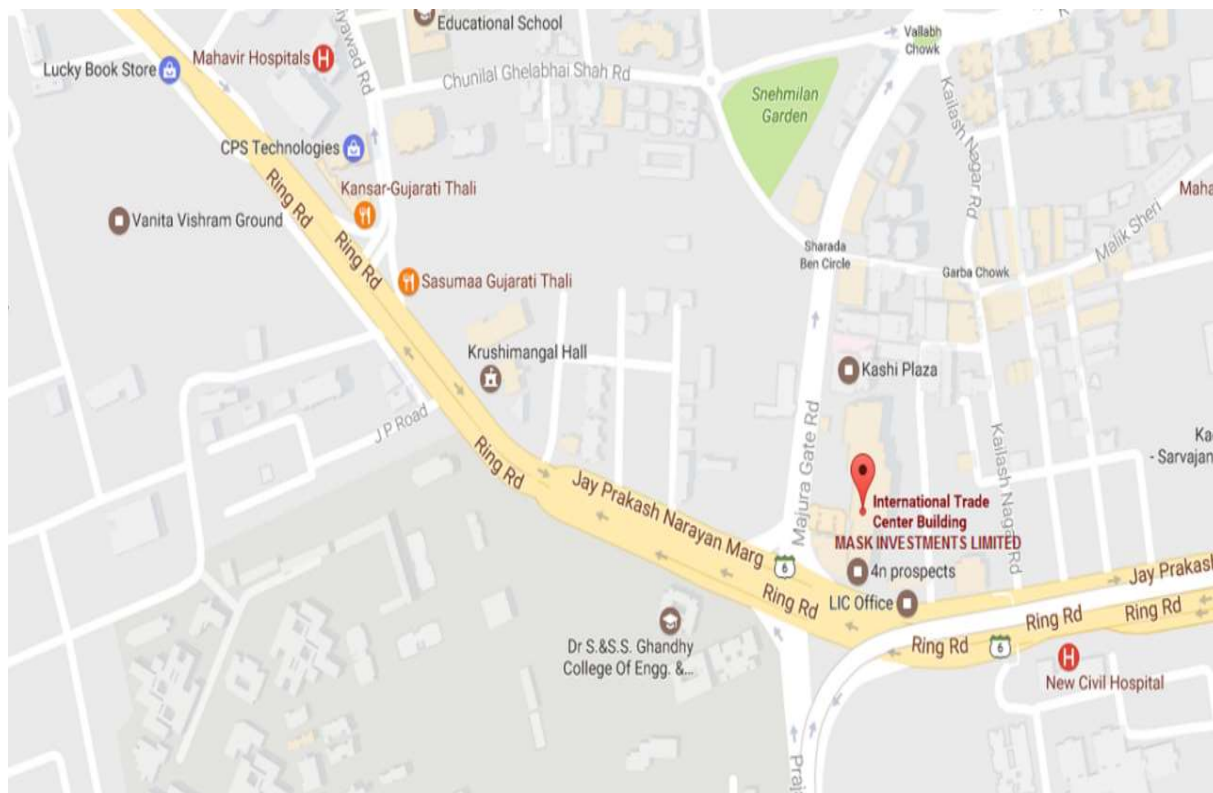
RESOLVED FURTHER THAT M/s. Dhiren R. Dave & Co, Company Secretary in whole time practice be and is hereby authorized to certify necessary e-forms under their digital signature.”

ANNEXURE TO THE NOTICE

DISCLOSURE PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, RELATING TO DIRECTORS SEEKING APPOINTMENT /RE-APPOINTMENT AT THE AGM

Particulars	Mr. Narayan Sitaram Saboo	Mrs. Ayushi Manish Saboo
Date of Birth	12.12.1961	16/12/1987
Date of First Appointment	16.01.2006	15/09/2016 (as CFO) 04/08/2022(as Additional Director)
Expertise in Specific General Functional Area	Rich experience in the field of Business development and general management. Vast experience in financial services field.	Rich experience in the field of Business development and general management. Vast experience in financial services field
Qualification	B.COM AND LLB	B.COM and MBA
Terms and Conditions of Appointment / Re-appointment	Re-appointment on retiring by rotation	
Directorship held in other public limited Companies	<ul style="list-style-type: none">• Mohit Industries Limited,• Bigbloc Construction Limited,• Mohit Overseas Limited,• Mask Investments limited	<ul style="list-style-type: none">• Mohit Yarns Limited
Membership/ Chairmanship of Committees of other Public Companies	Member of Audit Committee and Stake holder Relationship Committee of Mohit Industries Ltd	-
No. Of Shares held in the company	10,81,462	-
Relationship between Directors/KMP inter-se	Mr. Narayan Saboo is Father-in-law of Mrs. Ayushi Naresh Saboo	Mrs. Ayushi Naresh Saboo is Daughter-in-law of Mr. Narayan Saboo

Route MAP to the Venue of the 30th Annual General Meeting of Mask Investment Ltd to be held on Friday 30th September, 2022 at A-601/B, International Trade Centre, Majura Gate, Ring Road, Surat 395002



DIRECTORS' REPORT

**To,
The Members
MASK INVESTMENTS LIMITED**

Your directors have pleasure in presenting their 30th Annual Report together with the Audited Financial Statement for the Financial Year ended on 31st March, 2022.

FINANCIAL RESULT AND PERFORMANCE:

**Amount
(In Rupees)**

Particulars	2021-22	2020-21
Revenue from operations	10,71,171	9,60,608
Other Income	11,27,113	3,75,677
Total Revenue	21,98,284	13,36,285
Total Expenditure	13,16,180	12,56,166
Profit / (Loss) Before Taxation	8,82,104	80,119
Exceptional Item:(Loss on sale of forfeiture of shares)	-	-
Interest on I.T. Refund	-	-
Less: Provision For Taxation		
- Current	2,22,008	20,164
- Deferred	-	-
- Prior Period Income Tax Exp.	635927	2,178
Net Profit For The Year	24,169	57,777
Contingent provision as per RBI prudential Norms	-	-
Net profit for the year	24,169	57,777
Earnings per share (Basic & Diluted)	0.01	0.02

1. State of Company's Affairs

The total Revenue of the Company during the year was Rs. 21.98 Lakhs against Rs. 13.36 Lakhs in the previous financial year. The total expenditure during the year was Rs. 13.16 Lakhs against Rs. 12.56 Lakhs in the previous financial year. The profit before tax for the year under review recorded to Rs.8.82 Lakhs compared to Rs. 0.80 Lakhs in the previous financial year and the profit after tax for the year under review recorded to Rs. 0.24 Lakhs compared to Rs. 0.58 Lakhs in the previous financial year.

2. DIVIDEND

With a view to conserve the resources for the Company's business operations, your Directors have deemed it prudent not to recommend any dividend for the year ended 31st March 2022 and to plough back the profit for further progress of the company.

3. ANNUAL RETURN

In compliance of section 92(3), read with Section 134(3)(a) of the Companies Act, 2013, the Annual Return as on the financial year ended March 31, 2022 is placed on the Company's website at i.e. www.maskinvestments.com

4. TRANSFER TO RESERVES

For the financial year ended 31st March, 2022 the Company had transferred Rs. 21.93 lakhs to Statutory Reserves. And Company transferred the remaining amount of profit of Rs. 79.91 lakhs to Profit and Loss Accounts of the Company.

5. SHARE CAPITAL

The Paid up equity share capital as on March 31, 2022 was Rs.305.15 Lakhs divided into 30,51,500 equity shares of Rs. 10/- each. During the year under review, the Company has neither issued any shares/convertible warrant nor has granted any stock options and nor sweat equity.

6. DETAILS OF SUBSIDIARY/ JOINT VENTURES/ ASSOCIATE COMPANIES PERFORMANCE AND FINANCIAL POSITION OF EACH OF THE SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

The Company has **NO** subsidiaries and Associates as on March 31, 2022. Hence, Pursuant to provisions of Section 129(3) of the Act, a statement containing salient features of the financial statements of the Company's subsidiaries/ Associate Companies and Joint Ventures in Form AOC-1 is Not Applicable for Financial year ended 31st March, 2022.

7. CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION & ANALYSIS REPORT:

As per Regulation 34 (3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on corporate governance practices followed by the company, together with a certificate from M/s. Dhiren R. Dave & Co., Company Secretary in Practice, confirming compliance and Management Discussion Analysis Report forms an integral part of this Annual Report.

Further, the Company is not filing the Corporate Governance report as for our company regulation 15 is not application so therefore compliances in respect for the same is not required in terms of Regulation 27(2) of SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015, as the paid up equity share capital of the Company is not exceeding rupees ten crore and net worth not exceeding rupees twenty five crore, as on the last day of the previous financial year. Intimation has been given to respective stock exchange for the same.

8. FIXED DEPOSITS:

During the year under review the company has not accepted any deposits within the meaning of section 73 of the Companies Act, 2013 and the rules made there under.

9. DECLARATION FROM INDEPENDENT DIRECTORS

The Independent Directors have submitted their declaration to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 read with rules framed thereunder.

10. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association, Mr. Narayan Saboo (holding DIN No. 00223324), will retire by rotation at the ensuing Annual General Meeting and, being eligible, has offered himself for re-appointment. The details of the aforesaid directors, his expertise in various functional areas as required to be disclosed under Regulation 36(3) of the SEBI (LODR) Regulations, 2015, forms a part of the Notice of the ensuing Annual General Meeting.

Further, as on 04th August, 2022, Mr. Naresh Saboo resigned from the post of Directorship of the Company. And Mr. Jayesh Rasiklal Gandhi has also resigned as the Independent Director of the Company w.e.f., 04th August, 2022

Also, as on 04th August, 2022, Mrs. Ayushi Saboo, was appointed as an Additional Director and subsequently Managing Director of the Company w.e.f. 04th August, 2022 subject to shareholders approval in 30th Annual General Meeting.

Further, the Committee been reconstituted accordingly.

In accordance with Section 152(6) of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. Narayan Saboo (DIN No. 00223324), retire by rotation and is being eligible has offered himself for re-appointment at the ensuing Annual General Meeting.

Based on the confirmations received from Directors, none of the Directors are disqualified from appointment under Section 164 of the Companies Act, 2013.

11. BOARD EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of Committees. The performance of the Board / Committee was evaluated after seeking inputs from all the Directors / Committee members on the basis of the defined criteria including composition and structure, effectiveness of meetings, information and functioning. Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated, on the basis of relevant knowledge, expertise, experience, devotion of time and attention to company's long term strategic issues and understanding of duties, roles and function as Independent Director. The Directors expressed their satisfaction with the evaluation process.

12. NUMBER OF MEETINGS HELD

The Board met seven times during the financial year, the details of which are given below. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013 and the Listing Regulations.

13. POLICY ON DIRECTOR'S APPOINTMENT, REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF A DIRECTOR AND OTHER MATTERS

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration including criteria for Determining qualifications, positive attributes and other matters provided under sub section (3) of section 178 of the Companies Act 2013. The Company's Remuneration Policy for directors, Key Managerial Personnel and other employees is annexed as Annexure - 2 to the Director's Report and also available on Company's website www.maskinvestments.com.

14. VIGIL MECHANISM / WHISTLE BLOWER POLICY

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior, the Company has adopted a Vigil mechanism/Whistle Blower Policy. This policy is also posted on the Company's website www.maskinvestments.com.

15. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Company has formulated a familiarization program for the Independent Directors to provide insights into the Company to enable the Independent Directors to understand its business in depth and contribute significantly to the Company. The details of such program are available on the Company's website www.maskinvestments.com.

16. COMPOSITION OF KEY MANAGERIAL PERSONNEL (KMP)

The Company has the following KMP;

Name	Designation	Date of appointment	Date of resignation
Mrs. Ayushi M. Saboo	CFO	15/09/2016	--
Mrs. Ayushi M. Saboo	Managing Director	04/08/2022	--
Mrs. Bijay Laxmi Vishal Singh	Company Secretary & Compliance Officer	27/05/2022	31/08/2022
Mrs. Drashti Gautam Shah	Company Secretary & Compliance Officer	25/12/2020	30/11/2021

17. COMPOSITION OF AUDIT AND NOMINATION & REMUNERATION COMMITTEE

The Audit Committee comprises of Mr. Sachinkumar Pramod Jain (Chairman), Mrs. Samiksha Nandwani (Member) (Independent Director) and Mr. Narayan Saboo (Member). The Nomination and Remuneration Committee comprises of Mrs. Samiksha Nandwani (Independent Director) (Member), Mr. Narayan Saboo (Member) and Mr. Sachinkumar Pramod Jain (Chairman). The Stakeholder's and Shareholders Investor Grievances Committee comprises of Mrs. Samiksha Nandwani (Chairman) (Independent Director), Mr. Narayan Saboo

(Member) and Mr. Sachinkumar Pramod Jain (Member). Brief details on the committee are given in the Corporate Governance Report. All the recommendations of the audit committee are accepted by the Board.

18. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statement in terms of Section 134(3) (c) of the Companies Act, 2013 that:

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) 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 at the end of the financial year and of the profit of the Company for year ended on that date;
- c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the directors have prepared the annual accounts on a going concern basis; and
- e) 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;
- f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

19. STATUTORY AUDITORS:

M/s. Rajendra Sharma & Associates, Chartered Accountants, (Firm Registration No. 108390W) were appointed as Auditors of the Company, by the members to hold office for a term of five (5) consecutive years commencing from Financial year 01/04/2017 to 31/03/2022. Thus on the conclusion of 30th Annual General Meeting M/s. Rajendra Sharma & Associates, Chartered Accountants, has been re-appointed for a 2nd term of five(5) consecutive years. Therefore, the Board proposes to confirm the Re-appointment of M/s. Rajendra Sharma & Associates, Chartered Accountants to the effect that their re-appointment as Statutory Auditors of the Company starts from the conclusion of 30th Annual General Meeting until the conclusion of the 35th Annual General Meeting of the Company, if made, would be within the prescribed limits under Section 139 of the Companies Act, 2013 and that they are not disqualified for such appointment within the meaning of Section 141 of the Companies Act 2013.

21. SECRETARIAL AUDIT

M/s Dhiren R. Dave & Co., Practicing Company Secretaries were appointed to conduct the secretarial audit of the Company for the financial year 2021-22, as required under Section 204 of the Companies Act, 2013 read with rules framed there under. The Secretarial Audit Report for F.Y 2021-22 is annexed as Annexure - 3 to the Director's Report. Explanations with regard to observation made in Secretarial Audit Report:

Though company is required to obtain NBFC Registration, it has not yet obtained. - RBI during the year vide its order dated 18th July, 2018 received on 19th July, 2018, due to non-attainment of Net Operating Funds requirement as per RBI Act 1934 and in future the company wishes to apply for fresh certificate of registration after attainment of Net Operating Fund as per RBI Act 1934. Further Company is making efforts to attain Net Operating Funds requirement as per RBI Act 1934 and to obtain the certificate again.

22. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company doesn't fall under the ambit of Section 135 (1), hence, Corporate Social Responsibility policy is not applicable to the Company.

23. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE

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

24. CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All transactions entered with Related Parties for the year under review were on arm's length basis and in the ordinary course of business and that the provisions of Section 188 of the Companies Act, 2013 and the Rules made thereunder are not attracted. Thus, disclosure in form AOC-2 in terms of Section 134 of the Companies Act, 2013

is not required. Further, there are no material related party transactions during the year under review with the Promoters, Directors or Key Managerial Personnel. The transactions with related parties as per requirements of Accounting Standard (AS-18) – 'Related Party Disclosures' are disclosed in Note No. 22 of Notes to Accounts in the Annual Report. All Related Party Transactions, if any, are placed before the Audit Committee and also to the Board for approval. Omnibus approval, if required, was obtained for transactions which are of repetitive nature. The policy on materiality of Related Party Transactions as approved by the Board of Directors has been uploaded on the website of the Company www.maskinvestments.com. None of the Directors/KMP has any pecuniary relationship or transactions vis-à-vis the Company.

25. DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board formally adopted steps for framing, implementing and monitoring the risk management plan for the Company by way of Risk Management Policy. The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and mitigating risks associated with the business. The policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues. In today's challenging and competitive environment, strategies for mitigating inherent risks associated with Business and for accomplishing the growth plans of the Company, are imperative. The common risks inter alia are risks emanating from; Regulations, Competition, Business, Technology obsolescence, Investments, retention of talent, finance, politics and fidelity. As a matter of policy, these risks are assessed and steps as appropriate are taken to mitigate the same. The Risk Management Policy is also hosted on the Company's website www.maskinvestments.com.

26. MATERIAL CHANGES AND COMMITMENTS, IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THESE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There are no such major material changes and commitments occurred, affecting the financial position of the company which has occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

27. INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statements. The Company's internal control system is commensurate with its size, scale and complexities of its operations. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

28. LISTING OF SHARES AND LISTING FEES

The Equity Shares of your Company are listed on the National Stock Exchange of India Limited. The Company has paid annual listing fees to the stock exchanges for the financial year 2022-23.

29. REMUNERATION AND PARTICULARS OF EMPLOYEES

The information required under Section 197 of the Companies Act, 2013 read with Rule 5(1) and Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed as Annexure - 4 to the Director's Report.

30. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

As required under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 the particulars relating to conservation of energy, technology, absorption and foreign exchange earnings and outgo is - not applicable to the Company.

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

The Company has an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. Your Directors further state that during the year

under review, No complaint was received from any employee during F.Y 2021-22 and hence no complaint is outstanding as on 31st March, 2022 for redressal.

32. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

During the year under review, there are not any significant or material orders passed by the Regulators or Courts or tribunals impacting the going concern status and your Company's operations in future.

33. ACKNOWLEDGMENT:

The Board of Directors wishes to place on record its appreciation for the commitment, dedication and hard work done by the employees in the Company and the cooperation extended by Banks, Government authorities, customers and shareholders of the Company and looks forward to a continued mutual support and co-operation.

**For and on behalf of the Board of Directors
For Mask Investments Limited**

**Narayan Sitaram Saboo
(Director)**

**Date: August 30th, 2022
Place: Surat**

ANNEXURE-1 TO DIRECTORS' REPORT **NOMINATION AND REMUNERATION POLICY**

NOMINATION AND REMUNERATION COMMITTEE

The Board of Directors of Mask Investments Limited ("the Company") constituted the "Nomination and Remuneration Committee"

COMPLIANCE

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read with applicable rules thereto and Regulation 19(4) & Schedule II Part D (A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

OBJECTIVE

The key objective of the Committee shall be:

- a. To guide the board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- b. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- c. To recommend to the Board on remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- d. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- e. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- f. To devise a policy on Board diversity.
- g. To ensure the policy includes the following guiding principles:
 1. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 2. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 3. Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

DEFINITIONS

'Act' means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.

'Board' means the Board of Directors of the Company.

'Key Managerial Personnel' means:

- a) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- b) Chief Financial Officer;
- c) Company Secretary; and
- d) Such other officer as may be prescribed.

'Senior Managerial Personnel' means Personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.

ROLE OF THE COMMITTEE

The role of the committee will be the following:

1. To formulate criteria for determining qualifications, positive attributes and independence of a Director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
2. To formulate criteria for evaluation of performance Independent Directors and the Board of Directors.
3. To devise a policy on diversity of board of directors.
4. To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, and recommended to the board of directors their appointment and removal.
5. To recommend to the Board whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
6. Succession planning for replacing Key Executives and overseeing.
7. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
8. To perform such other functions as may be necessary or appropriate for the performance of its duties.

APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

- I. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- II. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the position.
- III. The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.
- IV. A person shall be considered for appointment as an Independent Director on the Board of the company, only if he/she discloses in writing his/her independence in terms of section 149 of the Companies Act, 2013.

TERM / TENURE

- a) Managing Director/Whole-time Director: The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
- b) Independent Director: An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.
Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.
At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

EVALUATION

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

REMOVAL

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

RETIREMENT

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

POLICY FOR REMUNERATION TO DIRECTORS / KMP / SENIOR MANAGEMENT PERSONNEL

- a) Remuneration to Managing Director / Whole-time Directors
 1. The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
 2. The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole time Directors.
- b) Remuneration to Non-Executive/Independent Directors:
The Non-Executive/ Independent Directors may receive sitting fees as per the provisions of Companies Act, 2013. The amount of sitting fees, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force
- c) Remuneration to Key Managerial Personnel and Senior Management:
The remuneration to Key Managerial Personnel and Senior Management, shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.

CRITERIA FOR DETERMINING REMUNERAION:

While determining remuneration of the directors, the committee shall ensure that the level and composition of remuneration are reasonable and sufficient to attract, retain and motivate such directors of the quality required to run the Company successfully; the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and the remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goal.

MINIMUM MEMBERS:

The Committee shall consist of minimum 3 non-executive directors, majority of them shall be independent directors.

QUORUM

Minimum 2 members out of which at least 1 Independent Director shall constitute a quorum for the committee meeting.

CHAIRPERSON / CHAIRMAN:

- The chairman of the Nomination and Remuneration committee shall be an Independent director elected amongst themselves at the time of first meeting of the Committee and he shall preside over all the meetings of the committee until and unless decided otherwise.
- Chairman of the Company may be appointed as a member of the Committee but shall not be a chairman of the Committee.
- In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.

ANNEXURE-3

Secretarial Audit Report
For the financial year ended March 31, 2022
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members

MASK INVESTMENTS LIMITED

601-B, "A" WING, INTERNATIONAL TRADE CENTRE,
MAGURAGATE CROSSING, RING ROAD,
SURAT-395002,
GUJARAT, INDIA

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

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information and representation provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31.03.2022, 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:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the company for the financial year ended on 31.03.2022 according to the provisions of:
 - (i) The Companies Act, 2013 (**the Act**) and the Rules made there under;
 - (ii) The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the Rules made there under;
There are no events occurred during the year which attracts provisions of these Act, Rules and Regulations and hence not applicable.
 - (ii) 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;
There are no events occurred during the year which attracts provisions of these Act, Rules and Regulations and hence not applicable.
 - (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**) to the extent applicable to the Company :-
 - 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, 2009;
There are no events occurred during the year which attracts provisions of these Act, Rules and Regulations and hence not applicable.
 - d. The Securities and Exchange Board of India (Employees Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; -

There are no events occurred during the year which attracts provisions of these regulations hence not applicable

- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; -

There are no events occurred during the year which attracts provisions of these regulations hence not applicable

- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; -

There are no events occurred during the year which attracts provisions of these regulations hence not applicable.

- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; -

There are no events occurred during the year which attracts provisions of these regulations hence not applicable.

- i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- (vi) Reserve Bank of India Act, 1934 and regulations notified therein. *The Company' is doing NBFC business / activities. Hence, Registration as NBFC is required by the Company. However, Company has not yet obtained NBFC Registration Certificate.*

- (vii) The Payment of Wages Act, 1936

- (viii) The Minimum Wages Act, 1948

- (ix) The Payment of Bonus Act, 1965

- (x) The Payment of Gratuity Act, 1972

- (xi) The Apprentices Act, 1961

- (xii) Equal Remuneration Act, 1976

- (xiii) and all other laws applicable to the company not mentioned hereinabove.

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

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

- ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with reference to listing of the Equity shares of the company on National Stock Exchange of India Limited w.e.f. 14.10.2016.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc mentioned above subject to the following observations:

1. *Though company is required to obtain NBFC Registration, it has not yet obtained.*

2. We further report that:

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

As informed by directors, 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.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

4. We further report that during the audit period the company has not taken major steps or enter into events having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

This report is to be read with our letter dated 30th Day of August, 2022 which is annexed and forms an integral part of this report.

Date: 30.08.2022

Place: Surat

**For DHIREN R. DAVE & CO.,
Company Secretaries
UIN:P1996GJ002900
P/R No.:2144/2022**

**PINAL KANDARP SHUKLA
Partner
Company Secretary
ACS:28554 CP:10265
UDIN: A028554D000873101**

To,
The Members
MASK INVESTMENTS LIMITED
601-B, "A" WING, INTERNATIONAL TRADE CENTRE,
MAGURAGATE CROSSING, RING ROAD,
SURAT-395002,
GUJARAT, INDIA

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

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

Date: 30.08.2022

Place: Surat

For DHIREN R. DAVE & CO.,
Company Secretaries
UIN:P1996GJ002900
P/R No.:2144/2022

PINAL KANDARP SHUKLA
Partner
Company Secretary
ACS:28554 CP:10265
UDIN: A028554D000873101

ANNEXURE-4 TO DIRECTORS' REPORT
DISCLOSURE UNDER SECTION 197 (12) OF THE COMPANIES ACT, 2013

PART-(A) Disclosure as required under Rules 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. Ratio of the Remuneration of each director to the median remuneration of the employees of the company for the financial year ended 31st March, 2022 and the percentage increase in remuneration of each Director, Chief Financial officer, Chief Executive officer, Company Secretary for the financial year ended 31st March, 2022:

Name of the Director/KMP	Remuneration received (In ₹)	% Increase in Remuneration in F.Y 2019-20	Ratio to median remuneration
Mr. Narayan Sitaram Saboo(Director)	-	-	-
Mrs. Ayushi Manish Saboo (CFO)	-	-	-
Mrs. Bijay Laxmi Vishal Singh (From 27/05/2022 to 31.08.2022)	-	N.A.	N.A
Mrs. Drashti Gautam Shah till 30.11.2021	1,19,368/-	-	-

No remuneration/ sitting fees paid to independent Directors during F.Y 2021-22.

2. No Director received remuneration during the year 2021-22.
3. No remuneration was paid to CFO and Managing Director of the company, also there are no other employee in the company except CS, CFO and Managing Director, therefore, ratio to CS Salary to median remuneration is not provided.
4. It is affirmed that the remuneration paid is as per remuneration policy of the company.

PART-(B) Information as per Rules 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- a) Details of employee in terms of gross remuneration paid during the year ended 31st March, 2022.

Sr No	Name of Employee	Designation	Remuneration received (In ₹)	Nature of employment	Qualification	Ex p e r i e n c e	Date of commencement of employment	Last employment held before joining company	% of equity shares held	Whether any such employee is a relative of any director or manager of the company
a)	Mrs. Drashti Gautam Shah (from 25.12.2020 to 30.11.2021)	Company Secretary	1,19,368/-	Permanent	Company Secretary		25.12.2020	-		
b)	Mrs. Bijay Laxmi Vishal Singh (From 27.05.2022 to 31.08.2022)	Company Secretary	NA	Permanent	Company Secretary	-	27.05.2022	-	-	-

- b) Details of every employee, who was employed throughout the financial year, was in receipt of gross remuneration for that year which, in the aggregate, was not less than One Crores Two lakhs rupees;- **(Nil) hence, Not applicable**
c) Details of every employee, who was employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than Eight lakhs fifty thousand rupees per month; **(Nil) hence, not applicable.**
d) Details of every employee, who was employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, Not less than two percent of the equity shares of the company. **(Nil) hence, Not applicable.**

CORPORATE GOVERNANCE REPORT

Your Directors present the Company's Report on Corporate Governance for the year ended March 31, 2022, in terms of Regulation 34(3) read with schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation").

1. CORPORATE GOVERNANCE PHILOSOPHY

Mask Investments Limited is committed to the Corporate Governance Philosophy and believes in adopting best corporate governance practices. The Corporate Governance practices followed by the Company include the corporate structure, its culture, policies and practices, personal belief, timely and accurate disclosure of information, commitment to enhancing the shareholder while protecting the interests of all the stakeholders. The Company has established procedures and systems for fairness, transparency, accountability and responsibility to meet the requirements of good corporate governance practices.

The Company's governance framework is based on the following principles which adhere to sound Corporate Governance practices of transparency and accountability:

1. Constitution of Board of Directors with an appropriate blend of Executive and Non-Executive Directors committed to discharge their responsibilities and duties.
2. Strict Compliance with all governance codes, Listing Regulations, other applicable laws and regulations.
3. Timely and balanced disclosure of all material information relating to the Company to all stakeholders.
4. Adoption of 'Code of Conduct' for Directors and Senior Management, and 'Code of Conduct for Prevention of Insider Trading and effective implementation thereof.
5. Sound system of Risk Management and Internal Control.
6. Regular update of Mask website www.maskinvestments.com to keep stakeholders informed.

2. THE BOARD OF DIRECTORS

The Board of Directors is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with requisite powers, authorities and duties. The Management Committee of the Company is headed by the Managing Director and has business / functional heads as its members, which look after the management of the day to- day affairs of the Company.

I. Board Composition

The Regulation 15 is not applicable to the Company as Paid Up capital and Turnover is within the limit therefore certain regulation of SEBI (LODR) is not applicable to the Company. The Board consists of five directors as on 31.03.2022 comprising of two executive director and three Non- Executive Independent Director.

The independent Directors do not have any pecuniary relationship or transaction either with the promoters/Management that may affect their Judgment in any manner. The Directors are experienced in business and corporate management. The Board consists of eminent persons with considerable professional expertise in various fields such as Administration, Banking, Law, Finance, Engineering etc. All Independent Directors of the Company qualify the conditions of their being independent. The Board has identified the following skill set with reference to its Business and Industry which are available with the Board:

Name of the Director	Expertise in specific functional area
Mr. Narayan Sitaram Saboo	Financial Expertise, Business Development.
Mrs Ayushi Manish Saboo	Financial Expertise, Business Development
Mr. Sachinkumar Jain	Financial Expertise.
Ms. Samiksha Rajesh Nandwani	Financial Expertise.

II. Number of Board Meetings

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company. The Board Meetings are pre-scheduled and a tentative annual calendar of the Board is circulated to the Directors well in advance to facilitate the Directors to plan their schedules. In case of business exigencies, if any, shorter notice of board meeting is given to directors subject to presence of at least one Independent Director in meeting.

During the Financial year ended 31st March, 2022, Board of Directors met Eight times on:

23.06.2021	13.08.2021	16.08.2021	23.08.2021	02.09.2021	02.11.2021	30.11.2021	04.02.2022
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The Interval between two meetings was well within the maximum period mentioned under Section 173 of the Companies Act, 2013 and the Listing Regulation.

III. Directors' Attendance Record and Directorships held

Details of Composition of the board of directors of Mask Investments Limited and attendance of directors at Meeting of Board and Annual General Meeting and Directorship and Membership and chairmanship in committees pertaining to each director during the year ended 31st March, 2022.

Sr. No	Name of Directors	Category#	Attendance at Board Meetings/ No. Of Meetings eligible to Attend during year or tenure of director	Attendance at the AGM held on 29.09.2018	No. of other Directorship*		No. of Committees of other companies in which Member \$ %*	No. of Committees of other Companies in which Chairperson \$ %*
					Indian Public Limited Companies	Other Companies/LLPs		
1	Mr. Narayan Sitaram Saboo	PD/ ED	8/8	Attended	4	3	2	-
2	Mr. Naresh Sitaram Saboo*	PD/ED	8/8	Attended	3	5	2	-
3	Mr. Sachinkumar Jain	ID/NED	8/8	Attended	2	0	2	1
4	Mr. Jayesh Rasiklal Gandhi**	ID/NED	8/8	Attended	2	0	3	2
5	Ms. Samiksha Rajesh Nandwani	ID/NED	8/8	Attended	2	0	3	0

PD – Promoter Director; ED – Executive Director; NED – Non-Executive Director; ID – Independent Director
\$ Pursuant to Regulation 26 of Listing Regulation, for purpose of considering the limit of the committee in which directors are members/ chairperson, all public limited companies, whether listed or not, are included, Private Limited companies, foreign companies and companies under section 8 of the Companies Act, 2013 are excluded.

% for purpose of determination of the number of committees of other companies, chairpersonship and membership of only the Audit committee and the stakeholders Relationship committee have been considered. As mandated by Regulation 26 of Listing Regulations, none of the Directors is member of more than 10 Board level committees, or act as Chairperson of more than five committees in which he is member.

* Including directorship in Mask Investments Ltd / chairpersonship and membership of the Audit committee and the Stakeholders Relationship Committee in Mask Investments Ltd.

^

* Mr. Naresh Sitaram Saboo resigns from the directorship w.e.f 04th August, 2022.

** Mr. Jayesh Rasiklal Gandhi resigns from the post of Independent Director and respective Committee w.e.f 04th August, 2022.

IV. List of Directorship held in other Listed Companies and Category of Directorship :

Sr No	Name of the Director	Name of the Listed Company	Category of Directorship
1	Mr. Narayan Sitaram Saboo	MOHIT INDUSTRIES LIMITED BIGBLOC CONSTRUCTION LIMITED MASK INVESTMENTS LIMITED	Executive, Director, Managing Director Executive, Director Executive, Director
2	Mr. Sachinkumar Jain	MOHIT INDUSTRIES LIMITED MASK INVESTMENTS LIMITED	Non-Executive, Independent Director Non-Executive, Independent Director
3	Mrs. Samiksha Rajesh Nandwani	MOHIT INDUSTRIES LIMITED MASK INVESTMENTS LIMITED	Non-Executive, Independent Director Non-Executive, Independent Director
4	Mrs. Ayushi Manish Saboo	-	-

V. Director Seeking appointment/re-appointment

In terms of Section 152 of the Companies Act, 2013, Mr. Narayan Saboo shall retire by rotation at the 30th Annual General Meeting and being eligible, offer himself for re-appointment. The Board recommends his reappointment to the Shareholders of the Company.

VI. Board Independence

Our definition of 'Independence' of Directors is derived from, Regulation 16 of Listing Regulations and Section 149(6) of the Companies Act, 2013. Based on the confirmation / disclosures received from the Directors and on evaluation of the relationships disclosed, all Non-Executive Directors are Independent in terms of Regulation 16 of Listing Regulations and Section 149(6) of the Companies Act, 2013.

VII. Disclosure of relationships between Directors inter-se

Mr. Narayan Saboo is the Father-in-law of Mrs. Ayushi Manish Saboo.

VIII. Familiarization program for Independent Directors

The Company has conducted a Familiarization Program for Independent Directors. The details for the same have been disclosed on the website of the Company at www.maskinvestments.com

3. CODE OF CONDUCT

The Board has laid down a Code of Conduct for Directors and members of Senior Management. The Code is posted on Company's website. The code of conduct includes the duties of Independent Directors as per companies Act, 2013. The Board members and Senior Management personnel have affirmed compliance with the Code. A declaration to that effect signed by Mrs. Ayushi Manish Saboo (CFO) forms part of this Report.

4. COMMITTEES OF THE BOARD

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The Chairman of the respective Committee informs the Board about the summary of the discussions held in the Committee Meetings.

The Board has currently established the following statutory Committees.

- I. Audit Committee
- II. Nomination and Remuneration Committee
- III. Shareholders/Investors Grievance And Stakeholders Relationship Committee

The Board is responsible for constituting, assigning, co-opting and fixing the terms of reference for members of various committees. Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance, are provided below:

I. Audit Committee

During the year under review, Audit Committee comprising of 1 Executive Director (ED) and 2 Non-executive Independent Directors (NEID)

a) Composition

Presently Audit Committee Comprise of three Directors which are as follows:

Sr. No.	Members of Audit Committee	Designation
1	Mr. Sachinkumar Pramod Jain	Chairman
2	Mrs. Samiksha Rajesh Nandwani	Member
3	Mr. Narayan Sitaram Saboo	Member

b) Meeting

During the Financial year ended 31st March, 22 Audit Committee met Six (6) times on

27.06.2021	13.08.2021	16.08.2021	02.09.2021	02.11.2021	04.02.2022
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c) Attendance Record

Attendance Record of each member of audit Committee during Financial Year 2021-22.

Sr No	Name of Members (Category)	Designation	No. of Meetings	
			Meeting Held	Meeting Attended
1	Mr. Sachinkumar Pramod Jain	Chairman	6	6
2	Mrs. Samiksha Rajesh Nandwani (NEID)*	Member	6	6
3	Mr. Narayan Sitaram Saboo (ED)	Member	6	6

The Company Secretary acted as the Secretary of the Committee.

d) Terms of Reference

The terms of reference of Audit Committee include overseeing the Company's financial reporting process and disclosure of financial information, reviewing with the management, the quarterly and annual financial statements before submission to the Board for approval; reviewing with the management, the performance of Statutory and Internal Auditors and adequacy of internal control systems and all other roles specified under Regulation 18 of Listing regulations and as per Section 177 of the Companies Act, 2013 read with rules framed thereunder.

II. Nomination & Remuneration Committee

Presently the Nomination & Remuneration Committee comprising 2 Non-executive Independent Directors (NED) and 1 Executive Director (ED)

a) Composition

Presently Nomination & Remuneration Committee Comprise of three Directors which are as follows:

Sr. No.	Members of Nomination & Remuneration Committee	Designation
1	Mr. Narayan Sitaram Saboo	Member
2	Mrs. Samiksha Rajesh Nandwani	Member
3	Mr. Sachinkumar Pramod Jain	Chairperson

b) Meeting

During the Financial year ended 31st March, 2022 Nomination & Remuneration Committee met four times on:

27.06.2021	16.08.2021	02.11.2021	04.02.2022
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c) Attendance Record

Attendance Record of each member of Nomination & Remuneration Committee during Financial Year 2021-22.

Sr. No	Name of Members (Category)	Designation	No. of Meetings	
			Meeting Held	Meeting Attended
1	Mr. Narayan Sitaram Saboo	Member	4	4
2	Mrs. Samiksha Rajesh Nandwani (NEID)	Member	4	4
3	Mr. Sachinkumar Pramod Jain (NEID)	Chairperson	4	4

d) Term of Reference

- I. Determine/ recommend the criteria for appointment of Executive, Non-Executive and Independent Directors to the Board and Identify candidates who are qualified to become Directors and who may be appointed in the Committee and recommend to the Board their appointment and removal;
- II. Review and determine all elements of remuneration package of all the Executive Directors, i.e. salary, benefits, bonuses, stock options, pension etc.;
- III. Review and determine fixed component and performance linked incentives for Directors, along with the performance criteria;
- IV. Determine policy on service contracts, notice period, severance fees for Directors and Senior Management;
- V. Formulate criteria and carry out evaluation of each Director's performance and performance of the Board as a whole;
- VI. Structure and design a suitable retaining Policy for board and senior management team.

e) Performance Evaluation criteria for Independent Directors

The Nomination and Remuneration Committee has laid down criteria for performance evaluation of Independent Directors and the same has been approved by the Board of Directors. The criteria for performance evaluation of Independent Directors has been disclosed in the Directors' Report.

f) Remuneration Policy

The remuneration is recommended by the Remuneration Committee based on criteria such as industry benchmarks, the Company's performance vis-à-vis the industry, responsibilities shouldered, performance / track record etc. and is decided by the Board of Directors. The Board, on the recommendations of the Remuneration Committee, approves the annual increments. Within the prescribed ceiling as stipulated in Section 197 of the Companies Act, 2013. The perquisites package is recommended by the Remuneration Committee to the Board. The Remuneration Policy of the Company takes into account the individual performance and contribution of the Director, the profitability of the Company, prevalent industry standards and government policy in this regard. The Company's Nomination and Remuneration Policy for Directors, Key Managerial Personnel and other employees is displayed on Company's website at www.maskinvestments.com.

III. Shareholders/Investors Grievance & Stake Holders Relationship Committee

The "Shareholders / Investors' Grievance & Stake Holder Relationship Committee comprising of 1 Executive Director (ED) and 2 Non-executive Independent Directors (NEID).

a) Composition

Presently Shareholders/Investors Grievance & Stake holder Relationship Committee Comprised of three Directors which are as follows:

Sr. No.	Members of Stake Holder Relationship Committee	Designation
1	Mrs. Samiksha Rajesh Nandwani	Chairperson
2	Mr. Sachinkumar Pramod Jain (NEID)	Member
3	Mr. Narayan Sitaram Saboo	Member

b) Meeting

During the Financial year ended 31st March, 2022 Shareholders/Investors Grievance & Stake Holder Relationship Committee met Five times on

27.06.2020	11.07.2020	24.08.2020	16.10.2020	1.02.2022
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c) Attendance Record

Attendance Record of each member of Shareholders/Investors Grievance & Stake Holder Relationship Committee during Financial Year 2020-21.

Sr No	Name of Members (Category)	Designation	No. of Meetings	
			Meeting Held	Meeting Attended
1	Mrs. Samiksha Rajesh Nandwani	Chairperson	5	5
2	Mr. Sachinkumar Pramod Jain (NEID)	Member	5	3
3	Mr. Narayan Sitaram Saboo	Member	5	4

Name & Designation of Compliance Officer

Miss. Drashti Gautam Shah resigned from the post of Company Secretary with effect from 30.11.2021 and Miss. Bijay Laxmi Vishal Singh was appointed as on 27.05.2022 for the designation of Company Secretary and has resigned from her position w.e.f., 31.08.2022.

d) Term of Reference

The Committee ensures cordial investor relations and oversees the mechanism for redressal of investors' grievances. The Committee specifically looks into redressing shareholders'/ investors' complaints/ grievances pertaining to share transfers, non-receipt of annual reports, non-receipt of dividend and other allied complaints. This Committee delegated most of its functions to Registrar and Transfer Agents i.e. "Adroit Corporate Service Private Limited and has periodic interaction with the representatives of the Registrar and Transfer Agent of the Company.

The Committee performs the following functions:-

- Transfer/Transmission of shares.
- Split-up/Sub-division and Consolidation of shares.
- Dematerialization/ Rematerialization of shares.
- Issue of new and duplicate share certificates.
- Registration of Power of Attorneys, Probate, Letters of Transmission or similar other documents.
- To open/close bank account(s) of the Company for depositing share/debenture applications, allotment and call monies, authorize operation of such account(s) and issue instructions to the Bank from time to time in this regard.
- evaluate performance and service standards of the Registrar and Share Transfer Agent of the Company;
- Provide guidance and make recommendations to improve investor service levels for the investors.

Status of Shareholders' Complaints during the Financial Year 2021-22:

➤	Number of Pending Complaints at the beginning of the Financial Year	Nil
➤	Number of Complaints received during the Financial Year	Nil
➤	Number of Complaints resolved during the Financial Year	Nil
➤	Number of Complaints not solved to the satisfaction of Shareholders	Nil
➤	Number of Complaints pending at the end of the Financial Year	Nil

VII. INDEPENDENT DIRECTORS' MEETING

During the year under review, the Independent Directors met on 31st March, 2022, inter alia, to discuss:

- Evaluation of performance of Independent Directors and the Board of Directors as a whole;
- Evaluation of performance of Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the Meeting.

5. GENERAL MEETINGS

Year	Date	Venue	Time	Special Business Transacted
2018-19 (27 th AGM)	30.09.2019	A/601-B, International Trade Centre, Majura Gate, Ring Road, Surat-395002, Gujarat	12:30 PM	To increase the limits u/s 186(2) of Companies Act, 2013 for extending loans, providing guarantees or giving securities for loans taken by any person or body corporate.
2019-20 (28 th AGM)	28.09.2020	A/601-B, International Trade Centre, Majura Gate, Ring Road, Surat-395002, Gujarat	03:00 PM	To appoint Ms. Samiksha Rajesh Nandwani (DIN: 08815491) as an Independent Director.
2020-21 (29 th AGM)	28.09.2021	A/601-B, International Trade Centre, Majura Gate, Ring Road, Surat-395002, Gujarat	10.00 AM	To appoint Mr. Jayesh Gandhi (DIN:) as an Independent Director

No Extra-Ordinary General Meeting held during the financial year 2021-22. None of the businesses proposed to be transacted at the ensuing Annual General Meeting require passing a resolution through Postal Ballot.

6. DISCLOSURE

• Related Party Transaction

All transactions entered with Related Parties for the year under review were on arm's length basis and in the ordinary course of business and that the provisions of Section 188 of the Companies Act, 2013 and the Rules made thereunder are not attracted. Thus, disclosure in form AOC-2 in terms of Section 134 of the Companies Act, 2013 is not required. Further, there are no material related party transactions during the year under review with the Promoters, Directors or Key Managerial Personnel. The transactions with related parties as per requirements of Accounting Standard (AS-18) – 'Related Party Disclosures' are disclosed in Note No. 22 of Notes to Accounts in the Annual Report. All Related Party Transactions, if any, are placed before the Audit Committee as also to the Board for approval. Omnibus approval, if required, was obtained for transactions which are of repetitive nature. The policy on materiality of Related Party Transactions as approved by the Board of Directors has been uploaded on the website of the Company www.maskinvestments.com. None of the Directors/KMP has any pecuniary relationship or transactions vis-à-vis the Company.

• Statutory Compliances Penalties And Structures:

There were no instances of material non-compliance and no strictures or penalties were imposed on the Company either by SEBI, Stock Exchanges or any statutory authorities on any matter related to capital markets during the last three years.

• Accounting Treatment

The company has followed the guidelines of accounting standards laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements.

• Vigil Mechanism Policy (Whistle Blower Policy)

Pursuant to Section 177(9) and (10) of the Companies Act, 2013, and Regulation 22 of the Listing Regulation, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's Code of Conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee. The Whistle Blower Policy is displayed on the Company's website viz. www.maskinvestments.com.

• A certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority

The Certificate from Company Secretary in Practice is annexed herewith as a part of the report.

• Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.

Details relating to the fees paid to statutory Auditor for the Standalone Financial Statements and Consolidated Financial Statements are given under Note 20.

- **Disclosure Under Sexual Harassment of Women At Workplace (Prevention, Prohibition And Redressal), Act, 2013**

The Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this policy. Your Directors further state that during the year under review, No complaint was received from any employee during F.Y 2021-22 and hence no complaint is outstanding as on 31st March, 2022 for redressal.

- **Details of Compliance with Mandatory requirements and adoption of Non-mandatory / discretionary requirements**

The Company has complied with all the mandatory requirements of the Listing Regulations i.e. SEBI (LODR) Regulations, 2015.

- **The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub – regulation (2) of Regulation 46 of the Listing Regulations.**

- **This corporate governance report is not mandatory to the Company for the financial year ended as on March 31, 2022, further as a part of disclosure the company has attached the report.**

7. MEANS OF COMMUNICATION

Quarterly Result	The Un-audited Quarterly results are announced within 45 days from the end of the quarter and the Annual Audited Results are announced within 60 days from the end of the financial year as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
Which newspapers normally published	The Financial Express (English Newspapers having nation circulation and one in Gujarati newspaper)
Any website, where displayed	www.maskinvestments.com
Whether Management Discussion and Analysis Report is a Part of Annual Report or not	Yes

8. GENERAL SHAREHOLDERS INFORMATION

I. Annual General Meeting

Date and Time	Friday, 30 th September, 2022 at 01:00 p.m.
Venue	A/601-B, International Trade Centre, Majura Gate, Ring Road, Surat 395002, Gujarat, India
Financial year	April 1 to March 31 as the financial year of the company
Date of Book Closure	Saturday, 24 th September, 2022 to Friday, 30 th September, 2022 (<i>Both Days Inclusive</i>)
Tentative Calendar for Financial Year ending March 31, 2022	
Result for the Quarter ending	Tentative Time of Reporting
30 th June 2022	On or before 14 th August 2022
30 th September 2022	On or before 14 th November 2022
31 st December 2022	On or before 14 th February 2022
31 st March 2022	On or before 30 th May 2022
Listing on Stock Exchange	(1) National Stock Exchange of India Limited (NSE) Address: Exchange Plaza, Bandra Kurla Complex, Bandra (E) Mumbai - 400 051. The Annual Listing fees for Financial Year 2022-23 have been paid to the Exchange.
Script code for NSE	MASKINVEST
ISIN for NSDL	INE885F01015

II. Registrar and Share Agents

Registrar and Transfer Agents (For share transfers and other communications Relating to share certificates, dividend and change of address)	“Adroit Corporate Service Private Limited” 19, Jafferbhoy Industrial Estates, Makwana Road, Marol Naka, Andheri (East) Mumbai- 400059. Ph: +91-22- 4227 0400 / 2859 6060 / 2859 4060 Fax: +91-22-28503748 Email: info@adroitcorporate.com
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III. Share Transfer system

All share transfer and other communications regarding share certificates, dematerialization request, transmission, change of address, dividends, etc should be addressed to Registrar and Transfer Agents. Shareholders/Investor Grievance Committee is authorized to approve transfer of shares in the physical segment. The Shareholders/Investor Grievance and Share Transfer Committee have delegated the authority for approving transfer and transmission of shares and other related matters to the Managing Director of the Company. Such transfers take place on fortnightly basis. A summary of all the transfers/ transmissions etc. so approved by Managing Director of the Company is placed at every Committee meeting. All Share Transfer, Transmission, Duplicate issue of Shares in physical form and request for dematerialization of securities of the company are completed/processed within statutory time limit from the date of receipt, provided the documents meet the stipulated requirement of statutory provisions in all respects. Pursuant to Regulation 40(9) of the Listing Regulations, certificates, on half yearly basis have been issued by a Company Secretary-in-Practice for due compliance of Share transfer formalities by the Company. Pursuant to SEBI (Depositories and Participants) Regulation, 1996, certificates have been received from a Company Secretary-in-Practice for timely dematerialization of Shares and for reconciliation of the Share Capital of the Company on a quarterly basis.

IV. Distribution of Shareholding as on 31st March 2022

No. of Equity Shares Held	No. of Shareholders	% of Shareholders	No. of Shares held	% shareholding
1-5000	1630	20.78	634236	20.78
5001-10000	1	0.20	6100	0.20
10001-20000	1	0.56	17069	0.56
30001-40000	1	1.20	36562	1.20
40001-50000	1	1.37	41700	1.37
50001-100000	2	5.49	167402	5.49
100001 & above	6	70.4	2148431	70.4
TOTAL	1252	100	3051500	100

V. Shareholding Pattern as on 31st March 2022

Category	Number of Shareholders	% of Total Shareholders	Number of Shares	% of Total Shares
Promoters	8	72.25%	2204562	72.25%
Foreign Institutional Investor	0	0	0	0
Private Corporate Bodies	4	4.27%	130154	4.27%
India Public	1619	23.49%	716773	23.49%
Clearing member	2	0.00036%	11	0.00036%
TOTAL	1633	100.00%	3,051,500	100.00%

VI. Dematerialization of Shares and Liquidity

The Company has entered into a tripartite agreement with the National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) to provide trading of shares in dematerialized form. About 78.51% of the Equity shares were in dematerialized form as on March 31, 2022. The equity shares of the Company are listed at National Stock Exchange of India Limited (NSE).

Physical and Demat Shares as on 31 st March 2022			
	No. of Share Holders	No. of Shares	%
Shares Held By CDSL	563	1857153	60.86
Shares Held By NSDL	107	538547	17.65
Physical Shares	972	655800	21.49
Total	1642	3051500	100.00%

VII. Outstanding GDRs/ADRs/Warrants or any Convertible Instrument, Conversion date and Likely impact on equity: Nil

VIII. Commodity Risk or Foreign Exchange Risk and Hedging Activities: The Company has not made any commodity risk or hedging activities during the year under review.

XI. Address for Correspondence

Mask Investments Limited

A-601/B, International Trade Centre, Majura Gate, Ring Road, Surat 395002, Gujarat

Ph: +91- 0261- 2463261/62/63 Fax: +91- 0261- 2463264 Email: contact@maskinvestments.com

CHIEF EXECUTIVE OFFICER (CEO) / CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

To
The Board of Directors,
MASK INVESTMENTS LIMITED

We, the undersigned, in our respective capacities as Director and Chief Financial Officer of Mask Investments Limited ("the Company"), to the best of our knowledge and belief certify that:

- a) We have reviewed the financial statements and the cash flow statement for the financial year ended 31st March, 2022 and to the best of our knowledge and belief, we state that:
 - I. These statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;
 - II. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
- c) We hereby declare that all the members of the Board of Directors and Management Committee have confirmed compliance with the Code of Conduct as adopted by the Company.
- d) We are responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- e) We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and Audit Committee:
 - I. Significant changes in accounting policies made during the year and that the same have been disclosed suitably in the notes to the financial statements; and
 - II. 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
 - III. Significant changes in internal control over financial reporting during the year.

Date: 30.08.2022
Place: Surat

Narayan Saboo
Chairperson
DIN NO. 00223324

Ayushi Manish Saboo
CFO
PAN No. AHMPJ5063F

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

BUSINESS OVERVIEW

Mask Investments Limited was registered as Non-Banking Finance Company not accepting public deposit however the NBFC Registration of the company has been cancelled by RBI during the year vide its order dated 18th July, 2018 received on 19th July, 2018 due to non-attainment of Net Operating Funds requirement as per RBI Act 1934 and in future the company wishes to apply for fresh certificate of registration after attainment of Net Operating Fund as per RBI Act 1934. The company has surrendered its Certificate of registration on 18th January, 2019.

OPPORTUNITIES & THREATS

The Company's Major income is from Interest on loan and advance given to others and Dividend that may be receivable on Investment held by it in the Group or associate company. Any Adverse impact on the Business of the Group Companies will have a bearing on the performance of your Company.

RISKS AND CONCERNS

The Management has to regularly monitor the changing market conditions and the Trends. Further any Slowdown of the economic growth or Volatility in global financial markets could also adversely affect the company's Business.

FINANCIAL PERFORMANCE AND OPERATIONAL PERFORMANCE

We have improved our performance and focused on managing costs. The Financial Performance of the Company has been satisfactory.

REVIEW OF INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has internal control system which, in the opinion of the Management, is commensurate with the size and activities of the company. The System is also reviewed from time to time.

HUMAN RESOURCE DEVELOPMENT AND INDUSTRIAL RELATIONS

The Company continues to maintain excellent industrial relations, while also ensuring human resource development. The Board is also working on a comprehensive basis to review company's HR Policies so as to provide opportunities for the absorption of new talent in the Company.

CAUTIONARY NOTE

The statements in the Directors' and Management Discussion and Analysis Report describing the Company's projections, estimates, expectations or predictions may be forward looking Statements within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied since the Company's operations are influenced by many external and internal factors beyond the control of the Company.

INDEPENDENT AUDITOR'S REPORT

To,
The Members of
MASK INVESTMENT LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **Mask Investment Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, the Profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing ("SA's") specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

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

Sr. No.	Key Audit Matter	Auditor's Response
1	Cancellation of NBFC Registration of Company: The company was registered as NBFC with RBI which registration has been cancelled by RBI vide its order dated 19 th July, 2018	Principal Audit Procedures: - Obtained the order of RBI cancelling NBFC registration of the company. We have considered various legal and regulatory issues on account of cancellation of NBFC registration of the company and we have considered the same in our Audit procedure and reported the legal and regulatory issues in our CARO report annexed to this Audit Report.

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

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

Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and

completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusion are based on the audit evidence obtained upto the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("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 "A" a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, based on our audit we report that: -
 - a) We have sought & 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 accounts as required by law have been kept by the company so far as appears from our examination of such 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 Flows dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e) On the basis of the written representations received from the directors as on 31st March, 2022 and taken on record by the board of directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a directors 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 B".

- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations, if any, on its financial position in its financial statements in Note No. 1(a) on "Contingent Liabilities";
 - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv.
 - (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - (c) Based on such audit procedures that the auditor has considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.
 - v. The company has not declared any dividend during the year.

For RAJENDRA SHARMA & ASSOCIATES
Chartered Accountants
Firm Registration No.:- 108390W

(RAJENDRA RATANLAL SHARMA)
PARTNER
Membership No. : 044393
UDIN: 22044393AJSRER7134

Surat, 27th May, 2022

**ANNEXURE “A” TO THE INDEPENDENT AUDITORS' REPORT of
MASK INVESTMENT LTD. for year ended 31st March, 2022
(Referred to in Paragraph ‘1’ under “Report on Other Legal and
Regulatory Requirements’ of our report of even date)**

- i. As the company does not have any fixed assets during the year, the provisions of Paragraph 3 (i) of the Order are not applicable to the company.
- ii. There are no inventories of the company. Thus, the provisions of this Paragraph of the Order are not applicable.
- iii. According to the information and explanations given to us, the Company has not provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. The Company has made investments in companies, firms, Limited Liability Partnerships, and granted unsecured loans to other parties, during the year, in respect of which:
 - (a) The Company has granted loans, secured or unsecured to other parties, during the year, the details of which are as follows:

Particulars	Loans (In Rs. Thousands)
Aggregate amount granted during the year	
-- Others	8373.00
Balance outstanding as at balance sheet date in respect of above cases	
-- Others	13767.97

- (b) In our opinion, the investments made and the terms and conditions of grant of all loans are, prima facie, not prejudicial to the Company's interest.
- (c) In respect of loans granted by the company, there is no stipulation of schedule of repayment of principal and payment of interest and hence we are unable to make specific comment on the regularity of repayment of principal & payment of interest.
- (d) In respect of loans granted by the company, as there is no stipulation of schedule of repayment of principal and payment of interest, hence there is no overdue amount remaining outstanding as at the balance sheet date.
- (e) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties
- (f) The company has granted loans either repayable on demand or without specifying any terms or period of repayment. The details of such loan granted is given below:

Particulars	All Parties (Rs. in Thousands)	Promoters (Rs. in Thousands)	Related Parties (Rs. in Thousands)
Aggregate amount of loans			
-- Repayable on Demand (A)	--	--	--
-- Agreement does not specify any terms or period of repayment (B)	13,767.97	--	--
Total (A+B)	13,767.97	--	--
% of loans / advances in nature of loans to total loans	100%	--	--

- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.
- v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- vi. The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.
- vii. (a) As explained to us, laws of provident fund & E.S.I are not applicable to the company. The company has generally been regular in depositing the other undisputed statutory dues including income tax, goods and services tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, applicable to it, with the appropriate authorities.

According to the information and explanation given to us, no undisputed amounts in respect of income tax, goods and services tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess were in arrears, as at 31st March, 2022 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no dues of sales tax, income tax, goods and services tax, custom duty, service tax, excise duty and cess which have not been deposited on account of any dispute.
- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Accordingly, the provisions of clause 3(viii) of the Order are not applicable
- ix. (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.

(d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries.
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

(b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause

3(x)(b) of the Order is not applicable.

- xi. (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the period covered by our audit.
- (b) In our opinion and according to the information and explanations given to us, since no fraud by the Company or on the Company has been noticed or reported during the period covered by our audit, accordingly, the provisions of clause 3(xi)(b) of the Order are not applicable.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year
- 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. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. (a) *In our opinion and based on our examination, though the company is required to have an internal audit system under section 138 of the Act, it does not have the same established for the year.*
- (b) *The company did not have an internal audit system for the period under audit.*
- xv. According to the information and explanations given to us, in our opinion during the year the company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the company.
- xvi. (a) *The Company is required to be registered under section 45-IA of the Reserve Bank of India Act 1934. The company had obtained registration vide registration No. B.01.00473, however, the said registration was cancelled by Reserve bank of India vide its order dated 19th July, 2018.*
- (b) *The company has conducted the NBFC activities of giving loans and making investments and had obtained registration vide registration No. B.01.00473, however, the said registration was cancelled by Reserve bank of India vide its order dated 19th July, 2018. Hence, the company has conducted NBFC activities without valid Certificate of Registration (CoR).*
- (c) The Company is not a Core Investment Company ("CIC") as defined in the regulations made by the Reserve Bank of India. Accordingly, provisions of clause 3(xvi)(c) of the Order are not applicable.
- (d) Based on the information and explanations provided by the management, the Company does not have any CICs, which are part of the Company. Accordingly, provisions of clause 3(xvi)(d) of the Order are not applicable.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the

date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

- xx. In our opinion and according to information & explanation given to us, the provision of Section 135 of the Companies Act, 2013 is not applicable in the case of the company. Hence, reporting requirement under Clause (xx)(a) and (b) of the order is not applicable in the case of the company.

For RAJENDRA SHARMA & ASSOCIATES

Chartered Accountants

Firm Registration No.:- 108390W

(RAJENDRA RATANLAL SHARMA)

PARTNER

Membership No. : 044393

UDIN: 22044393AJSRER7134

Surat, 27th May, 2022

Annexure “B” to the Independent Auditor’s Report of Even date on the Financial Statements of Mask Investment Limited for year ended on 31st March, 2022

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 **Mask Investment Limited** (“the Company”) as of 31st March, 2022 in conjunction with our audit of 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 (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2022, 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 RAJENDRA SHARMA & ASSOCIATES

Chartered Accountants

Firm Registration No.:- 108390W

(RAJENDRA RATANLAL SHARMA)

PARTNER

Membership No. : 044393

UDIN: 22044393AJSRER7134

Surat, 27th May, 2022

MASK INVESTMENTS LIMITED

Balance Sheet As At 31st March, 2022

(Amount in Rupees Thousands)

Particulars	Note No.	Figures as at 31st March, 2022	Figures as at 31st March, 2021
I ASSETS			
1 Non-Current Assets			
(a) Financial Assets			
(i) Investments	3	7,16,763.30	1,79,840.73
SUB-TOTAL		7,16,763.30	1,79,840.73
2 Current Assets			
(a) Financial Assets			
(i) Trade Receivable	4	0.00	0.00
(ii) Cash & Cash Equivalents	5	623.54	293.80
(iii) Loans	6	13,767.97	9,827.22
(b) Other current assets	7	304.93	759.34
SUB-TOTAL		14,696.45	10,880.36
TOTAL		7,31,459.75	1,90,721.09
II EQUITY & LIABILITIES			
A EQUITY			
(a) Share Capital	8	30,515.00	30,515.00
(b) Other Equity		6,90,902.01	1,53,955.27
SUB-TOTAL		7,21,417.01	1,84,470.27
B LIABILITIES			
1 Non-Current Liabilities			
(a) Provisions	9	31.40	31.40
SUB-TOTAL		31.40	31.40
2 Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	10	8,853.24	5,750.50
(ii) Trade Payables	11	923.13	440.03
(b) Other Current Liabilities	12	12.96	8.73
(c) Current Tax Liabilities	13	222.01	20.16
SUB-TOTAL		10,011.34	6,219.42
TOTAL		7,31,459.75	1,90,721.09
Statement of Accounting Policies	1		
Notes Forming Part of Financial Statements	2 to 27		

As per our Audit Report Attached

For & On Behalf of Board of Directors

For RAJENDRA SHARMA & ASSOCIATES
Chartered Accountants
Firm Registration No.: 108390W

Sd/-
Sachinkumar Jain
DIN: 01634303

Sd/-
Narayan Saboo
DIN: 00223324

(Rajendra Ratanlal Sharma)
Partner
Membership No. 044393
Surat, 27th May, 2022

Sd/-
Ayushi Saboo
CFO

Sd/-
Bijay Laxmi Vishal Singh
Company Secretary

MASK INVESTMENTS LIMITED

Statement of Profit & Loss for the year ended 31st March, 2022

(Amount in Rupees Thousands)

Particulars	Note No.	Figures for the year ended on 31-03-2022	Figures for the year ended on 31-03-2021
I Revenue from Operations			
(a) Interest Earned		1,071.17	960.61
(b) Dividend Income		1,127.03	375.68
		2,198.20	1,336.28
II Other Income	14	0.08	0.00
III Total Revenue (I+II)		2,198.28	1,336.28
IV Expenses			
Finance Costs	15	0.66	0.65
Employee Benefit Expenses	16	638.13	504.30
Other Expenses	17	677.39	751.21
Total Expenses		1,316.18	1,256.17
V Profit / (Loss) Before Exceptional Items & Tax		882.10	80.12
VI Exceptional Items		0.00	0.00
VII Profit / (Loss) Before Tax		882.10	80.12
VIII Tax Expenses			
For Current Tax		222.01	20.16
For Deferred Tax		0.00	0.00
Income Tax of Earlier Years		635.93	2.18
Sub-Total		857.94	22.34
IX Profit / (Loss) for the Period After Tax		24.17	57.78
X Contingent Provision as per Prudential Norms		0.00	0.00
XI Profit / (Loss) for the Period		24.17	57.78
XII Other Comprehensive Income			
A (i) Items that will not be reclassified to profit or loss			
-- Equity Instruments at Fair Value through OCI		5,36,922.57	1,31,780.41
(ii) Income Tax relating to items that will not be reclassified to profit or loss		0.00	0.00
B (i) Items that will be reclassified to profit or loss		0.00	0.00
(ii) Income Tax relating to items that will be reclassified to profit or loss		0.00	0.00
XIII Other Comprehensive Income for the Period		5,36,922.57	1,31,780.41
XIV Total Comprehensive Income for the Period		5,36,946.74	1,31,838.19
XV Earnings Per Share (Basic & Diluted)	25	0.01	0.02
Statement of Accounting Policies	1		
Notes Forming Part of Financial Statements	2 to 27		

MASK INVESTMENTS LIMITED

As per our Audit Report Attached

For RAJENDRA SHARMA & ASSOCIATES
Chartered Accountants
Firm Registration No.: 108390W

(Rajendra Ratanlal Sharma)
Partner
Membership No. 044393
Surat, 27th May, 2022

For & On Behalf of Board of Directors

Sd/-
Sachinkumar Jain
DIN: 01634303

Sd/-
Narayan Saboo
DIN: 00223324

Sd/-
Ayushi Saboo
CFO

Sd/-
Bijay Laxmi Vishal Singh
Company Secretary

MASK INVESTMENTS LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31st MARCH, 2022

(Amount in Rupees Thousands)

PARTICULARS	2021-22	2020-21
<u>A. CASH FLOW FROM OPERATING ACTIVITIES</u>		
Net Profit before tax	882.10	80.12
ADJUSTMENTS FOR:		
1 Profit On Sale Of Shares	0.00	0.00
2 Dividend Received	-1,127.03	-375.68
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	-244.93	-295.56
ADJUSTMENTS FOR:		
1 Trade & Other Receivable		
a) Loans & Advances	-3,024.36	903.21
b) Trade Receivables	0.00	365.07
2 Trade Payables	487.34	363.27
CASH GENERATED FROM OPERATIONS	-2,781.95	1,335.99
1 Direct Taxes Paid	-1,118.08	-12.09
NET CASH FROM OPERATING ACTIVITIES	-3,900.03	1,323.90
<u>B. CASH FLOW FROM INVESTMENT ACTIVITIES</u>		
1 Sales / Proceeds from Investments	0.00	0.00
NET CASH FLOW IN INVESTMENT ACTIVITIES	0.00	0.00
<u>C. CASH FLOW FROM FINANCING ACTIVITIES</u>		
1 Increase / (Decrease) in Unsecured Loans	3,102.74	-1,500.00
2 Dividend Received	1,127.03	375.68
NET CASH FROM FINANCING ACTIVITIES	4,229.77	-1,124.32
NET INCREASE IN CASH & CASH EQUIVALENTS	(A+B+C) 329.74	199.57
CASH AND CASH EQUIVALENTS (OPENING) (See Note 5 'A')	293.80	94.23
CASH AND CASH EQUIVALENTS (CLOSING) (See Note 5 'B')	623.54	293.80

As per our Audit Report Attached

For & On Behalf of Board of Directors

For RAJENDRA SHARMA & ASSOCIATES

Chartered Accountants

Firm Registration No.: 108390W

Sd/-

Sachinkumar Jain

DIN: 01634303

Sd/-

Narayan Saboo

DIN: 00223324

(Rajendra Ratanlal Sharma)

Partner

Membership No. 044393

Surat, 27th May, 2022

Sd/-

Ayushi Saboo

CFO

Sd/-

Bijay Laxmi Vishal Singh

Company Secretary

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED ON 31ST MARCH, 2022

A. EQUITY SHARE CAPITAL FOR THE YEAR ENDED ON 31ST MARCH, 2022 *(Amount in Rupees Thousands)*

Balance as at 1st April 2021	Changes in the Equity Share Capital during the Year	Balance as at 31st March 2022
30,515.00	0.00	30,515.00

EQUITY SHARE CAPITAL FOR THE YEAR ENDED ON 31ST MARCH, 2021 *(Amount in Rupees Thousands)*

Balance as at 1st April 2020	Changes in the Equity Share Capital during the Year	Balance as at 31st March 2021
30,515.00	0.00	30,515.00

B. OTHER EQUITY FOR THE YEAR ENDED ON 31ST MARCH 2022 *(Amount in Rupees Thousands)*

PARTICULARS	RESERVES AND SURPLUS			OTHER RESERVES	TOTAL
	Securities Premium Reserve	Statutory Reserves	Retained Earnings	Equity Instruments - FVOCI	
<u>As at 31st March 2022</u>					
2021	0.00	2,193.01	7,967.63	1,43,794.63	1,53,955.27
Profit for the Year	0.00	0.00	24.17	0.00	24.17
Other Comprehensive Income of the year	0.00	0.00	0.00	5,36,922.57	5,36,922.57
Closing Balance as at 31st March 2022	0.00	2,193.01	7,991.80	6,80,717.20	6,90,902.01

OTHER EQUITY FOR THE YEAR ENDED ON 31ST MARCH 2021

PARTICULARS	RESERVES AND SURPLUS			OTHER RESERVES	TOTAL
	Securities Premium Reserve	Statutory Reserves	Retained Earnings	Equity Instruments - FVOCI	
<u>As at 31st March 2021</u>					
Opening Balance as at 1st April 2020	0.00	2,193.01	7,909.85	12,014.21	22,117.08
Profit for the Year	0.00	0.00	57.78	0.00	57.78
Transfer to Statutory Reserves	0.00	0.00	0.00	0.00	0.00
Other Comprehensive Income of the year	0.00	0.00	0.00	1,31,780.41	1,31,780.41
Closing Balance as at 31st March 2021	0.00	2,193.01	7,967.63	1,43,794.63	1,53,955.27

As per our Audit Report Attached

For & On Behalf of Board of Directors

For RAJENDRA SHARMA & ASSOCIATES
Chartered Accountants
Firm Registration No.: 108390W

Sd/-
Sachinkumar Jain
DIN: 01634303

Sd/-
Narayan Saboo
DIN: 00223324

(Rajendra Ratanlal Sharma)
Partner
Membership No. 044393
Surat, 27th May, 2022

Sd/-
Ayushi Saboo
CFO

Sd/-
Bijay Laxmi Vishal Singh
Company Secretary

MASK INVESTMENTS LIMITED

Notes Forming Part of Financial Statements for the year ended 31st March, 2022

1 **BASIS OF PREPARATION**

The financial statements (on standalone basis) of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) Rules, 2016.

Functional and presentation of currency

The financial statements are prepared in Indian Rupees which is also the Company's functional currency.

Basis of measurement

The financial statements have been prepared on a historical cost basis except for Certain Financial Assets measured at fair value (refer accounting policy regarding financial instruments)

Use of significant accounting estimates, judgements and assumptions

The preparation of financial statements requires the management to make estimates and assumptions considered in reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The management believes that estimates used in preparation of financial statements are prudent and reasonable. Future results could differ due to these estimates and the difference between actual results and the estimates are recognised in the periods in which these gets materialized.

2 **SIGNIFICANT ACCOUNTING POLICIES**

2.1 **Presentation and disclosure of financial statements**

All assets and liabilities have been classified as current and non-current as per Company's normal operating cycle and other criteria set out in the division II of Schedule III of the Companies Act, 2013, for a Company whose financial statements are made in compliance with the Companies (India Accounting Standards) Rules, 2015. Deferred tax liabilities are classified as non-current liabilities.

Based on the nature of business and their realization in cash and cash equivalents, 12 months has been considered by the Company for the purpose of current / non-current classification of assets and liabilities.

2.2 **Financial instruments**

Initial Recognition

All financial instruments are recognized initially at fair value. Transaction costs that are attributable to the acquisition of the financial asset (other than financial assets recorded at fair value through OCI) are included in the fair value of the financial assets. Purchase or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trade) are recognised on trade date. While, loans and borrowings and payables are recognised net of directly attributable transaction costs.

MASK INVESTMENTS LIMITED

Subsequent Measurement

The classification of financial instruments depends on the objective of the business model for which it is held. Management determines the classification of its financial instruments at initial recognition.

a) Non-derivative financial assets

(i) Financial assets at amortised cost

A financial asset shall be measured at amortised cost if both of the following conditions are met:

(a) the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and

(b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

They are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. Financial assets are measured initially at fair value plus transaction costs and subsequently carried at amortized cost using the effective interest method, less any impairment loss.

Trade receivables, security deposits, cash and cash equivalents, employee and other advances and eligible current and non-current assets are measured at Amortized Cost.

(ii) Debt instruments at FVTOCI

A debt instrument shall be measured at fair value through other comprehensive income if both of the following conditions are met:

(a) the objective of the business model is achieved by both collecting contractual cash flows and selling financial assets and

(b) the asset's contractual cash flow represent SPPI

Debt instruments included within FVTOCI category are measured initially as well as at each reporting period at fair value plus transaction costs. Fair value movements are recognised in other comprehensive income (OCI). However, the Company recognises interest income, impairment losses & reversals and foreign exchange gain loss in statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from equity to profit and loss. Interest earned is recognised under the effective interest rate (EIR) model.

(iii) Equity instruments at FVTOCI

All equity instruments are measured at fair value. Equity instruments held for trading is classified as FVTPL. For all other equity instruments, the Company may make an irrevocable election to present subsequent changes in the fair value in OCI. The Company makes such election on an instrument-by-instrument basis. If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividend are recognised in OCI which is not subsequently recycled to statement of profit and loss.

MASK INVESTMENTS LIMITED

(iv) Financial assets at FVTPL

FVTPL is a residual category for financial assets. Any financial asset which does not meet the criteria for categorization as at amortised cost or as FVTOCI, is classified as FVTPL.

In addition the Company may elect to designate the financial asset, which otherwise meets amortised cost or FVOCI criteria, as FVTPL if doing so eliminates or significantly reduces a measurement or recognition inconsistency. The Company has not designated any financial asset as FVTPL.

Financial assets included within the FVTPL category are measured at fair values with all changes in the statement of profit and loss.

b) Non-derivative financial liabilities

(i) Financial liabilities at amortised cost

Financial liabilities at amortised cost represented by borrowings, trade and other payables are initially recognized at fair value, and subsequently carried at amortized cost using the effective interest rate method.

2.3 Revenue recognition

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

A. Interest income in respect to all the Debt Instruments and deposits which are measured at cost or at fair value through other comprehensive income, is recorded using effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. Interest Income is included in Other Income in the statement of profit and loss.

2.4 Foreign currency transactions

Transactions denominated in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction. As at the Balance Sheet date, foreign currency monetary assets and liabilities are translated at closing exchange rate. The gains or losses resulting from such translations are included in net profit in the Statement of Profit and Loss.

Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of the transaction.

Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled. Revenue, expense and cash flow items denominated in foreign currencies are translated into the relevant functional currencies using the exchange rate in effect on the date of the transaction.

MASK INVESTMENTS LIMITED

2.5 Employee Benefits

- (a) All the Short Term Employee Benefits are accounted for on the basis of services rendered by the employees of the company.
- (b) Company contributes towards Provident Fund which is Defined Contribution schemes. Liability in respect thereof is determined on basis of contribution required to be made as per statutes/ rules.
- (c) No provision has been made for Long Term Employee Benefits such as Gratuity and Leave Encashment as the same are recognized as and when they become due for payment.

2.6 Borrowing Cost

Borrowing Costs that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of Cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are charged the Statement of Profit & Loss.

2.7 Taxes on income

Tax expenses for the year comprises of current tax, deferred tax charge or credit and adjustments of taxes for earlier years. In respect of amounts adjusted outside profit or loss (i.e. in other comprehensive income or equity), the corresponding tax effect, if any, is also adjusted outside profit or loss.

Provision for current tax is made as per the provisions of Income Tax Act, 1961.

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences, and deferred tax assets are recognised for all deductible temporary differences, carryforward tax losses and allowances to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, carry forward tax losses and allowances can be utilised. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxation authority.

2.8 Provisions and contingent liabilities

A provision is recognized when the Company has a present obligation (legal or constructive) as a result of past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources.

MASK INVESTMENTS LIMITED

Notes Forming Part of Accounts as At 31st March, 2022

(Amount in Rupees Thousands)

Particulars	As At 31st March, 2022	As At 31st March, 2021
3 Non-Current Investments		
A. Valued at Fair Value through OCI		
(a) Investment in Equity Instruments	<i>No. of Share</i>	
(i) Quoted at Fair Value (Fully Paid Up)		
Mohit Industries Limited	1428881	28,148.96
	(1428881)	13,717.26
Bigbloc Construction Limited	7513530	6,88,239.35
	(1502706)	1,65,748.47
B. Valued at Cost less other than temporary diminution in value, if any		
(i) Investments in Equity Instruments		
(a) UnQuoted (Fully Paid Up)		
NXT Fab Pvt. Ltd.	12000	120.00
Mohit Overseas Ltd.	30000	255.00
	375.00	375.00
SUB-TOTAL	7,16,763.30	1,79,840.73
Aggregate Amount of Unquoted Shares	375.00	375.00
Aggregate Amount of Quoted Shares & its Market value	7,16,388.30	1,79,465.73
4 Trade Receivables		
(Unsecured, considered good by the Director)		
Trade Receivables	0.00	0.00
TOTAL	0.00	0.00
5 Cash & Cash Equivalents		
(a) Cash in Hand	7.60	38.22
(b) Balances with Bank in Current Accounts	615.94	255.58
TOTAL	623.54	293.80
6 Loans		
(Unsecured, considered good by the Director)		
(a) Loans Given to Others	13,767.97	9,827.22
TOTAL	13,767.97	9,827.22
7 Other Current Assets		
(a) Balances with Revenue Authorities	302.20	748.09
(b) Advances Given	2.73	11.25
TOTAL	304.93	759.34

MASK INVESTMENTS LIMITED

Notes Forming Part of Accounts as At 31st March, 2022

(Amount in Rupees Thousands)

Particulars	As At 31st March, 2022	As At 31st March, 2021
8 Share Capital		
<u>Authorized Share Capital</u>		
35,00,000 Equity Shares of Rs. 10/- each (P.Y. 35,00,000 equity shares of Rs. 10/- each)	35,000.00	35,000.00
<u>Issued Share Capital</u>		
30,51,500 Equity Shares of Rs. 10/- each, fully paid up (P.Y. 30,51,500 Shares)	30,515.00	30,515.00
<u>Subscribed & Fully Paid Up</u>		
30,51,500 Equity Shares of Rs. 10/- each, fully paid up (P.Y. 30,51,500 Shares)	30,515.00	30,515.00
TOTAL	30,515.00	30,515.00

(a) The Company has only one class of shares referred to as Equity Shares having face value of Rs. 10/- each. Each Shareholder is eligible for one vote per share held.

(b) Reconciliation of No. of Equity Shares Outstanding at the Beginning & End of the year:

Particulars	As At 31st March, 2022 (Number)	As at 31st March, 2021 (Number)
Shares Outstanding at the Beginning of the Year	30,51,500	30,51,500
(+) Shares Issued during the year	-	-
(-) Shares Buy-back During the year	-	-
Shares Outstanding at the End of the year	30,51,500	30,51,500

(c) Shares in the company held by each shareholder holding more than 5% Equity Shares

Name of Shareholder	Equity Shares			
	As at 31 March 2022		As at 31 March 2021	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Narayan Saboo	1096462	35.93%	1081462	35.44%
Naresh Saboo	434300	14.23%	434300	14.23%
Sitaram Saboo	254000	8.32%	269000	8.82%

MASK INVESTMENTS LIMITED

(d) Shares in the company Held by promoter at the end of the year

Sr. No.	Promoter Name	No. of Shares held	% of Total Shares Held	% Change during the year
1	Narayan Saboo	1096462	35.93%	1.39%
2	Naresh Saboo	434300	14.23%	0.00%
3	Sitaram Saboo	254000	8.32%	-5.58%
4	Narayan Saboo (HUF)	120831	3.96%	0.00%
5	Madhu Saboo	2500	0.08%	0.00%
6	Sonia Saboo	150000	4.92%	0.00%
7	Manish Saboo	129400	4.24%	0.00%
8	Mohit Saboo	17069	0.56%	0.00%

MASK INVESTMENTS LIMITED

Notes Forming Part of Accounts as At 31st March, 2022

(Amount in Rupees Thousands)

Particulars	As At 31st March, 2022	As At 31st March, 2021
9 Long Term Provisions		
Contingent Provisions against Standard Assets	31.40	31.40
TOTAL	31.40	31.40
10 Short Term Borrowings		
(a) Unsecured Loans		
(i) Loans repayable on demand from Others		
-- From Companies	8,853.24	5,750.50
TOTAL	8,853.24	5,750.50
11 Trade Payables		
<i>A. Total outstanding dues of micro enterprises and small enterprises (See Note No. 23)</i>	0.00	0.00
<i>B. Total outstanding dues of creditors other than micro enterprises and small enterprises:-</i>	923.13	440.03
TOTAL	923.13	440.03

TRADE PAYABLE DUE FOR PAYMENT

Particulars	Outstanding for following periods from due date				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	0.00	0.00	0.00	0.00	0.00
(ii) Others	523.13	400.00	0.00	0.00	923.13
(iii) Disputed Dues-MSME	0.00	0.00	0.00	0.00	0.00
(iv) Disputed Dues-Others	0.00	0.00	0.00	0.00	0.00

12 Other Current Liabilities		
(a) Statutory Dues Payable	12.96	8.73
TOTAL	12.96	8.73
13 Current Tax Liabilities		
(a) Provision for Income Tax	222.01	20.16
TOTAL	222.01	20.16

MASK INVESTMENTS LIMITED

Notes Forming Part of Accounts as at 31st March, 2022

(Amount in Rupees Thousands)

Particulars	For Year Ended on 31st March, 2022	For Year Ended on 31st March, 2021
14 Other Income		
Misc. Balance w/off	0.08	0.00
	0.08	0.00
15 Employee Benefit Expenses		
Salary & Bonus	638.13	504.30
TOTAL	638.13	504.30
16 Finance Cost		
Bank Charges	0.66	0.65
TOTAL	0.66	0.65
17 Other Expenses		
Computer Expenses	27.85	35.64
Listing Fees	342.20	342.20
Professional Tax	5.18	2.18
Interest on Professional Tax	0.00	0.07
General Expenses	0.25	0.10
Legal & Professional Fees	249.33	284.58
Demat Expenses	11.56	25.30
Advetisement Expenses	40.56	47.98
Misc. Balance w/off	0.00	4.45
Printing & Stationery Expenses	0.00	0.05
Interest on TDS	0.47	8.66
TOTAL	677.39	751.21

MASK INVESTMENTS LIMITED

(Amount in Rupees Thousands)

18 Contingent Liabilities & Commitments

a) i) Contingent liability not provided for Rs. NIL (P.Y. NIL).

b) Estimated amount of contracts remaining to be executed on capital account and not provided for is Rs. NIL (P.Y. Rs. NIL) against which advance paid is Rs. NIL (P.Y. Rs. NIL).

19 Payment to Auditors

Audit Fees
For Taxation Matters
TOTAL

31-03-2022	31-03-2021
30.00	30.00
0.00	0.00
30.00	30.00

20 Figures of Previous Year have been regrouped and rearranged wherever thought necessary to make them comparable with the figures of Current Year

21 RELATED PARTY RELATIONSHIP AND TRANSACTION

A. Related parties and relationship

(a) Key Management Personnel

1	Narayan S. Saboo	2	Naresh S. Saboo
3	Madhu Saboo		

(b) Enterprises Controlled by Key Management Personnel & Their Relatives

1	Mohit Industries Limited	3	Mohit Yarns Limited
2	Bigbloc Construction Limited	4	Starbigbloc Building Material Private Limited

B. Transactions with Related Parties

Sl. No.	NAME OF RELATED PARTY	Relationship	Nature of Transaction	AMOUNT (in Rupees Thousands)
1	Sonia Saboo	Relative of Key Management Personnel	Salary	0.00 <i>400.00</i>
			Sundry Creditors	400.00 <i>400.00</i>
2	Bigbloc Construction Limited	Enterprise Controlled by Key Management Personnel	Commission Income	0.00 <i>(--)</i>
			Dividend Received	1,127.03 <i>375.68</i>

The Figures in Italics are of previous year

22 There is no foreign currency transaction during the year under audit.

23 There are no Micro & Small Scale Business Enterprises, to whom the company owes dues, which are outstanding for more than 45 Days as at 31st March, 2022. This is information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company and have been relied upon by the Auditors.

24 The Company has single segment namely "Finance & Investment Activities". Therefore, the company's business does not fall under different segments as defined by AS - 17 of "Segment Reporting" issued by ICAI.

25 EARNINGS PER SHARE

Net Profit / (Loss) for the period
Weighted Average No. of Shares Outstanding
Earnings Per Share (Basic & Diluted) (A/B)
Face Value of Shares

31-03-2022	31-03-2021
24.17	57.78
30,51,500	30,51,500
0.01	0.02
10.00	10.00

26 Income tax

MASK INVESTMENTS LIMITED

A Income tax expense in the statement of profit and loss consists of:

Particulars	F.Y. 2021-22	F.Y. 2020-21
Current income tax:		
-- In respect of the current period	222.01	20.16
-- In respect of the prior periods	635.93	2.18
Deferred tax		
-- In respect of the current period	0.00	0.00
Income tax expense recognized in the statement of profit or loss	857.94	22.34

B The reconciliation between the provision of income tax of the Company and amounts computed by applying the Indian statutory income tax rate to profit before taxes is as follows:

Particulars	F.Y. 2021-22	F.Y. 2020-21
Profit Before Tax	882.10	80.12
Enacted Income Tax Rate in India	25.17%	25.17%
Computed Expected Tax Expenses	2,22,008	20,164
Effect of		
-- Deferred Tax	0.00	0.00
-- Adjustment to Current tax for prior periods	635.93	2.18
-- Impact of changes on account of Computation	0.00	0.00
Income tax expense recognized in the statement of profit or loss	857.94	22.34

MASK INVESTMENTS LIMITED

Notes Forming Part of Accounts as at 31st March, 2022

27 ADDITIONAL REGULATORY INFORMATION

(Amount in Rupees Thousands except for ratios)

(i) KEY FINANCIAL RATIOS:-

(a) CURRENT RATIO

Particulars	As at 31st March, 2022	As at 31st March, 2021
Current Assets	1,46,96,448	1,08,80,360
Current Liabilities	1,00,11,339	62,19,419
Current Ratio (in times)	1.47	1.75

(b) DEBT TO EQUITY RATIO

Particulars	As at 31st March, 2022	As at 31st March, 2021
Total Borrowings	88,53,238	57,50,500
Total Equity (Other than OCI Through FVOCI)	4,06,99,811	4,06,75,643
Debt to Equity Ratio (in times)	0.22	0.14

Explanation: Change in ratio is due to increased in borrowings corresponding to loans & advances given

(c) DEBT SERVICE COVERAGE RATIO

Particulars	As at 31st March, 2022	As at 31st March, 2021
Earning for Debt Service = Net profit after tax + Non-Cash operating expenses + interest + Other adjustments	24,169	57,777
Debt Services = Interest + Repayment of Long Term Debts	-	-
Debt Service Coverage Ratio (in times)	NA	NA

(d) RETURN ON EQUITY RATIO

Particulars	As at 31st March, 2022	As at 31st March, 2021
Profit After Tax	24,169	57,777
Opening Total Equity (Other than OCI Through FVOCI)	4,06,75,643	4,06,17,866
Closing Total Equity (Other than OCI Through FVOCI)	4,06,99,811	4,06,75,643
Average Total Equity	4,06,87,727	4,06,46,754
Return on Equity Ratio (in %)	0.06%	0.14%

Explanation: Fall in Ratio is due to Income tax for earlier years

(e) INVENTORY TURNOVER RATIO

Particulars	As at 31st March, 2022	As at 31st March, 2021
Purchase of Goods	NA	NA
Opening Inventories	NA	NA
Closing Inventories	NA	NA
Average Inventories	NA	NA
Inventory Turnover Ratio (in times)	NA	NA

(f) TRADE RECEIVABLE TURNOVER RATIO

Particulars	As at 31st March, 2022	As at 31st March, 2021
Sales	NA	NA
Opening Trade Receivable	NA	NA
Closing Trade Receivable	NA	NA
Average Trade Receivable	NA	NA
Trade Receivable Turnover Ratio (in times)	NA	NA

MASK INVESTMENTS LIMITED

(f) TRADE PAYABLE TURNOVER RATIO

Particulars	As at 31st March, 2022	As at 31st March, 2021
Purchase of Goods / Services	13,15,524	12,55,512
Opening Trade Payable	4,40,030	31,113
Closing Trade Payable	9,23,134	4,40,030
Average Trade Payable	6,81,582	2,35,572
Trade Payable Turnover Ratio (in times)	1.93	5.33

Explanation: The variation in Trade Payable is due to trade payable outstanding of FY 2020-21.

(h) NET WORKING CAPITAL TURNOVER RATIO

Particulars	As at 31st March, 2022	As at 31st March, 2021
Sales	21,98,201	13,36,285
Opening Working Capital	46,60,941	46,13,079
Closing Working Capital	46,85,109	46,60,941
Average Working Capital	46,73,025	46,37,010
Net Working Capital Turnover Ratio (in times)	0.47	0.29

Explanation: Variation is due to increase in Dividend income during the year.

(i) NET PROFIT RATIO

Particulars	As at 31st March, 2022	As at 31st March, 2021
Profit After Tax	24,169	57,777
Revenue from Operations	21,98,201	13,36,285
Net Profit Ratio (in %)	1.10%	4.32%

Explanation: Fall in Ratio is due to Income tax for earlier years

(j) RETURN ON CAPITAL EMPLOYED

Particulars	As at 31st March, 2022	As at 31st March, 2021
Profit before tax & finance cost	8,82,104	80,119
Capital Employed = Net Worth + borrowings + Deferred Tax Liabilities	4,95,53,049	4,64,26,143
Return on Capital Employed (in %)	1.78%	0.17%

Explanation: Variation is due to increase in Dividend income during the year.

(k) RETURN ON INVESTMENTS

Particulars	As at 31st March, 2022	As at 31st March, 2021
Income generated from investments	53,80,49,604	13,21,56,091
Opening Invested Funds (including FVOCI effect)	17,98,40,730	4,80,60,316
Closing Invested Funds (including FVOCI effect)	71,67,63,304	17,98,40,730
Average Invested Funds	44,83,02,017	11,39,50,523
Return on Investment (in %)	120.02%	115.98%

As per our Audit Report Attached

For & On Behalf of Board of Directors

For RAJENDRA SHARMA & ASSOCIATES

Chartered Accountants

Firm Registration No.: 108390W

Sd/-
Sachinkumar Jain
DIN: 01634303

Sd/-
Narayan Saboo
DIN: 00223324

(Rajendra Ratanlal Sharma)
Partner
Membership No. 044393
Surat, 27th May, 2022

Sd/-
Ayushi Saboo
CFO

Sd/-
Bijay Laxmi Vishal Singh
Company Secretary

MASK INVESTMENTS LIMITED

CIN: L65993GJ1992PLC036653

Regd. office: A-601/B, International Trade Centre, Majura Gate Ring Road, Surat 395002 Gujarat India

Phone: +91-261-2463261, 2463262, 2463263 Fax: +91-261-2463264

Email: contact@maskinvestments.comWebsite: www.maskinvestments.com**ATTENDANCE SLIP**

Please Fill Attendance Slip and hand it over at the entrance of the Meeting Hall.

(Joint shareholders may obtain additional Slip at the venue of the meeting.)

Folio No./DP ID/ Client ID#	
No. of Equity Shares Held	

I hereby record my presence at the 30th Annual General Meeting of the Company being held at registered office of the Company at A-601/B, International Trade Centre, Majura Gate, Ring Road, Surat-395002, Gujarat on Friday, the 30th September 2022 at 01.00 P.M

Name of Shareholder (In Block letter)	
Name of proxy/ Authorized Representatives attending* (In Block letter)	

* Strike out whichever is not applicable

#Applicable for Shareholders holding Shares in Dematerialized Form.

Signature of the attending Shareholder/
Proxy/Authorized Representative*

MASK INVESTMENTS LIMITED

CIN: L65993GJ1992PLC036653

Regd. office: A-601/B, International Trade Centre, Majura Gate Ring Road, Surat 395002 Gujarat India

Phone: +91-261-2463261, 2463262, 2463263 Fax: +91-261-2463264

Email: contact@maskinvestments.comWebsite: www.maskinvestments.com**Form No. MGT-11 – (PROXY FORM)**

Name of the member (s):
Registered address:
E-mail Id:
Folio No/ Client Id:

I/We _____ being member(s) of above named company, hereby appoint

- Name: _____ Address: _____

Email Id: _____ Signatures: _____ or falling him: _____
- Name: _____ Address: _____

Email Id: _____ Signatures: _____ or falling him: _____
- Name: _____ Address: _____

Email Id: _____ Signatures: _____ or falling him: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General meeting of the company, to be held at A-601/B, International Trade Centre, Majura Gate Ring Road, Surat 395002 Gujarat on Friday, the 30th September 2022 at 01.00 P.M and at any adjournment thereof in respect of the following resolutions:

No.	Resolutions	Vote (*Optional)	
		For	Against
Ordinary Business			
1	Ordinary Resolution for Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and the Auditors thereon.		
2	Ordinary Resolution for re-appointment of Mr. Narayan Saboo (holding DIN No. 00223324) as a Director of the Company, who retires by rotation.		
3.	Ordinary Resolution to re-appoint M/s. Rajendra Sharma & Associates., Chartered Accountants as the Statutory Auditors of the company for 2 nd term of Five (5) consecutive years.		
SPECIAL BUSINESS			
4.	Ordinary Resolution to Appoint Mrs. Ayushi Manish Saboo (CFO) (DIN: 02446095) as Managing Director of the company		

Signed this _____ day of _____ September, 2022

Signature of Shareholder _____ Signature of Proxy holder _____

Signature of
Shareholder
Signature of
Proxy holder

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 30th AGM.
- Please complete all details including details of member(s) in above box before submission.

* It is optional to put an 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Form No. MGT- 12**POLLING PAPER / BALLOT PAPER***[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies**(Management and Administration) Rules, 2014]***Name of the Company: MASK INVESTMENTS LIMITED (CIN No. L65993GJ1992PLC036653)****AGM VENUE at the Registered Office: 6TH FLOOR, A/601-B, INTERNATIONAL TRADE CENTRE, MAJURA GATE, RING ROAD, SURAT – 395002, on Friday, 30th September, 2022 AT 01:00 p.m. Phone: 0261-2463261/62/63, Website: www.maskinvestments.com.****BALLOT PAPER**

SR No.	Particulars	Details
1.	Name of First Named Shareholder(s) (including joint holders, if any) in block	
2.	Registered Address of Sole & First named Shareholders beneficial owner	
3.	Registered Folio No. / *DP ID No. Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares of Rs. 10 each

I/We hereby exercise my/our vote in respect of the following Resolution(s) as set out in the Notice of 30th Annual General Meeting of the Company on Friday, the 30th September 2022 by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (✓) mark at the appropriate box below.

Item No.	Description	No. Of Equity Shares held by me	I/We assent to the Resolution	I/We assent to the Resolu
----------	-------------	---------------------------------	-------------------------------	---------------------------

ORDINARY BUSINESS

1.	Ordinary Resolution to adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2022, together with the Report of Board of Directors' and Auditors' thereon.			
2.	Ordinary Resolution to appoint a Director in the place of Mr. Narayan Sitaram Saboo (DIN: 00223324), who retire by rotation in terms of 152(6) of Companies Act, 2013 and being eligible, offers himself for re-appointment.			
3.	Ordinary Resolution to re-appoint M/s. Rajendra Sharma & Associates., Chartered Accountants as the Statutory Auditors of the company for 2 nd term of Five (5) consecutive years.			

SPECIAL BUSINESS

4.	Ordinary Resolution to Appoint Mrs. Ayushi Manish Saboo (CFO) (DIN: 02446095) as Managing Director of the company			
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PLACE: SURAT**DATE:****(SIGNATURE OF THE EQUITY SHAREHOLDER/ PROXY HOLDER)**

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THE MINISTRY OF CORPORATE AFFAIRS HAS TAKEN A "GREEN INITIATIVE IN THE CORPORATE GOVERNANCE" BY ALLOWING PAPERLESS COMPLIANCES BY THE COMPANIES AND HAS ISSUED CIRCULAR STATING THAT SERVICE OF NOTICE/DOCUMENTS INCLUDING ANNUAL REPORT CAN BE SENT BY E-MAIL TO ITS MEMBERS. TO SUPPORT THIS GREEN INITIATIVE OF THE GOVERNMENT, MEMBERS WHO HAVE NOT REGISTERED THEIR E-MAIL ADDRESS, SO FAR, ARE REQUESTED TO GET THEIR E-MAIL ADDRESSES, IN RESPECT OF ELECTRONIC HOLDING WITH DEPOSITORY THROUGH THEIR CONCERNED DEPOSITORY PARTICIPANTS. MEMBERS, WHO HOLD SHARES IN PHYSICAL FORM, ARE REQUESTED TO GET THEIR SHARES DEMATERIALIZED.